

Constitution of the USA Karate Foundation

(Adopted January 7, 1995)

Article I - Name.

The name of said Corporation shall be the USA Karate Foundation (hereinafter referred to as "Corporation").

Article II - Principle Office.

The place in the State of Ohio where the principle office of the Corporation is to be located is the City of Stow, County of Summit, Ohio. The Corporation may also maintain additional offices at such other places as the Board of Trustees may from time to time designate.

Article III - Name.

The purposes for which said Corporation is formed are: The USA Karate Foundation is organized and shall be operated exclusively for educational, cultural and charitable purposes relating to the sport of Karate in the United States and abroad; in particular to carry out the purely educational, cultural, and charitable activities of The USA Karate Federation. The educational, cultural, and charitable activities of the Corporation will relate principally to the sport of Karate and will include public educational and instructional programs involving research, publications, clinics, tournaments, the establishment of scholarships, the development of international cultural exchange programs and the training and certification of Karate instructors and the training of top Karate competitors. In pursuit of such purposes the Corporation shall: a) sponsor the National Karate Institute College of Sports Science, a degree granting institution of higher learning incorporated within the auspices of the USA Karate Foundation and certified by the USA Karate Federation, b) sponsor research programs, c) establish and maintain reference libraries, training institutions, and museums, d) publish and distribute textbooks and other aids to Karate education, e) award scholarships and grants-in-aid for Karate research and education f) cooperate with other sports organizations in all matters pertaining to Karate, g) plan, organize and implement international Karate exchange programs, h) solicit funds from the general public, Corporations and organizations in support of international karate exchange programs and other activities of the Corporation, and I) organize and promote nationwide instructional programs.

Article IV - Prohibited Activities.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, Trustees, officers, other private persons, except that the Corporation 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 Article Third hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation 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 these articles the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation 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 a Corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article V - Duration.

The period of duration of the Corporation shall be perpetual, subject to dissolution only upon resolution and affirmative vote by 2/3rd's of the entire Board of Trustees. Upon dissolution of the Corporation, 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 so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principle office of the Corporation 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.

Article VI -- Board of Trustees

Duties and Powers. The Board of Trustees shall be responsible for the control and management of the business affairs of the Corporation, and may exercise all powers of the Corporation, including the establishment of all programs, policies and operating procedures of the Corporation. No trustee shall receive a salary or other compensation for services rendered as a trustee but may receive reasonable expenses on behalf of the Corporation. The following persons, shall serve the Corporation as Trustees until the first annual meeting or other meeting called to elect Trustees:

George E. Anderson
Patrick M. Hickey
Thomas LaPuppet
James B. Cottrell
James Caldwell
Scott Bowen
Michael G. Bukala
Jim Delgarbino
John Linebarger

3161 Tower Hill
1544 Ritchie Road
888 Eastern Parkway
6233 Sweetwater Dr
2432 Cornhusker Rd
5 Johnson Ave
3398 West 100th St
28 Copperfield Rd Apt 2
3912 N. Oracle Ste 102

Akron, Ohio 44319
Stow, Ohio 44224
Brooklyn, NY 11213
West Lakeland, Fl 33811
Omaha, NE 68123
Binghamton, NY 13905
Cleveland, Ohio 44111
Worcester, MA 01602
Tucson, Az 85705

Number. The number of Trustees shall not be less than 3 nor greater than ten.

Section 3. Vacancies. If any vacancy occurs in the Board of Trustees, it may be filled by a majority vote of the remaining Trustees at any regular meeting or at any special meeting called for that purpose.

Quorum. The presence, in person or by proxy (for special meetings only), of a majority of the Trustees shall constitute a quorum at each meeting of the Trustees. A proxy shall be valid only for special meetings and only if in writing and given to another trustee present in person at the meeting at which the proxy is to be voted. Notwithstanding the above, at least three (3) Trustees must be present in person at any special meeting.

Voting. Each trustee shall have one vote and, unless a greater vote is required by statute or these bylaws, a majority vote shall be necessary for the exercise of the powers of the Board of Trustees hereunder. A trustee may vote by proxy, but only at a special meeting and only if in writing and given to another trustee.

