



Bylaws of the National Women's Martial Arts Federation

Adopted October 15, 2011

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Article I. Name of Corporation

1.01 *Name of Corporation:* The name of this corporation shall be the National Women's Martial Arts Federation (NWMAF).

Article II. Mission

2.01 *Mission:* To promote the involvement of women and girls in the martial arts.

Article III. Purpose

3.01 *Purpose:* The National Women's Martial Arts Federation (NWMAF) is an organization of women martial artists whose purpose is to share skills and resources, to promote excellence in the martial arts, and to encourage the widest range of women to train in the spirit of building individual and collective strength.

A. Skill development and resource sharing

NWMAF shall offer opportunities for growth and development to women as martial artists, as teachers, and as anti-violence workers by making available the following:

- Workshops, clinics, classes, training programs, conferences, and tournaments on a local, regional, and national level.
- Newsletters and other forms of ongoing internal communication.
- Standards for testing and promotion for those who use rank.
- Training in instructional skills for teachers of martial arts and self-defense.
- Special trainings and teacher conferences hosted by NWMAF members.

B. Outreach

NWMAF shall vigorously promote the involvement of the widest range of women in martial arts and self-defense through scholarships, demonstrations, special needs workshops, and a general awareness and appreciation of all our differences.

NWMAF shall encourage the development of teaching skills and teaching opportunities for all women.

NWMAF shall disseminate information about martial arts, self-defense, and a feminist analysis of violence against women to the general public.

NWMAF shall work to decrease the isolation of women martial artists, both those in women's schools as well as those in schools with men.

C. Support and Change

NWMAF shall encourage cooperation and learning among women of different styles and systems.

NWMAF shall promote policies and procedures in schools and associations that will provide a training environment that encourages the full development of women's potential.

NWMAF shall develop creative strategies for providing support to women involved in resistance to violence.

NWMAF recognizes the diversity of its members and supports all aspects of the martial arts, including sport, self-defense, art, and philosophy.

NWMAF recognizes a hierarchy of martial arts skills, but seeks to promote open communication and shared decision-making and power among the membership without reference to the rank or hierarchical position of the participants.

NWMAF recognizes the importance of all-women environments to build collective spirit and promote group empowerment.

D. Any other activity that will further the fulfillment of the mission of the NWMAF as described in 2.01.

Article IV. Membership

- 4.01 The membership shall consist of women who subscribe to the purposes of the NWMAF and who pay yearly dues. All women are welcome, regardless of lifestyle, sexual orientation, race, color, creed, religion, class, age, or physical condition.
- 4.02 *Voting rights:* Each member shall have one vote of equal weight.
- 4.03 *Dues:* Dues are to be paid yearly, with a membership year beginning on January 1st. A reasonable and affordable dues structure shall be decided by the NWMAF Board of Directors.
- 4.04 *Meetings:* There shall be an annual meeting of the membership each calendar year, ordinarily at Special Training, the annual training event sponsored by the NWMAF, usually held in June or July of any given year. Special meetings of the membership may be called by the Chair of the Board of Directors or by one-tenth of the members. Notification of any membership meeting will be posted on the NWMAF website thirty (30) days prior to the event, and/or published in the newsletter.
- 4.05 *Termination:* The Treasurer shall maintain a roster of active members that is updated at least annually. Membership shall be maintained by annual payment of dues to the organization. Membership shall be considered to be terminated if a member fails to pay her dues for a given year. A member may terminate her own membership by formally notifying the Treasurer of her desire to withdraw from the organization. The Board of Directors reserves the right to terminate the membership status of a member for just cause as deemed necessary.

Article V. Board of Directors

- 5.01 *Purpose:* The Board of Directors shall carry out the regular business of the NWMAF, solicit, appoint, and oversee committees, and establish policies in accordance with the stated purposes of the organization.
- 5.02 *Voting:* Decisions of the Board of Directors shall be made by agreement of four (4) of the members of the Board. All members of the Board shall have equal voice managing the affairs of the NWMAF. Five (5) members of the Board shall constitute a quorum to conduct business.
- 5.03 *Composition and Duties:* The Board of Directors shall consist of seven (7) members. The positions and duties of the members of the Board of Directors are as follows:

Chair: The Chair shall make arrangements for Board meetings, notify Board members, and preside at said meetings. The Chair shall promote the NWMAF, both internally and externally, and manage public relations for the organization. The Chair shall oversee the general and financial operations of the NWMAF.

