



All United States Kendo Federation

BYLAWS OF ALL UNITED STATES KENDO FEDERATION

A California Public Benefit Corporation

(Revision Date 11-12-94)

(Signature Date 3-15-95)

(Updated: 11-10-2006)

(REVISION NOTES: this version is identical to the final version of the bylaws bearing revision date 3-26-94, except that *Article IX*, Sections 2 and 3 (pages 13 and 14) have been revised to set the term of the founding directors from the first election until November 1995, the execution date on page 25 has been changed to conform to the date of the organizational meeting held on March 15, 1995, and to add the name of the corporate secretary).

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ARTICLE I

NAME

The name of this corporation shall be All United States Kendo Federation.

ARTICLE II

OBJECTIVES AND PURPOSES

The objectives of this corporation shall be:

- To promote and educate members, and members of the public in the art of kendo and iaido, and their origins, histories and purposes.
- To standardize and promote participation in kendo and iaido as an amateur sport.
- To sanction and supervise kendo and iaido tournaments and seminars.
- To assist in the establishment of new kendo and iaido dojos.
- To accurately record and preserve historical information regarding kendo and iaido.
- To provide recognition to individuals who support and further the arts of kendo and iaido.
- To hold and manage property and funds for charitable and eleemosynary purposes, including the assistance and support of charitable and eleemosynary institutions, associations, and undertakings.
- To make donations for the public welfare or for community funds, hospital, charitable, educational, scientific or civic purposes.

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon dissolution or winding up of the corporation, its assets remaining after payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exemption status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE III

NONPARTISAN ACTIVITIES

This corporation has been formed under the California Public Benefit Corporation Law for the purposes described above in *Article II* and shall be nonprofit and nonpartisan.

No substantial part of the activities of the corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or, for or against any cause or measure being submitted to the people for a vote.

The corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes for which it was formed.

ARTICLE IV

DEDICATION OF ASSETS

The properties and assets of this nonprofit corporation are irrevocably dedicated to fulfillment of the purposes set forth above in *Article II*. No part of the net earnings, properties, or assets of this corporation on dissolution or otherwise shall inure to the exclusive benefit of any private person or individual, or any member or director of this corporation except in fulfillment of such purposes. On liquidation or dissolution all properties and assets and obligations shall be distributed pursuant to the nonprofit provisions of the California Corporations code then in effect.

ARTICLE V
OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office for the transaction of the business of the corporation ("principal executive office") is located in the State of California, County of Los Angeles.

The directors may change the location of the principal office from one location to another and these bylaws shall be amended to state the new location.

SECTION 2. OTHER OFFICES

The Board of Directors may establish branch or subordinate offices anywhere the corporation is qualified to do business.

ARTICLE VI
MEMBERSHIP

SECTION 1. QUALIFICATIONS [Amended 11-12-2005]

There shall be one class of membership in this corporation; regular membership.

A member shall be defined for the purposes of this corporation as a regional federation. A regional federation is a collective of organizations **without regard to geographical location** consisting of dues paying individuals which are grouped into subunits identified as dojo, club or any equivalent entity. A dojo, club or equivalent entity is a group of the aforementioned dues paying individuals formed into a social, or academic unit for the purpose of studying and practicing kendo and/or iaido.

The founding members of this organization are as listed. Central California Kendo Federation, Eastern United States Kendo Federation, Eastern United States Kendo Organization, Great Lakes Kendo Federation, Northern California Kendo Federation, Pacific Northwest Kendo Federation, Rocky Mountain Kendo Federation, Southern California Kendo Federation, Southern California Kendo Organization, Southeastern United States Kendo Federation, Southern United States Kendo and Iaido Federation, Southwestern United States Kendo and Iaido Federation and no others.

Any duly formed organization promoting the purposes of kendo and/or iaido which qualifies by virtue of the definition of a member **without regard to geographical location** within the United States and which is dedicated to the purposes of this corporation shall be eligible for regular membership, regardless of the nature of the legal, entity by which it exists, upon acceptance of its application by the Board of Directors and payment of such dues and initiation fees as may from time-to-time be fixed by the Board of Directors.

The Board of Directors may, from time-to-time, establish regulations and policies and identify geographical regions within the United States so as to promote a balanced distribution of representation among its members.

After approval of its application, a member must notify the corporation, in writing, of the name of the representative or representatives of the member who shall be authorized to appear at meetings and take action on behalf of the member. The representative(s) of a member shall continue to be authorized to represent the member for all purposes until the corporation receives written notice of new representative(s).

SECTION 2. FEES AND DUES

Each member must pay, within the time and on the conditions set by the Board of Directors, the initiation fee and annual dues in amounts which may be fixed from time-to-time by the Board of Directors (in observance of the policies and procedures manual, (if any). The dues and fees shall be calculated on the same basis for all members, but the Board of Directors may, at its discretion, adjust the schedule of fees and dues for memberships from time-to-time.

