

**BYLAWS OF THE
SOUTHEASTERN UNITED
STATES KENDO
FEDERATION**

“SEUSKF”

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**ARTICLE I
NAME**

The name of this organization shall be the Southeastern United States Kendo Federation (“SEUSKF”).

**ARTICLE II
OBJECTIVES AND PURPOSES**

The objectives of the SEUSKF shall be:

1. To promote and educate organization members and the general public in the arts of kendo and iaido, and their origins, histories and purposes.
2. To standardize and promote participation in kendo and iaido as an amateur sport.
3. To sanction and supervise kendo and iaido tournaments and seminars.
4. To assist in the establishment of new kendo and iaido clubs.
5. To accurately record and preserve historical information regarding kendo and iaido.
6. To provide recognition to individuals who support and further the arts of kendo and iaido.
7. 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.
8. To make donations for the public welfare or for community funds, hospital, charitable, educational, scientific or civic purposes.
9. The property of the SEUSKF is irrevocably dedicated to charitable purposes and no part of the net income or assets of the SEUSKF 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 SEUSKF, its assets remaining after payment, or provisions for payment, of all debts and liabilities of this organization 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 exempt status under Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE III
NONPARTISAN ACTIVITIES**

The SEUSKF has been formed for the purposes described above in Article II and shall be nonprofit and nonpartisan.

No substantial part of the activities of the SEUSKF shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the SEUSKF 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 SEUSKF 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 organization are irrevocably dedicated to fulfillment of the purposes set forth above in Article II. No part of the net earnings, properties, or assets of the SEUSKF, or dissolution or otherwise, shall inure to the exclusive benefit of any private person or individual, or any member or director of the SEUSKF except in fulfillment of such purposes. On liquidation or dissolution, all properties and assets and obligations shall be distributed pursuant to the nonprofit code provisions then in effect.

ARTICLE V OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office for the transaction of the business of the SEUSKF will be located with the president and may change location with the change of personnel holding the position of president.

SECTION 2. OTHER OFFICES

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

ARTICLE VI MEMBERSHIP

SECTION 1. QUALIFICATIONS

There shall be two classes of membership in the SEUSKF: club/dojo member and probationary club/dojo member.

A club/dojo member shall be defined for the purposes of the SEUSKF as a local club, dojo, or equivalent entity consisting of dues paying individuals which unite into a group identified as a club, dojo, or any equivalent entity for the purpose of studying and practicing kendo and/or iaido.

Any duly formed group promoting the purposes of kendo and/or iaido which qualifies by virtue of the definition of a club/dojo member dedicated to the purposes of the SEUSKF shall be eligible for regular membership upon acceptance of its application by the Board of

Directors and payment of such dues and initiation fees as may from timetotime be fixed by the Board of Directors.

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

A probationary club/dojo member shall be defined for the purposes of the SEUSKF as a local club, dojo, or equivalent entity consisting of dues paying individuals which unite into a group identified as a club, dojo, or any equivalent entity for the purpose of studying and practicing kendo and/or iaido placed on probationary status by vote of the Board of Directors of the SEUSKF.

Any duly formed group promoting the purposes of kendo and/or iaido which qualifies by virtue of the definition of a probationary club/dojo member dedicated to the purposes of the SEUSKF shall be eligible for probationary membership upon acceptance of its application by the Board of Directors and payment of such dues and initiation fees as may from timetotime be fixed by the Board of Directors. The probationary club/dojo member shall remain on probationary status until it is recognized as a club/dojo member in good standing or is denied membership by vote of the Board of Directors.

After approval of its application, a probationary club/dojo member must notify the SEUSKF in writing, of the name of the representative who shall be authorized to appear at meetings and take action on behalf of the probationary club/dojo member. The representative shall continue to be authorized to represent the probationary member for all purposes until the SEUSKF receives written notice of a new representative. The probationary club/dojo member shall have the same rights and privilages within the SEUSKF as a regular club/dojo member except the probationary club/dojo member cannot vote at organization elections.

SECTION 2. FEES AND DUES

Each individual member and club/dojo 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 by fixed, from timetotime 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 timetotime.

SECTION 3. TERMINATION OF MEMBERSHIP

Causes for termination

The membership of any club/dojo member or probationary club/dojo member may be terminated upon the occurrence of any of the following grounds:

1. The resignation of the club/dojo member or probationary club/dojo member shall terminate the membership of that club/dojo member or probationary club/dojo member

effective upon the date set forth in the written notice of resignation submitted by the club/dojo member or probationary club/dojo member.

