

United States Naginata Federation ByLaws

1. Name and Offices

1.1. The name of this organization shall be the UNITED STATES NAGINATA FEDERATION, INC. (USNF).

1.2. The principle office of the Corporation shall be located in the State of California at such address as the Board of Directors may designate from time to time. The principal office of the Corporation is currently located at 1523 Altamont Ave., San Jose, CA 95125. The Corporation's mailing address is currently P.O. Box 3730, Jersey City, NJ 07303. This current address can be changed by a vote of the Board without amendment procedure.

2. Nature of the organization

2.1. This corporation is a not for profit corporation organized pursuant to the Non-profit Corporation law of the State of California. The Officers, Directors, Committee Members, and persons of the Corporation shall be selected entirely on a non-discriminatory basis with respect to age, sex, race, religion, national origin, or sexual orientation.

3. Purpose of the organization

3.1. The purpose of this organization is to promote the study of the martial art of Naginata in the United States, and in so doing uphold the spirit of *Budo* and its ideals. In carrying out this purpose the organization shall endeavor to do the following:

- to standardize the study and teaching methods of the martial art of Naginata.
- to act as the coordinating Board of Directors for regional Naginata federations throughout the United States;
- to hold national Naginata events such as tournaments for amateur competition, seminars, and promotional examinations;
- to represent the interests of the Corporation's members with regard to the international study of and competition in Naginata;
- to support, promote, and sponsor international Naginata events when they take place in the US;
- to contribute to the social, moral, and athletic development of the youth of the US through the study of Naginata; and
- to educate the general public and disseminate information regarding the study of Naginata throughout the United States.

4. Membership

4.1. Qualification for membership

4.1.1. Membership is open to any individual or entity interested in promoting the study of Naginata.

4.2. Categories of membership

4.2.1. Individual membership shall consist of two classes: Adult and Minor:

4.2.1.1. A member is defined as an adult if that individual has reached 18 years of age or older by the first day of that fiscal year.

4.2.1.2. A member is defined as a minor if that individual has not reached 18 years of age by the first day of that fiscal year.

4.2.2. Associate membership is open to organizations or entities that wish to support the purposes of the USNF.

4.3. Rights, privileges, and limitations of membership

4.3.1. Individual members are admitted to the USNF upon receipt of a completed application and payment of dues to the Treasurer or his/her authorized agent. Members shall be considered in good standing if they have satisfied all their current fiscal obligations to the Federation. Members in good standing are eligible to participate in sanctioned events. Adult individual members in good standing as of the first day of the fiscal year shall be eligible to vote on all matters required to be submitted to a vote of the membership during that fiscal year pursuant to the Articles of Incorporation and these Bylaws of the Federation. Adult individual members in good standing as of the first day of the fiscal year may hold any office to which they may be elected or appointed during that fiscal year. Members whose dues are paid by the first day of the Fiscal year

are counted toward their regional federation's representation on the Board of Directors. Individual membership shall not entitle any member to any share in the assets of the corporation.

4.3.2. Associate members are admitted to the USNF upon receipt of a completed application and payment of dues, but are not eligible to vote and are not counted towards a regional federation's representation on the Board of Directors. Associate membership shall not entitle any member to any share in the assets of the corporation.

4.4. Dues

4.4.1. Annual membership dues shall be determined by the Board of Directors.

4.4.2. All dues are payable upon application for membership and thereafter on or before the first day of each fiscal year and shall be paid to the Treasurer or the Treasurer's authorized agent. Delivery to either the Treasurer or the United States Naginata Federation's principal mailing address prior to the first day of the fiscal year shall constitute timely payment of dues such that a member shall be considered to be in good standing.

4.5. Voluntary and Involuntary termination of membership

4.5.1. Any member may resign from the Federation provided that such resignation shall be in writing to the Executive Secretary.

4.5.2. Any member whose membership in the Federation has been terminated for any reason whatsoever shall forfeit all interest in any funds or property of the Federation and all rights to the use of the Federation name, emblems, or other insignia.

4.6. Membership meetings

4.6.1. General Meetings: Meetings of the general membership shall be convened by the President and at least one such meeting shall occur each Fiscal year in the last month of the Fiscal year. Every effort will be made to schedule general meetings to coincide with a USNF sponsored seminar/examination. The membership shall receive written notification 30 days before a general meeting.

4.6.2. Special Meeting: Special meetings of the members for any purpose or purposes unless otherwise prescribed by statute, may be called by the President or by the Board of Directors, and shall be called by the President at the request of one-tenth of the membership. The membership shall receive written notification 30 days before any special meetings.

