

Traditional Karate North Central Region, INC.

BYLAWS

Article 1: Purpose

The purpose of Traditional Karate North Central Region (NCR), Inc. (hereafter the corporation) is to act as the governing organization of the registered AAKF dojos of the North Central Region of the American Amateur Karate Federation ("AAKF"). The North Central Region of the AAKF consists of the locations of Minnesota, North Dakota and South Dakota.

The goals of the corporation are:

1. To administer the business of the North Central Region of AAKF,
2. To promote general education of Traditional Karate to the members and the public,
3. To develop instructor, youth and athletic training programs,
4. To administer rank examinations for the members of TRADITIONAL KARATE NCR, Inc.,
5. To serve the community by providing programs such as Senior Outreach, Inner City Programs, Self Defense, etc.

Article 2: Board of Governors

Section A: Powers

The affairs of the corporation are governed by the Board of Governors. The Board of Governors is comprised of one dojo representative from each registered TRADITIONAL KARATE NCR dojo. The Board of Governors shall be the governing body of the TRADITIONAL KARATE NCR, and shall set the goals, policies and procedures for the North Central Region of AAKF. A member of the Board of Governors shall be considered a "director" under Minnesota Law governing Corporations. The Board of Governors shall elect officers, appoint committees, and take any other actions necessary and appropriate to carry out the corporate purposes.

Section B: Qualification

A representative of every registered TRADITIONAL KARATE NCR dojo in the locations of Minnesota, North Dakota and South Dakota is eligible to serve on the Board of Governors, and shall be a member of the Board of Governors if he/she consents to serve, and completes the membership procedure set forth in these Bylaws (See Article 3). A Board of Governors member must reside in one of the above mentioned locations, or belong to a registered club in one of the above mentioned locations, and be an active member of the TRADITIONAL KARATE NCR and the AAKF.

Article 3: Dojo Membership

Section A: New Dojo Membership Procedures and Voting; Membership on Board of Governors

1. Any dojo (karate club) that is a registered member of the AAKF in good standing for one continuous year or more is eligible for membership on the Board of Governors of TRADITIONAL KARATE NCR, Inc.
2. Upon registering with AAKF, a dojo will be placed on a one year probation period for TRADITIONAL KARATE NCR beginning on the dojo's AAKF registration date. During the

probation, a new dojo will not have a representative on the Board of Governors and will not vote on Board of Governors matters. However, a representative of a new dojo may attend Board of Governors meetings.

3. Upon completion of the probation period, payment of all fees, and official acceptance by the Board of Governors, a member dojo shall be represented on the Board of Governors, and will have one vote in all matters which properly come before the Board of Governors of TRADITIONAL KARATE NCR. An additional vote shall be granted to any member dojo that has an enrolled student population greater than 50, but less than 101 current AAKF member students during the previous calendar year, as certified by the AAKF office. A dojo with current AAKF members greater than 100 shall be granted additional votes at 50 member increments.
4. Upon acceptance as a TRADITIONAL KARATE NCR registered dojo, a dojo has a responsibility to appoint one representative to the Board of Governors.

Section B: Dojo Membership Dues and Renewals

1. Any dojo failing to renew its membership to the AAKF by March 31st of the new calendar year will be terminated from membership in TRADITIONAL KARATE NCR.
2. Any dojo renewing its membership to the AAKF after March 31st of the new year will be considered a new dojo. (see Article 3, Section A, item 2)
3. Any new or renewing dojo shall submit proof of renewal to the AAKF to the TRADITIONAL KARATE NCR Regional Director by March 31st each year.

Article 4: Individual Membership

Section A: Individual Membership Privileges

1. Each current individual AAKF member of a TRADITIONAL KARATE NCR member dojo will automatically be enrolled in TRADITIONAL KARATE NCR, unless requested otherwise by the dojo director.
2. Each member shall be eligible for election to office of TRADITIONAL KARATE NCR, Inc.
3. Each member shall be eligible for appointment to standing or special committees.
4. Members are eligible for reduced rates to various TRADITIONAL KARATE NCR sponsored functions, if offered for an event.
5. Members shall have access to the TRADITIONAL KARATE NCR newsletter.

Section B: Individual Dues and Renewals

1. An individual who is a member of the AAKF training at a dojo located in the NCR is considered a member of the TRADITIONAL KARATE NCR. That individual must renew his or her membership with the AAKF by March 31st of each year. Failure to renew membership by March

31st of the new calendar year will result in termination of his or her membership. An individual who renews after March 31st will again be considered a member of the NCR.

