

ARTICLE I

NAME AND PURPOSE

1. The name of the organization shall be The Kenpo International (KI).
2. The KI is a non-profit organization whose mission is to promote a personal commitment to constant, unending self-improvement in the areas of physical health, mental well-being, emotional strength, personal integrity, and community responsibility through the study of American Kenpo Karate.
3. We will pursue this mission by fostering our organization's growth through national and international classes, workshops, seminars, and tournaments that create an atmosphere of cooperation that brings our community together, forms alliances, and encourages others to join us.
4. We welcome all martial artists and all American Kenpo practitioners, organizations, federations, and associations to join us so that we may all share ideas in the pursuit of this mission.

ARTICLE II

LOCATION OF HEADQUARTERS

1. This organization shall be deemed to be located at:

10 Beaumont Dr. Plainview, NY 11803

ARTICLE III

MEMBERSHIP

1. Memberships shall consist of the following:
 - Individual Member.
 1. Allied Member
 2. Certified Member
 3. Charter Member
 4. Lineage Member
 - School/Club Membership.
5.
 - Allied School/Club
 - 6. Certified School/Club
 - 7. Charter School/Club

2. Registered membership shall be opened to any individual of good character, good reputation and sound mind who has an interest in furthering his/her martial arts and this organization.
3. Registered membership shall be opened to any individual who is enrolled in any certified school/club within this organization.
4. Membership shall not be extended to anyone convicted of a felony or having a history of violence or mental instability or fraudulent application to KI for membership.
5. KI Allied/Certified School/Club Memberships shall be open to any authentic martial arts school endorsed by this organization with 5 or more members or at least one allied, certified or charter KI Instructor. Such a school/club, once allied, certified or charter must uphold the by-laws which govern this organization.
6. Application for membership shall be in the form prescribed in the by-laws of this organization and acceptance of the membership shall bind members to abide to the by-laws, rules, and regulations and policies that govern this organization.
7. Members shall assist in the expansion, development, and promotion of this organization.
8. Members shall exercise cooperation and trust with their instructor, fellow KI members, and the KI Management Board.
9. Members shall safeguard and promote all activities of this organization.
10. KI/ Management Board reserves the right to revoke without refund any registered individual or school/club member for not upholding the KI bylaws.

ARTICLE IV

ADMISSION PROCEDURE FOR CERTIFIED SCHOOLS/CLUB

***All K.I. Schools area are subject to approval of Management Team**

1. Allied School/Club Membership is available to all martial arts schools, clubs, armed forces, collegiate and law enforcement groups.
2. Certified School/Club Membership is available to all schools/clubs following the American Kenpo Karate Curriculum. Each of these schools/clubs must have at least five or more members and one KI Certified Instructor.
3. Charter School/Club memberships are awarded by invitation only from the KI Management Board.
4. Allied and Certified Memberships will apply in the following manner:
 - Submit a completed school/club membership application to KI headquarters online at www.kenpointernational.org.
 - Once an applying school/club has been accepted, all of the students within that school are eligible to apply for individual memberships to the KI.
 - A copy of the KI by-laws are available online at www.kenpointernational.org.

ARTICLE V

ADMISSION PROCEDURE FOR INDIVIDUALS

1. Allied Individual Membership is available to all martial arts practitioners.
2. Certified Individual Membership is available to all practitioners following the American Kenpo Karate Curriculum.
3. Charter Individual memberships are awarded by invitation only from the KI Management Board.
4. Allied and Certified Memberships will apply in the following manner:
 - o Submit a completed individual membership application to KI headquarters online at www.kenpiinternational.org
 - o A copy of the KI by-laws are available online at www.kenpointernational.org.

ARTICLE VI

PARLIAMENTARY AUTHORITY

1. In the event of a dispute, the latest edition of Robert's "Rules of Order" shall govern the proceedings at all meetings held within this organization. <http://www.rulesonline.com>.

ARTICLE VII

OFFICERS AND DUTIES

- The Board of Directors of this organization shall be as follows:
 - o Grandmaster Gilbert Velez - President
 - o Grandmaster Doreen DiRienzo - Vice President
 - o Master Norman Sandler - Secretary/Treasurer

The affairs and property of the organization shall be managed by or under the direction of the Board of Directors (the "Board") in accordance with the purposes and limitations set forth in the Certificate of Incorporation and in these Bylaws. The number of directors that shall constitute the Board initially shall be three (3). The number of directors can be increased or decrease from time to time, by resolution of the Board, but such action by the Board shall require a unanimous vote of the entire Board and no decrease shall shorten the term of any incumbent director. To become a director, a person shall be nominated by a director and elected by a unanimous vote of the Board.

- Duties of President
 - o To determine and carry out all duties and business on behalf of the organization.
 - o To direct to all activities, coordinate, control and exercise general supervision within this organization.
 - o To provide technical advice and assistance, to examine and grant all promotions within this organization as allowed under the rules of this organization.
 - o To create certificates and award ranks on behalf of this organization.

