

# Bylaws of the Iowa Taekwondo Alliance

## Article I. Name

### Section 1. 1: Name

The name of the corporation shall be the Iowa Taekwondo Alliance, hereafter referred to as "ITA".

## Article II. Offices of the Corporation

### Section 2. 1: Principal Office

The principal office of the ITA shall be in the State of Iowa and at such place as the Board of Directors may from time to time select.

### Section 2.2: Registered Office and Registered Agent

The ITA shall have and continuously maintain in the State of Iowa a registered office, and a registered agent whose office is identical with such registered office, as required by the Iowa Nonprofit Corporation Act. The registered office may be, but need not be, the same as its principal office in the State of Iowa. The registered office or the registered agent at such registered office, or both, may be changed from time to time by the Cabinet of the ITA in compliance with the applicable provisions of the Iowa Nonprofit Corporation Act.

## Article III. Purpose

### Section 3. 1: Purpose

This corporation is formed for scientific, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law). Its specific purposes are:

To foster, promote and facilitate the practice of and competition in the art and sport of Taekwondo in the State of Iowa. The organization will seek to provide financial support to promote athletic competition and training in Taekwondo and to facilitate tournaments and sporting events for competition in Taekwondo. The organization will further seek to provide seminars and educational support for practitioners, referees, coaches and athletes in Taekwondo. ITA will function as a USA Taekwondo (USAT) grassroots organization whose primary function is to develop Taekwondo by means of the National Governing Body and within the rules pertaining to 501(c)(3) Internal Revenue Code exempt organizations.

## Article IV. Members

### Section 4: 1: Classification of Members

Membership shall consist of four classifications to be designated as "Club", "Coach", "Athlete", and "Referee", and shall not be limited as to number. Membership classes are defined as follows:

1. Club. Any Club or School that is a Club Member of USA Taekwondo in good standing and located in Iowa will be recognized as an ITA Club Member.
2. Referee. Any individual who is a Referee Member of USA Taekwondo in good standing will be recognized as an ITA Referee Member. Referee members must be certified as at least a D-level referee, and be 18 years of age or older and a resident of Iowa.
3. Coach. Any individual who is a Coach Member of USA Taekwondo in good standing will be recognized as an ITA Coach Member. Coach members must hold at least a current Associate Coach's certificate from USA Taekwondo, and be 18 years of age or older and a resident of Iowa.

4. Athlete. Any Athlete that is a current Athlete member of USA Taekwondo in good standing will be recognized as an ITA Athlete Member. Athlete Members must be 18 years of age or older and a resident of Iowa.

#### **Section 4.2: Qualifications of Members**

All members (Club, Coach, Referee, Athlete) are permitted to be members by virtue of their membership in the corresponding category in the National Governing Body (NGB) for Taekwondo as recognized by the US Olympic Committee for the current year. A member shall represent only one category.

#### **Section 4.3: Application for Membership**

Members do not need to submit applications for membership, nor additional dues unless enhanced membership is desired, beyond being current members in the corresponding category in the NGB, and demonstrating proof of said membership upon request.

#### **Section 4.4: Powers of Member**

Each member in good standing, as designated by their membership classification, shall have the following powers:

1. Each Club member in good standing shall be entitled to cast one vote in elections for the Club Representative on the Cabinet. Each Club member in good standing shall also be entitled to cast one vote in elections for the Officers of the Cabinet. In addition, each Club member in good standing shall be entitled to have its Official Representative attend all meetings of the membership; hold office; serve on committees and participate in all events and functions sponsored by the ITA; and serve as a voting member of the State Board of Directors.
2. Each individual member (Coach/Referee/Athlete) in good standing shall be entitled to cast one vote in elections for the corresponding Director on the Cabinet. In addition, each individual member in good standing shall be entitled to attend all meetings of the membership; hold office; serve on committees and participate in all events and functions sponsored by the ITA. Each individual member is only permitted to vote in one category in any given year, based on the membership voting category they have selected for the NGB.
3. Each member in good standing shall be entitled to participate in USAT/NGB sanctioned events.