Treasurer: The Treasurer will prepare a yearly budget for ratification at the Board meeting, keep records of all finances of the organization, collect all dues, keep a current list of paid members, and maintain the registered office. The Treasurer is the main contact for the Association Management Contractor; therefore, the registered office of NWMAF is to be maintained by the Treasurer as the AMC mailing address.

Secretary: The Secretary shall be responsible for taking and disseminating minutes of the organization, keeping the history and files of the NWMAF and handling correspondence of the organization. The Secretary shall produce and edit membership bulletins or newsletters and facilitate the flow of information among NWMAF members.

Fundraiser: The Fundraiser shall raise funds for the organization and pursue grants. The Fundraiser shall also conduct outreach to promote the growth of the NWMAF.

Events Coordinator: The Events Coordinator shall accept, review, and prepare proposals for NWMAF-endorsed events for action by the Board. The Events Coordinator shall also serve as a liaison with promoters of NWMAF-endorsed events to offer technical assistance and support to ensure compliance with NWMAF guidelines. The Events Coordinator shall manage the production of Special Training

Two Directors-at-Large. One of these positions shall be designated the Director-at-Large for Member Relations and shall primarily focus on member outreach, recruitment and retention. This individual also directs the activities of the Regional Coordinators. The other shall be designated the Director-at-Large for Self-Defense and shall function as the Self-Defense Group Coordinator. This individual serves as liaison between the Self-Defense Group and the Board of Directors. This candidate must hold current certification as an NWMAF Self-Defense Instructor.

5.04 *Qualifications for Positions:* A member nominated for any Board positions shall be at least 21 years old at the beginning of her prospective term. A member nominated for the position of Chair shall be an NWMAF member at the time of her nomination and have been a member for a minimum of four (4) consecutive years preceding the beginning of her prospective term. A nominee for positions other than the Chair shall be an NWMAF member at the time of her nomination and shall have been members for a minimum of one calendar year preceding the beginning of her prospective term.

5.05 *Nomination and Election of Board Members:* The Board shall designate an Elections Committee to assist in identifying potential Board members and to oversee the elections.

Deadlines effective 11:59 pm eastern time on the stated date

January 1st	Nominations open
January 31st	Members dues must be paid to be eligible to vote
February 15th	Nominations close
February 20th	Nomination acceptance deadline
February 20th	Deadline for Elections Committee to solicit background and platform statements from candidates
March 1st	Deadline for submission of candidate's background and platform
March 15th	Voting opens
March 15th	Deadline for Elections Committee to mail materials to eligible members
May 1st	Voting closes
May 1st	Mailed ballots must be postmarked in order to be valid
May 11th	Mailed ballots must be received in order to be valid
May 15th	Deadline for Elections Committee to submit results report to the Board
May 20th	Deadline for Board to review and approve election results

May 25th Deadline for Board representative to contact all candidates with results

June 1st Deadline for Board to announce results to the membership

Nominations: Any current member may submit a nomination, and any current member may nominate herself. If a nominee accepts the nomination by the deadline she is a candidate; if a nominee declines or fails to respond by the deadline, she is not a candidate.

Elections Committee Duties:

- Perform member outreach to identify potential candidates
- Verify that each nominee meets the qualifications of the position she is nominated for
- Contact nominees by the given deadline to ascertain if they accept or decline the nomination.
- Solicit a background sketch and platform statement from each candidate by the given deadline
- Mail a ballot and a copy of each candidate's background sketch and platform statement to all eligible members by the given deadline
- Tally the votes and submit a report to the Board of the election results by the given deadline

Background sketch and platform statement: The maximum length of each is one hundred words. Additional materials may be accepted and posted electronically at the discretion of the Elections Committee. Candidates are responsible for submitting these materials by the given deadline.

Voting eligibility: In order to be eligible to vote member dues must be paid by the deadline

Voting method: Elections shall be conducted annually by mail and/or online voting. If votes are accepted by mail and online, the Elections Committee shall verify that a validation scheme is implemented to insure that voters cannot submit multiple votes.