2. The failure of a club/dojo member or probationary club/dojo 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.
3. The determination by the Board of Directors, (in observance of the policies and procedures manual, if any), that the club/dojo member or probationary club/dojo member has failed in a material and serious degree to observe, or is acting to materially and seriously damage, the purposes of the SEUSKF 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:
 - a) The club/dojo member or probationary club/dojo member is unable or unwilling to provide adequate guidance and leadership to the kendo community which it represents.
 - b) The club/dojo member or probationary club/dojo member engages in activities which damage or degrade the tradition of kendo.
 - c) The club/dojo member or probationary club/dojo member engages in activities which damage or degrade the SEUSKF and/or the AUSKF.

Procedure For Expulsion

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

Following the determination by the Board of Directors that a club/dojo member or probationary club/dojo member should be expelled, the following procedure shall be implemented:

1. A notice shall be mailed by prepaid, firstclass, or registered mail to the most recent address of the club/dojo member as shown on the SEUSKF'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 club/dojo member or probationary club/dojo member, on which the expulsion shall become final.
2. The club/dojo member or probationary club/dojo member being expelled shall have the right, at any time prior to the date the expulsion becomes final, to give the SEUSKF written notice that the club/dojo member or probationary club/dojo member requests to be heard, either orally or in writing (as the club/dojo member or probationary club/dojo member may choose), at a hearing held by the Board of

Directors. The notice must be received by the SEUSKF prior to the date upon which the expulsion becomes final.

3. If the club/dojo member or probationary club/dojo 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 club/dojo member or probationary club/dojo member shall be terminated on the date stated in the notice of expulsion sent to the club/dojo member.
4. If the club/dojo member or probationary club/dojo 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.
5. 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 club/dojo member or probationary club/dojo member and any request by the club/dojo member or probationary club/dojo member for a particular date, time or location of the hearing.
6. Following the hearing, the Board of Directors shall decide whether or not the club/dojo member or probationary club/dojo member should be expelled, suspended, or sanctioned in some other way. A determination that the club/dojo member or probationary club/dojo 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.

ARTICLE VII MEETINGS OF CLUB/DOJO MEMBERS

SECTION 1. PLACE OF MEETING

General meetings of the membership may be held at any place designated by the Board of Directors. The Board of Directors shall attempt to designate locations in the various regions within the SEUSKF as may be practicable under the circumstances.

SECTION 2. SPECIAL MEETINGS

1. **Authorized persons who may call a meeting.** A special meeting of the club/dojo members may be called at any time by any of the following: the Board of Directors, the President, or by fifty percent (50%) or more of the club/dojo members in good standing.
2. **Calling meetings by club/dojo members.** If a special meeting is called by club/dojo members, as provided in these bylaws, the request shall be submitted in writing by such club/dojo 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, electronic or other facsimile transmission to the president, any vice-

president, or the secretary of the SEUSKF. The officer receiving the request shall cause notice to be promptly given to the club/dojo 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 30 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 held when the meeting is called by action of the Board of Directors.

SECTION 3. NOTICE OF CLUB/DOJO MEMBERS' MEETINGS

1. **The content of notices.** All notices of club/dojo members' meeting shall be sent to club/dojo 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 the general nature of the business to be transacted.
2. **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. Club/dojo member action on such items is invalid unless the notice (or written waiver of notice) states the general nature of the proposal(s):
 - a) Removing a director without cause;
 - b) Filling vacancies on the Board of Directors by the club/dojo members;
 - c) Amending the articles of the SEUSKF;
 - d) Voluntary dissolution of the SEUSKF;
3. **Manner of giving notice.** Notice of any meeting of club/dojo members shall be given either personally or by first-class mail, telegraphic, electronic or other written communication, charges prepaid, addressed to each club/dojo member either at the address of that club/dojo member appearing on the books of the SEUSKF or the address given by the club/dojo member to the SEUSKF for the purpose of notice. If no address for a club/dojo member appears on the SEUSKF's books and no previous notice has been given to that club/dojo member, notice shall be deemed to have been given to that club/dojo member if either (i) notice is sent to that club/dojo member by firstclass mail or telegraphic or other written communication to the club/dojo 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, received electronically or sent by telegram or other means of written communication.
4. **Waiver of notice.** Nothing in this section shall prevent club/dojo 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 4. QUORUM

1. **Percentage required.** A majority of the club/dojo members shall constitute a quorum for the transaction of business at a meeting of the club/dojo members. Only the authorized representatives of the club/dojo members appearing in the SEUSKF's records shall be entitled to vote and conduct the business of the club/dojo members at any meeting of club/dojo members. A club/dojo member shall be deemed present at a meeting if the designated club/dojo member's representative is present or participating as provided in these bylaws.
2. **Loss of quorum.** The club/dojo 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 club/dojo members which leaves less than quorum present. Action taken by such remaining club/dojo members shall be deemed approved by a majority of a quorum if it is approved by a majority of the club/dojo members remaining.