- To create new offices and appoint officers deemed necessary in behalf of this organization.
 - To oversee all certification and membership in the organization.
 - To preside at all meetings of the Board.
 - To exercise general charge and supervision of the affairs of the organization and shall do and perform such duties as the Board may assign to the President.
 - To keep the Board fully informed about the activities of the organization.
 - To have the power to sign and execute alone in the name of the organization all contracts authorized either generally or specifically by the Board, unless the Board shall specifically require an additional signature.
 - The President shall be the highest form of authority within this organization.
- Duties of Vice President
 - To assist the President in all of the President's duties.
 - To perform the duties and possess and exercise the powers of the President at the request of the President, or in the event of the President's absence or disability.
 - To have such other powers and perform such other duties as the Board may assign to the Vice President.
- Duties of Secretary/Treasurer
 - To direct all financial and legal aspects of the organization.
 - To record and keep the minutes of all meetings of the Board in books to be kept for that purpose.
 - To see that all notices and reports are duly given or filed in accordance with these Bylaws or as required by law
 - To be custodian of the records (other than financial) and have documents whose execution on behalf of the organization under its seal is required by law or duly authorized in accordance with these Bylaws.
 - To have charge and custody of, and be responsible for, all funds and securities of the organization and deposit all such funds in the name of the organization in such depositories as shall be designated by the Board.
 - To exhibit at all reasonable times the organization's books of account and records to any of the Directors upon application.
 - To render a statement of the condition of the finances of the organization at the annual meeting of the Board.
 - To receive, and give receipt for, amounts due and payable to the organization from any source whatsoever and, subject to the direction of the Board, authorizing the disbursement of funds of the organization.
 - If required by the Board, give such security for the faithful performance of duties as the Board may require.
 - In general, to perform all duties incident to the office of Secretary/Treasurer and such other duties as the Board may from time to time assign to the Secretary/Treasurer.
- The Board may dismiss any individual, school/club of this organization from this organization by a majority vote
- The Board may from time to time appoint such employees and other agents as it shall deem necessary, each of whom shall hold office at the pleasure of the Board, and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as a unanimous vote of the Board may from time to time determine. To the fullest extent allowed by law, the Board may delegate to any employee or agent any powers possessed by the Board and may prescribe their respective title, terms of office, authorities, and duties.
- All decisions of the organization must be presented to the President before any further action.

ARTICLE VIII

PROMOTIONS for Certified Members Only

Kenpo International Grading Protocol

Requirements

- All promotions should be recommended by the instructor. No self-nominations or recommendations from students.
- Instructors may promote up to two ranks below their current rank.
- Instructors may promote up to 2nd degree black belt in their school.
- 3rd Degree black belt and higher must have a witness other than the instructor for grading.
- 5th degree and higher must be promoted by a board of consisting of at least one KI testing board member or at the annual Karate Championship event, or KI Camp or Event

Application Procedure

- Applications must be submitted 2 months prior to grading by either the instructor or the test candidate with the instructor's approval to kenpointernational@gmail.com
- Each candidate's name, rank testing for, the test location and date should be including when applying.
- Instructors are responsible for providing the belts.
- The test host shall pay the travel expenses of the KI test board member attending the test.

Test Fees -

All Ranks - Currently \$200.00

- \$250.00 Beginning in 2018

Testing Requirements

All Test Candidates must be members of Kenpo International

Candidates for 1st Degree – 4th Degree

- Must meet the minimum time requirements in years between ranks and/or total years
- Must be prepared to perform all forms and all sets
- Must be able to perform all self-defense techniques (however only a select group of techniques will be required to perform the day of the grading)
- Must be prepared with their written thesis and/or thesis form

Candidates for 5th Degree – 9th Degree

- Must meet the minimum time requirements in years between ranks and/or total years

- Should be able to perform any of the material contained in the American Kenpo Karate syllabus.
- Will be required to perform their highest form and one additional form of their choice
- Must be prepared to perform 8-12 Self-defense techniques of their choice
- Will be required to make a presentation on something creative or original. (The topic must be pre-approved by their instructor)

Candidates for 10th Degree

- Must meet the minimum time requirements in years between ranks and/or total years
- Should be able to perform any of the material contained in the American Kenpo Karate syllabus.
- Will be required to perform their highest form and one additional form of their choice
- Must be prepared to perform 8-12 Self-defense techniques of their choice
- Will be required to make a presentation on something creative or original. (The topic must be pre-approved by their instructor and the Kenpo International Board)
- Must have made a significant contribution to the American Kenpo Community. This should be presented in the form of a portfolio which includes a resume, family tree, evidence of seminars, workshops, camps, tournaments etc.

Certificates

- The KI shall prepare uniform certificates of rank that shall be used by all schools, instructors and members within this organization and issued to KI members only.
- All certificates shall be endorsed by the KI Management Board and issued to the proper authorities and awarded to qualifying test candidates.

The following time requirements are listed as minimum years between ranks or the total number of active years in the art.

