

# **Lions Martial Arts Federation**

## **BYLAWS**

### **ARTICLE 1 – NAME, GOVERNMENT & MEETINGS**

The name of the association shall be **Lions Martial Arts Federation**, and may be referred to here-in-after as the “LMAF”.

The government of the LMAF shall be vested in the Board of Directors. The Board of Directors shall consist of not less than three (3) members and not more than nine (9) members, from time to time. The names and addresses of persons who are to serve as initial directors of the Foundation are found in the Articles of Incorporation.

Each director shall hold office for life, or until (s)he resigns said office. However, any director then serving may be removed from office by a majority vote of the directors then holding office, additional directors may be added to the Board of Directors, up to not more than nine directors, by a majority vote of the Board of Directors then holding office.

Meetings of the Board of Directors shall be held at least annually and more often as may be determined by the Directors. All notices of meetings, including the time and place thereof, shall be given to each director in accordance with the Utah statutory requirements for giving notices of meetings. The Board of Directors shall have the right, by majority vote, to appoint a person to serve as assistant to the Board of Directors and such persons as may be necessary or convenient to serve as administrative assistants. The LMAF may have at times a President and Secretary, and may have other officers from time to time, at the pleasure of and as determined by the Board of Directors. New officers may be installed and outgoing officers honored at the Board of Directors meetings by a majority vote.

The LMAF may not pay a Director remuneration for being a Director, but the LMAF may, subject to majority vote of the Board, and not inconsistent with tax exemption under 26 U.S.C. §501(c)(3), pay remuneration to a Director for services provided by the Director to the LMAF in another capacity.

### **ARTICLE 2 – PURPOSE**

The LMAF is organized exclusively for charitable and educational purposes, for the causes and purposes outlined in the Articles of Incorporation.

## ARTICLE 3 – MEMBERSHIP

There shall be five (5) categories of membership in the LMAF, and they are collectively referred to as “Members”. Specifically, these Member categories are:

1. Board of Directors
2. Officers and Employees
3. Member Schools
4. Clubs, Unions, and other Associations
5. Individual Martial Arts Belt Holders

The Board of Directors of the LMAF shall be appointed from time to time, by a vote of the Board of Directors. They are collectively referred to as the “Board”, and the Chairman of the Board is referred to as the “Chair”. Any member of the Board is referred to as a “Director”.

All Officers and Employees are determined by a majority vote of the Board. These may include Advisors, Trainers, and Instructors.

The Board shall have the power to transact its business by mail, electronic-mail, telephone, or facsimile, if in the judgment of the Chair of the Board such action is appropriate. As used in these Bylaws, “written” communications include communications through electronic mail.

Member Schools, Clubs, Unions, and other Associations shall be accepted as members of the LMAF by a majority vote of the Board. Each of these organizations shall be referred to as a “Group Member”.

For any matter that requires a majority vote of the Board, if a “tie-breaker” is needed, the Chair shall decide the matter.

Membership as an Individual Martial Arts Belt Holder is subdivided into “Regular Individual Member” and “Premium Individual Member”, and collectively as “Individual Members”. These are individuals that practice, support, like or identify with Martial Arts, from white to black belt. Individual Members are subject to acceptance by a majority vote of the Board.

Premium Individual Members have the right to vote on any issue that the Board deems appropriate to put to a vote of the membership. These members must be 18 years old or older.

Regular Members can become members through application and payment of a \$40 joining fee, and said fee amount may be modified from time to time by a majority vote of the Board. This type of membership has no voting rights.

All members will have the right to participate in events organized by the LMAF and access to all the membership resources and facilities of the LMAF subject to conditions as outlined in the current LMAF Bylaws.

Members may not transfer their membership in the LMAF. Members shall have no ownership rights or beneficial interests of any kind in the property of the LMAF.

#### ARTICLE 4 – DUES AND ASSESSMENTS

Unless otherwise specified in these Bylaws, dues and assessments for membership in the LMAF shall be determined by a majority vote of the Board.

Membership in LMAF is a privilege and creates with it certain obligations and duties. The Board may establish such membership requirements and dues as the Board shall deem necessary or appropriate. Further, the Board may establish such rules and procedures for the manner and method of payment of dues, the collection of delinquent dues and the proration or refund of dues, as the Board shall deem necessary or appropriate. No privilege of membership shall be available until all membership requirements are satisfied and all dues are paid in full.

#### ARTICLE 5 – OTHER FINANCIAL MATTERS

The LMAF's corporate books and records shall be maintained in a consistent manner by the LMAF and shall reflect all LMAF transactions and be appropriate and adequate for the LMAF's business and for the carrying out of all provisions of these By-Laws. All books and records shall be open to inspection and photocopying by any member of the Board.