Results determination: Board members shall be elected by a plurality of the votes cast.

Valid ballots: Mailed ballots must be postmarked and received by the deadlines given in order to be considered valid.

Acceptance of results: The Board shall review the report submitted by the Elections Committee and vote to recognize the new Board by the given deadline. Results of this vote shall be entered into the official meeting minutes.

Notification and announcement of results: A Board representative shall attempt to contact all candidates with the results by the given deadline. The Board shall announce the results to the membership by the given deadline.

Uncontested elections: In the case of an uncontested election, the Board of Directors shall ratify the election of the candidate(s) and no ballots shall be mailed to the membership. The results of the election shall be published in the newsletter and/or on the NWMAF website.

5.06 *Terms of office:* Board member terms shall be for two (2) years, beginning August 1st of the year elected. The Chair, Secretary, Events Coordinator, and Director-At-Large for Self Defense shall be elected and start serving in even years. The Treasurer, Fundraiser, and Director-At-Large for Member Relations shall be elected and start serving in odd years. No individual may hold the same office for more than three (3) consecutive terms.

5.07 *Meeting Requirements:* Meetings of the Board shall be held at least twice yearly and shall be open to the general membership. The Chair shall provide timely notice to all Board members of the time and place of said meetings. Notice of meetings shall be provided to the membership at least thirty (30) days in advance by posting in the newsletter and/or the website. Meetings may be held by conference call.

5.08 *Resignation by Board member:* In the event that a Board member feels compelled to resign her position, it is requested that she give three (3) months' notice in writing to facilitate the selection of a replacement.

5.09 *Removal for failure of duty:* In the event that a Board member fails to perform her assigned duties the following process shall be followed:

- Written notice will be given to the non-performing Board member. The notice will specify which responsibilities are not being satisfactorily met and the necessary actions to meet them.
- The notice will be sent by the Chair, unless the Chair is the recipient. If the Chair is the recipient the written notice will be delivered by another Board member.
- The Board member will have 90 days to improve her performance.
- The notice will be archived with minutes and official correspondence.

At the end of 90 days the Board member's performance will be assessed in writing. If satisfactory progress has been made no further action will be taken. If the Board member continues to fail to perform her assigned duties she may be removed by the following process:

- A Board meeting will be scheduled to discuss removal.
- Written notification of the meeting shall be given to the individual by the Chair at least two (2) weeks in advance of the Board meeting at which such action shall be discussed. In the event that the removal action is directed at the Chair, written notification shall be given to her by another Board member.
- The woman in question shall be encouraged to attend said meeting, but it is not necessary that she do so.

A Board member may be removed by agreement of at least five (5) Board members.

5.10 *Removal due to incapacitation:* In the event that a Board member is unable to perform her assigned duties for an extended period of time due to illness, accident, or other event, the Board shall have the option to remove the incapacitated Board member by majority vote of the sitting Board, excluding the incapacitated Board member.

5.11 *Filling Board vacancy:* In the event that there is a Board vacancy, the Board shall, by nomination and approval of a majority of the sitting Board, fill the position for the remainder of the unexpired term.

Article VI. Committees

In order to fulfill the stated purposes and goals of the NWMAF, the Board is empowered to establish working committees and to solicit members for the committees from the general membership.

In addition, the Board may establish ad hoc committees as required to perform continuing functions of the NWMAF. The chairperson of each working committee shall report on its activities at each annual meeting.

Article VII. Indemnification

7.01 Each person who is or was a trustee, director, member or officer of the corporation or member of a committee of the corporation and each person who serves or has served at the request of the corporation, as trustee, officer, director, partner, employee or agent of any other corporation partnership, joint venture, trust or other enterprise shall be indemnified by the corporation to the fullest extent permitted by the corporation laws of the State of Delaware as they may be in effect from time to time; provided, however, that the preceding shall not require the corporation to

indemnify any person for any liability, tax or expense to the extent it results in the imposition of tax under section 4958 of the Internal Revenue Code. The corporation may purchase and maintain insurance on behalf of any such person against any liability asserted against and incurred by such person in any such capacity or arising out of her status as such, whether or not the corporation would have the power to indemnify such person against such liability under the preceding sentence. The corporation may, to the extent authorized from time to time by the Board, grant rights to indemnification to employees or agents of the corporation and others to the fullest extent provided under the laws of the State of Delaware as they may be in effect from time to time.