4.6.3. Voting: Unless otherwise provided in these Bylaws or the Articles of Incorporation, each individual adult member in good standing as of the first day of the fiscal year shall be entitled to vote upon each matter submitted for a vote.

5. Board of Directors

5.1. Responsibility for the general management and policies of the Federation shall be vested in the Board of Directors, which is composed of the elected officers of the USNF, regional federation representatives, and special advisors.

5.2. The officers of the Federation shall be elected biannually (every two years) by the membership of the Federation in the manner specified in these Bylaws. The Regional Representatives for each Regional Federation shall be selected by their respective Regional Federations annually.

5.3. The officers of the Federation are President, Vice President, Executive Secretary, Treasurer, and Recording Secretary/Historian. These officers shall also comprise the Executive Committee.

5.4. Regional Representatives: Regional representatives are selected by their respective federations. Each Regional Federation shall be entitled to one Regional Representative. Each Regional Federation with thirty (30) individual members in good standing as of the first day of each fiscal year shall be entitled to one additional Regional Representative. Each Regional Federation with sixty (60) individual members in good standing as of the first day of each fiscal year shall be entitled to one additional Regional Representative for a maximum of three (3) Regional Representatives per Regional Federation. The duties of the Regional Representative shall include but not be limited to regular communications with the members of their regional federation and the representation of the views of those members to the Board.

5.5 Filling of a Vacancy of an Officer. A vacancy in the office of President is filled according to section 6.2 of these By-Laws. In the event that an office (other than the President) dies, resigns, or is removed from office, the President, with the approval of a majority of the Board, shall appoint a new officer for the remainder of the said officer's current term.

5.6. Special Advisors: From time to time the Board of Directors may appoint Special Advisors. Special Advisors are non-voting members of the Board and serve at the pleasure of the Board. Special Advisors

may be asked to chair permanent or temporary subcommittees, or to represent the Federation or the Board to other organizations. The term of office for each Special Advisor shall be decided on a case-by-case basis for each Special Advisor appointed by the Board. Although there is no limit to the number of Special Advisors that may be serve at any time, the position is meant to be one of great honor, and thus it would be unusual for more than two or three Special Advisors to serve at any one time.

5.7. The authority of the Board of Directors shall include, but not be limited to the following:

- Expenditure of funds from the Treasury. The Executive Committee shall have authority to expend funds no greater than \$500. (This amount can be changed by a vote of the Board without amendment procedure.).
- Schedule events and determine a calendar pursuant to such rules and policies as it may from time to time adopt.
- The power to define rank, classifications of skill and proficiency in Naginata in the US.
- In conjunction with the other countries in the Pan-American zone of the International Naginata Federation (INF), select the Pan-American zone director.
- Approve the admission of regional federations to the USNF.
- Recommend individuals to the INF or All-Japan Naginata Federation (AJNF) for promotion to the instructional ranks of Naginata (*renshi, kyoshi, hanshi*).
- Call regular and special meetings of the board and General Membership.
- Select the members of the US delegation to international Naginata competitions or events.
- Appoint such special committees as it may see fit from time to time.
- Appoint such special advisors as it may see fit from time to time, in accordance with section 5.5.

6. Duties of Officers

6.1. The duties of the President shall include, but not be limited to the following:

- Represent and supervise the operation of the Federation.
- Preside at all regular and special Federation meetings.
- Represent the Federation at the INF General Assembly.
- Appoint committees as required with the assistance and approval of the Board.
- Be an ex-officio member of all committees.
- Handle other matters that may require the attention of the President.

6.2. The duties of the Vice President shall include, but not be limited to the following:

- Assume the duties of the President in the President's absence.
- In case of death or resignation of the President, become the President for the remainder of the President's term.
- Communicate with and represent the views of all members not associated with a regional Federation.
- Supervise all USNF National Championship Tournaments.
- Perform such duties as may be delegated by the President.