2. The Board of Governors has the right to set and approve the annual dues, the new member fee, or any other similar fees for the calendar year at the Annual Meeting.

Section C: Removal

1. Any member may be removed from membership at any time by the Director or by a 2/3rds majority vote of the Board of Governors. The Secretary shall serve upon such member a written notice of the removal and the reasons therefore within a reasonable time after the action.
2. The member may present the Secretary with a written statement in opposition to the proposed removal action any time up to the next regular meeting of the Board of Governors.
3. The case will be reviewed by the Board of Governors at the next regular meeting of the Board of Governors. The member must appeal the decision to remove either in person, in writing or by proxy at the Board of Governors meeting; otherwise the initial decision to remove will stand. If the member submits an appeal, the Board of Governors must then ratify the decision to remove by a 2/3rds majority. There is no further appeal from the decision to remove.

Article 5: Officers

Section A: Officers

The officers of the TRADITIONAL KARATE NCR shall be a Director, an Assistant Director, a Secretary and a Treasurer, all of whom shall be selected for a term of three years, for a maximum of two consecutive terms. Each officer shall be elected by the Board of Governors. An officer shall hold office until his/her prescribed term expires, until his/her death, until he/she resigns or until he/she is disqualified or removed from office. Each officer must be a member of the TRADITIONAL KARATE NCR and AAKF in order to serve, and must reside in, or be a member of a club located in, the North Central Region of the AAKF. No person may hold more than one of the offices listed above at the same time. An officer may be removed from office by a 2/3rds majority vote of the Board of Governors.

Section B: Director

The Director shall be the Chief Executive of the corporation and shall preside at all meetings of the TRADITIONAL KARATE NCR. He/she shall preside at the meetings of the Board of Governors. The Director shall have general responsibility for the day to day activities of the corporation and shall have such other powers and perform such other duties as may be prescribed by the Bylaws or by resolution of the Board of Governors. He/she shall be a member of all committees and exercise general supervision over the committees' work in order to assure the most effective operation of the corporation. He/she shall appoint all committees (chairs and/or members), with the advice and consent of the Assistant Director and the approval of the Board of Governors.

Section C: Assistant Director

The Assistant Director shall assist the Director in the performance of his or her duties and shall assume such other duties as are assigned by the Director and approved by the Board of Governors. In the absence of the Director, he/she shall assume the duties of the Director, and shall preside at meetings of the TRADITIONAL KARATE NCR; and in the event of a vacancy in the Directorship, shall assume the office of Director.

Section D: Secretary

The Secretary shall be responsible for recording the minutes of all meetings of the Board of Governors and shall prepare and send copies of these minutes to all members of the Board of Governors; and he/she shall conduct such correspondence as may be requested of him/her by the Director, Assistant Director or by the Board of Governors. The Secretary shall create and maintain a database of all TRADITIONAL KARATE NCR members; keep a register of the names and addresses of Board of Governors Members and officers of the corporation; be custodian of the corporate records; and in general perform all duties incident to the office of Secretary or as specified in these Bylaws.

Section E: Treasurer

The Treasurer shall be responsible for regular oversight of the financial affairs of the corporation, and for reporting any concern regarding short-term or long-term financial matters to the Board of Governors. Financial affairs include keeping the financial books and records of the corporation, administering bank accounts, receiving all deposits from corporate events, exams and fees established by the Board of Governors, disbursing funds to provide compensation for services rendered to the corporation and other disbursements approved by the Board of Governors. In addition, he/she shall report or be responsible for providing a report at the Annual Meeting on the state of the corporation's finances and shall submit such other financial reports and at such times as the Board of Governors and state regulations may require. The Treasurer shall insure that the corporate tax returns are filed when required.

Article 6: Committees

Section A: Senior Council

1. **Qualification:** Senior Council member must be a minimum of 5th degree black belt. Senior council members must be approved by 2/3 majority of the Board of Governors.
2. **Terms:** The term of the Senior Council Members will be open-ended as long as they are members in good standing and adhere to the Bylaws of the AAKF. Senior Council Members may retire, resign or be removed by 2/3 majority of the Board of Governors.
3. **Voting Privileges:** Senior Council members will have one vote each on the Board of Governors.

4. Veto Privileges: A Senior Council Member has the authority to veto a vote that has passed. However, this veto power may be overridden by a two-thirds majority vote of the Board of Governors. Once a motion has been overridden, it may not be vetoed a second time.