SECTION 3. TERMINATION OF MEMBERSHIP

Causes for termination:

The membership of any member may be terminated upon the occurrence of any of the following grounds:

The resignation of the member shall terminate the membership of that member effective upon the date set forth in the written notice of resignation submitted by the member.

The failure of a member to timely pay fees or dues (in observance of the policies and procedures manual, if any) shall be grounds for expulsion as provided herein.

The determination by the Board of Directors, (in observance of the policies and procedures manual, if any), that the member has failed in a material and serious degree to observe, or is acting to materially and seriously damage, the purposes of this corporation shall be grounds for expulsion as provided herein, For the purposes of this paragraph, grounds for expulsion may be shown in one or more of the following ways:

The member is unable or unwilling to provide adequate guidance and leadership to the kendo community, which it represents.

The member engages in activities, which damage or degrade tradition of kendo.

The member engages in activities, which damage or degrade the corporation.

Procedure For Expulsion:

Following the failure to timely pay fees or dues as provided in paragraph 2 above, the corporation may terminate membership by giving written notice to the member which states a date not less than sixty (60) days following the date the notice is mailed to the member upon which the member's membership will be terminated unless the unpaid fees and dues are received by the corporation. On or after such date, if the fees and dues are not received, the corporation may terminate the member's membership without further notice.

Following the determination by the Board of Directors that a member should be expelled under paragraph 3 above, the following procedure shall be implemented:

A notice shall be mailed by prepaid, first class, or registered mail to the most recent address of the member as shown on the corporation's records, setting forth the reasons for the determination. The notice shall state, the date at least sixty (60) days following the date on which the notice is mailed to the member, on which the expulsion shall become final.

The member being expelled shall have the right, at any time prior to the date the expulsion becomes final, to give the corporation written notice that the member requests to be heard, either orally or in written (as the member may choose), at a hearing held by the Board of Directors. The notice must be received by the corporation prior to the date upon which the expulsion becomes final.

If the member being expelled does not give the corporation timely notice of its request to be heard, as provided in these bylaws, the membership of the member shall be terminated on the date stated in the notice of expulsion sent to the member.

If the member timely requests to be heard, the hearing will be held by at least a quorum of the Board of Directors on a date and at a time and place determined by the Board of Directors at least (30) but not more than sixty (60) days following receipt of the written request for a hearing.

The date, time and place of the hearing shall be selected in the exclusive discretion of the Board of Directors after taking into consideration the location of the member and any request by the member for a particular date, time or location or the hearing.

Following the hearing, the Board of Directors shall decide whether or not the member should be expelled, suspended, or sanctioned in some other way. A determination that the member is to be expelled or suspended must be approved by two-thirds of the full Board of Directors. The decision of the Board of Directors or the committee shall be final.

Any member expelled from the corporation shall receive a prorated refund of dues or assessments, if any, previously paid for the then current period of membership.

ARTICLE VII MEETINGS OF MEMBERS

SECTION 1. PLACE OF MEETING

Meetings of the membership may be held at any place within or outside the State of California designated by the Board of Directors. In the absence of any such designation, members' meetings shall be held at the principal executive office of the corporation. If the Board of Directors designates places for members' meetings other than the executive office of the corporation, the Board of Directors shall attempt to sequentially designate locations in the various regions of the United States as may be practicable under the circumstances.

SECTION 2. ANNUAL MEETINGS

The members shall meet twice annually. The meetings shall be held (unless the Board of Directors fixes another date and so notifies the members as provided in Section 4 of this *Article VII*) on the second Saturday in April and the second Saturday in November of each year.

SECTION 3. SPECIAL MEETING

Authorized persons who may call, a meeting. A special meeting of the members may be called at any time by any of the following: the Board of Directors, the President, or by fifty (50%) or more of the members in good standing.

Calling meetings by members. If a special meeting is called by members, as provided in these bylaws, the request shall be submitted in writing by such members, specifying the general nature of the business proposed to be transacted, and shall be delivered personally or sent by registered mail or by telegraphic or other facsimile transmission to the chairman of the board, the president, executive vice-president, any vice-president, or the secretary of the corporation. The officer receiving the request shall cause notice to be promptly given to the members entitled to vote in accordance with the provisions of this Article, that a meeting will be held, and the date for such meeting, which date shall be not less than 35 nor more than 90 days following the receipt of the request. If the notice is not given within the 20 days after receipt of the request, the persons requesting the meeting may give the notice. Nothing contained in this subsection shall be construed as limiting, fixing, or affecting the time when a meeting of members may be hold when the meeting is called by action of the Board of Directors.

