

# BYLAWS OF

## NORTH AMERICAN HAPKIDO TAEKWONDO FEDERATION

### ARTICLE 1.

#### LEGAL STATUS AND OFFICES

- **Name:** The name of the corporation shall be NORTH AMERICAN HAPKIDO TAEKWONDO FEDERATION, d/b/a NAHTF (herein after referred to as NAHTF). NAHTF may establish such acronyms or abbreviations as may be appropriate for business use, and may establish logos, service marks, or trademarks as may be appropriate to further its purposes, mission recognition and
- **Business Offices:** The initial principal office of NAHTF shall be within Kingston, PA as stated in the Articles of Incorporation. NAHTF may at any time, and from time to time, change the location of its principal office. NAHTF may have such other offices, either within or outside Pennsylvania, as the Board of Directors may designate or as the affairs of NAHTF may require from time to
- **Registered Offices:** The registered office of NAHTF required by the Pennsylvania Revised Nonprofit Corporation Act (the “Nonprofit Corporation Act”) to be maintained in Pennsylvania may be changed from time to time by the Board of Directors or by the Officers of NAHTF, or to the extent permitted by the Nonprofit Corporation Act, by the registered agent of NAHTF, provided in all cases that the street addresses of the registered office and of the business office or home of the registered agent of NAHTF are.

### ARTICLE 2.

#### MISSION AND PURPOSES

- **Mission:** The mission of NAHTF shall be to empower United States athletes to reach sustained competitive excellence, cultivate character and sportsmanship, while foster growth of Amateur TaeKwonDo and Hapkido on a safe and fair playing field in the United States for future Olympic recognition.
- **Purposes:** NAHTF has been created, and shall be operated, for charitable and educational purposes and to foster national and international competition in Amateur TaeKwonDo and Hapkido. Specifically, NAHTF shall empower United States athletes, coaches, officials, and other participants in the sport of Amateur TaeKwonDo and Hapkido to achieve sustained competitive excellence, develop character and sportsmanship, and promote and grow Amateur TaeKwonDo and Hapkido on a safe and fair playing field in the United States. As the National Governing Body, NAHTF shall oversee and govern the sport of Amateur TaeKwonDo and Hapkido in the United States.

- **Nonprofit Status:** NAHTF shall operate as a nonprofit corporation incorporated pursuant to the laws of the State of Pennsylvania. NAHTF shall be operated for charitable and educational purposes and it shall also have as its purpose to foster national and international sports competition in the sport of Amateur TaeKwonDo and Hapkido, consistent with maintaining tax-exempt status in accordance with section 501(c)(3) of the Internal Revenue Service.

## ARTICLE 3.

### OBJECTIVES AND RECOGNITION AS NATIONAL GOVERNING BODY

- **Recognition as a National Governing Body:** NAHTF shall seek and attempt to maintain recognition by the United States Olympic Committee as the National Governing Body for the sport of Amateur TaeKwonDo and Hapkido in the United States. In fulfilling those requirements as the National Governing Body, NAHTF shall:
  - maintain the managerial and financial competence and capability to establish national goals for Amateur TaeKwonDo and Hapkido relating to the development and well-being of the sport, to implement and administer a plan for the attainment of those goals, and to execute its obligations as the National Governing Body for the sport of Amateur TaeKwonDo and Hapkido;
  - agree to submit to binding arbitration in any controversy involving:
    - (i) its recognition as a National Governing Body, or (ii) the opportunity of any athlete, coach, trainer, manager, administrator, or official to participate in athletic competition in Olympic-Style TaeKwonDo and Hapkido (herein referred to as “Amateur TaeKwonDo and Hapkido”), upon demand of any aggrieved athlete, coach, administrator, or official participating within Amateur TaeKwonDo and Hapkido, conducted in accordance with the Commercial Rules of the American Arbitration Association, as modified for Olympic and Sports Doping Disputes;
      - be autonomous in the governance of the sport of Amateur TaeKwonDo and Hapkido by independently determining and controlling all matters central to governance, by not delegating decision-making and control of matters central to governance, and by being free from outside restraint;
      - be a member of no more than one (1) International Federation which is recognized by the International Olympic Committee (the “IOC”) as the worldwide governing body for the sport of Amateur TaeKwonDo and Hapkido;
      - provide for its membership to be open to any individual who is an athlete, coach, administrator, physician or official active in Amateur TaeKwonDo and Hapkido;
      - provide fair notice and opportunity for a hearing to any athlete, coach, trainer, manager, administrator, or official participating in Amateur TaeKwonDo and Hapkido before declaring such individual ineligible to participate;
      - ensure that its Board of Directors has established criteria and election procedures for, and maintains among the Board’s voting members, individuals who are actively engaged in athletic competition in Amateur TaeKwonDo and Hapkido or who have represented the United States in an international athletic competition in Amateur TaeKwonDo and Hapkido within the preceding