Term. The term of each trustee shall be ten (10) years beginning January 1, 1995. Vacancies on the Board of Trustees during this term shall be filled by majority vote of the Board of Trustees of the USA Karate Foundation. At the end of each ten (10) year term of the entire Board of Trustees, a new Board of Trustees will be elected by the Board of Trustees of the USA Karate Foundation.

Officers. The Board of Trustees shall elect from among its members the officers of the Corporation to serve for a term of ten (10) years, or until their successors are elected, unless sooner removed by the Board of Trustees. The officers shall be a Chairperson, who shall also be the President of the Corporation, a vice Chairperson who shall also be the Vice President of the Corporation and a Secretary and a Treasurer.

In addition, the Board of Trustees may select and employ an Executive Director. Such individual shall be directly responsible to, and serve at the pleasure of, the Board of Trustees, or under any employment arrangement the Board of Trustees deems reasonable. The Board of Trustees may also select and employ other individuals to serve the Corporation under such terms, conditions or arrangements as the Board of Trustees deems advisable.

It shall be the duty of the Chairperson of the Board of Trustees to preside at all meetings of the Corporation and of the Board of Trustees and to perform all other duties of the office of the Chairperson as usually understood. The vice Chairperson shall, in the event of the absence or disability of the Chairperson, assume all of the duties of the Chairperson.

Written Consent. Any action required to be taken at a meeting of the Trustees may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Trustees entitled to vote. Such written consent shall have the same force and effect as a unanimous vote of the Board of Trustees and may be stated as such at any time and for any purpose.

Meetings. The annual meeting of the Board of Trustees will normally be held during the month of October of each year, at a time and place set by the Board of Trustees, for the purpose of receiving annual reports and transacting any other business of the Corporation. Semi annual meetings of the Board of Trustees may be called by the Board of Trustees to be held at a time and place set by the Board of Trustees, for the purpose of transacting the business of the Corporation. Special meetings of the Board of Trustees may be called by the Chairperson of the Board of Trustees and shall be called by the Chairperson if requested to do so by four (4) members of the Board of Trustees. Notice of a meeting, whether annual or special, shall be given to all Board of Trustees members at least thirty (30) days and, if possible, sixty (60) in advance of such meeting. Trustees may invite guests to attend any meeting of the Board of Trustees' provided, however, the Board of Trustees may, in its sole discretion, exclude or remove guests from any Board of Trustees meeting.

Notice Requirement. Except as provided otherwise by statutes, written notice of each meeting of the Board of Trustees, whether annual, semi annual or special, stating the place where and the time when such meeting is to be held (and in the case of a special meeting stating the purpose for which such meeting is called), shall be served either personally or by mail, within

the time period specified, upon each trustee entitled to vote at such meeting. If mailed, such notice shall be sent to each trustee at his address as it appears on the records of the Corporation, unless he shall have previously filed with the Secretary of the Corporation a written request that notices intended for him be mailed to some other address, in which case it shall be mailed to the address designated in such request. Such notice (or any part thereof) may be waived by any trustee by written consent of by oral statement at any meeting and shall be deemed waived by any trustee who is present, in person, or by proxy, at such meeting.

Article VII -- Officers

Officers. election and term of office. The officers of the Corporation shall be elected or selected as provided in Article VI above. There may be such other officers as the Board of Trustees from time to time may deem necessary or advisable. Other than the offices of Executive Director, President and Secretary, any two (2) offices may be held by the same person, provided, however, that no person shall, in more than one capacity, execute, acknowledge or certify any instrument required by law, the by laws or articles of incorporation to be executed, acknowledged or certified by two (2) or more officers. In the event of any vacancy in any office, such vacancy shall be filled by the Board of Trustees.

President. The President shall be the chief executive officer of the Corporation and shall see that all orders and resolutions of the Board of Trustees are carried into effect and shall perform all other duties usually incidental to such office.

Vice President. The Vice President shall, in the absence of during the disability of the President, perform the duties incidental to the office of President. In addition, the Vice President shall have and discharge such other duties as the Board of Trustees from time to time assign him.