The LMAF shall defend, indemnify and hold harmless each director of the Board, each member of an official LMAF committee or hearing panel, and each LMAF officer from and against all claims, charges and expenses which he or she incurs as a result of any action or lawsuit brought against such person arising out of the latter's performance of his or her duties with the DMAA, unless such claims, charges and expenses were caused by fraud, gross negligence or willful misconduct on the part of said person.

No individual director of the Board or LMAF officer shall be personally liable for any debt or other obligation incurred in the name of the LMAF and with the LMAF's authorization solely by virtue of that individual's position as such officer or director.

The fiscal year of the LMAF shall be the calendar year.

The LMAF shall be financed by membership fees, seminar incomes, donations, sponsorships, donations, and other income from operational matters not inconsistent with tax exemption under 26 U.S.C. §501(c)(3), and as further outlined below:

1. By collecting membership fees of affiliated and supporting members.
2. By providing certification for rank and courses, and collecting fees for doing so.

3. By achieving profits from events including tournaments, courses and demonstrations of various kinds.
4. By borrowing and raising funds in such manner as the LMAF may see fit.
5. By receiving money on deposit with or without allowance of interest thereon.
6. By investing any monies of the LMAF, not immediately required, in such manner as may from time to time be determined by the Board.
7. By receiving any gift of property or monies whether subject to any special trust or not for any one or more for the purposes of the LMAF.
8. By taking such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purposes of procuring contributions to the funds of the LMAF in the shape of donations, annual subscriptions or otherwise.
9. By income derived from sponsorship arrangements that are directly related to the main activity of the LMAF.
10. By printing and publishing any newspapers, periodicals, websites, blogs, books or leaflets that the LMAF or affiliated organizations may think desirable for the promotion of its purposes.
11. By garnering funds from the sale of educational material, sports equipment, or sports supplies.
12. By any other means deemed appropriate by the Board and not inconsistent with tax exemption under 26 U.S.C. §501(c)(3).

DP Creations, LLC (DPCR) will provide any resources required to kickstart the LMAF and insure its long term success. DPCR will also donate space for the DMAA to conduct business. DPCR will provide these resources until such time as DPCR provides written notice otherwise to the Chairman of the Board of LMAF.

#### ARTICLE 6 – DISCIPLINARY PROCEDURE

All members are subject to the Code of Conduct, as determined by a majority of the Board. Any Member may be reported to the Board by any other Member if they consider a Member has breached the Code of Conduct or brought the LMAF into disrepute. The Board will perform a preliminary investigation taking evidence from parties involved and will make a determination if the matter warrants further action.

Except as prohibited by law, the Board shall have the power to impose sanctions on members including, but not limited to, termination or suspension of the membership of the member, issuance of letters of concern or reprimand, and forfeiture of results or prizes.

## ARTICLE 7 – SANCTIONING EVENTS

To be considered a LMAF Sanctioned Event, the director or head instructor of any LMAF school must seek approval from the Board before participating in a tournament that is not organized by the LMAF.

To receive LMAF endorsement for a tournament, a tournament organizer cannot specifically invite, or otherwise "challenge", a LMAF member school to an in-house tournament without privately arranging it with their head instructor first. Otherwise the only LMAF sanctioned tournaments are those that are organized by the LMAF.

## ARTICLE 8 – SUB COMMITTEES

The following LMAF Sub Committees may be created and governed by the Board when and if the Board deems they are necessary. Any such committee created will be subject to any Code of Conduct the Board may enact for them:

1. Technical Committee
2. Tournament Committee
3. Referee Committee
4. Law and Legislation Committee
5. Medical Committee
6. Public Relations Committee
7. Education & Environmental Committee
8. Finance and Fundraising Committee
9. Women's Committee
10. Collegiate Committee
11. Events Committee
12. Junior Committee
13. Arbitration and Ethics Committee
14. Dan Promotion Committee

## ARTICLE 9 – AMENDMENTS

These By-Laws may be amended in any way not inconsistent with tax exemption under 26 U.S.C. §501(c)(3) by majority vote of the Board.

## ARTICLE 10 – INVALIDATION PROVISION

In the event any article or portion or provision of these By-Laws is held to be improper or invalid by any court of law or equity having jurisdiction, such decisions shall not invalidate other

portions of these By-Laws. Only those things directly specified by such decision shall be rendered invalid, improper, or otherwise non-enforceable.

IN WITNESS WHEREOF, the undersigned Directors have executed the foregoing By-Laws for the purpose of creating a Non-Profit Association in accordance with the Utah Revised Nonprofit Corporation Act on this \_\_\_\_ day of \_\_\_\_\_, 2024.

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Micah Kingston, Director

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Nevin Pratt, Director

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John Pratt, Director