ten (10) years, and ensures that the voting power held by those individuals is not less than twenty (20) percent of the voting power held in its Board of Directors or other governance body;

- provide for reasonable direct representation on its Board of Directors for any not-for-profit sports organization that meets the requirements of applicable federal law, which, in the sport of

Amateur TaeKwonDo and Hapkido, conducts on a level of proficiency appropriate for selection of athletes to represent the United States in international athletic competition in Amateur TaeKwonDo and Hapkido, a national program, or regular national athletic competition in Amateur TaeKwonDo and Hapkido, and ensure that representation reflects the nature, scope, quality, and strength of the programs and competitions of that sports organization in relation to all other of those programs and competitions in the sport of Amateur TaeKwonDo and Hapkido in the United States;

- not have an officer who is also an officer of another National Governing Body;
- provide procedures for the prompt and equitable resolution of grievances of its members;
- not have criteria relating to eligibility in or to the participation in the Olympic or Pan American Games that are more restrictive than those of the international sports federation for the sport of Amateur TaeKwonDo and Hapkido, which is recognized by the IOC;
- subscribe to the applicable statutes, codes, rules, policies and protocols of the United States Anti-Doping Agency (“USADA”) and the World Anti-Doping Agency (“WADA”); and
- perform all other obligations and duties imposed on a National Governing Body by applicable law or governing

## ARTICLE 4.

### NON-DISCRIMINATION

- **Sports Act:** NAHTF shall comply with the equal opportunity requirements for recognition as a National Governing Body as required by applicable law or governing authority, and as such requirements are promulgated or revised from time to time. In fulfilling those requirements, NAHTF shall:
- provide an equal opportunity to athletes, coaches, administrators, and officials to participate in Amateur TaeKwonDo and Hapkido competitions without discrimination on the basis of race, color, religion, sex, sexual orientation, gender identity or gender expression, age, or national origin; and
- be governed by a Board of Directors whose members are selected without regarding to race, color, religion, national origin, or sex, sexual orientation, gender identity or gender expression with reasonable representation on the Board of both males and
  - **NAHTF:** Pursuant to Article 3 of the NAHTF Statutes, discrimination by NAHTF on any individual, groups of people, organizations or countries of ethnic origin, gender, language, religion or politics is strictly prohibited and punishable by suspension or

expulsion in accordance with the NAHTF Statutes, Bylaws, the Code of Ethics, the Disciplinary Code and Procedural Rules.