Secretary. The Secretary shall attend all meetings of the Board of Trustees and shall record all votes and the minutes of all meetings in a book to be kept for such purpose. He shall be the custodian of the seal of the Corporation and in proper cases affix the seal to instruments. He shall see that the books, reports, statements and all other documents required by law are properly kept and filed. IN addition, he shall perform such other duties as the Board of Trustees may from time to time assign him. The Board of Trustees or President may direct the Executive Director to perform the ministerial functions of the Secretary to assure the day-to-day continuity and efficiency of operation of the Corporation.

Treasurer. The Treasurer shall have custody of the corporate funds and securities, and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and shall deposit all money and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Trustees. He shall disburse the funds of the Corporation in accordance with the directions of the Board of Trustees, taking and preserving proper vouchers for such disbursements, and shall render an account of all his transactions as Treasurer and of the financial condition of the Corporation, whenever called upon him to do so. In addition, he shall perform such other duties as the Board of Trustees may from time to time assign him. The Board of Trustees or President may direct the Executive Director to perform the ministerial functions of the Treasurer to assure the day-to-day continuity and efficiency of operation of the Corporation.

Executive Director. The Executive Director shall be a salaried and bonded employee of the Corporation under contract approved by the Board of Trustees. His duties shall be: to supervise all activities of the Corporation within the policies established by the Board of Trustees; to serve as an ex-officio member of all committees of this Corporation; to recommend to the Board of Trustees plans and programs to further the goals of this Corporation; to implement all policies, programs and operating procedures adopted by the Board of Trustees; and to carry out such ministerial functions as may be delegated to assure the day-to-day continuity and efficiency of operation of the Corporation. The Executive Director is invited to all meetings, as a guest, and will have an advisory voice on the Board of Trustees.

Article VIII -- Committees

The standing committees of the Corporation shall include the development committee, finance committee, international tours committee, grants and scholarship committee, clinic committee, certification committee, public information committee, legal committee and publications committee. Other committees may be established as the Chairperson of the Board of Trustees determines are necessary or appropriate for the proper conduct of the business of the Corporation. Members of the various committees including the chairpersons thereof, will be appointed by the Chairperson of the Board of Trustees. Chairpersons are invited to all Board of Trustees meetings as guests and will have an advisory voice on the Board of Trustees.

Article IX - Seal

The Corporation seal shall be circular in form and shall bear the name of the Corporation, the words "Corporate Seal," and words and figures denoting the year and jurisdiction of this incorporation,. The form of or inscription on the seam may be changed at any time by the Board of Trustees.

Article X - Amendments

Any and all bylaws of the Corporation shall be subject to amendment, alteration, or repeal, and new bylaws may be adopted, at any annual, semi-annual or special meeting of the Corporation , by vote of 2/3rd's of the Trustees. NO bylaws may be amended, altered, repealed or adopted in contravention of derogation of the Articles of Incorporation.

Article XI - Contributions and Payments

All contributions and other payments to the Corporation shall be made directly to the principle office of the Corporation or to such other office or place as the Board of Trustees shall determine.

Article XII - Accounting Period

The Corporation shall keep its books and accounts on a calendar year basis.

Article XIII - Regulations Pertaining to Chapters of the USA Karate Foundation.

Chapters of the USA Karate Foundation may be organized and approved under regulations published by the Secretary and approved by the Board of Trustees. Chapters will be required to make the annual payment required by the Board of Trustees to maintain their status.

Article VIX - The USA Karate Foundation College of Sports Science

There shall be a USA Karate Foundation College of Sports Science which shall be governed by its own Graduate Council and Officers. The President shall appoint, or approve the appointment of, the dean, registrar, academic senate, and other necessary officers of the College of Sports Science, which shall have the purpose of encouraging original research in the field of Judo sports science, and the granting of degrees in sports science at all levels. The policies of the College of Sports Science shall be reviewed yearly by the President, who shall render a yearly report to the Board of Trustees concerning the activities of the college of Sports Science.