

**Modifications to the USA National Karate-do Federation, Inc Bylaws  
modified July 7, 2017 to become effective September 9, 2017**

General Description of Changes

The bylaws have been modified to align with the best practices of the USOC. This version:

- adds the anti-doping compliance to the bylaws
- modifies the composition of the board of directors to a more independent based board
- defines the approach to moving to a more independent board over the next several years

Section 4.1. Recognition as a National Governing Body. – minor edits

- Item a. – added the acronym WKF for future reference.
- Item m. – replaced World Karate Federation with WKF.

Section 5.3. Membership Requirements and Dues. – minor grammatical error corrected

Section 5.4. Membership anti-doping obligations. – this section is new and was added to be in compliance with USOC guidelines.

Section 5.5. Suspension and Termination of Membership. – Section renumbered from 5.4

Section 5.6. Transfer of Membership. – Section renumbered from 5.5

Section 6.5. Number. – the following paragraph was added to this section:

As a result of becoming an Olympic NGB there is a desire to transition the board to a more independent composition. The Board of Directors composition shall transition to a more independent board as positions come up for election or appointment. To allow for the process of identifying candidates for roles as board members current terms will be extended 1 year. The transition will occur as the current terms expire and the final board shall consist of nine (9) total directors four (4) of whom shall be Independent Directors , two (2) of whom shall be Athletes, one (1) of whom shall be a Approved Sports Organization director, one (1) of whom shall be an At-Large directors, and one (1) of whom shall be an Affiliated Organization director The transition will be complete when the First Class stagger terms expire 12/31/2020

Section 6.6. Election/Selection. – the transitioning director positions and the date of the transition is specified in these changes:

- Item c. Coach Director - This Director position will be transitioned 12/31/2020 to an Independent Director.
- Item d. Referee Director - This Director position will be transitioned 12/31/2018 to an Independent Director.
- Item f. At-Large Director - One of these Director positions will be transitioned 12/31/2020 to an Independent Director.

Section 6.7. Independence. – the definition of independence has been aligned to the current practices as identified by the USOC. These changes are adapted from changes made by USA Taekwondo as they redefined their board as an independent board. A definition of competing organization is presented and added as a restriction to being defined independent. The following items we added to the existing definition:

- 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;
- the individual has ever owned (in whole or in part) any karate school, dojo or studio;
- the individual has ever received compensation as a karate instructor;
- the individual has ever accompanied a competition team involving international travel in an appointed position on the team; or
- the individual has ever been qualified to serve as an “athlete representative” under Section 8.8.2 (or any successor provision) of the USOC Bylaws in the sport of Karate.

Section 6.9. Tenure. – the following was added:

To facilitate the transition to a more independent board terms of the First and Third Class stagger Directors identified in Section 6.10 Staggered Board will be extended one (1) year. Third Class terms set to expire on 12/31/2017 will expire 12/31/2018. First Class terms set to expire on 12/31/2019 will expire on 12/31/2020. Second Class terms for the Athlete Director filled by the USOC AAC Representative will be unaffected and expire on 12/31/2020.

Section 6.10. Staggered Board. – the following paragraph was added:

Effective 1/1/2019 the Third Class stagger Directors shall consist of two (2) Independent Directors, one (1) Athlete Director and one (1) At-Large Director. Effective 1/1/2021 the First Class stagger Directors shall consist of two (2) Independent Directors, one (1) Approved Sports Organization Director and one (1) Affiliated Director Effective 1/1/2021 the First and Second Class stagger Directors will expire together every four (4) years.

Section 7.2. Election/Selection. – a grammatical correction was made and the following paragraphs were added:

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 election shall be held at the first meeting of the Board on election years. The newly elected Chair shall take office immediately.

Section 7.3. Tenure. – the following paragraph was added:

Effective 1/1/2021 the election of the Board Chairman shall be separate from the position of President the first paragraph of Section 7.3 will be replaced with:

The term of office of the Chair shall be two (2) years. The newly elected Chair (Chair-Elect) shall take office immediately. The Chair shall hold office until the Chair's successor is elected and qualified, or until the Chair's earlier resignation, removal, incapacity, disability or death.

Section 7.4. Authority and Duties of Officers. – the following paragraph was added:

Effective 1/1/2021 the election of the Board Chairman shall be separate from the position of President the Sections 7.4 a. and b. will be replaced with:

- a. Chair. The Chair shall: (i) set all meeting and meeting agendas, (ii) preside at all meetings of the Board of Directors, (iii) see that all Board commitments, resolutions and oversight are carried into effect, and (iv) exercise such powers and perform such other duties as from time to time may be assigned by the Board.

President and Chief Executive Officer – As defined in Section 13.

Section 7.6. Term Limits. – a previous typographical error was corrected:

For the initial President whose term of office expires on December 31, 2011 – the initial term expired in 2011 not 2010.

The following paragraph was added:

Effective 1/1/2021 Section 7.6 shall be replaced with :

No Chair shall serve more than four (4) terms during a twelve (12) year period.