## ARTICLE 5. MEMBERS

- **Categories of Membership:** NAHTF shall have the individual and organization membership categories as follows:
- **Athlete Members:** Athlete members shall be those individuals who register as competitive athletes and are eligible to compete in the sport of Amateur TaeKwonDo and Hapkido;
- **Coach Members:** Coach members shall be those individuals who register as active coaches and who are certified as coaches by NAHTF;
- **Officials Members:** Official members shall be those individuals who register as active officials and who are certified as officials by NAHTF;
- **Physician Members:** Physician members shall be those individuals who register as active physician members (Medical Doctor – MD or Doctor of Osteopathy –DO) and are certified as physicians by NAHTF;
- **Administrative Members:** Administrative members shall be those Individuals who register as supporting members and who are interested in the purpose, programs, aims and objectives of NAHTF;
- **Life Members:** Life members shall be those individuals who register as life members and who pay to NAHTF a life membership fee;
- **Registered Clubs:** Registered clubs are those TaeKwonDo and Hapkdio clubs that register with the Local NAHTF Committee (“LNAHTFC”) that governs its geographical location and which agree to conduct their programs in accordance with and agree to be bound by the rules and regulations of NAHTF and meet other registration requirements of NAHTF;
- **Local MMA Committees:** LNAHTFCs are recognized by NAHTF and govern their respective geographical locations. LNAHTFCs agree to (i) conduct their programs in accordance with, and to be bound by, the rules and regulations of NAHTF, (ii) meet other registration requirements of NAHTF, and (iii) are bound by the LNAHTFC Bylaws;
- **Affiliated Organizations:** Affiliated Organizations shall be those not for profit sports organizations which meet the requirements of applicable federal law, that register as affiliated organizations and that conduct, on a level of proficiency appropriate for the selection of athletes to represent the United States in international athletic competition in the sport of Amateur TaeKwonDo and Hapkido, a national program or regular national athletic competition in the sport of Amateur
  - **Non-Voting Members:** All categories of members described in Section 5.1 of these Bylaws shall be considered non-voting members for purposes of the Nonprofit Corporation Act. Each category of membership shall have only those qualifications, rights and privileges as set forth herein, subject to the Nonprofit Corporation
  - **Membership Requirements:** Membership in NAHTF is a privilege and creates within it certain obligations and duties. The Board of Directors may establish such membership

requirements as the Board shall deem necessary and appropriate. No privilege of membership shall be made available until all membership requirements are satisfied. Any individual member of NAHTF who does not successfully pass a NAHTF -approved background screening may not register for and/or participate in any NAHTF -sanctioned activities. Any individual, non- athlete member of NAHTF who does not successfully pass a bi-annual SafeSport Training Course may not register for and/or participate in any NAHTF -sanctioned

- **Dues and Fees:** The Board of Directors may establish such rules and procedures for the manner and method of payment of fees, the collection of delinquent fees and the proration or refund of fees, as the Board shall deem necessary or appropriate. No privilege of membership shall be available until all fees are paid in
- **Suspension and Termination:** The membership of any member may be terminated at any time with or without cause by the Board of Directors. A member shall have the right to a hearing prior to termination. A member may only resign if the member has paid all fees then
- **Transfer of Membership:** Membership NAHTF is not transferable, unless to a successor of a corporate member which must first be approved by NAHTF. Members shall have no ownership rights or beneficial interests of any kind in the property of
- **Registered Club, LNAHTFC and Affiliated Organizational Members:** The Registered Club, LNAHTFC and Affiliated Organization Members of NAHTF are subject to those rules and regulations for those membership categories as may be established by the Board of Directors from time to

## 5.8 Meetings of Members.

- **No Rulemaking Authority.** Except for those items for which members are entitled to vote as specifically provided in these Bylaws, the meetings of the members shall be purely advisory and shall have no rulemaking, budgetary, legislative, or other
- **Annual Meetings.** There shall be an annual meeting of the members of NAHTF known as the NAHTF Annual General Assembly, at which all individual and organization members and other NAHTF constituencies in the NAHTF family shall be invited to gather and provide input to the National Office and Board of Directors on important issues facing the organization. The NAHTF Annual General Assembly shall be held annually ideally in the fourth quarter of each year at the time and place as determined by the agreement of the President and Executive Director. Failure to hold an annual NAHTF Annual General Meeting as required by these Bylaws shall not be considered a forfeiture or dissolution of NAHTF or invalidate any action taken by the Board of Directors or officers of
- **Special Meetings.** A special meeting of the members, for any purpose or purposes, may be called by the President, or shall be called by the President if NAHTF receives written demands stating the purpose or purposes for which it is to be held, signed and dated by members holding at least ten (10) percent of all the members described in Sections 5.1(A), (B), (C), (D), (F), (G),

(H) and (I).