SECTION 5. ADJOURNED MEETING

Any club/dojo members' meeting, whether or not a quorum is present, may be adjourned from timetotime by the vote of the majority of the club/dojo 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 6. VOTING

1. **Eligibility to vote.** The club/dojo members entitled to vote at any meeting of club/dojo members shall be the club/dojo members of the SEUSKF in good standing as of the date of the club/dojo meeting.
2. **Attendance by club/dojo members representatives.** Each club/dojo member shall be entitled to be represented at meetings by its duly authorized representative who shall be entitled to vote on behalf of the club/dojo member, in accordance with the procedures established in these bylaws.
3. **Number of Representatives.** Each club/dojo member shall be entitled to authorize and appoint one (1) representative who will have voting privileges.
4. **Statement of Representation.** Each club/dojo member shall submit a written statement of representation to the SEUSKF. The statement of representation shall be signed by the president or secretary of the club/dojo member (or equivalent officer or representative of the club/dojo member) and shall state the name of the authorized representative) of the club/dojo member.
5. **Disputed Representation.** In the event of a dispute or conflicting claims by more than one authorized representative of a club/dojo member, the Board of Directors of the SEUSKF may, at its discretion, decline to recognize any representative of the club/dojo member until the dispute is resolved and the SEUSKF receives written notice reasonably demonstrating that the dispute has been resolved.

6. **Number of Votes Authorized to be Cast.** Each club/dojo member shall be entitled to one vote by its authorized club/dojo member's representative.
7. **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 club/dojo members. The representative shall vote in person at the meeting or by telephone or facsimile machine.
8. **Determination of Quorum.** A quorum shall be present at any meeting of club/dojo members whenever a majority of club/dojo members shall participate in the meeting either by the attendance of the members' representatives or by the participation of the members' representative by any other means permitted in these bylaws.
9. **Manner of casting votes.** Voting may be by voice or ballot, provided that voting must be by ballot if demanded by any club/dojo member's representative before the voting begins. Election of directors shall be by mailballot as provided in these Articles. Any club/dojo 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 facsimile machine if available.
10. **Majority of representatives at meeting.** If a quorum is present, the affirmative vote of the majority of the club/dojo 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 club/dojo members.

SECTION 7. WAIVER OF NOTICE OR CONSENT BY ABSENT MEMBERS

Written waiver of consent. The transactions at any meeting of club/dojo members, 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 club/dojo 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 meeting of club/dojo members, except that if action is taken or proposed to be taken for approval of any of those matters specified in Section 3(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 SEUSKF 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 meeting of club/dojo members may be taken without, a meeting and without prior notice if written ballots are received from a number of club/dojo members at least equal to the quorum applicable to a meeting of club/dojo members. All such written ballots shall be filed with the secretary of the SEUSKF and maintained in the SEUSKF records. All solicitations of ballots shall indicate the time by which the ballot must be returned to be counted.

SECTION 10. PROXIES

Right withheld. Club/dojo 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 11. NUMBER OF VOTES

Each club/dojo member shall be entitled to cast one (1) vote. Each club/dojo member's representative shall be entitled to cast one vote.

ARTICLE VIII ELECTION OF DIRECTORS

SECTION 1. NOMINATIONS AND SOLICITATIONS FOR VOTES

1. **Nominations.** Club/dojo members may nominate candidates for directorships by written or electronic notice addressed to the Secretary, SEUSKF. Nominations must be received by the SEUSKF at least ninety (90) days prior to the date of the election. Nominations may include a resume or list of qualifications not to exceed fifty (50) words.
2. **Ballots.** At least sixty (60) days prior to the date of the election the secretary shall prepare and send to each club/dojo 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 SEUSKF.

