

August 1 2018 Bylaw Modifications

The change to 6.6 is designed to provide the board the ability to select the independent and at-large directors to ensure that members will be able to carry out the vision of the board. This is consistent with the way most boards including the USOC manage its board members, Nominating and Governance will be integral in vetting potential board members.

Section 6.6. Election/Selection.

The Board of Directors shall be elected/selected as follows:

a. Independent Directors. The Board of Directors shall select Independent Directors, using procedures the Board of Directors deems appropriate and considering the recommendation of the Nominating and Governance Committee, from among individuals considered to be independent, as that term is defined in Section 6.7. The number of independent directors will increase from one (1) to two (2) on 1/1/2019 and then to four (4) on 1/1/2021.

f. At-Large Directors. The Board of Directors shall select At-Large Directors, using procedures the Board deems appropriate and considering the recommendation of the Nominating and Governance Committee, from among individuals who are familiar with and have knowledge of the sport of Karate. One of these Director positions will be transitioned 12/31/2020 to an Independent Director.

The change to 6.7 is intended to correct an error that was included where independence required that an individual had never accompanied a team in international travel which could have excluded board members or committee members that assisted with the travel of the team or were a member of the delegation during their tenure on the board of directors. It also clarifies that the USOC bylaws Section 8.8.3 should be included in athlete representation restrictions to independence.

Section 6.7. Independence.

An "independent director" must be determined to have no material relationship with USA-NKF, either directly or through an organization that has a material relationship with USA-NKF or is a competitor of the USA-NKF. A relationship is "material" if it would interfere with the director's independent judgment. A relationship is "competing" if it involves any organization that is national or international in scope that conducts competitions and events involving the same talent pool of athletes, coaches, and/or referees, as does USA-NKF. The Nominating and Governance Committee shall determine the independence of a director after considering all relevant information concerning that director.

An individual may not be considered independent if, within the preceding two (2) years:

- a. the individual was employed by or held any governance position (whether a paid or volunteer position) with the USA-NKF, the international sports federation for the sport of Karate recognized by the International Olympic Committee (currently the

- WKF), a Pan American Karate organization, or a competing national or international karate organization;
- b. the individual is an immediate family member of a director and was employed by or held any governance position (whether a paid or volunteer position) with USA-NKF, the international sports federation for the sport of Karate recognized by the International Olympic Committee (currently the WKF), a Pan American Karate organization, or a competing or international karate organization;
 - c. the individual was affiliated with or employed by the USA-NKF's outside auditor or outside counsel;
 - d. the individual is an immediate family member of a director and was affiliated with or employed by the USA-NKF's outside auditor or outside counsel as a partner, principal or manager;
 - e. the individual was a USA-NKF coach, referee, developmental, or affiliated organization member, or a member of USA-NKF or the USOC Athletes' Advisory Council;
 - f. the individual receives any compensation from the USA-NKF, directly or indirectly;
 - g. the individual is an executive officer, controlling shareholder, or partner of a corporation or partnership or other business entity that does business with the USA-NKF;
 - h. the individual has ever been an employee of a national or international Karate organization. "Employee" is defined as a hired position for pay, whether as a consultant, coach, or any other paid position;
 - i. the individual has ever owned (in whole or in part) any karate school, dojo or studio;
 - j. the individual has ever received compensation as a karate instructor; or
 - k. the individual has ever been qualified to serve as an "athlete representative" under Section 8.8.2 or 8.8.3 (or any successor provision) of the USOC Bylaws in the sport of Karate.

The change to 6.13 is to align with the change to 6.6 for the Board of Directors to appoint the Directors for the independent and at-large categories.

Section 6.13. Resignation, Removal and Vacancies.

A director's position on the Board may be declared vacant upon the director's resignation, removal, incapacity, disability or death. Any director may resign at any time by giving written notice to the President, except the President's resignation shall be given to the Board. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

- a) Appointed Directors

Directors appointed by the Board of Directors may be removed by the Board, and all other Board members may be removed by the class by whom they were elected if they fail to attend more than one-half (1/2) of the regular meetings of the Board during any twelve-month (12) period, unless they are able to demonstrate to the other directors of the Board that the presence of exigent circumstances caused and excused the absences. In such circumstances, the absent director can be removed upon the affirmative vote of a majority of the voting power of the Board (not including the voting power of the absent director) or a majority of the members voting in the removal election, provided at least as many votes are cast in the original election in which the director was elected, with respect to member-elected Board members.