SECTION 4. NOTICE OF MEMBERS MEETINGS

The content of notices. All notices of members' meeting shall be sent to members or otherwise given in accordance with this Article not less than thirty (30) nor more than ninety (90) days before the date of the meeting or as may be otherwise ordered by the directors. The notice shall specify the place, date, and hour of the meeting and (i) in the case of special meeting, the general nature of the business to be transacted, and no other business may in that case be transacted, or (ii) in the case of the annual meeting, those matters which the Board of Directors, at the time of giving the notice, intends to present for action by the members.

Notice of certain agenda items. If action is proposed to be taken at any meeting for approval of any of the following proposals, the notice shall also state the general nature of the proposal. Member action on such items is invalid unless the notice (or written waiver of notice) states the general nature of the proposal(s):

Removing a director without cause.

Filling vacancies on the Board of Directors by the members.

Amending the articles of incorporation.

Voluntary dissolution of the corporation.

Manner of giving notice. Notice of any meeting of members shall be given either personally or by first-class mail, telegraphic or other written communication, charges prepaid, addressed to each member either at the address of that member appearing on the books of the corporation or the address given by the member to the corporation for the purpose of notice. If no address for a member appears on the corporation's books and no previous notice has been given to that member, notice shall be deemed to have been given to that member if either (i) notice is sent to that member by first-class mail or telegraphic or other written communication to the member's principal office, or (ii) notice is published at least once in a newspaper of general circulation in the county where that office is located. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by telegram or other means of written communication.

Waiver of notice. Nothing in this section shall prevent members, directly or through their representatives, from signing a written waiver of notice of a meeting in which event the meeting shall have the same validity as though held upon notice as provided in this section.

SECTION 5. QUORUM

Percentage required. A majority of the members shall constitute a quorum for the transaction of business at a meeting of the members. Only the authorized representatives of the members appearing in the corporation's records (as defined in Section 7 below) shall be entitled to vote and conduct the business of the members at any meeting of members. A member shall be deemed present at a meeting if at least one of its member's representative is present or participating as provided in these bylaws.

Loss of quorum. The members present at a duly called or duly held meeting at which a quorum is present may continue to transact business until, adjournment, notwithstanding the withdrawal of members which leaves less than quorum present. Action taken by such remaining members shall be deemed approved by a majority of a quorum if it is approved by a majority of the members remaining.

SECTION 6. ADJOURNED MEETING

Any members meeting, annual or special, whether or not a quorum is present, may be adjourned from time-to-time by the vote of the majority of the members represented at the meeting. But in the absence of a quorum at the commencement of the meeting, no business may be transacted at that meeting.

SECTION 7. VOTING

Eligibility to vote. The members entitled to vote at any meeting of members shall be the members as of the date determined in accordance with Section 10 of this *Article VII*, subject to the provisions of the California Nonprofit Corporation Law.

Attendance by members' representatives. Each member shall be entitled to be represented at meetings by its duly authorized representative(s) who shall be entitled to vote on behalf of the member, in accordance with the procedures established in these bylaws.

Number of Representatives. Each member shall be entitled to authorize and appoint one (1) representative for every fifty (50) persons who are dues-paying individuals in good standing of the member of this corporation as of the "record date" (as defined below in Section 10). By way of example the following number of members representatives would be authorized based upon the following number of dues-paying individuals of the member:

0 to 99 dues paying individuals	(1) member representative
100 to 199 dues paying individuals	(2) member representatives
150 to 199 dues paying individuals	(3) member representatives
200 to 249 dues paying individuals	(4) member representatives

Statement of Representation. Each member shall submit a written statement of representation to the corporation on or before the "record date" established by the Board of Directors (as defined below in Section 10). The statement of representation shall be signed by the president or secretary of the member (or equivalent officer or representative of the member) and shall state the name or names of the authorized representative(s) of the member and the actual number of active kendo practitioners represented by the member, as reflected in the official records of the member of its member-dojos at the time the statement is executed.

Disputed Representation. In the event of a dispute or conflicting claims by more than one authorized representative of a member, the Board of Directors of the corporation may, in its discretion, decline to recognize any representative of the member until the dispute is resolved and the corporation receives written notice reasonably demonstrating that the dispute has been resolved.

Number of Votes Authorized to be Cast. Each member shall be entitled to one vote for each of its authorized members representative(s).

Voting by the representative. Each representative appointed as provided in these bylaws shall be entitled to cast vote(s) on any matter to be determined by a vote of the members. The representative shall vote in person at the meeting or by telephone or facsimile machine.

Determination of Quorum. A quorum shall be present at any meeting of members whenever a majority of members shall participate in the meeting either by the attendance of the members representative(s) or by the participation of the members' representative(s) by any other means permitted in these bylaws.