SECTION 2. MOTIONS

1. The election of directors shall be held every two (2) years. Elections will be held prior to December 31 and newly elected directors take office the next January 1. Voting shall be by individual mailballot by each of the club/dojo member's representative.
2. Each club/dojo member's representative shall return the completed ballot in the unmarked envelope provided by the SEUSKF. The unmarked envelope with ballot enclosed shall be sealed in a separate envelope and mailed to the SEUSKF, to the attention of the secretary, by certified or registered mail. Ballots must be received by the SEUSKF prior to the date specified on the mailballot instruction letter.
3. The secretary and two (2) club/dojo members of the SEUSKF selected by the president shall be present at the opening and counting of the ballots. A permanent record shall be prepared listing all club/dojo member's representative submitting ballots and the results of the voting.
4. Candidates receiving no votes shall not be elected to the Board of Directors. When two or more candidates receive an equal number of votes, those candidates shall be placed on a supplemental ballot and the club/dojo members shall again vote by mailballot in the manner designated by the secretary. If, through an insufficiency of candidates or an

absence of votes for candidates, vacancies remain unfilled, the directors elected shall conduct the business of the SEUSKF until the next biannual election unless the vacancies are filled by a special election held at a special meeting of the club/dojo members called as provided in these bylaws.

5. The secretary shall notify the newly elected directors of the results of the election at least thirty (30) days prior to the meeting of the Board of Directors.

SECTION 3. NUMBER OF VOTES

Each club/dojo 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 office appearing on the ballot.

ARTICLE IX DIRECTORS

SECTION 1. POWERS

1. **General SEUSKF powers.** Subject to these bylaws relating to action required to be approved by the club/dojo members, the business and affairs of the corporation shall be managed, and all SEUSKF powers shall be exercised, by or under the direction of the Board of Directors.
2. **Specific powers.** Without prejudice to these general powers, and subject to the same limitations, the Board of Directors shall have the power to:
 - a) Select and remove all officers, agents, and employees of the corporation and prescribe any powers and duties for them that are consistent with law and with these bylaws.
 - b) Change the principal executive office or the principal business office 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 for the holding of any members' meeting.
 - c) Adopt, make, and use a corporate seal; prescribe the forms of membership certificates; and alter the form of the seal and certificate.
 - d) Set, collect, and manage SEUSKF dues and fees in order to operate the SEUSKF.

SECTION 2. NUMBER AND QUALIFICATION OF DIRECTORS

The authorized number of directors shall be nine (9).

SECTION 3. ELECTION AND TERM OF OFFICE OF DIRECTORS

Directors elected shall hold office for a term of two (2) years. If the directors are elected at any special member's meeting held for that purpose, the 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

1. **Events causing vacancy.** A vacancy or vacancies in the Board of Directors shall be deemed to exist on the occurrence of the following:
 - a) The death, resignation, or removal of any director;
 - b) 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 court or convicted of a felony or has been found by final order or judgement of any court to have breached a legally imposed duty under Nonprofit Corporation Law;
 - c) The vote of twothirds of the Board of Directors to remove a director;
 - d) The increase of the authorized number of directors; or
 - e) 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. (Failure to select the appropriate number of Board of Directors.)
2. **Resignations.** Except as provided in this paragraph, any director may resign, which resignation shall be effective on giving written notice to the president, the secretary, or the Board of Directors, unless the notices specifies a later time for the resignation to become effective. No director may resign when the corporation would then be left without a duly elected director or directors in charge of its affairs.
3. **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.
4. **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 at any place or time as designated by the Board. 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

The Board of Directors shall hold regular meeting(s) for the purpose of organization, election of officers (at appropriate times), and the transaction of other business. Notice to dojo/club members of these meetings shall not be required. However, all SEUSKF meetings are open to members.

1. **Authority to call.** Meetings of the Board of Directors for any purpose may be called at any time by the president, any vicepresident, or the secretary.
2. **Manner of giving notice.** Notice of the time and place of meetings shall be given reasonably in advance to each director by written notice delivered personally or mailed by firstclass 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, electronically 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.
3. **Notice contents.** The notice shall state the time and place for the meeting. However, it need not specify the purpose of the meeting.

SECTION 7. QUORUM

A majority of the directors shall constitute a quorum for the transaction of business, except to adjourn. 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, 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 8. ADJOURNMENT

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

SECTION 9. 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 24 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 10. 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 11. 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. BOARD 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 a sufficient level of kendo and/or iaido experience. 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 until the individual resigns, is removed by the Board of Directors, or upon the new election of the Board of Directors (every two years).

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 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. 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 SEUSKF 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 Southeastern United States Kendo Federation 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 Board of Directors of the SEUSKF shall be president, vice-president of promotions and examinations (1st in succession), vice-president of educational affairs (2nd in succession), vice-president of competition (3rd in succession), secretary, and treasurer.

SECTION 2. ELECTION AND TERM OF OFFICERS

The officers of the SEUSKF 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 two (2) years.