Directors appointed by the Board of Directors may also be removed without cause upon the affirmative vote of at least three-fourths (3/4) of the total voting power of the Board (excluding the voting power of the director in question).

The change to 7.2 is intended to avoid organizational conflicts of interests – typically a board would not consider having an individual who represents another organization chair the board and influence the direction of the NGB. As the board transitions to more independent directors it becomes more important to ensure the direction of the federation is not influenced by affiliated and sometimes competing organizations. After discussing with the USOC legal staff they were supportive of adding wording to explicitly exclude the affiliate from the chair position.

Section 7.2. Election/Selection.

The Board of Directors shall elect from among the directors of the Board, by majority vote, a presiding officer or Chair, to be known as President. The Affiliate Member Director shall not be eligible to be the Chair of the Board of Directors. The election shall be held at the first meeting of the Board on odd numbered years. The newly elected President shall take office immediately.

The Chief Executive Officer shall select a Secretary, and an Assistant Secretary, if needed. The Secretary, and Assistant Secretary, if any, shall be an employee of USA-NKF. The Board shall approve any Secretary or Assistant Secretary. The Secretary and Assistant Secretary, if any, shall not be a director of the Board and shall not have a vote on the Board.

Effective 1/1/2021 the election of the Board Chairman shall be separate from the position of President the first paragraph of Section 7.2 will be replaced with:

The Board of Directors shall elect from among the directors of the Board, by majority vote, a presiding officer or Chair. The Affiliate Member Director shall not be eligible to be the Chair of the Board of Directors. The election shall be held at the first meeting of the Board on election years. The newly elected Chair shall take office immediately.

The change to 8.4 and 8.5 is designed to extend the committee terms to 4 years and to allow a maximum of 8 years on a committee. This aligns the length of committee service to that of the board of directors.

Section 8.4. Tenure.

The term for all standing and other committee members shall be four (4) years. A committee member shall remain on the committee until the committee member's successor is appointed, or until the committee member's earlier resignation, removal, incapacity, disability or death.

The term for all task force members shall be until their assignment is concluded, but in any event shall not exceed a period of two (2) years.

Section 8.5. Term Limits.

No committee member of the Ethics, Judicial or Nominating and Governance shall serve for more than four (4) consecutive two (2) year terms. Effective with the terms that began January 1, 2015, terms will be extended to four (4) year terms and no committee member shall serve more than eight (8) consecutive years through a combination of the two (2) and four (4) year terms. Effective January 1, 2019 the terms will remain four (4) year terms and no committee member shall serve more than two (2) consecutive terms.

The change to 8.14 is designed to provide the ability to appropriately handle SafeSport issues that cannot be adjudicated by the US Center for SafeSport. This would allow the Ethics committee to hear the issues after an investigation was completed and determine the outcome and any penalty related to the violation. This would then allow an individual to appeal the decision through the Judicial Committee.

Section 8.14. Ethics Committee.

The Ethics Committee shall be appointed and have the responsibilities as follows:

- a. The Board of Directors shall appoint the members of the Ethics Committee and its chair. Members of the Ethics Committee shall satisfy the standards of independence for "independent directors" as set forth in these Bylaws. No director of the Board shall be appointed to the Ethics Committee.
- b. The Ethics Committee shall –
 - 1) develop, and review on an annual basis, a Code of Ethics for the Board, officers, committee and task force members, volunteers, staff and member organizations for adoption by the Board;
 - 2) generally administer and oversee compliance with the Code of Ethics;
 - 3) adjudicate claims of SafeSport violations which cannot be adjudicated by the US Center for SafeSport.
 - 4) review and investigate matters of ethical impropriety and make recommendations on such matters to the Board;
 - 5) review and provide guidance on ethical questions presented to it by the Board, officers, committee and task force members, volunteers, staff and USA-NKF members;
 - 6) perform such other duties as assigned by the Board of Directors or Chief Executive Officer.

The change to 8.17 is designed to remove the section related to transition board and to align the committee to recommend candidates for board approval.

Section 8.17. Nominating and Governance Committee.