#### **Section 4.5: Transfer of Membership**

Membership in the ITA is not transferable.

#### **Section 4.6: Membership Dues**

Enhanced members shall pay dues in such amounts and at such times as the Cabinet may from time to time determine. The enhanced membership gives those members discounts at ITA sponsored events and the ability to apply for funding to attend national level competition, additional training, or educational opportunities.

#### **Section 4.7: Membership Responsibilities and Restrictions**

1. A member shall promptly pay any fee or debt to the ITA. The ITA shall notify the member when such a fee or debt is incurred.
2. A member shall comply with regulations, which further the purposes of the ITA and are in conformity with the Bylaws, as determined and published by the Cabinet.
3. Each member shall notify the Secretary of ITA of any change in the member's mailing and/or emailing address.
4. The member is responsible for all actions taken under said membership.
5. Members have the responsibility to attend and participate in discussion at all general meetings of the membership.

#### **Section 4.8: Club Organization Membership Rights and Privileges**

1. A Club Organization member in good standing is entitled to one vote at meetings of the general membership.
2. A Club Organization member in good standing may have their Official Representative nominated and seek election to any officer position on the Cabinet and be appointed to chair and serve on committees.
3. A Club Organization member in good standing may have their Official Representative attend and participate in discussion at all Cabinet meetings, except for those agenda items that are determined to be confidential in nature as determined by a majority vote of the Cabinet. Official Representatives and members have no vote at Cabinet meetings.
4. A Club Organization member in good standing has the right to retire membership at any time with the understanding that prepaid dues are not refundable.

#### **Section 4.9: Copies of Bylaws**

A copy of these Bylaws shall be provided to each applicant upon request upon acceptance into the membership. This Bylaw may be deemed "in compliance" if an electronic version of the Bylaws is provided or publicly available, either in hard-copy or if it is posted electronically on the organization's website.

### **Article V. Meetings of the Members**

#### **Section 5. 1: Annual Meetings**

An annual meeting of the members shall be held each year between October 1 and December 31 in such a place as the Cabinet may determine for the purpose of electing Cabinet members as provided for in Section 6.4 "Nomination Procedures" and transacting other such business as may come before the meeting. Each Membership Category shall also hold their Annual Meetings at this same time, prior to the Annual Meeting, for the purpose of electing their respective Representatives.

#### **Section 5.2: Special Meetings**

A special meeting of the members shall be called by the President of the Cabinet upon a majority vote of the Cabinet, or upon a written request submitted to the Cabinet by ten percent (10%) or more of the members of the ITA. A written request shall specify the nature of the business to be transacted at the special meeting. Such special meetings shall be held no sooner than seven days and no more than ninety days after being called. Only the business noted as the reason for the special meeting will be allowed to be conducted at said special meeting. No other agenda items will be permitted at a special meeting.

#### **Section 5.3: Presiding Officer**

The President of the Cabinet of the ITA shall preside at all regular or special meetings of the members, and shall act as the Chief Executive Officer and Chief Operating Officer of the ITA. The President shall also serve as the ITA's Official Representative to the Taekwondo NGB and/or any nationally-recognized association of state taekwondo organizations, and shall be the state's chief ambassador to the Taekwondo community, both nationally, and internationally. The President may choose to appoint a Personal Representative to serve as this Official Representative. If a Personal Representative is appointed, they shall serve in this capacity only at the pleasure of the President, and said appointment may be revoked and/or reinstated by the President at any time. In the President's absence, the Executive Vice President shall serve in the capacity and exercise the duties of the office of the President. The Secretary of the Board shall keep or cause to be kept minutes of all meetings.

#### **Section 5.4: Eligibility to Vote**

Club and Individual members and/or their Official Representatives entitled to vote at any general meeting of members or by ballot shall be members in good standing as of the date determined by the Cabinet.

#### **Section 5.5: Quorum**

Twenty percent (20%) of the Official Representatives of the total current membership at the record date or ten Official Representatives of members, whichever is fewer, shall constitute a quorum at all general and special meetings of the membership. Any meeting of the members shall be adjourned when and if a quorum is not present.