Manner of casting votes. Voting may be by voice or ballot, provided that voting must be by ballot if demanded by any members' representative before the voting begins. Election of directors shall be by mail-ballot as

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provided in *Article VIII* below. Any member's representative participating in a meeting by telephone conference may vote by ballot by transmitting a marked ballot to the location of the meeting by if available.

Majority of representatives at meeting. If a quorum is present, the affirmative vote of the majority of the members' representatives at the meeting, entitled to vote and voting on any matter, (other than the election of directors), shall be the act of the members, unless the vote of a greater number or voting by classes as required by California Nonprofit Corporation Law or the Articles of Incorporation.

SECTION 8. WAIVER OF NOTICE OR CONSENT BY ABSENT MEMBERS

Written waiver of consent. The transactions at any meeting of members, either annual or special, however called or noticed, and wherever held, shall be as valid, as though taken at a meeting duly held after regular call and notice, if a quorum is present (in person or by participation as permitted in these bylaws) and the absent member(s) signs a written waiver of notice or a consent to a holding of the meeting or an approval of the minutes. The waiver of notice or consent need not specify either the business to be transacted or the purpose of any annual or special meeting of members, except that if action is taken or proposed to be taken for approval of any of those matters' specified in Section 4(b) of the *Article VII*, the waiver of notice or consent shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 9. ACTION BY WRITTEN CONSENT WITHOUT A MEETING

Any action that may be taken at any annual or special meeting of members may be taken without a meeting and without prior notice if written ballots are received from a number of members at least equal to the quorum applicable to a meeting of members. All such written ballots shall be filed with the secretary of the corporation and maintained in the corporate records. All solicitations of ballots shall indicate the time by which the ballot must be returned to be counted.

SECTION 10. RECORD DATE FOR MEMBER NOTICE, VOTING, GIVING, CONSENTS [Amended 11-6-2004]

Determined by Board of Directors. The Board of Directors may establish a "record date" which shall be at least ninety (90) but not more than **one hundred fifty (150)** days before any meeting or action taken without a meeting. Only members of record on the close of record date are entitled to notice, to vote, or to give consents, as the case may be.

Failure to establish. If the Board of Directors does not establish a record date, the record date shall be deemed to be the close of the business day before the day on which notice given, a vote is taken, consent is given or a meeting is held.

SECTION 11. PROXIES

Right withheld. Members' representatives shall participate in meetings by attending in person or by telephone conference but shall have no right to authorize any person to exercise any right by proxy.

SECTION 12. NUMBER OF VOTES

Each member shall be entitled to cast one (1) vote for each of its authorized members representative(s). Each member representative shall be entitled to cast one vote.

ARTICLE VIII
ELECTION OF DIRECTORS

SECTION 1. NOMINATIONS AND SOLICITATIONS FOR VOTES [Amended 11-6-2004]

Nominations. Members may nominate candidates for directorships by written notice addressed to the executive vice president. Nominations must be received by the corporation at least **sixty (60)** days prior to the date of the election (as set forth in Section 2 below). Nominations may include a resume or list of qualifications not to exceed fifty (50) words.

Ballots. At least **thirty(30)** days prior to the date of the election (as set forth in Section 2 below) the executive vice president shall prepare and send to each member's representative of record, by certified or registered mail, a ballot containing the name (and resume or list of qualifications if submitted) of each candidate for whom a nomination was timely received by the corporation.

SECTION 2. ELECTIONS [Amended 11-9-02] [Amended 11-6-2004]

The election of directors shall be held every **three (3)** years **ninety days (90)** prior to the second Saturday in November or **ninety days (90)** prior to the second general meeting of the corporation for that year if scheduled otherwise by the board of directors. Voting shall be by individual mail-ballot by each of the member's representatives.

Each member's representative shall return the completed ballot in the unmarked envelope provided by the corporation. The unmarked envelope with ballot enclosed shall be sealed in a separate envelope and mailed to the corporation, to the attention of the executive vice president, by certified or registered mail. Ballots must be received by the corporation at least **ninety (90)** days prior to the general meeting of the corporation.

The executive vice president and two (2) other directors of the corporation selected by the president shall be present at the opening and counting of the ballots. A permanent record shall be prepared listing all members' representatives submitting ballots and the results of the voting.