The Nominating and Governance Committee shall be elected/selected and have the responsibilities as follows:

- a. Subsequent Nominating and Governance Committees shall be selected as follows—
 1. one (1) individual elected by the previous Nominating and Governance Committee from that Committee, who shall be the chair;
 2. one (1) individual who is independent as that term is defined in these Bylaws and who is selected by the previous Nominating and Governance Committee;
 3. one (1) athlete as elected by the Athlete members (athletes who are members and who satisfy the requirements of Sections 8.8.2 et seq. of the Bylaws of the United States Olympic Committee);
 4. one (1) coach or referee as elected by the Coach and Referee members; and
 5. one (1) representative as elected by Approved Sports Organization members.
- b. No director of the Board or Chief Executive Officer shall be elected/selected to the Nominating and Governance Committee. Members of the Nominating and Governance Committee are precluded from serving as a Board director, Chief Executive Officer, or as a member of the Ethics or Judicial Committee for a period of two (2) years after their service on the Nominating and Governance
- c. The Nominating and Governance Committee shall –
 1. identify and evaluate prospective candidates for the Board;
 2. recommend individuals to serve on the Board as provided in these Bylaws;
 3. recommend as requested by the Board individuals to serve on various committees;
 4. consult as needed with the Ethics Committee with respect to vetting all nominations for potential conflict of interest or other problematic background issues;
 5. develop and recommend to the Board for its consideration an annual self-evaluation process of the Board and its committees;
 6. oversee the election for the Board, including supervising preparation of a list of members eligible to vote , supervising the issuance of ballots and supervising the counting of ballots to determine the election vote;

The change to 10.2, 10.3, 11.2 and 11.3 are designed to specifically align the athlete representation requirements to the USOC bylaws. What was originally listed aligns with 8.8.2 of the USOC Bylaws this change just explicitly makes that alignment..

Section 10.2. Qualifications.

Only those individuals who satisfy the definition of an “athlete representative” as set out in Sections 8.8.2 of the USOC Bylaws (or any successor provision), who will be at least eighteen years of age on December 31 of the year of election, and who has been a member of USA-NKF for not fewer than the 60 days immediately preceding the election shall be eligible to run for election to the Athletes’ Advisory Council. Athletes who participated in Operation Gold events that do not have a selection procedure are excluded from eligibility under USOC Bylaws Sections 8.8.2 (c) and 8.8.3 (c). The athletes shall make reasonable efforts to insure there is adequate representation on the Athlete’s Advisory Council of male and female athletes and of Kata and Kumite disciplines.

Section 10.3. Election/Selection.

Seven (7) individuals shall constitute the Athletes Advisory Council. Five (5) members shall be elected after the conclusion of the Summer Olympic Games, but prior to January 1 of the year following the Summer Olympic Games in an election separate from (and after) the USOC AAC representative election. In order to be eligible to vote for these candidates, an individual must be a USA-NKF member and must satisfy the definition of “athlete representative” as set out in Sections 8.8.2 of the USOC Bylaws (or any successor provision). In order to be eligible to vote in the election, an individual shall be a citizen of the United States and eighteen (18) years of age or older by December 31 of the year in which the election is held. Further, an individual shall be a member of USA-NKF sixty (60) days prior to the date of the election in order to be eligible to vote in the election. The sixth and seventh positions on the Athletes’ Advisory Council shall be filled by USA-NKF’s representative and alternate to the USOC Athletes’ Advisory Council.

Section 11.2. Qualifications.

In order to serve as a USA-NKF representative to the USOC AAC, an individual must satisfy the requirements of 14.4 of the USOC Bylaws (or any successor section) and must be eighteen years by December 31 of the year in which the election is conducted. Athletes who participated in Operation Gold events that do not have a selection procedure are excluded from eligibility under USOC Bylaws Sections 8.8.2 (c) and 8.8.3 (c).

Section 11.3. Election/Selection.

The election for USOC AAC representatives shall be held immediately before the election for USA-NKF AAC representatives. An individual who is not elected as the USOC AAC representative or alternate may run for election to the USA-NKF AAC. The individual with the highest vote total is elected as athlete representative to the USOC Athletes' Advisory Council. The individual of the opposite gender with the next highest vote total (as is required by the USOC Athletes' Advisory Council), is elected as the alternate representative to the USOC Athletes' Advisory Council. In order to vote for USOC AAC representative, an individual must satisfy the requirements of Section 14.4 of the USOC Bylaws. Should no alternate gender candidate exist the second highest vote total is elected as the alternate representative to the USOC Athletes' Advisory Council.