	<u>Time Requirements</u>	<u>Total Years</u>
1 st Degree Black Belt	- 4 years	- 4 years
2 nd Degree Black Belt	- 1-2 years	- 5-6 years
3 rd Degree Black Belt	- 2-3 years	- 7-9 years
4 th Degree Black Belt	- 3-4 years	- 10- 13 years
5 th Degree Black Belt	- 4-5 years	- 14- 18 years
6 th Degree Black Belt	- 4-5 years	- 18-23 years
7 th Degree Black Belt	- 4-5 years	- 23- 28 years
8 th Degree Black Belt	- 5-6 years	- 28- 34 years
9 th Degree Black Belt	- 5-6 years	- 34-40 years
10 th Degree Black Belt	- 6-8 years	- 40 years or more

ARTICLE IX

CERTIFICATES AND DUES

1. All applications for membership or affiliation with this organization shall be submitted to kenpointernational@gmail.com.
2. All new members will receive a membership certificate, membership card and KI patch.
3. Individual Memberships in the KI:
 - \$39.00 1 year
 - \$59.00 2 years
 - \$149.00 5 years
4. Individual Memberships Renewals in the KI:
 - \$29.00 1 year
 - \$49.00 2 years
 - \$99.00 5 years
5. School/Club Memberships in the KI:
(*School/Club memberships include the instructor's individual membership*)
 - \$99.00 1 year
 - \$179.00 2 years
 - \$299.00 5 years
6. School/Club Memberships Renewals in the KI:
(*School/Club memberships renewals include the instructor's individual membership*)
 - \$79.00 1 year
 - \$159.00 2 years
 - \$199.00 5 years
7. Extra KI patches may be purchased from the KI online store for \$5.00
8. No part of the KI By-laws may be reproduced without the express written consent of the KI Management Board.
9. All prices and fees are subject to change.

ARTICLE X

MEETINGS

1. Regular meetings of the organization shall be held on: Twice per year, Once at the International tournament and once at the International training camp.
2. All Directors are necessary for a quorum. No motions may be carried if the quorum is not present.
 - An alternate Director can be appointed in the event of illness, death or hardship.
 - The Candidate for said position can be recommended by the existing Director who will be unable to serve.
 - Candidates for this temporary position will be amongst
 - Their own personal senior student who is an KI member.
 - 8th degree black belts or higher within KI.
 - A majority vote will be taken of the senior ranking black belts (7th degree or higher) of the KI.
3. The Board will schedule an annual meeting once every calendar year.

ARTICLE XI

COMMITTEES

1. The organization shall have the following Committees of the Corporation: board of advancement and promotions, technical committee, advisory committee, competition committee.
2. Board of Advancement and Promotions
The Board of Advancement and Promotions applies to Certified Members only;; Allied Members will follow their own guidelines for grading and promotion as outlined by their own organization/ association/federation.

Members of this board have studied directly under or have been promoted by Grand Master Gilbert Velez. These members may sit on grading boards and are able to conduct gradings.
3. Technical Committee: These members have developed specialties in either American Kenpo or in other systems (Further detail to follow).
4. Advisory Committee: These members provide guidance, advice, and support to KI Kenpo International.
5. Competition Committee: These members have expertise in promoting, organizing, and executing competitions and tournaments.

ARTICLE XII

FINANCES

1. A budget shall be drafted within each calendar year for the following fiscal year and shall be approved by the KI Management Board
2. The treasurer shall keep accurate records of any disbursements, income/credits, and bank account information.

ARTICLE XIII

AMENDMENTS AND OTHER PROVISIONS

1. These bylaws may be amended at any meeting of the organization by a unanimous vote of the senior ranking black belts of KI. (8th degree and above)

2. Notice of any proposed changes shall be contained in the notice of the meeting.

ARTICLE XIV

CONFLICTS OF INTEREST

1. Any potential conflict of interest which could result in a direct or indirect financial or personal benefit to a Director, officer, or staff member must be disclosed on good faith or known to the Board, and must be resolved pursuant to the Conflict of Interest Policy adopted by the organization (which is annexed to these Bylaws as Exhibit A and shall be referred to as the "Conflict of Interest Policy").

ARTICLE XV

INDEMNIFICATION

1. The organization may, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she, his testator or intestate, was a Director, officer, employee, or agent of the organization, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees. No indemnification may be made to or on behalf of any such person if (a) his or her acts were committed in bad faith or were the result of his or her active and deliberate dishonesty and were material to such action or proceeding or (b) he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.
2. The organization shall have the power to purchase and maintain insurance to indemnify the organization for any obligation which it incurs as a result of its indemnification of Directors, officers, and employees pursuant to Section 1 above, or to indemnify such persons in instances in which they may be indemnified pursuant to Section 1 above.

ARTICLE XVI

DISSOLUTION

1. The organization may be dissolved with previous notice (14 calendar days) and a unanimous Management Board of the KI.

EXHIBIT A

CONFLICT OF INTEREST POLICY OF KENPO INTERNATIONAL PART

I

Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

PART II

Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement, b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Kenpo International Ltd.; EIN 47-2723579

PART III

Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest. The interested person is prohibited from attempting to improperly influence the deliberations or voting on the matter giving rise to the possible conflict.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

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PART IV

Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed. b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings

PART V

Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

PART VI

Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy.
- c. Has agreed to comply with the policy, and d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

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PART VII

Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining. b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

PART VIII

Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.