

**USA Karate  
Board of Directors Meeting  
March 12, 2014  
Conference Call**

A conference call meeting of the Board of Directors of USA Karate was held on March 12, 2014.

**Directors Present**

Mr. John DiPasquale  
Mr. Phil Hampel  
Mr. Doug Stein  
Mr. Matthew Ralph  
Mr. Alex Miladi  
Mr. Terrance Hill  
Mr. Brian Mertel  
Ms. Cheryl Murphy

**Also Present Were:**

Ms. Jessica Luna

**Call to Order**

Board President, Mr. John DiPasquale, called the meeting to order at 5:10 PM and Jessica Luna recorded the minutes. A quorum of directors was present and the meeting, having been duly convened, was ready to proceed with business.

**Bylaw Changes**

Mr. DiPasquale discussed how the current bylaws are not karate specific and the board has the option to amend them at anytime. The Board approves the proposed changes and 30 days later can be voted in as the official amended by-laws

The following changes:

Discussed the make up of the independent and at-large directors.

Mr. Stein proposed revisions to: (1) remove one Independent Director and add an At-Large Director; and (2) giving the CEO a vote in the event of a tie. Underlined material will be removed. Bold material will be added:

Section 6.4. Qualifications.

Each director of the Board must be a citizen of the United States and eighteen (18)

years of age or older. A director need not be a resident of Colorado. A director shall have the highest personal and professional integrity, shall have demonstrated exceptional ability and judgment, and shall be effective, in conjunction with the other directors, in serving the long-term interests of USA-NKF. Directors should possess the highest personal values, judgment and integrity, understanding of athletic competition and the Olympic ideals, and have diverse experience in the key business, financial, legal and other challenges that face USA-NKF. Directors should have a high level of experience and capability in Board oversight responsibilities, including in the areas of finance, legal, marketing, fundraising, audit, management, communications, and sport. At least one (1) of the independent directors, who shall also serve on the Audit Committee, shall have financial expertise. **Either the Independent Director or at least one (1) of the At-Large Directors shall serve on the Audit Committee and have financial expertise.**

#### Section 6.5. Number.

The Board of Directors shall consist of nine (9) total directors, two (2) one (1) whom shall be Independent directors, two (2) of whom shall be Athlete directors, one (1) of whom shall be a Coach director, one (1) of whom shall be an Referee director, one (1) of whom shall be a Approved Sports Organization director, (1) one two (2) of whom shall be an At-Large directors, and one (1) of whom shall be an Affiliated Organization director. If there is no Affiliated Organization member, then the Affiliated Organization director seat shall remain vacant and there shall only be eight (8) total directors. Athlete directors shall at all times comprise at least twenty (20) percent of the membership and voting power of the Board.

#### Section 6.6. Election/Selection.

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

a. Independent Directors. The Nominating and Governance Committee shall select, using whatever process the Nominating and Governance Committee determines to be appropriate, two (2) one (1) Board directors from among individuals considered to be independent, as that term is defined in Section 6.7.

f. At-Large Director. The Nominating and Governance Committee shall select, using whatever process the Nominating and Governance Committee determines to be appropriate, one (1) two (2) Board directors from among individuals who are familiar with and have knowledge of the sport of Karate.

#### Section 6.11. Term Limits.

No director of the Board shall serve more than two (2) consecutive terms in a

twelve (12) year period.

For those initial directors whose term of office expires on December 31, 2011, their time of service shall not constitute a full four (4) year term. Those directors would be eligible to serve (2) additional four (4) year term immediately following their initial term. For those initial directors whose term of office expires on December 31, 2013, their time of service shall constitute a full four (4) year term. Those directors would be eligible to serve one (1) additional four (4) year term immediately following their initial term.

When a director is elected/selected to fill a vacancy because of the resignation, removal, incapacity, disability or death of a director, and the remaining term is for more than two (2) years, such term shall constitute a full term. If the vacancy being filled is for two (2) or more years, the director can serve one (1) additional four (4) year term following completion of the filled vacancy term. If the vacancy being filled is for less than two (2) years, the term shall not be a full term and the director can serve two (2) additional four (4) year terms following completion of the filled vacancy term.

**Upon approval of the removal of the first class Independent Director and addition of a second At-Large Director to the Board of Directors, the added At-Large Director's first term shall be identical to the remainder of the removed first class Independent Director's term. Upon the completion of the present term, the added At-Large director shall be eligible for one (1) additional four (4) year term.**

Section 8.12. Audit Committee.

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

a. The Board of Directors shall appoint the members of the Audit Committee and its chair, all of whom shall be directors of the Board. An **The independent director or an At-Large Director** of the Board with financial experience shall be on the Audit Committee.

b. The Audit Committee shall –

1. select the independent auditors of USA-NKF, review the report of the independent auditors and management letter, and recommend action as needed;
2. investigate matters of fiscal controls and disclosure and such other matter as directed by the Board; and
3. perform such other duties as assigned by the Board.

Section 13.4. Responsibilities.

The Chief Executive Officer shall:

- a. develop a strategy for achieving the USA-NKF's mission, goals and objectives and present the strategy to the Board of Directors for approval;
- b. prepare and submit quadrennial and annual budgets to the Board for approval;
- c. determine the staff needed to effectively carry out USA-NKF's mission, goals and objectives, within USA-NKF's budget;
- d. oversee the hiring and termination of all staff;
- e. either directly or by delegation manage all staff functions;
- f. be responsible for resource generation and allocation of resources;
- g. coordinate USA-NKF's international activities;
- h. with the President, act as the USA-NKF's spokesperson;
- i. perform all functions as usually pertain to the office of Chief Executive Officer.;
- j. in the event of a tie in any vote of the Board of Directors not concerning the terms of the Chief Executive Officer's employment, have the authority to, and shall, cast a vote to break that tie.**

Additional changes:

Mr. Hampel proposed the following changes:

Membership categories for coaches and referees are conditional on meeting the safe sport criteria to be compliant with USOC Safe Sport Minimum Standards.

Add a section as defined by the safe sport minimum standards on non-discrimination policy.

Add a statement to clarify the definition of a life member is an auto renewing individual membership.

Add a statement to require a member to remain in a voting class for 4 years to be in sync with the election cycles.

Add the CEO as an officer to allow the CEO to bind agreements and financial commitments.

Add a statement to allow the CEO to appoint a Secretary General to serve in place of the Chief Executive with consent of the Board of Directors. This allows a non-karate CEO to have someone else represent the US in international matters.

non inclusive of mandatory completion of safe sport and background check cannot become a class member or voting member without safe sport requirements.

Mr. DiPasquale motioned to accept  
bylaw changes from Mr. Stein and Mr. Hampel to be reviewed and formally voted  
upon 30 days from now  
Second: Mr. Mertel  
Approved: unanimously

### **US Open**

Brief overview

International attendance is looking strong.

We are working through an issue with the LOC and their involvement in the open  
Motion from Mr. DiPasquale to make arrangements to support the US Open without  
a LOC,

Second Mr. Stein.

Approved unanimously

### **Other Business**

Mr. DiPasquale and Mr. Miladi visited the peppermill resort venue for National  
Championships. Their assessment is the facility is great and will be able to house all  
attendees

Mr. Stein Move to adjourn

Second- Mr. Hampel

Approved: unanimously

Adjournment-Mr. DiPasquale