- **Place of Meeting.** Each NAHTF Annual General Assembly shall be held at such place, either within or outside Pennsylvania, as may be designated in the notice of meeting, or, if no place is designated in the notice, at the principal office of NAHTF in Pennsylvania. Any or all members may participate in any NAHTF Annual General Assembly or any special meeting through the use of any telecommunication by which all persons participating in the NAHTF Annual general Meeting or in the special meeting may hear each other. Whenever possible, the NAHTF Annual General Assembly may be held in conjunction with a Board of Directors meeting. If practicable, the NAHTF Annual General Assembly may be held in conjunction with a major NAHTF competition or event. Special meetings shall be held at such location, either within or outside of Pennsylvania, as designated in the notice of the special

## 5.8.5. Notice of Meeting.

- Notice of the NAHTF Annual General Assembly stating the place, date and time of the Meeting shall be posted on the website of NAHTF no fewer than thirty (30) days before the date of the Annual General
- In the case of a special meeting of the members, except as otherwise prescribed by statute, written notice of each meeting stating the purpose or purposes for which the meeting is called, the place, date and time of the meeting, shall be delivered no fewer than ten (10) days, via email to each member entitled to attend such meeting. Electronic transmission notice shall be deemed to be given when the transmission is
- Any member may waive notice of any meeting before, at or after such meeting. The attendance in person or by proxy of a member at a meeting shall constitute a waiver of notice of such meeting, unless the member at the beginning of the meeting objects to holding the meeting because of lack of notice or defective notice. A member's attendance at a meeting also waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is

## ARTICLE 6.

### BOARD OF DIRECTORS

**6.1 General Powers:** Except as otherwise provided in these Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of NAHTF shall be governed by, the Board of Directors, which shall include the authority to establish policies, procedures, codes and rules by which NAHTF shall operate in accordance with the Bylaws. A provisional NAHTF Board of Directors will be initially established until qualified Board of Directors representatives can be placed in accordance the bylaws of Article 6 paragraphs 6.1–

6.23 of NAHTF operating structure.

- **Function of the Board:** The Board of Directors shall oversee the management of NAHTF and its affairs, but it shall not manage operations of NAHTF. The Board shall focus on long-term objectives and impacts rather than on day-to-day management, empowering the Executive Director to manage a staff-driven organization with effective Board oversight. One of the principal duties of the Board shall be to exercise direction and supervision of the President in the selection of a well-qualified and professional Executive Director and, through the President, to diligently oversee the Executive Director in the operation of NAHTF. In addition, the Board shall perform the following specific functions, among others:
  - implement procedures to orient new Board Directors, to educate all Directors on the business and governance affairs of NAHTF, and to evaluate Board performance;
  - decide the level of compensation of the Executive Director;
  - review and approve NAHTF’s strategic plan and the annual operating plans, budget, business plans, and corporate performance;
  - set policy and provide guidance and strategic direction to management on significant issues facing NAHTF;
  - determine the number and territorial boundaries NAHTF’s geographical regions and LNAHTFCs and appoint appropriately qualified individuals to administer the geographical regions in accordance with the policies and procedures to be determined by the Board;
  - review and approve significant corporate actions;
  - oversee the financial reporting process, communications with stakeholders, and NAHTF’s legal and regulatory compliance program;
  - oversee effective corporate governance;
  - approve capital structure, financial strategies, borrowing commitments, and long-range financial planning;
  - review and approve financial statements, annual reports, audit and control policies, and, upon the recommendation of the Audit Committee, select independent auditors;
  - monitor to determine whether NAHTF’s assets are being properly protected;
  - monitor NAHTF’s compliance with laws and regulations and the performance of its broader responsibilities;
  - ensure that the Board and management are properly structured and prepared to act in case of an unforeseen corporate crisis; and
  - address such other matters as may be appropriate for consideration and action by the
- **Diversity:** (A) NAHTF’s Board shall be sensitive to the desirability of diversity at all levels of NAHTF, including among its athletes. NAHTF’s Board shall develop and implement a policy of diversity at all levels of NAHTF, supported by meaningful efforts to accomplish that diversity. NAHTF’s Board shall develop norms that favor open discussion and the presentation of different views. (B) It is the aim of NAHTF to have at least one woman serve as a member of the Board of Directors. Where, following the completion of the director election and appointment process, no woman is elected or appointed to the Board of Directors, the President shall be entitled to designate and invite a woman (the “Women’s Representative”) to attend

Board meetings. However, for the avoidance of doubt, the Women's Representative shall not be a member of the Board and shall have no right to vote at Board meetings.

