

## **State of Iowa Black Belt Association – Bylaws**

### **Article I. Name**

#### **Section 1.1: Name**

The name of the corporation shall be the State of Iowa Black Belt Association, hereafter referred to as "SIBBA".

### **Article II. Offices of the Corporation**

#### **Section 2.1: Principal Office**

The principal office of the SIBBA in the State of Iowa shall be located in the City of Ames in the County of Story.

#### **Section 2.2: Registered Office and Registered Agent**

The SIBBA 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 SIBBA in compliance with the applicable provisions of the Iowa Nonprofit Corporation Act.

#### **Section 2.3: Assets**

Assets include but are not limited to:

1. Cash and equivalents
2. Mutual funds
3. Scholarship funds
4. Promotional merchandise
5. Electronic scoreboard systems

#### **Section 2.4: Dissolution:**

In the event of dissolution, assets of the SIBBA must be distributed for an exempt purpose as described by Internal Revenue Code Section 501(c)(3). Dissolution will require a meeting called by the President and a majority vote of a quorum of the membership as defined in Article V, Section 5.5 of the SIBBA Bylaws.

### **Article III. Purpose**

#### **Section 3.1: Purpose**

This corporation is formed for 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:

1. To foster interest and participation throughout Iowa, the nation and the world in the amateur sports of Judo, Hapkido, Taekwondo and other martial arts.
2. To encourage, promote, sponsor and support publications, institutes, clinics, seminars, establishment of scholarships and grants, maintenance of training aids and facilities, research development, educational idealism of martial arts and disseminate information in the area of sports medicine and safety.
3. To encourage and support competitive opportunities for all ages and abilities.
4. To encourage physical fitness and improve the quality of both competitive and non-competitive martial arts among those who participate solely for the physical educational or social benefits derived there from.

5. To encourage and support self-defense training.
6. To foster the continued legacy of the Pak Family of Martial Arts.

## **Article IV. Members**

### **Section 4.1: Classification of Members**

Membership shall consist of two classifications to be designated as "full" and "affiliate," and shall not be limited as to number. Membership classes are defined as follows:

1. Full. Any individual who has attained the rank of First Dan Recommend, its equivalent, or higher under a qualified instructor of a nationally recognized amateur martial arts organization or club.
2. Affiliate. Any individual or organization that has not attained the rank of First Dan Recommend including any individual or organization who supports the purpose and mission of the SIBBA.

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

Any person or organization who supports the purposes of the SIBBA may become a member of the SIBBA upon application for membership and upon compliance with conditions as may be prescribed by the Cabinet.

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

Members will be in good standing upon completion of the application for membership and upon payment of dues in such amounts and at such time as the Cabinet may determine.

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

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

1. Each full member in good standing shall be entitled to cast one vote on each matter submitted to a vote of the membership as set forth in the Bylaws, to include, but not be limited to: election of officers and members of the Cabinet; changes in the Bylaws; any merger and its principal terms; or any election to dissolve the corporation and/or the sale, lease, exchange, or disposition of all or any property and assets of the SIBBA. In addition, each full 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 SIBBA.
2. Each affiliate member or organization in good standing shall be entitled to attend all meetings of the membership; serve on committees in any capacity as appointed by the President, and participate in all events and functions sponsored by the SIBBA for which they are qualified.

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

Membership in the SIBBA is not transferable.

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

Members shall pay dues in such amounts and at such times as the Cabinet may from time to time determine.

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

1. A member shall promptly pay any fee or debt to the SIBBA. The SIBBA 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 SIBBA and are in conformity with the Bylaws, as determined and published by the Cabinet.
3. Each member shall notify the Secretary of SIBBA of any change in the member's mailing 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 meetings of the membership.

#### **Section 4.8: Full Membership Rights and Privileges**

1. A full member in good standing is entitled to one vote at meetings of the membership.
2. A full member in good standing may be nominated and seek election to any position on the Cabinet and be appointed to chair and serve on committees.
3. A full member in good standing may test for First Dan Decided or higher.
4. A full member in good standing may have their students' promotions recognized by the SIBBA membership.
5. A full member in good standing may 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. Members have no vote at Cabinet meetings.
6. A full 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: Affiliate Membership Rights and Privilege**

1. An affiliate member in good standing may attend all meetings of the membership and participate in all discussion. They may not bring motions before the membership and have no voting rights.
2. An affiliate member in good standing may be appointed to serve on committees, including as chair of a committee; but, they may not be elected to office.
3. An affiliate member in good standing may convert their membership to a full membership upon attaining the rank of First Dan Recommend in a recognized martial art and paying any difference in the dues the Cabinet may determine necessary or appropriate.
4. An affiliate member in good standing may attend and participate in all activities and events sponsored by the SIBBA for which they are qualified.