Directorships shall be filled sequentially by candidates receiving the highest number of votes until all vacancies are filled. Candidates receiving no votes shall not be elected to the Board of Directors. *The executive vice president shall notify those who are elected at least 75 days prior to the general meeting of the corporation. If any of those who are elected should decide to decline to serve as a director, the executive vice president must be notified of this at least sixty (60) days prior to the general meeting of the corporation. The vacancy shall be filled by the candidate who received the next highest number of votes. The executive vice president shall notify the candidate of the result at least fifty (50) days prior to the general meeting of the corporation. If that candidate decides to decline to serve as a director, this position shall remain vacant.* When two or more candidates who receive an equal number of votes exceed the number of vacancies on the Board of Directors remaining unfilled, those candidates shall be placed on a supplemental ballot and the members shall again vote by mail-ballot in the manner designated by the executive vice president. *(Ballots shall be mailed out at least forty-five (45) days prior to the general meeting of the board. Ballots must be received at least thirty (30) days prior to the general meeting of the board. If two or more candidates who received an equal number of votes exceed the number of vacancies, those vacancies will remain unfilled).* If, through an insufficiency of candidates or an absence of votes for candidate(s), vacancies remain unfilled, the directors elected shall conduct the business of the corporation until the next **tri-annual** election unless the vacancies are filled by a special election held at a special meeting of the members called as provided in these bylaws.

The executive vice president shall notify the newly elected directors of the results of the election at least **fifteen (15)** days prior to the meeting of the Board of Directors.

SECTION 3. NUMBER OF VOTES

Each member's representative shall be entitled to cast one (1) vote for each director to be elected but in no event more than one (1) vote for each candidate appearing on the ballot.

ARTICLE IX DIRECTORS

SECTION 1. POWERS

General corporate powers. Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the Articles of Incorporation and these bylaws relating to action required to be approved by the members, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

Specific powers. Without prejudice to these general powers, and subject to the same limitations, the Board of Directors shall have the power to:

Select and remove all officers, agents, and employees of the corporation and prescribe any powers and duties for them that are consistent with law, with the articles of incorporation, and with these bylaws.

Change the principal executive office or the principal business office in the State of California from one location to another; cause the corporation to be qualified to do business in any other state, territory, dependency, or country and conduct business within or outside the State of California for the holding of any members' meeting or meetings, including annual meetings.

Adopt, make, and use a corporate seal; prescribe the forms of membership certificates; and alter the form of the seal and certificate.

Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation, and other evidences of debt and securities.

SECTION 2. NUMBER AND QUALIFICATION OF DIRECTORS

The authorized number of directors prior to the meeting of members to be held in November 1995, shall be ten (10). Thereafter, the authorized number of directors shall be seventeen (17), which directors shall be elected at the meeting of members to be held in November, 1995, and who shall serve until the general meeting of the corporation to be held in November, 1997. Directors need not be residents of the State of California or members of the corporation.

SECTION 3. ELECTION AND TERM OF OFFICE OF DIRECTORS [Amended 11-9-2002]

Directors shall first be elected under these bylaws at the initial meeting of the corporation, Directors shall next be elected in November of 1995 and thereafter every second year in November. The first directors elected hereunder shall hold office until November, 1995, and thereafter directors shall hold office for a term of **three (3)** years. If an annual meeting is not held or the directors are not elected at an annual meeting as provided herein, they may be elected at any special member's meeting held for that purpose. Each director, including a director elected to fill a vacancy or elected at a special member's meeting, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified.

SECTION 4. VACANCIES

Events causing vacancy. A vacancy or vacancies in the Board of Directors shall be deemed to exist on the occurrence of the following:

The death, resignation, or removal of any director.

The declaration by resolution of the Board of Directors of a vacancy of the office of a director who has been declared of unsound mind by an order of the court or convicted of a felony or has been found by final order or judgment of any court to have breached a legally imposed duty under the California Nonprofit Corporation Law:

The voice of two-thirds of the members to remove a director;

The increase of the authorized number of directors; or

The failure of the members, at any meeting of members at which any director or directors are to be elected, to elect the number of directors to be elected at such meeting.

Resignations. Except as provided in this paragraph, any director may resign, which resignation shall be effective on giving written notice to the chairman of the board, the president, the secretary, or the Board of Directors, unless the notice specifies a later time for the resignation to become effective. No director may resign when the corporation would be left without a duly elected director or directors in charge of its affairs.

Vacancies filled by members. The members may elect a director or directors at any time to fill any vacancy or vacancies created by resignations, but any such election by written consent shall require the consent of a majority of the voting power.

No vacancy on reduction of number of directors. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

SECTION 5. PLACE OF MEETINGS; MEETINGS BY TELEPHONE

Regular meetings of the Board of Directors may be held any place within or outside the State of California that has been designated from time-to-time by resolution of the Board. In the absence of such designation, regular meetings shall be held at the principal executive offices of the corporation. Special meetings of the Board shall be held at any place within or outside the State of California that has been designated in the notice of the meeting, or if not stated in the notice, or if there is no notice, at the principal executive office

of the corporation. Notwithstanding the above provisions of this Section 5, a regular or special meeting of the Board of Directors may be held at any place consented to in writing by all the Board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by telephone conference or similar communication equipment, so long as all directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at such meeting.