- **Qualifications:** A Director shall:
  - be a citizen of the United States and eighteen (18) years of age or older;
  - not necessarily be a resident of the State of Pennsylvania;
  - not be a paid employee or consultant of NAHTF;
  - be registered as a member of NAHTF for at least sixty (60) days (excludes provisional Board of Directors) prior to his or her election/selection, except that this requirement shall not apply to Independent Directors;
  - be a member in good standing of NAHTF at the time of election or appointment, except that this requirement shall not apply to Independent Directors;
  - not have been employed by NAHTF within the last three (3) years;
  - not be a person having a record of a felony criminal conviction involving theft, financial improprieties and other crimes involving moral turpitude, not less than 10 years after completion of their sentence;
  - not be ineligible under applicable NAHTF Statutes, Bylaws, Codes of Ethics, Disciplinary Code and Rules;
  - not have committed, and been sanctioned for, a severe violation of the regulations NAHTF. A severe violation is defined as one which resulted in a suspension of one (1) year or more within the last ten (10) years. Any person who has committed a severe violation is not eligible to serve as a Director or to stand as a candidate in any NAHTF election or any election conducted by a member of NAHTF; and
  - possess the highest personal and professional integrity; have demonstrated exceptional ability and judgment; be effective, in conjunction with the other members of the Board, in collectively serving the long-term interests of NAHTF; and shall possess the highest personal values and judgment, understanding of athletic competition and the Olympic ideals, qualifications of leadership in business and in ethics, and have diverse experience in the key business, financial, or other challenges.

It is the desire of NAHTF to have Directors who demonstrate a high level of experience, capability, success and leadership in Board oversight responsibilities in one (1) or more of the following areas: business, finance, marketing, fundraising, ethics, audit, management, communications, sports and sports performance.

- **Number:** The Board of Directors shall consist of ten (10) Directors as follows:

- two (2) Athlete Directors;
- four (4) Independent Directors;
- one (1) General Membership Director;
- one (1) Director from an Affiliated Organization;
- one (1) Director representing the LNAHTFCs; and
- one (1) Director who is an NAHTF member who serves on the NAHTF Executive Committee as an Ex-Officio Director with full voting rights. In the event there is no NAHTF member who serves on the NAHTF Executive Committee, then the tenth (10th) Director position shall be filled by a NAHTF member holding a position within NAHTF (the determination of whom shall be made in accordance with Section 6.6(F)(ii) of these Bylaws). This Director shall also have full voting
  - **Election/Selection:** Only candidates who meet the qualifications set forth in Section 6.4 are eligible to stand for election for any of the Director positions. Individuals submitting nominations shall inform the Nominating and Governance Committee of any relevant background information and/or other constraints on their time in order for the Committee to determine whether it is appropriate to recommend the individual to stand for election. NAHTF staff shall be responsible for providing any notification to NAHTF in connection with the elections as may be required by

NAHTF Board of Directors shall be elected as follows:

- **Athlete Directors:** There shall be two (2) Athlete Directors. To ensure representation that reflects the participants, one athlete must come from the women’s division and one athlete from the men’s division. If there is no representative from each division in the applicant pool at the time of the election, then this requirement may be waived by the Board only for that specific election.
1. Any Elite Athlete may nominate himself or herself by providing notice to the Nominating and Governance Committee within the deadline set forth by the Committee. Elite Athletes are eligible to vote in an Athlete Director election coordinated by NAHTF. The individuals garnering the highest number of votes shall be
    1. For purposes of these Bylaws, the term “Elite Athlete” means NAHTF members who:
      1. within the five (5) years preceding election, represented the United States in the Olympic or Pan-American Games, or a World Championship recognized by NAHTF for which a competitive selection process was administered by NAHTF; or
      2. with the forty-eight (48) months before election, demonstrated that they are actively engaged in athletic competition in Amateur TaeKwonDo and Hapkido by finishing in the top half of NAHTF’s National Championships or team selection competition for the events outlined in these subparagraphs (1) and (2).