#### **Section 5.6: Balloting**

Voting may be by voice or balloting, providing that any election of Cabinet officers except by acclamation, shall be by ballot of the state Board of Directors.

Election of Officers: Each Club Member shall receive one vote and each member of the then-seated Cabinet shall receive one vote. A majority is needed to elect an Officer to the Cabinet. This balloting may not be done via email, and no proxy votes are permitted. However, this vote may be conducted via US mail.

Election of Directors: This voting may not be done via email, and no proxy votes are permitted. However, this vote may be conducted via US mail.

- The Club Representative shall be elected by ballot by the Official Representatives of the Club Members eligible and in good standing as of the date of the Annual Meeting, each of whom shall receive one vote.
- Coach Director shall be elected by ballot by the Coach members eligible and in good standing as of the date of the Annual Meeting, each of whom shall receive one vote.
- Referee Director shall be elected by ballot by the Referee members eligible and in good standing as of the date of the Annual Meeting, each of whom shall receive one vote.
- Athlete Directors shall be elected by ballot by the Athlete Members age 18 and over eligible and in good standing as of the date of the Annual Meeting, each of whom shall receive one vote.

#### **Section 5.7: Proxies**

Voting by proxy shall not be permitted.

#### **Section 5.8: Manner of Acting**

A majority vote of the members voting shall be required for adoption of a motion, except as specified in Section 6.6 "Events Causing Vacancies", Section 14.1 "Membership Rights Limitation", and Section 14.2 "Members Approval Required".

### **Article VI. The Cabinet**

#### **Section 6. 1: Titles**

The affairs of the ITA shall be managed by a Cabinet consisting of:

- (1) President
- (1) Executive Vice President
- (1) Vice President
- (1) Secretary
- (1) Treasurer
- (1) Eastern Delegate
- (1) Central Delegate
- (1) Western Delegate
- (1) Club Representative
- (1) Coach Representative
- (1) Referee Representative
- (1) Kyorugi Athlete Representative
- (1) Poomsae Athlete Representative

These individuals shall be elected by the membership at the annual meeting provided for in Section 5.1 "Annual Meeting."

## **Section 6.2: Initial and Ongoing Terms**

1. The terms of office for the President, Executive Vice President, Vice President, Secretary, Treasurer, and Regional Delegates shall be two years on a rotating basis. The initial terms of office for the President and Regional Delegates shall be 1 year. All ongoing terms of office after the initial rotation will be for 2 year terms.
2. The terms of office for the Representatives on the Cabinet shall be one year.

## **Section 6.3: Initial Cabinet**

Due to the fact that the corporation is new, a grassroots leadership board of officers shall remain in effect until December 31, 2013. Temporary positions will be elected for a President, Vice President, Secretary and Treasurer. Serving in these temporary capacities shall not preclude individuals from seeking re-election at the appropriate times.

## **Section 6.4: Nomination Procedures**

Each year at the annual meeting of the membership, beginning in 2014, the terms of four (4) Cabinet members will expire, as determined by Section 6.2 "Initial and Ongoing Terms." All candidates for the Cabinet must be current Taekwondo NGB members. For those candidates for Representative positions, they must be current Taekwondo NGB members within their respective categories, i.e., a nominee for Referee Representative must be a Referee member of the Taekwondo NGB in good standing. A nominating committee appointed by the Cabinet shall receive nominations for open Officer positions, and after reviewing the nominations for eligibility, propose no more than two Officer candidates for election for each of the Officer openings on the Cabinet occurring the following year. The nominating committee will also receive and verify any nominations for Representative positions, posting all eligible candidates for each open position. The nominating committee shall notify the Cabinet of the candidates by October 15th. In addition, any qualified and eligible member of the Taekwondo NGB who resides in the State of Iowa, and is in good standing, may be nominated from the floor at the annual meeting of the membership. All candidates duly nominated shall be voted upon by the membership at the annual meeting of the membership in accordance with Section 5.6 "Balloting". A majority vote of the appropriate members in each membership classification that are voting shall be required to elect any nominee to the Cabinet. A majority vote of the then-seated Board of Directors shall be required to elect any nominee to an Officer position. The newly elected Cabinet members shall assume office on January 1st.