An individual may not hold the office of President, whether elected or appointed, for more than two (2) consecutive terms.

Any individual may hold any other office (Vice-President of Promotions, Vice-President of Education, Vice-President of Competition, Secretary and Treasurer), 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 SEUSKF. 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. The president shall, subject to the control of the Board of Directors, generally supervise, direct, and control the business and the officers of the SEUSKF. He shall preside at all meetings of the members and 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.

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 request for 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. In the absence of the president, the Vice President of Promotions and Examinations will be the first in line to fill in as President.

Vice-President of Educational Affairs. The vice president of educational affairs shall be responsible for the educational programs of the SEUSKF. These shall include, but are not limited to, seminars, demonstrations and summer camps. The vice president of educational affairs shall also be responsible for coordinating the itineraries of visiting teachers and shall attempt to accommodate the request of club/dojo members 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. In the absence of the President, the vice president of educational affairs shall be second in line to fill in as president.

Vice-President of Competition. The vice president of competition shall be responsible for organizing and supervising all sanctioned Southeastern US Kendo Federation tournaments and shall serve as the liaison officer for all other tournaments in which the SEUSKF participates. The vice president of competition shall also certify the qualifications and assignment of judges for tournaments. The vice president of competition shall also supervise the gathering and dissemination of information concerning tournaments. 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. The secretary shall attend to the following:

- a) Book of minutes. The secretary 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 shall have such other powers and duties as may be prescribed by the Board of Directors or the bylaws.

- b) Membership records. The secretary shall keep, or cause to be kept, at the principal executive office, as determined by resolution of the Board of Directors, record of the SEUSKF members, showing the names of all members, their addresses, and their authorized club/dojo members' representatives.
- c) Notices, seal and other duties. The secretary 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 shall also keep the seal of the SEUSKF 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.
- d) The secretary shall maintain a chronicle supported by a pictorial history and clippings file.
- e) Publicity. The secretary shall prepare press releases for corporate events.

Treasurer. The treasurer shall attend to the following:

- a) 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 SEUSKF, 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.
- b) Deposit and disbursement of money and valuables. The treasurer shall deposit all money and other valuables in the name and to the credit of the SEUSKF with such depositories as may be designated by the Board of Directors; shall disburse the funds of the SEUSKF 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 SEUSKF; and shall have other powers and perform such others duties as may be prescribed by the Board of directors or the bylaws.

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:

1. Submit the grievance to a liaison officer 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.

2. 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 directly to the Board of Directors which shall consider the grievance and make a final decision. The Board of Directors shall prepare a written report of its decision, which shall be final.
3. The member may appear in person or through a representative before either the liaison officer or the Board of Directors if requested in writing at the time of submission of the grievance. The liaison officer 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 ninety (90) 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 SEUSKF may:

1. 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 SEUSKF, stating the purpose for which the inspection of rights are requested, and
2. Obtain from the secretary of the SEUSKF 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 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 SEUSKF shall keep at its principal executive office 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. Each club/dojo member will also be provided a copy of the articles and bylaws as amended to date. 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 SEUSKF 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 SEUSKF. 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, and shall include the right to copy and make extracts.

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 SEUSKF. This inspection by a director may be made in person or by an agent, and the right of inspection includes the right to copy and make extracts of documents.

SECTION 5. ANNUAL TREASURER'S REPORT

Periodic reports to club/dojo members will be submitted by the Board of Directors as appropriate. Reports would contain the following information in reasonable detail:

1. The assets and liabilities, including any trust funds, of the SEUSKF.
2. The expenses or disbursements of the SEUSKF during the fiscal year.

ARTICLE XIV AMENDMENTS

SECTION 1. AMENDMENT BY MEMBERS

New bylaws may be adopted or these bylaws may be amended or repealed by a two thirds vote of the SEUSKF club/dojo members.

SECTION 2. AMENDMENT BY DIRECTORS

Subject to the right of members under Section 1 of this Article XIV, bylaws (other than a bylaw fixing or changing the authorized number of directors) may be adopted, amended, or repealed by the Board of Directors by a two thirds vote. 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 Southeastern United States Kendo Federation and that these are the bylaws of this organization as adopted at a meeting of the Board of Directors held on in the City of Atlanta, State of Georgia.

My signature hereon appears pursuant to resolution of the Board of Directors passed by unanimous vote on Aug. 22, 2009.

A handwritten signature in cursive script, appearing to read "Michael Watson", written over a horizontal line.

Michael Watson

Secretary