SECTION 6. ANNUAL MEETINGS

Immediately following each of the twice-annual meetings of members, the Board of Directors shall hold a regular meeting for the purpose of organization, election of officers (at appropriate times), and the transaction of other business. Notice of this meeting shall not be required.

SECTION 7. SPECIAL MEETINGS

Authority to call. Special meetings of the Board of Directors for any purpose may be called at any time by the chairman of the board or the president or any vice-president, the secretary, or any three vice-presidents.

Manner of giving notice. Notice of the time and place of special meetings shall be given reasonably in advance to each director by written notice delivered personally or mailed by first-class mail, postage paid or by telephone communication, either directly to the director or to a person at the director's office who would reasonably be expected to communicate such notice promptly to the director, or by telegram, facsimile, or other devices. All such notices shall be given or sent to the director's address or telephone number as shown on the records of the corporation.

Notice contents. The notice shall state, the time and place for the meeting. However, it need not specify the purpose of the meeting, or the place of the meeting, if it is to be held at the principal executive office of the corporation.

SECTION 8. QUORUM

A majority of the directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 10 of this *Article IX*. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, subject to the provisions of the California Nonprofit Corporation Law, especially those provisions relating to (i) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (ii) appointment of committees, and (iii) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum, for that meeting.

SECTION 9. WAIVER OF NOTICE

The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present, and (b) either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approval shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to

any director who attends the meeting without protesting before or at its commencement about the lack of adequate notice. .

SECTION 10. ADJOURNMENT

A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

SECTION 11. NOTICE OF ADJOURNMENT

Notice of the time and place of holding an adjourned meeting need not be given unless the meeting is adjourned for more than 26 hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

SECTION 12. ACTION WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as an unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

SECTION 13. REIMBURSEMENT OF DIRECTORS

Directors and members of committees may receive such reimbursement of expenses, as may be determined by resolution of the Board of Directors to be just and reasonable.

ARTICLE X **COMMITTEES**

SECTION 1. COMMITTEES OF DIRECTORS

The Board of Directors may, by resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of two or more directors, to serve at the pleasure of the Board. Any decision by a committee must be approved by a majority of the Board of Directors.

SECTION 2. SPECIAL ADVISORY COMMITTEE

The Board of Directors shall, whenever qualified individuals are willing to serve, establish a special advisory committee to advise and counsel the Board and the corporation on matters relating to the traditional method of teaching and practicing kendo and iaido. The Board of Directors shall consider for appointment to the special advisory committee individuals who have attained the age of sixty (60) years and either the rank of 7th Dan or the rank of Kyoshi. The Board may also consider other individuals as it deems appropriate, taking into consideration the skill, knowledge, experience and benefit to the corporation in furthering its purposes when appointing individuals to the special advisory committee. Any individual appointed to the special advisory committee shall use his or her best judgment to advise and counsel the corporation and shall serve on the special advisory committee for life or until the individual resigns or is removed by the Board of Directors in the same manner as in the case of removing an officer of the corporation.

SECTION 3. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, and held and taken in accordance with the provisions of *Article IX* of these bylaws, concerning meetings of directors, with such changes in the context of those bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time or regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules for the government of any committee not consistent with the provisions of these bylaws.

SECTION 4. POLICIES AND PROCEDURES COMMITTEE

The Board of Directors may establish a committee to prepare a Policies and Procedures Manual to be followed by all members throughout the United States for both kendo and iaido. The Policies and Procedures Manual, and all revisions and amendments shall be approved by a majority of the Board of Directors.

ARTICLE XI **OFFICERS**

SECTION 1. OFFICERS

The officers of the corporation shall be president, executive vice president, vice president of educational affairs, vice president of promotions and examinations, vice president of competition, secretary-historian, treasurer and auditor.

SECTION 2. ELECTION AND TERM OF OFFICERS [**Amended 11-9-2002**]

The officers of the corporation, except those appointed in accordance with the provisions of Section 3 of this *Article XI*, shall be chosen by the Board of Directors, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment. All officers shall be elected (and/or appointed) in the same year as the Board of Directors is elected and shall serve for a term of **three (3)** years. No individual may hold the same office, whether elected or appointed, for more than two (2) consecutive terms.

SECTION 3. REMOVAL OF OFFICERS

Subject to the rights, if any, of any officer under any contract of employment, any officer may be removed, with or without cause, by the Board of Directors, at any regular or special meeting of the Board, or, except in case of an officer chosen by the Board of Directors, by an officer on whom such power of removal may be conferred by the Board of Directors.

SECTION 4. RESIGNATION OF OFFICERS

Any officer may resign at any time by giving written notice to the corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise

specified in that notice. the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights. if any. of the corporation under any contract to which the officer is a party.

SECTION 5. VACANCIES IN OFFICES

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these bylaws for regular appointments to that office.