#### **Section 4.10: Revocation of Membership**

SIBBA reserves the right to revoke membership rights, if said member does not adhere to the tenets of martial arts and the SIBBA oath of membership. Revocation may only occur through a majority vote of the Cabinet.

#### **Section 4.11: Copies of Bylaws**

A copy of these Bylaws shall be provided to each applicant upon request upon acceptance into the membership.

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

#### **Section 5.1: Annual Meetings**

An annual meeting of the members shall be held each year in the first quarter of the calendar year 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.

#### **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 SIBBA. 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.

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

The President the Cabinet of the SIBBA shall preside at all regular or special meetings of the members, and in that person's absence, the Treasurer shall serve in this capacity. The Secretary of the Cabinet shall keep or cause to be kept minutes of all meetings.

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

Persons entitled to vote at any 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 total current membership at the record date or ten full members, whichever is fewer, shall constitute a quorum at all meetings of the membership as prescribed in Section 5.1 Annual Meetings and Section 5.2 Special Meetings. 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 members except by acclamation, shall be by ballot.

### **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 6.10 "Events Causing Vacancies", Section 12.1 "Membership Rights Limitation", and Section 12.2 "Members Approval Required".

## **Article VI. The Cabinet**

### **Section 6.1: Titles**

The affairs of the SIBBA shall be managed by a Cabinet consisting of a President, Secretary, Treasurer, one (1) Delegate from each of the distinctively different martial art styles and one (1) Delegate at Large. These individuals shall be elected by the membership at the annual meeting provided for in ~~Section~~ in Section 5.1 "Annual Meeting."

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

1. The terms of office for the President, Secretary and Treasurer shall be three years on a rotating basis. Initial terms of office for the President will be three years, the Secretary two years and the Treasurer one year. All ongoing terms of office after the initial rotation will be for three-year terms.
2. The terms of office for the other members of the Cabinet shall be one year.
3. No officer shall serve more than two consecutive terms or six years in the same office.
4. No delegate shall serve more than three consecutive terms or three years in the same office.

### **Section 6.4: Nomination Procedures**

Each year at the annual meeting of the membership, beginning in 1995, the terms of five Cabinet members will expire, as determined by Section 6.2 "Initial and Ongoing Terms." All candidates for delegate must hold a black belt in the martial art they wish to represent. A nominating committee appointed by the Cabinet shall propose candidates for election for the opening(s) on the Cabinet occurring the following year. The nominating committee shall notify the Cabinet of the candidates by December 31st. In addition, any

member 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 members voting shall be required to elect any nominee to the Cabinet. The newly elected Cabinet members shall assume office immediately after the annual meeting of the membership.

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

The President shall preside at all meetings of the membership 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. 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 Treasurer shall act in his or her stead.

#### **Section 6.6: Duties of the Secretary**

The Secretary shall keep or cause to be kept a full and complete record of the proceedings of the SIBBA and the Cabinet 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 6.7: Duties of the Treasurer**

The Treasurer shall have the care and custody of all funds, money, and property of SIBBA 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. In the absence or disability of the President, the Treasurer shall perform all of the duties and have all the powers of the President.

#### **Section 6.8: Duties of the Delegates of Each Martial Art**

The Delegates of each martial art shall act as a liaison between the members of their respective martial art and the Cabinet. Delegates shall attend at all meetings of the Cabinet. Delegates shall report the plans, affairs and events of their respective martial art to the SIBBA Cabinet for inclusion in the official publication of the SIBBA. Delegates shall plan, organize and publicize an educational seminar in their respective martial arts for the entire membership of the SIBBA once in the calendar year. Delegates may serve on committees appointed by either the President or the Cabinet.

#### **Section 6.9: Duties of the Delegate at Large**

The delegate at large shall act as a liaison between the clubs and schools affiliated with the membership of the SIBBA and the Cabinet. The delegate at large shall attend all meetings of the Cabinet. The delegate at large shall report the plans, affairs and events of the affiliated clubs and schools to the SIBBA Cabinet for inclusion in the official publication of the SIBBA. The delegate at large may serve on committees appointed by either the President or the Cabinet.

#### **Section 6.10: 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.
3. A Cabinet member may be removed by a 2/3 vote of the membership.

#### **Section 6.11: Filling Vacancies**

Vacancies in the Cabinet may be filled by a majority vote of membership 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.