- **Independent Directors:** There shall be four (4) Independent Directors. Preferably, the Independent Directors shall represent experience in business, finance, ethics, education, marketing and sports
6. Individuals who are “independent” as defined in Section 6.6(B)(ii) of these Bylaws are eligible to be selected as Independent Directors. Any individual may nominate himself or herself to run for an Independent Director position by providing notice to the Nominating and Governance Committee within the deadline set forth by the Committee. The Nominating and Governance Committee may actively seek and solicit nominees, and shall review nominations and disqualify those who do not meet the qualifications and requirements for Independent Directors. Independent Directors are then selected by vote of the Nominating and Governance
  7. An individual shall be determined to be “independent” if he or she has no material relationship with NAHTF or any other organizations associated with NAHTF, either directly or through an organization that has a material relationship NAHTF or any other organizations associated with NAHTF. A relationship is “material” if, in the reasonable judgment of the Nominating and Governance Committee, it would interfere with the individual’s independent judgment. Without limiting the parameters described in the prior paragraph, an individual will not be considered independent if, within the preceding two (2) years, he or she:
    1. was employed or held a position as an officer or director of NAHTF or was employed by or held any governance position (whether a paid or volunteer position) with an LNAHTFC, an Affiliated Organization Member and/or NAHTF;
    2. is an immediate family member of a Director of NAHTF, or was employed or held a position as an Officer or Director of NAHTF;
    3. was affiliated with or employed by NAHTF’s outside auditor or outside counsel;
    4. is an immediate family member of a Director of NAHTF who was affiliated with or employed by NAHTF’s outside auditor or outside counsel as a partner, principal or manager;
    5. was a coach, official, grassroots (LNAHTFC or other organizational member not determined to be an affiliated organization), or affiliated organization member, or a member NAHTF’s Athletes’ Advisory Council;
    6. receives any compensation from NAHTF, directly or indirectly, with the understanding that reimbursement for expenses shall not be considered; or
    7. is an executive officer, controlling shareholder, or a partner of a corporation or partnership or other business entity that does business with NAHTF, including but not limited to any business entity involved in the manufacture or sale of MMA equipment. When the guidelines above do not address a particular relationship, the determination of whether the relationship is material, and whether the individual is independent, will be made by the Nominating and Governance Committee. Service on the NAHTF Board or service as a Physician alone shall not disqualify any individual from being considered to be

- **General Membership Director:** There shall be one (1) General Membership Director. An individual who meets the qualifications set forth in Sections 5.1(A) (provided, however, those Athletes entitled to vote in the election of Athlete Directors shall not be eligible to stand for election as the General Membership Director), (B), (D), (F), or (G) of these Bylaws is eligible to be selected as the General Membership Director. Any individual may nominate himself or herself meeting the qualifications and requirements for General Membership Director by providing notice to the Nominating and Governance Committee within the deadline set forth by the Committee. The Nominating and Governance Committee shall review the nominations and shall disqualify those who do not meet the requirements for the General Membership Director. The Nominating and Governance Committee shall appoint the General Membership Director, giving emphasis on selecting the individual who best demonstrates the support for the ideals of the sport of Amateur TaeKwonDo and Hapkido and who preferably has prior experience and knowledge of Amateur TaeKwonDo and Hapkido.
- **LNAHTFC Director:** There shall be one (1) LNAHTFC Director. An individual who meets the qualifications set forth in Section 6.4 of these Bylaws is eligible to be nominated to run for the LNAHTFC Director position. Nominations for LNAHTFC Director shall be vetted by the Nominating and Governance Committee, which shall review the nominations, disqualify those who do not meet the requirements for the LNAHTFC Director and put forward five (5) nominees to stand for election. The LNAHTFC Director shall then be elected by a vote of the LNAHTFC Presidents. A majority vote system will be used. A candidate must receive a majority of the eligible votes cast. In the case where more than two candidates (three or more) are nominated and no single candidate receives a majority of eligible votes cast, the candidate with the lowest number of votes shall be dropped and another ballot taken. This procedure will be followed until the number of candidates is reduced to two. Balloting will continue until one candidate receives a majority of the eligible votes.
- **Affiliated Organization Director:** There shall be one (1) Affiliated Organization Director. An individual who meets the qualifications set forth in Section 6.4 of these Bylaws is eligible to be selected as the Affiliated Organization Director. Nominations for the Affiliated Organization Director position shall be made by the Affiliated Organizations to the Nominating and Governance Committee. The Nominating and Governance Committee will then review and vet the nominations, disqualify those who do not meet the requirements for the Affiliated Organization Director, and present the qualifying nominees to the Affiliated Organizations to stand for election. The Affiliated Organization Director shall then be elected by a vote of the Affiliated Organization Member representatives in accordance with procedures established by NAHTF.