The State Board of Directors shall consist of all members of the Cabinet, plus one Official Representative from each Member Club that has met the qualifications by October 1<sup>st</sup> of the previous calendar year. In addition, the State Athletes' Advisory Council (or the Athlete members from the state, if an AAC does not exist) shall elect/appoint members from the Athlete Membership/State AAC to meet the minimum requirement of at least 20% athlete membership on the State Board of Directors.

## **Section 6.5: Duties of the President**

The President shall preside at all meetings of the membership, the Board of Directors, and the Cabinet, and shall cast the deciding vote in the event of a tie. The President shall appoint all standing committees and special committees as needed. The President shall be the Chief Executive Officer and Official Representative for the State of Iowa in all matters pertaining to the sport of Taekwondo both nationally and internationally. In addition, the President shall have other powers and duties as may be prescribed by the Cabinet or these Bylaws. In the absence or disability of the President, the Executive Vice-President shall act in his or her stead.

## **Section 6.6: Duties of the Vice Presidents**

In the absence of the President, the Executive Vice President shall have the powers and duties of the President. The Vice-Presidents shall also be responsible for assisting in the organization of the various membership groups, i.e., Coaches, Referees, Athletes, should such assistance be requested and/or required. It shall be the Vice-Presidents' responsibility to assure that all aspects of the operation of the ITA conform to appropriate sections of the Ted Stevens Amateur Sports Act. The Executive Vice-

President shall also serve as the Ombudsman for the organization, and shall conduct investigations and inquiries, as necessary, to determine whether there have been violations of these Bylaws, and will recommend to the Cabinet such remedies as may be required. The Vice-Presidents shall have such other powers and perform such other duties as may be prescribed by the Cabinet or these Bylaws.

#### **Section 6.7: Duties of the Secretary**

The Secretary shall keep or cause to be kept a full and complete record of the proceedings of the ITA, the Cabinet, and the Board of Directors, and shall serve notices as may be necessary or proper. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Cabinet or these Bylaws.

#### **Section 6.8: Duties of the Treasurer**

Treasurer shall also have the care and custody of all funds, money, and property of the ITA except as otherwise provided herein or in a resolution of the Cabinet. The Treasurer shall have such other powers and perform such other duties as may be prescribed by the Cabinet or these Bylaws. The Treasurer shall prepare an annual report.

#### **Section 6.9: Duties of the Delegates of Each Geographical Area**

The Delegates of each membership segment (East, Central, and West) shall act as a liaison between the members of their geographical area and the Cabinet. Delegates shall attend all meetings of the Cabinet. Delegates shall report the plans, affairs and events of their respective geographical area to the ITA Cabinet for inclusion in any official publications of the ITA. Delegates may serve on committees appointed by either the President or the Cabinet.

The Eastern Delegate shall be selected by and from the residents of and shall represent the counties of: Allamakee, Clayton, Dubuque, Jackson, Clinton, Scott, Delaware, Jones, Cedar, Muscatine, Louisa, Des Moines, Winneshiek, Fayette, Buchanan, Linn, Johnson, Washington, Henry, Lee, Howard, Chickasaw, Bremer, Black Hawk, Benton, Iowa, Keokuk, Jefferson, Van Buren, Mitchell, Floyd, Butler, Grundy, Tama, Poweshiek, Mahaska, Wapello, and Davis.

The Central Delegate shall be selected by and from the residents of and shall represent the counties of: Worth, Cerro Gordo, Franklin, Hardin, Marshall, Jasper, Marion, Monroe, Appanoose, Winnebago, Hancock, Wright, Hamilton, Story, Polk, Warren, Lucas, Wayne, Kossuth, Humboldt, Webster, Boone, Dallas, Madison, Clarke, Decatur, Union, and Ringbold.

The Western Delegate shall be selected by and from the residents of and shall represent the counties of: Emmet, Palo Alto, Pocahontas, Calhoun, Greene, Guthrie, Adair, Adams, Taylor, Dickinson, Clay, Buena Vista, Sac, Carroll, Audubon, Cass, Montgomery, Page, Osceola, O'Brien, Cherokee, Ida, Crawford, Shelby, Lyon, Sioux, Plymouth, Woodbury, Monona, Harrison, Pottawattamie, Mills and Fremont.