Section B: Technical Committee

The purpose of the Technical Committee is to oversee the technical program of the corporation in the following areas: setting the technical standards, planning and instigating a yearly program, conducting an instructor's training program, and providing assistance to any TRADITIONAL KARATE NCR dojo in need of technical development. The Board of Governors will select the chair, with the approval of the Director, and the chair will select the members of the Technical Committee. The appointed chair of the committee must have obtained the rank of Yondan or higher, and such rank must be registered with the AAKF. He/she is responsible for presenting the progress report and upcoming year's program agenda at the Annual Meeting. Any TRADITIONAL KARATE NCR member who holds a minimum of a registered AAKF shodan rank may be eligible to serve on the Technical Committee. Additionally, Technical Committee members must generally maintain high standards in the following areas: personal training and teaching, attendance at NCR seminars and camps.

Section C: Communications Committee

The purpose of the Communications Committee is to publish and distribute the newsletter, promote dojo, regional and national events, and produce any other materials or electronic communications pertaining to the general welfare of the TRADITIONAL KARATE NCR as described in Article 1. The Director shall oversee the committee and approve all works before the final printing and distribution.

Section D: Fundraising Committee

The purpose of the Fundraising Committee is to organize corporate activities to raise funds and solicit contributions from various businesses and organizations to promote the goals outlined in Article 1.

Section E: Dispute Resolution Committee

The purpose of the Dispute Resolution Committee is the fair and reasonable resolution of any conflicts within the organization. The Dispute Resolution Committee shall be an ad hoc committee formed as needed. Members of the Dispute Resolution Committee shall be appointed by the Board of Governors and shall consist of a minimum of one member of the Board of Governors and one Officer of the TRADITIONAL KARATE NCR as outlined in Article 5: Officers.

Section F: Other Committees

Such other committees as stated in these Bylaws, or deemed necessary to the operation of the corporation, shall be appointed by the Director with the advice and consent of the Board of Governors. An Elections Committee will be appointed during an election year by the Board of Governors as outlined in Article 9.

Article 7: Meetings

Section A: General Information

The purpose of all meetings conducted by the TRADITIONAL KARATE NCR is to present, discuss and settle on any issues pertaining to the corporation specified by the Articles of Incorporation and the Bylaws. All meetings are presided over by the Director and/or Assistant Director and attended by the Board of Governors Members, and are open to all the members of the TRADITIONAL KARATE NCR and the general public. All meetings can be held anywhere within the North Central Region of AAKF.

Section B: Annual Meeting

The Annual Meeting shall be held during the fourth quarter of the calendar year. At the Annual Meeting, the officers of the corporation will present the following reports 1) Annual Report (Director and/or Assistant Director), 2) Financial Report (Treasurer), and 3) Progress Report and Schedule (Technical Committee). The Board of Governors shall also conduct such other business as may come before the meeting.

Section C: Regular Meetings

The Board of Governors may hold regular meetings to coincide with regional seminars, tournaments, NCR Camps or any other corporate events. The Board of Governors or Regional Director may schedule and give notice of additional regular meetings.

Section D: Special Meetings

Special meetings of the Board of Governors may be called by the Director on his/her own motion, or by the Director upon the written request of 1/4th of the Board of Governors members, provided there is an adequate notice to all the Board of Governors members.

Section E: Notice of Meetings

When notice is required, written notice of the purpose, time, and location of all annual, special, and regular meetings shall be given by the Secretary to all Board of Governors members. Such notice shall be served upon Board of Governors members in person or by mail (by means of a letter, newsletter, e-mail, fax, or other electronic means), at his/her address as shown by the records of the Corporation, not less than fourteen days previously thereto. Each Board of Governors member is responsible for notifying the members in his/her dojo of the Board of Governors meeting.

Section F: Quorum

At any meeting, Board of Governors members making up at least 1/2 of the Board of Governors, represented in person, constitute a quorum. Two-thirds of the votes entitled to be cast by Board of

Governors members present at a meeting, at which a quorum is present, is necessary for the adoption of any matter voted upon by the Board of Governors members, unless expressly provided otherwise by statute, or by the Articles of Incorporation or these Bylaws.

Section G: Voting

Voting by proxy is allowed, provided written notice by the Board of Governors member is filed with the Secretary not less than twenty-four hours prior to the meeting. Only a Board of Governors member may vote. An officer who is a Board of Governors member may vote, but an officer who is not a Board of Governors member may not vote. Whenever six or less Board of Governors members constitutes a quorum, then the Director and the Assistant Director will each will have a vote in any matter coming before the Board of Governors.

Participation in Meetings by Conference Telephone. Board of Governors members may participate in meetings of the Board of Governors through the use of conference telephone or equivalent communications equipment, so long as members participating in the meeting can hear one another. Participation in a meeting pursuant to this Section constitutes presence in person at the meeting.