#### **Section 6.12: 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 SIBBA as approved by the Cabinet.

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

### **Section 7.1: Regular Meetings**

The Cabinet of the SIBBA shall schedule regular meetings for the transaction of SIBBA 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. Meetings need not be physical, and may be held virtually. 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 SIBBA, 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 membership except for those agenda item 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.

### **Section 7.4: Quorum**

A quorum shall consist of a majority of the Cabinet attending in person or through teleconferencing. A majority of the number of Cabinet members of the SIBBA constitutes a quorum for the transaction of business at any meeting of the Cabinet. If less than a majority of the Cabinet is present at said meeting, a majority of the Cabinet present may adjourn the meeting on occasion without further notice.

### **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 6.10 "Events causing Vacancies", Section 6. 11 "Filling Vacancies", Section 8.2 "Exemption of Property", Section 9.1 "Contracts", Section 9.2 "Loans", Section 12.1 "Membership Rights Limitations". There shall be no vote by proxy.

### **Section 7.6: Action Without A Meeting**

Any action required or permitted to be taken at a meeting of the Cabinet (including amendment of these Bylaws) or of any Committee may be taken without a meeting if all the members of the Cabinet or Committee consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Cabinet or of the Committee as the case may be.

## **Article VIII. Indemnification**

### **Section 8.1: Indemnification of Officers**

Any member of the Cabinet and any officer of the SIBBA, as a condition of accepting said office, shall be indemnified by SIBBA 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 SIBBA, 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 SIBBA 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 members and the Cabinet.

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

### **Section 9.1: Contracts and Acquisition of Assets**

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

### **Section 9.2: Loans**

No loans shall be contracted on behalf of the SIBBA 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 SIBBA shall be signed by the Treasurer of the SIBBA or in such manner as shall from time to time be determined by resolution of the Cabinet.

### **Section 9.4: Deposits**

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

### **Section 9.5: Donations**

The Cabinet may accept on behalf of the SIBBA any contribution, donation, gift, bequest, or device consistent with the purposes of the SIBBA outlined in Article III "Purposes". In the case of accepting charitable contributions, the SIBBA shall comply with the substantiation requirements for donors and disclose requirements provided in the Internal Revenue Code and in Publication 1771-Charitable Contributions. In addition, the SIBBA will comply with legal requirements to make key documents publicly available.

### **Section 9.6: Fundraising**

In order to achieve the purpose set out by SIBBA and its Bylaws, Cabinet members, standing committee chairs and appointed assistants are empowered to engage in fundraising activities as approved by the Cabinet to support the purpose and survival of the organization.

### **Section 9.7: Loans to Cabinet Members or Officers**

No loans shall be made by the SIBBA to an officer or ~~delegate~~ 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 SIBBA for the amount of such loan until the repayment thereof

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

### **Section 10.1: Books and Records Maintained**

The SIBBA 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 SIBBA may be inspected by any member, or his or her agent or attorney for any proper purpose at any reasonable time.

The Cabinet may have the books and records of account of the SIBBA 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 SIBBA shall begin on January 1st of each year and end on December 31st of the same year.

### **Article XI. Amendment of Bylaws**

#### **Section 11.1: Membership Rights Limitation**

Subject to the right of the members under Section 11.2 "Member Approval Required", the Bylaws of the SIBBA may be adopted, amended, or repealed only by 2/3 vote of the Cabinet then in office.

#### **Section 11.2: Members Approval Required**

The Cabinet may not, without the approval of a majority of voting members, specify or change any Bylaws provision that would:

1. Fix or change the authorized number of Cabinet members.
2. Fix or change the minimum or maximum number of Cabinet members.
3. Change from a fixed number of Cabinet members to a variable number of Cabinet members or vice versa.
4. Increase or extend the terms of Cabinet members.
5. Increase the quorum for member meetings.
6. Modify Section 8.2 "Exemption of Property". A unanimous vote of the members is required to modify this section.

#### **Section 11.3: Manner of Giving Notice**

These by-laws may be amended by a two-third vote of Cabinet members present at any meeting, provided a quorum of Cabinet members is present and a copy of the proposed amendment(s) are provided to each Cabinet member at least one week prior to said meeting. The membership of the SIBBA shall also be notified of any proposal to amend these Bylaws at least one week prior to said meeting and a copy of the changes will be made available to the membership through any manner of dispersal agreed upon by the Cabinet.

**Adopted: March 21, 1998**

**Amended: April 26th, 2003**

**Amended: June, 2003**

**Amended: December 6, 2008**

**Amended: January 6, 2018**