#### **Section 6.10: Duties of the Representatives of Each Membership Segment**

The Representatives of each membership segment (Club, Coach, Referee, Athlete) shall act as a liaison between the members of their respective membership segment and the Cabinet. Representatives shall attend all meetings of the Cabinet. Representatives shall report the plans, affairs and events of their respective membership segment to the ITA Cabinet for inclusion in any official publications of the ITA. Representatives may serve on committees appointed by either the President or the Cabinet.

#### **Section 6.11: Events Causing Vacancies**

1. Any Cabinet member may resign effective upon giving written notice to the President or the Secretary, unless the notice specifies a later time for the resignation to become effective.
2. Failure by a Cabinet member to participate in three consecutive Cabinet meetings (unexcused absences) shall be a voluntary resignation from office, effective seven days following the third missed meeting. Decision of whether an absence is excused will reside with the President, who may be over-ruled in this regard by 2/3 vote of the then-seated Cabinet.
3. A Cabinet member may be removed by a 2/3 vote of the then-seated Cabinet, either with or without cause.

#### **Section 6.12: Filling Vacancies**

Vacancies in the Cabinet may be filled by a majority vote of the appropriate membership segment in a special meeting of the membership called by the remaining Cabinet members in accordance with Section 5.2 "Special Meetings." Cabinet members so elected shall serve the remainder of the unexpired term of their predecessor. If there is less than 6 months remaining in a term for a Director on the Cabinet who vacates his/her office, the President may appoint a replacement to complete the term. If there is less than 1 year remaining in the term of a Vice-President, Secretary or Treasurer who vacates their office, the President may appoint a replacement to complete the term.

#### **Section 6.13: Compensation**

Cabinet members as such shall not receive any stated salaries for their services; but nothing herein contained shall be construed to preclude any cabinet member from being reimbursed for expenses incurred in serving the ITA as approved by the Cabinet.

### **Article VII. Meetings of the Cabinet**

#### **Section 7. 1: Regular Meetings**

The Cabinet of the ITA shall schedule regular meetings for the transaction of ITA business and shall schedule these meetings at least quarterly throughout the year. Regular meetings will be held at a time and place determined by resolution of the Cabinet without other notice to the Cabinet and members than such resolution. Agendas and schedules of Cabinet meetings will be made available to members and minutes of the previous meetings shall be available in the office of the ITA, except that by majority vote of the Cabinet those matters deemed confidential may be deleted from the available copy.

#### **Section 7.2: Annual Organizational Meeting**

Immediately after each annual meeting of the membership, the Cabinet shall schedule a regular meeting for the purposes of organization and transaction of other business. Notice of this meeting is not required.

#### **Section 7.3: Procedure**

1. All of the Cabinet meetings are open to the general membership except for those agenda items that are determined by a majority of Cabinet members voting to be confidential.
2. A majority of those Cabinet members voting at a meeting of the Cabinet shall establish the rules of procedure of the meeting; the most-current publication of Robert's Rules of Order shall provide guidance.

#### **Section 7.4: Quorum**

A majority of the number of Cabinet members of the ITA constitutes a quorum for the transaction of business at any meeting of the Cabinet.

#### **Section 7.5: Voting**

No action of the Cabinet shall be valid unless approved by a majority of those Cabinet members attending the meeting except as provided for in Section 6.9 "Events causing Vacancies", Section 6. 10 "Filling Vacancies", Section 8.2 "Exemption of Property", Section 9.1 "Contracts", Section 9.2 "Loans", Section 11. 1 "Membership Rights Limitations". There shall be no vote by proxy. The Cabinet may conduct votes by phone, fax, email, US mail, voice, ballot or any other means deemed appropriate by the Cabinet.