Article VIII. Conflict of Interest

Disclosure Requirement: Whenever any matter arises in which a Board Member, Officer or Member either has a conflict of interest or has a question about the existence of a conflict of interest, /she shall make full disclosure of the material facts of the conflict to the Corporation before the matter is discussed formally.

Documentation: A ruling on the conflict shall be made by a majority vote of the Board and entered into the minutes of the Corporation. Stated conflicts and abstentions shall be included in the minutes.

Abstention of interested Director. Persons who have conflicts of interest as defined herein may participate in the discussion of the matter in question and may be considered in determining the presence of a quorum, but may not vote.

Definition of Conflict: A conflict of interest occurs when a director, officer, employee, member, or family member thereof profits in a personal or financial manner from a Board decision or transaction involving the NWMAF.

Waiver: NWMAF may pursue a conflicted transaction or matter provided any one of the following is true:

- The material facts of the transaction and the conflict were disclosed or known to the Board of Directors, and the Board of Directors authorized, approved or ratified the transaction;
- The material facts of the transaction and the Directors' interests were disclosed or known to the members entitled to vote and they authorized, approved, or ratified the transaction; or,
- The transaction is fair to the NWMAF at the time of ratification.

Article IX. General Provisions

9.01 The Board of Directors shall decide the amount of money required to conduct the business of the NWMAF for the following year and prepare a budget reflecting those needs.

9.02 The fiscal year shall extend from January 1 – December 30 inclusive.

9.03 No part of the net earnings of the NWMAF shall inure to the benefit of, or be distributed to, its members, trustees, officers, or other private persons, except that the NWMAF shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth above. No substantial part of the activities of the NWMAF shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the NWMAF shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these bylaws, the NWMAF shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are

deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

- 9.04 *Operating Rules:* Written rules, separate from these Bylaws, may be established by the Board of Directors. These operating rules may be added to, amended, or repealed at any meeting of the Board by a majority of the quorum. The Operating Rules shall be binding on all Directors and members, unless inconsistent with section 501(c)(3) of the Internal Revenue Code, the Articles of Incorporation, or these Bylaws. A current copy of the Operating Rules shall be maintained by the Secretary and a copy shall be available to any member upon request.
- 9.05 *Records and Files:* Records and files of NWMAF business are the property of the organization, not the individual officers, and shall be transferred at the end of office.
- 9.06 *Code of Conduct:* Elected and Appointed representatives of the NWMAF shall abide by a Code of Professional Conduct that guides business practice and reinforces the organization's commitment to building individual and collective strength. Compliance with these principles is a condition of continued service. This code is available to any member both in published documentation and upon request.
- 9.07 *Conflicts and Grievances:* Conflicts arising in the course of NWMAF business shall be resolved by the methods described in a policy published by the Board of Directors. This policy includes principles of conflict resolution and a formal four-step Grievance Process, available to any member both in published documentation and upon request. Any conflict that substantially affects member safety or organizational liability shall be documented through the Grievance Process.

Article X. Process of Amendment

- 10.01 These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted, provided that the following steps are taken:

The proposed amendment is presented to the Board of Directors in writing;

All Directors are given notice of the upcoming bylaws vote in the meeting notification;

The proposed amendment is presented to the membership in the newsletter and/or on the website no less than thirty (30) days in advance of the vote to amend;

Three-quarters of all Directors present or in absentia vote in favor of adopting the proposed amendment.

Article XI. Dissolution

- 11.01 Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the NWMAF is then located, exclusively for such purposes or to such organization or organization as said Court shall determine, which are organized and operated exclusively for such purposes.

Article XII. Temporary Amendments

12.01 Any Director serving a term that ends December 31, 2010 shall have her term extended to July 31, 2011. Any Director serving a term that ends December 31, 2011 shall have her term extended to July 31, 2012. This temporary amendment supports implementation of changes made to Board terms of office in Article V, to be adopted in December 2010. This temporary amendment shall expire August 2, 2012.