Section H: Veto

Any member of the Senior Council may veto any decision of the Board of Governors. The Board of Governors may override the veto by a 2/3rds majority vote at the next Board of Governors Meeting (annual, regular or special). The Board of Governors may also veto a decision of the Director by a 2/3rds majority vote.

Article 8: Administration

Section A: Compensation

The Director, Assistant Director, officers and Board of Governors members shall not receive any salary for serving in their capacity as Officers and Board of Governors Members. An Officer or Board of Governors Member may receive compensation for serving in a capacity other than Officer or Board of Governors Member, or receive a fixed sum and expenses of attendance, if any, for attendance at a regular or special meeting of the Board of Governors provided such compensation is approved by a 2/3rds majority vote of the Board of Governors.

Section B: Contract Services

The Director or the Board of Governors may contract for services to be provided to the corporation. In making the determination concerning contract services, the Board of Governors or the Director shall consider the needs and the financial resources of the TRADITIONAL KARATE NCR and must make a determination that the action is necessary and desirable in order to achieve a corporate purpose as set forth in the Articles of Incorporation and the Bylaws. The scope of the employment and the amount of compensation shall be determined or estimated in advance to the extent practicable. Such contract service providers shall perform their duties under the direction of the Director, with the approval of the Board of Governors.

Section C: Acts of the TRADITIONAL KARATE NCR

No person and/or group shall act in the name of the TRADITIONAL KARATE NCR except as authorized in these Bylaws or by the Board of Governors or the Director. No person shall, without the approval of the Director or the Board of Governors, send any letter, notice or written communication in the name of the corporation, to members of TRADITIONAL KARATE NCR or to any other person, including any association, public body, or public official.

Section D: Financial Transactions

All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by the designated individuals approved by the Board of Governors. All funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies or other depositories as the Board of Governors may select.

Section E: Donations

The Board of Governors or the Director may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purpose, or for any special purpose of the corporation.

Section F: Fiscal Year

The fiscal year of the corporation shall be from January 1st to December 31st.

Article 9: Nominations and Elections

Section A: Nominations

An Elections Committee Chair will be appointed during an election year by the Board of Governors. The Chair will select at least one other NCR member to assist with soliciting officer nominees. The Elections committee shall request nominations from the Board of Governors of TRADITIONAL KARATE NCR, as well as seek out interested candidates from the general membership prior to elections required in these Bylaws. The Elections Committee shall collect all nominations no later than one month prior to any election. The Elections Committee shall coordinate with nominated candidates and work to obtain a slate of at least two persons for each Officer position if possible.

Section B: Elections

The Election Committee shall send out the slate of candidates in conjunction with the Annual Meeting agenda or the meeting agenda at which an election is necessary. The Board of Governors members will vote on the slate of candidates at the meeting. The results will be tabulated and conveyed to all the nominees by the Elections Committee within 14 days after the Annual Meeting. New Officers will assume their duties at the next Board of Governors meeting.

Article 10: Relationship to the AAKF

Section A: Rights and Obligations

The activities of the corporation shall be consistent with the aims and purposes of the American Amateur Karate Federation (AAKF). All provisions of the Articles of Incorporation and the Bylaws of the AAKF pertaining to the rights and obligations of all regions shall be binding on the corporation.

Section B: Relationship Agreements

The Board of Governors may enter into agreements with the AAKF pertaining to the relationship between the AAKF and the TRADITIONAL KARATE NCR

Article 11: Amendments

At any meeting of the Board of Governors, the Board of Governors may by a 2/3rds majority vote, alter, amend, or repeal these Bylaws, or adopt new Bylaws which are consistent with the purposes set forth in Article 1. Any Bylaws inconsistent with the corporation's status as a nonprofit corporation under the laws of the State of Minnesota, shall be invalid. Notice of the proposed amendment to the Bylaws shall be mailed, e-mailed or faxed to all Board of Governors members by the Secretary at least thirty days prior to a meeting of the Board of Governors, giving the Board of Governors members notice of the date of meeting. The foregoing Bylaws of the Corporation were approved and adopted by the Board of Governors on November 5th, 2011.

Director signature: _____

Assistant Director signature: _____

Treasurer signature: _____

Secretary signature: _____

Amendments to bylaws of the NCR adopted by the Board of Governors
January 26 by a vote of 10-0. All members voted in favor of the amendments.

Amendment #1

Article 1: Purpose

The NCR is organized exclusively for charitable purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (C) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Amendment #2

Article 8: section D

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Amendment #3

Article 8: Section G

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.