6.3. The duties of the Executive Secretary shall include, but not be limited to the following:

- Responsibility for all administrative functions and official correspondence of the Federation.
- Preside over meetings in the absence of the President and Vice-President.
- Maintain a correspondence file.
- Maintain and distribute current contact list for all Board members.
- Responsibility for all written communications with members, including notifications to the members of upcoming meetings.
- Maintain an inventory of property of the Federation.
- Maintain the official copy of the Articles of Incorporation and Bylaws, including all amendments.
- Maintain the Federation historical record of the following items:
 - Tournaments rosters and results
 - Training and Ranking records
 - Service Records
 - Federation calendar, past, present, and future

6.4. The duties of the Treasurer shall include, but not be limited to the following:

- Collect all dues, fees, and be responsible for Federation funds.
 - Keep an accurate record of receipts and payments
 - Pay all bills and normal expenses as authorized by the Executive Committee or the Board of Directors.
 - Submit a financial report at each Board meeting and at any General Meeting of the membership.
 - Provide timely and accurate financial information for the Executive Committee and the Board of Directors.
 - Maintain and distribute to the Board a current listing of all Federation members in good standing.
 - Prepare tax returns and other fiscal reports on behalf of the Federation.
- 6.5. The duties of the Recording Secretary/Historian shall include, but not be limited to the following:
- Record the proceedings of Board and General Membership meetings and distribute drafts of the minutes to the Board in a timely manner. Distribute final approved minutes to the Board of Directors.

7. Meetings

7.1. Annual General Meeting. A meeting of the general membership of the Federation shall be held annually, as specified in section 4.6.1.

7.1.2. Special meetings of the membership of the Federation may be called when needed, as specified in section 4.6.2.

7.2. Meetings of the Board of Directors

7.2.1. Annual Meeting. Meetings of the Board of Directors shall be convened by the President and at least one such meeting shall occur each fiscal year and will generally coincide with another USNF event. The Board of Directors shall receive notification of all Board meetings. All regular Board of Directors meetings shall be open to all members of the Federation.

7.2.2. Special meetings of the Board of Directors. Special meetings of the Board of Directors may be called by the President, or by a minimum of three members of the Board. The Board of Directors shall receive notification of these special meetings and business not specified in the notice of such meetings shall not be acted upon.

7.2.3. One half (1/2) of the members of the Board of Directors shall constitute a quorum for transaction of business at any meeting of the Board of Directors.

7.2.4. A member of the Board of Directors unable to attend a meeting of the Board shall have no power to vote by proxy.

7.2.5. Balloting by correspondence may be used to handle special matters subject to the consent of the Board of Directors. The consent of the Board of Directors may be established by correspondence. This section does not apply to amendments to the Bylaws.

7.2.6. If a member of the Board of Directors fails to attend three (3) consecutive Board meetings without just cause, the Board of Directors shall have the right to remove said Board member from office. In the case of Regional Representatives, the Federation will request that the Regional Federation appoint a new representative.

7.3 Order of Business

The suggested order of business for all meetings of the Federation and Board of Directors shall be:

- a. Reading of Minutes
- b. Report of officers and committees
- c. Proposed amendments to Bylaws (as required)
- d. Elections (as required)
- e. Unfinished business (as required)
- f. New business (as required)

8. Regional Federations

8.1. Intent: To encourage inter-regional and national events throughout the US, the Board of Directors shall recognize regional federations, usually encompassing large contiguous geographical areas.

8.2. Membership: Individuals may become members of the regional federation of their choice, but no person may be a member in more than one regional federation. Membership in a regional federation is independent of membership in the USNF. Membership in the USNF is also independent of membership in a regional federation.

8.3. Recognition of new Regional Federations: Applications for recognition of new Regional Federations shall consist of the Bylaws of the prospective Regional Federation, a list of a minimum of ten members of the prospective Regional Federation, and completed USNF membership applications and dues for the current fiscal year for a minimum of ten members of the prospective Regional Federation. The prospective regional federation's application is subject to the approval of the Board of Directors.

8.4. Representation: Regional federations shall be represented on the Board of Directors in accordance with sections 5.2 and 5.4. Voting rights for the representative of a Regional Federation on the Board of Directors shall be revoked for any regional federation that fails to have a minimum of three (3) USNF members in good standing who are also members of said regional federation as of the first day of that fiscal year.

9. Elections

9.1. Elections shall be held biannually in even numbered years in the first month of that fiscal year at a general meeting of the membership.

9.2. The current Board of Directors shall appoint a nominating committee consisting of five people to consider nominees for officers of the Federation for the following two years. A chairman shall be selected by the nominating committee to preside. Notification of the selection of nominees shall be made to the Federation membership 60 days prior to the general meeting at which the election is to take place.

9.3. Additional nominations may be made by submission of a written petition of not less than 10% of the voting members of the Federation with the Member who is being nominated being one of the Members who signed the petition in or to signify his or her consent to the nomination, provided such petitions are received by the Executive Secretary no less than 30 days prior to the general meeting at which the election is to take place.

