

USA National Karate-do Federation  
Board of Directors Vote

December 15, 2011  
Via Phone

Participating: John DiPasquale, President  
Phil Hampel  
Tokey Hill  
Roger Jarrett  
Alex Miladi  
Clay Morton  
Cheryl Murphy  
Doug Stein  
Luke St. Onge, Chief Executive Officer  
Jake Lease, Secretary

Absent: Timothy Howell

Call to Order – 5:04p

Roll Call and Quorum Confirmation

MOTION by Mr. Clay Morton – Amend the minutes of the July Board of Directors Meeting to indicate the attendance of Mr. Morton and Mr. Luke St. Onge

SECOND by Mr. Roger Jarrett

APPROVED (unanimous)

MOTION by Mr. John DiPasquale – Approve the minutes of the July Board of Directors Meetings as amended

SECOND by Mr. Jarrett

APPROVED (unanimous)

MOTION by Mr. DiPasquale – Correct the typographical error in the proposed changes to the USA National Karate-do Federation, Inc. Bylaws as relates to the Athlete Director position (see Attachment 1)

SECOND by Mr. Doug Stein

APPROVED (unanimous)

MOTION by Mr. DiPasquale – Approve the changes to the USA-NKF Bylaws as amended

SECOND by Mr. Morton

APPROVED (unanimous)

MOTION by Mr. DiPasquale – Approve Hall, Rohn & Associates to conduct the 2011 Financial Audit

SECOND by Mr. Jarrett

APPROVED (unanimous)

Information was given regarding the January Board of Directors Meeting & Planning Summit to be held in Chicago, IL January 6-8, 2012

USA National Karate-do Federation  
Board of Directors Meeting  
December 15, 2011

Mr. DiPasquale thanks each member of the Board for their service during the initial term of the USA Karate Board of Directors

Mr. Stein thanked Mr. DiPasquale on behalf of the Board for his leadership as President of USA Karate and Chairman of the Board

MOTION by Mr. DiPasquale – Adjournment

SECOND by Mr. Jarrett

Meeting Adjourned at 5:37p

Attachment 1

Updated Bylaw Language as relates to Athlete Director

be post-marked no later than the date of the election, or if delivered by courier or by hand received no later than the date of the election.

#### Section 6.9. Tenure.

The term of office for a director of the Board shall be four (4) years. A director shall hold office until the director's successor is elected and qualified, or until the director's earlier resignation, removal, incapacity, disability or death.

#### Section 6.10. Staggered Board.

Directors of the Board shall serve staggered terms. To accomplish this, director seats shall be divided into three (3) ~~two (2)~~ classes. The first class shall consist of one (1) Independent director, ~~one (1) Athlete director~~, one (1) Coach Director, one (1) Approved Sports Organization Director and one (1) Affiliated director. The second class shall consist of one (1) Athlete Director who is the USA-NKF's Representative to the USOC Athlete Advisory Committee. The ~~third~~ ~~second~~ class shall consist of one (1) Independent director, one (1) Athlete director, one (1) Referee director and one (1) At-Large director. For the first Board of Directors seated under these Bylaws, the term of office of the directors of the first class shall expire on December 31, 2011. The term of office of the director of the second class shall expire on December 31, 2012 as corresponds to the term of the USOC Athlete Advisory Committee. The term of office of the directors of the ~~third~~ ~~second~~ class shall expire on December 31, 2013. Thereafter, the term of office for both the first class, second class and the ~~third~~ ~~second~~ class shall be for four (4) years, ensuring that the term for the second class coincides with the term of the USOC Athlete Advisory Committee. ~~The Nominating and Governance Committee shall designate prior to election/selection of the first Board seated under these Bylaws whether an individual seeking to be a director is in the first class or the second class except that the Athlete director in the first class shall be USA-NKF's representative to the USOC Athletes' Advisory Council.~~

#### 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