SECTION 6. RESPONSIBILITIES OF OFFICERS

President. Subject to the supervisory powers as may be given by the Board of Directors to the chairman of the board, if any, the president shall, subject to the control of the Board of Directors, generally supervise, direct, and control the business and the officers of the corporation. He shall preside at all meetings of the members and, in the absence of the chairman of the board, or if there be none, at all meetings of the Board of Directors. The President shall, have such other powers and duties as may be prescribed by the Board of Directors or the bylaws.

Executive Vice President. In the absence or disability of the president, the executive vice president shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the president. The executive vice president shall have such other powers and perform such other duties as from time to time may be prescribed by the Board of Directors or the chairman of the board. The executive vice president shall oversee the activities of the other vice presidents. The executive vice president shall supervise the election of directors as set forth in these bylaws. The executive vice president shall be responsible for publishing the Policies and Procedures Manual of the corporation, if created.

Vice President of Educational Affairs. The vice president of educational affairs shall be responsible for the educational, programs, of the AUSKF. These shall include, but are not limited to, seminars, demonstrations and a national summer camp. The vice president of educational affairs shall also be responsible for coordinating the itineraries of visiting foreign teachers and shall attempt to accommodate the request of members or their affiliated dojos for qualified teachers. The vice president of educational affairs shall have such other powers and duties as may be prescribed by the Board of Directors or the bylaws.

Vice President of Promotions and Examinations. The vice president of promotions and examinations shall be responsible for organizing and supervising promotional examinations (in the manner established by the board of directors). The vice president of promotions and examinations shall also be responsible for supervising the preparation of menjos and the recordation of all awards of rank, for which the vice president of promotions and examinations may, (unless such authority is revoked by the board of directors), appoint a menjo recorder to serve at the discretion of the vice president of promotions and examinations. The vice president of promotions and examinations shall have such other powers and duties as may be prescribed by the Board of Directors or the bylaws

Vice President of Competition. The vice president of competition shall be responsible for organizing and supervising, all national tournaments sanctioned by the corporation and shall serve as the corporation's liaison officer for all other tournaments in which the corporation participates. The vice president of competition shall also certify the qualification and assignment of judges for tournaments. The vice president of competition shall also supervise the gathering and dissemination of information concerning tournaments for which the vice president of Competition may, (unless such authority is revoked by the board of directors), appoint an assistant to serve at the discretion of the vice president of competition. The vice president of competition shall have such other powers and duties as may be prescribed by the Board of Directors or the bylaws.

Secretary-Historian. The secretary-historian shall attend to the following:

Book of minutes. The secretary-historian shall keep or cause to be kept, at the principal executive office or such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of directors, committees of directors, and members, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at such meetings, the number of members present or represented, at members' meetings, and the proceedings of such meetings. The secretary-historian shall have such other powers and duties as may be prescribed by the Board of Directors or the bylaws.

Membership records. The secretary-historian shall keep or cause to be kept, at the principal executive office, as determined by resolution of the Board of Directors, record of the corporate members, showing the names of all members, their addresses, and their authorized members' representatives.

Notices, seal and other duties. The secretary-historian shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors required by the bylaws to be given. The secretary-historian shall also keep the seal of the corporation in safe custody and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the bylaws.

The secretary-historian shall maintain a chronicle supported by a pictorial history and clippings file.

Publicity. The secretary-historian shall prepare press releases for corporate events.

Treasurer. The treasurer shall attend to the following:

Books of account. The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any director at all reasonable times.

Deposit and disbursement of money and valuables. The treasurer shall deposit all money and other valuables in the name and the credit of the corporation with such depositories as may be designated by the Board of Directors: shall disburse the funds of the corporation as may be ordered by the Board of Directors, shall render to the president, and directors, whenever they request it, an account of all of his transactions as chief financial officer and of the financial condition of the corporation: and shall have other powers and perform such other duties as may be prescribed by the Board of Directors or the bylaws.

Auditor. The auditor shall, audit the books and records of the corporation as maintained by the treasurer and report the findings at the annual meeting of the corporation, immediately following, the report of the treasurer.

Recorder. The recorder shall maintain a list of dojos within the United States and their affiliated teachers and students.

ARTICLE XII GRIEVANCE PROCEDURES

SECTION 1. GRIEVANCE PROCEDURE

Any member in good standing directly affected by an official act of the Board of Directors or an officer may, if no other method of dispute resolution is expressly provided in these bylaws, request a review and reconsideration of the act through the following procedure:

Submit the grievance to the liaison officer, if appointed, who shall be an individual appointed by the Board of Directors to conduct an informal, hearing of grievances and make recommendations to the

Board of Directors. Submission of a grievance to the liaison officer may be in writing or by conference or telephone conference at the election of the member.