When a Chair is elected to fill a vacancy because of the Chair's resignation, removal, incapacity, disability or death, and the remaining term is for more than one (1) year, such term shall constitute a full term. If the vacancy being filled is for one (1) or more years, the Chair can serve three (3) additional two (2) year terms following completion of the filled vacancy term. If the vacancy being filled is for less than one (1) year, the term shall not be a full term and the Chair can serve four (4) additional two (2) year terms following completion of the filled vacancy term. The Chair can be retained for an additional term if voted by a simple majority vote of the board. If the Chair does not receive a majority vote an election will be held for the Chair's position.

There is no term limit for the President, Chief Executive Officer or the Secretary.

Section 7.7. Resignation, Removal and Vacancies. – the following paragraphs were added:

Effective 1/1/2021 Section 7.7 shall be replaced with:

An officer's position with USA-NKF may be declared vacant upon the officer's resignation, removal, incapacity, disability or death. The Chair may resign at any time by giving written notice to the Board. The Secretary or Assistant Secretary, if any, may resign at any time by giving written notice to the Chief Executive Officer. Such resignation shall take effect at the time specified in the notice, and unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.

The Chair may be removed for cause upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board (excluding the voting power of the director in question). The Chair may also be removed not for 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 Secretary or Assistant Secretary, if any, may be removed by the Chief Executive Officer, with or without cause.

Any vacancy occurring in the Chair shall be filled by the Board, by majority vote. A Chair elected to fill a vacancy shall be elected for the unexpired term of such Chair's predecessor in office. A vacancy in the office of Secretary, or Assistant Secretary, if any, shall be filled by the Chief Executive Officer. Any individual selected to fill a vacancy in the office of Secretary, or Assistant Secretary, if any, shall be approved by the Board.

Section 7.8. Compensation. – the following paragraph was added:

Effective 1/1/2021 Section 7.8 shall be replaced with:

The Chair shall not receive compensation for his or her service as Chair, although the reasonable expenses of the Chair may be paid or reimbursed in accordance with USA-NKF's policies. The Board of Directors may determine that the Chair may be reasonably compensated for services (i.e. technical seminars, education programs, intellectual property provided or any compensation from the PKF or WKF) provided to the federation. The Board of Directors must approve the compensation prior to the Chair receiving the compensation

Section 8.18. Referee Committee. – Item b. 1. – the approval of the rules of competition was changed from the Board of Directors to the Chief Executive Officer.

Section 13.3. Secretary General. - replaced World Karate Federation with WKF

**SECTION 13.** – the following paragraphs were added to Section 13:

Effective 1/1/2021 Section 13 shall be replaced with the following:

### **SECTION 13.**

#### **PRESIDENT and CHIEF EXECUTIVE OFFICER**

##### Section 13.1. Designation.

USA-NKF shall have a President and Chief Executive Officer.

##### Section 13.2. Tenure.

The President and Chief Executive Officer shall be employed by the Board of Directors for whatever term the Board deems appropriate. The President or Chief Executive Officer may be removed by the Board at any time, with or without cause, but removal shall not affect the contract rights, if any, of the President or Chief Executive Officer. If the President or Chief Executive Officer has a contract of employment with USA-NKF, the contract shall provide that the Chief Executive Officer's employment may be terminated by the Board with or without cause.

##### Section 13.3. Secretary General.

The President shall serve as Secretary General of USA-NKF and in that capacity shall represent the USA-NKF in relations with the international sports federation for the

sport of Karate recognized by the International Olympic Committee (currently the WKF) and at international Karate functions and events. The Chief Executive Officer may be appointed as the Secretary General to serve in place of the President by the Board of Directors.

#### Section 13.4. Responsibilities.

The President shall:

- a. serve as the representative of USA-NKF to the PKF and WKF
- b. with the Chief Executive Officer, develop a strategy for achieving the USA-NKF's mission, goals and objectives;
- c. with the Chief Executive Officer, act as the USA-NKF's spokesperson;
- d. business development of donors and sponsors to support the activities of USA-NKF;
- e. provide consultation to the Board of Directors on matters regarding the sport of Karate.

The Chief Executive Officer shall:

- a. with the President, develop a strategy for achieving the USA-NKF's mission, goals and objectives;
- b. present the strategy to the Board of Directors for approval;
- c. prepare and submit quadrennial and annual budgets to the Board for approval;
- d. determine the staff needed to effectively carry out USA-NKF's mission, goals and objectives, within USA-NKF's budget;
- e. oversee the hiring and termination of all staff;
- f. either directly or by delegation manage all staff functions;
- g. be responsible for resource generation and allocation of resources;
- h. coordinate USA-NKF's international activities;
- i. with the President, act as the USA-NKF's spokesperson;
- j. perform all functions as usually pertain to the office of Chief Executive Officer;
- k. serve, or appoint an individual to serve, as USA-NKF's Designated Representative and Liaison to the U.S. Center for SafeSport.