### **Article VIII. Indemnification**

#### **Section 8. 1: Indemnification of Officers**

Any member of the Cabinet and any officer of the ITA, as a condition of accepting said office, shall be indemnified by ITA against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit, or proceedings in which he or she is made a party by reason of having been or being a member of the Cabinet or an officer of the ITA, except for breach of the duty of loyalty to

the corporation, for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or for a transaction from which the person derives an improper personal benefit. Such right of indemnification is not to be deemed exclusive of any right to which he or she may be entitled under the laws of the State of Iowa, these Bylaws, agreements, vote of members, or otherwise.

#### **Section 8.2: Exemption of Property**

The private property of the members and Cabinet of the ITA shall not be liable for corporate debts to any extent whatsoever. This section of these Bylaws shall not be amended except by the unanimous vote of the general members and the Cabinet.

### **Article IX. Contracts, Loans, Checks, and Deposits**

#### **Section 9. 1: Contracts**

By a 2/3 vote, the Cabinet may authorize any officer or officers, agent or agents of the ITA, in addition to the officers so authorized by Article VI "The Cabinet", to enter into any contract or execute and deliver any instrument in the name of and on the behalf of the ITA, and such authority may be general or confined to specific instances.

#### **Section 9.2: Loans**

No loans shall be contracted on behalf of the ITA and no evidences of indebtedness shall be issued in its name unless authorized by a 2/3 vote of the Cabinet. Such authority may be general or confined to specific instances.

#### **Section 9.3: Checks, Drafts, Etc.**

All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of ITA shall be signed by the Treasurer of the ITA or in such manner as shall from time to time be determined by resolution of the Cabinet.

#### **Section 9.4: Deposits**

All funds of ITA shall be deposited from time to time to the credit of the ITA in such banks or other depositories the Cabinet may select.

#### **Section 9.5: Gifts**

The Cabinet may accept on behalf of the ITA any contribution, gift, bequest, or device consistent with the purposes of the ITA outlined in Article 11 "Purposes".

#### **Section 9. 6: Loans to Board Members or Officers**

No loans shall be made by the ITA to an officer or director of the Cabinet. Any member of the Cabinet or officer who assents to or participates in the making of any such loan shall be liable to the ITA for the amount of such loan until the repayment thereof.

### **Article X. Accounting Books and Records**

#### **Section 10. 1: Books and Records Maintained**

The ITA shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its meetings of members and the Cabinet, and shall keep at the registered or principal office, a record giving the names and addresses of the members entitled to vote.

#### **Section 10.2: Inspection**

All books and records of the ITA may be inspected by any member, or his or her agent or attorney for any proper purpose at any reasonable time.

#### **Section 10.3: Audit**

The Cabinet may have the books and records of account of the ITA audited annually by an accountant and, if so audited, shall present the report at the annual meeting of the members.

#### **Section 10.4: Fiscal Year**

The fiscal year of the ITA shall begin on January 1st of each year and end on December 31st of the same year.

### **Article XI. Committees**

#### **Section 11.1: Committees**

The Board of Directors may, by resolution adopted by a majority of the Cabinet, establish Committees of the Board composed of at least (1) person, which, except for an Executive Committee, may include non-Board members. The Board may make such provisions for appointment of the chair of such Committees, establish such procedures to govern their activities, and delegate thereto such authority as may be necessary or desirable for the efficient management of the property, affairs, business or activities of the ITA.

#### **Section 11.2: Nomination Committee**

There shall be a Nomination Committee composed of the President and at least (2) other members of the Board of Directors. Each member of the Committee shall have one (1) vote and the majority shall make a decision with respect to nomination for elections.

### **Article XII. Amendment of Bylaws**

#### **Section 12.1: Amendments**

The power to alter, amend, or repeal the Bylaws, or to adopt new Bylaws is vested in the members. The Bylaws may contain any provision for the new regulation and management of the affairs of the Corporation not prohibited by law or the Articles of Incorporation. Amendments shall be accepted by a majority vote of the members.

#### **Section 12.4: Matters not covered by the ByLaws**

For all such matters that are not addressed by these ByLaws, the then-current issue of "Robert's Rules of Order" shall be the standard by which decisions are made.

**Date of adoption: 08/18/2013**

**Amended: 10/06/2014**