If the member is dissatisfied with results of the recommendation of the liaison officer or the action of the Board of Directors taken upon such recommendation, the member may submit the grievance to the full grievance committee, if appointed, which shall consist of five (5) individuals, two of whom shall be directors or, officers of the corporation, appointed by the Board of Directors. Submission of a grievance to the full grievance committee shall be in writing and the committee shall prepare a written report of its decision, which shall be final.

If no liaison officer is appointed, the member may submit, the grievance directly to the full grievance committee, if appointed. If no grievance committee is appointed, the member may submit the grievance first to the liaison officer and, if dissatisfied with the results, next to the full Board of Directors which shall consider the grievance and make a final decision in the same manner as provided above for the full grievance committee. If no liaison officer and, no grievance committee is appointed, the member may submit the grievance directly to the Board of Directors which shall consider the grievance and make a final decision in the same manner as provided above for the grievance committee.

The member may appear in person or through a representative before either the grievance committee or the Board of Directors if requested in writing at the time of submission of the grievance. The committee or the Board of Directors shall then set a date for the hearing of the grievance at least thirty (30) days but not more than sixty (60) days following receipt of the request and shall give written notice to the member of the date time and place of the hearing.

ARTICLE XIII **RECORDS AND REPORTS**

SECTION 1. INSPECTION RIGHTS

Any member of the corporation may:

Inspect and copy the records of members' names and addresses and voting rights during usual business hours on five days' prior written demand on the corporation, stating the purpose for which the inspection of rights are requested, and

Obtain from the secretary of the corporation on written demand and on the tender of the secretary's usual charges for such a list, if any, a list of names and addresses of members who are entitled to vote for the election of directors, and their voting rights, as of the most recent record date for which that list has been compiled, or as of a date specified by the member after the date of demand. The demand shall state the purpose for which the list is requested. This list shall be made available to any such member by the secretary on or before the later of 10 days after the demand is received or the date specified in it as the date by which the list is to be compiled.

Any inspection and copying under this section may be made in person or by an agent or attorney of the member and the right of inspection includes the right to copy and make extracts.

SECTION 2. MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS

The corporation shall keep at its principal executive office, or if its principal office is not in the State of California, at its principal business office in this State, the original or a copy of the articles and bylaws as amended to date, which shall be open to inspection by the members at all reasonable times during office

hours. If the principal executive office of the corporation is outside the state of California and the corporation has no principal business office in this State, the secretary shall, on the written request of any member, furnish to that member a copy of the articles and bylaws as amended to date.

SECTION 3. MAINTENANCE AND INSPECTION OF OTHER CORPORATE RECORDS

The accounting books, records, and minutes of proceedings of the members and the Board of Directors and any committee(s) of the Board of Directors shall be kept at such place or places designated by the Board of Directors, or, in the absence of such designation, at the principal executive office of the corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed, or printed form. The minutes and accounting books and records shall be open to inspection on the written demand of any member, at any reasonable time during usual business hours, for a purpose reasonably related to the member's interests as a member.

The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts. The rights of inspection shall extend to the records of each subsidiary corporation of the corporation.

SECTION 4. INSPECTION BY DIRECTORS

Every director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the corporation and each of its subsidiary corporations. This inspection by a director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

SECTION 5. ANNUAL REPORT

The annual report to members referred to in the California Nonprofit Corporation Law is expressly dispensed with, but nothing in these bylaws shall be interpreted as prohibiting the Board of Directors from issuing annual or other periodic reports to the members of the corporation as they consider appropriate. However, the corporation shall provide to the directors, and to those members who request it in writing, within 120 days of the close of its fiscal year, a report containing the following information in reasonable detail:

The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.

The principal changes in assets and liabilities, including trust funds, during the fiscal year.

The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year.

The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.

Any information required by California Code section 6322.

ARTICLE XIV
CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the corporation and a natural person

ARTICLE XV

SECTION 1. AMENDMENT BY MEMBERS

New bylaws may be adopted or these bylaws may be amended or repealed by approval of the members.

SECTION 2. AMENDMENT BY DIRECTORS

Subject to the right of members under Section 1 of this *Article XV*, bylaws other than a bylaw fixing or changing the authorized number of directors may be adopted, amended, or repealed by the Board of Directors. However, if the articles of incorporation or bylaws adopted by the members provide for an indefinite number of directors within specified limits, the directors may adopt or amend a bylaw fixing the exact number of directors within those limits.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently elected and acting Secretary of the All United States Kendo Federation, a California Public Benefit Corporation, and that these bylaws, consisting of twenty-one (21) pages, including this page upon which my signature appears, are the bylaws of this corporation as adopted at a meeting of the Board of Directors held on March 15, 1995, in the City of Los Angeles, State of California.