Article XIII. Awards

13.01 **Awards Conferred:** The NWMAF confers the following awards:

- The Coleen Gragen Award of Inspiration
- The Award of Excellence
- Member of the Year Award

13.02 Awards Guidelines:

The following guidelines shall govern The Coleen Gragen Award of Inspiration and The Award of Excellence:

- Nominations for these awards must be received by the Awards Committee Chair by January 31. Nominations may be submitted electronically and the current Awards Committee Chair contact information shall be posted on the NWMAF website.
- A nomination shall be deemed complete when the Awards Committee Chair acknowledges receipt of complete information. Acknowledgement shall be sent no later than 14 days from initial submission of nomination packet. Materials required will be listed in the Process Document which shall be posted on the NWMAF website.
- All candidates shall be evaluated by the Awards Committee utilizing the evaluation tool set established for this purpose and approved by the Board of Directors.
- The Director-at-Large for Member Relations shall notify the nominators of the final decision of the Awards Committee by April 15th.

The following guidelines shall govern the Member of the Year Award:

- Nominations shall be made by Board Members during an executive session.
- Nominees shall be evaluated by a Board quorum utilizing the evaluation tool set established for this purpose and approved by the Board of Directors.
- The Board may give choose to give one, more than one, or no Member of the Year Awards each year.

13.03 **Award of Excellence Benefits:** The following tangible benefits will be given to each Award of Excellence recipient:

- Transportation, lodging, and tuition for the recipient to attend NWMAF's annual conference to accept the award the year the year it is conferred
- At-cost tuition rates for all future annual NWMAF conference's
- An invitation to lecture and/or to teach an all camp session at NWMAF's annual conference
- A scroll or other suitable award
- Lifetime NWMAF membership

13.04 **Award of Inspiration Benefits:** The following tangible benefits will be given to each Award of Inspiration recipient:

- Transportation, lodging, and tuition for the recipient to attend NWMAF's annual conference to accept the award the year the award is conferred

- Free tuition at all future annual NWMAF conference's
- An invitation to lecture, teach, or meet with attendees of NWMAF's annual conference
- A scroll or other suitable award
- Lifetime NWMAF membership

13.05 **Member of the Year Award Benefits:** This is primarily a recognition award. The following benefits will be given to each Award of Inspiration recipient:

- Picture and award bio posted on web site in award area
- No camp or travel compensation included
- Framed certificate
- Small gift selected by the Board
- Recognition at camp in a manner decided by the Board (special name tag, ribbon, posters, etc.)

-----**End Bylaws**-----

Revision History

Section	Key Changes
October 26, 2010 Revision	Primary purpose of this revision is to change the Board member terms from Jan 1-Dec 31 to Aug 1-July 31, resulting in significant changes to Article V and Article XII. Minor formatting issues corrected throughout the document. First draft sent to members Oct 3, 2010 by email. Final revision sent to members Oct 27, 2010 by email.
Article IV	Added sub-article numbering
Article V	Reordered, with <i>Voting sub-article</i> moved to follow 5.01 and renumbered accordingly
5.04	<i>Qualifications for Positions</i> – added minimum age qualification
5.05	<i>Nomination and Election of Board Members</i> – deadlines modified to support change of terms of office, and information reorganized
5.06	<i>Terms of office</i> – change terms from Jan 1-Dec 31 to August 1-July 31.
5.07	<i>Meeting Requirements</i> – add “at least” before thirty (30) days in advance
5.08	<i>Resignation by Board member</i> – changed title
5.09	<i>Removal for failure of duty</i> – replace “consensus” with agreement of at least five (5) Board members, and rename sub-article
5.10	<i>Removal due to incapacitation</i> – rename article and remove information regarding filling the position
5.11	<i>Filling vacancy due to resignation, removal, or incapacitation of an individual Board member</i> – modify so that appointed Board member completes term appointed to
Article IX	Add sub-article numbers
9.02	Change fiscal year from Oct 1-Sep 30 to Jan 1-Dec 31
9.05	Change should to shall
Article XII	Article added for temporary amendments
12.01	New sub-article adjusting current terms to support changes made in Article V
October 15, 2011 Revision	
4.04	Correct ‘chairman of the Board’ to ‘Chair of the Board’
5.09	Modified to include a formal written notice process before removing a Board member
5.11	Modified to address any vacancy instead of specific vacancies
XIII	Add Awards article
	Added table of contents