9.4. The members shall elect by sealed secret ballot, from among the duly nominated or write-in candidates, the officers of the Federation for the current term. The election of the officers of the Federation shall be by a majority of the votes cast. The officers shall take office immediately and serve until their successors are elected.

9.5. The Executive Secretary shall prepare ballots containing the names of the nominees and shall mail these ballots to every eligible voting member of the Federation no less than 29 days prior to the general meeting at which the election is to take place. The completed ballots may be returned in person or must be received by the first day of the general meeting at which the election is to take place. Any ballot returned by mail and received after the commencement of the annual general meeting at which the election is to take place shall be void. The balloting procedure shall be designed in such a way as to ensure that no person votes more than once, that write-in candidates are allowed, and that the contents of ballot remain secret. Voting by proxy is not allowed.

9.6 Election and Results. The ballots shall be counted at the annual members meeting and the results of the election including the name of each candidate, including each write in candidate who receives votes, and the number of votes cast in favor of each candidate shall be reported in the minutes of the annual members meeting.

10. Amendments

10.1. These Bylaws may be altered, amended, or repealed at any general meeting of the membership by a vote of 2/3 of all eligible voting members present, provided written notification is made to the entire membership no less than 30 days prior to voting, and provided that a quorum of the Board of Directors is also present at the meeting. Amendments can be proposed by any three Board members or 25% of the membership.

11. Books and Records

11.1. The Federation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its member's and Board of Director's meetings and shall keep at its principal office a record of the names and addresses of members. All books and records of the Federation may be inspected by any member for any proper purpose at any reasonable time. Exiting Executive Committee members shall surrender their respective official Federation records to incoming Executive Committee members no later than thirty days after the new officer assumes their duties.

12. Rules of Order

12.1. *Robert's Rules of Order*, 11th Edition, published on 27 September 2011, shall govern in all matters not covered by these Bylaws.

13. Fiscal Year

13.1. The fiscal year of the Federation shall commence on April 1st of each year and shall terminate on March 31st of the following year. This fiscal year can be changed by a vote of the Board without amendment procedure.

14. Waiver of Notice

14.1. Whenever any notice is required to be given under the provisions of the General Nonprofit Corporation Law of the State of California or under the Articles of Incorporation of by these Bylaws, a waiver thereof in writing signed by the person entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

15. Liability

15.1. The Federation shall not be responsible for any accidents or injuries to any of its members or guests received in the course of any activities of the Federation.

16. Limiting liability to the Federation, its Officers, and Directors

16.1. In as much as the Federation is a non profit corporation, the officers, the corporate directors, employees and members are not liable for corporate debts. Creditors may only seek reimbursement for liabilities incurred by the corporation from the corporate assets and not the personal assets of the officers, directors, members, or employees of the Federation.

16.2. If a person or body sues the Federation and wins money above the amount of insurance, the unpaid amount is a debt of the Federation and not of the officers, directors, members, or employees of the Federation.

16.3. If the Federation obtains a loan from a bank or loan company, the bank or loan company may require an officer or director to cosign for the loan, that is guarantee its repayment, making the cosigner or cosigners personally liable.

16.4. The Treasurer may be liable to the Internal Revenue Service for unpaid taxes or penalties. Treasurers must strictly comply with reporting requirements.

16.5. Officers, directors, and members are personally liable for any membership dues, registration fees, promotional fees, or instructional rank fees, if any, that they owe the Federation.

16.6. Federation officers and Directors owe the Federation a duty to act in the best interest of the Federation. If they breach this duty and cause financial harm to the Federation, a court may hold such officer or director personally liable for any loss sustained by the Federation.

16.7. A non-profit corporation must act so that its existence is separate from the officers and directors. Federation funds cannot mix with personal funds of those in charge; the Federation must follow legal formalities; it cannot risk financial liability without sufficient reserve in cash or other assets. In this event a court may disregard the corporate entity and may hold the officers, directors, etc., of the Federation personally liable for the debt and other liabilities of the Federation.

IN WITNESS WHEREOF, THE UNDERSIGNED, BEING OFFICERS OF THE UNITED STATES NAGINATA FEDERATION, Inc., DO HEREBY CERTIFY THAT THE FOREGOING BYLAWS AS AMENDED WERE DULY ADOPTED.

/s/ Miyako Tanaka Price
President

/s/ Sasha Corchardo
Recording Secretary

Bylaws of the United States Naginata Federation, Inc., a non-profit corporation.