



# **BY-LAWS OF A.J.K.A.-I.**

**Updated December 11, 2022**

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## SECTION 1. NAME AND STATUS

### Section 1.1. Name.

The name of the corporation shall be **American JKA Karate International, Inc.** (referred to in these By-laws as “A.J.K.A.-I.”). A.J.K.A.-I. may establish such acronyms or abbreviations as may be appropriate for business use, and may establish logos, service marks, or trademarks as may be appropriate to further its purposes, mission recognition and goals.

### Section 1.2. Non-profit Status.

A.J.K.A.-I. shall be a non-profit corporation incorporated and licensed pursuant to the laws of the State of California. A.J.K.A.-I. shall be operated for charitable and educational purposes and it shall also have as its purpose to foster national and international amateur sports competition in the sport of Karate. A.J.K.A.-I. shall operate consistent with and shall maintain a tax-exempt status in accordance with section 501(c)(3) of the Internal Revenue Code. If, at the time of the adoption of these By-laws, the A.J.K.A.-I. is not yet incorporated under the laws of the State of California, all steps reasonable and necessary to give effect to this provision shall be taken to incorporate in the State of California as soon as practicable.

### Section 1.3 Use of “He and She”

In these By-laws the use of “he”/ “she”, “him”/ “her” and “they” are all synonymous with one another.

**SECTION 2.**  
**OFFICES OF A.J.K.A.-I.**

Section 2.1. Business Offices.

The principal office of A.J.K.A.-I. in the United States of America shall be **180 Michael Drive, Suite 104, Syosset, NY 11791** and may at any time and from time to time change the location of its principal office. A.J.K.A.-I. may have such other offices, either within or outside New York , as the Board of Directors may designate or as the affairs of A.J.K.A.-I. may require from time to time. If, at the time of the adoption of these By-laws, the A.J.K.A.-I. principal office is not yet located in New York, all steps reasonable and necessary to give effect to this provision shall be taken as soon as practicable.

## **SECTION 3. MISSION STATEMENT**

### Section 3.1. Mission.

The mission of the A.J.K.A.-I. Karate Association is two-fold:

First, the perfection of traditional Japanese Shotokan technique through attention to detail. For only by perfecting the details can we realize the full potential of our art and ourselves.

Second, to instruct practitioners in a way that makes Karate relevant to the real world. For Karate is more than just one of the most complete systems of self-defense. It is a way of transforming everything we do – inside and outside of the Dojo.

These goals are directed by our Guiding Principles: Character, Sincerity, Effort, Self-control, and Courtesy.

## **SECTION 4. MEMBERSHIP**

### Section 4.1. Categories of Membership.

There are many benefits to joining the A.J.K.A.-I. Membership allows the members of a dojo access to the best instruction, and the highest-level instructors. Members may participate in Camps, Seminars, and Tournaments sponsored by the A.J.K.A.-I. throughout the world, and clubs are eligible to invite senior instructors for examinations and seminars. The A.J.K.A.-I. shall have individual and organization membership categories as follows:

- a. Individual Membership:
  - 1. Those individuals who register individually from their Club.
- b. Club Membership:
  - 1. Club members are those Karate clubs that register and are approved as clubs from the A.J.K.A.-I. Board of Directors (hereinafter referred to as the “BOD”) and which agree to conduct their programs in accordance with and agree to be bound by the rules and regulations of A.J.K.A.-I.

### Section 4.2. Voting Members.

- a. Voting Members shall consist only of those Individual Members who are on the A.J.K.A.-I.’s Board of Directors, as well as, the International President may be given a vote under certain circumstances, as described below. The Voting Members can vote on any issues or proposals raised by the Board of Directors. In addition, only those Board Members that have been a member of A.J.K.A.-I. at least sixty (60) days prior to the date of the election (record date) shall be eligible to vote in an election.
- b. A Voting Member must be in “good standing” in order to be eligible to vote in an election. Good standing is defined as one who has paid his/her membership dues for the current year.

### Section 4.3. Membership Requirements and Dues.

- a. Membership in A.J.K.A.-I. is a privilege and creates certain obligations and duties.
- b. The BOD may establish such membership requirements and dues as it deems necessary or appropriate.

- c. The BOD 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 BOD shall deem necessary or appropriate.
- d. No privilege of membership shall be available until all membership requirements are satisfied and all dues are paid in full.
- e. Any member of the A.J.K.A.-I., by reason of membership, agrees to be subject to the rules and procedures of these By-laws and agrees to be bound by any decision rendered by the BOD, Ethics Committee, Judicial Committee, or any other Committee created by the BOD.

#### Section 4.4. Suspension and Termination of Membership.

The membership of any member or club may be suspended and/or terminated at any time with cause by the Board of Directors, or in accordance with the procedures set out below, or procedures otherwise established by the Board. A member or club shall have the right to a hearing prior to termination pursuant to the provisions related to administrative grievances under Section 13.7(d) below.

#### Section 4.5. Transfer of Membership.

Members may not transfer their membership in A.J.K.A.-I.

#### Section 4.6. A.J.K.A.-I. Logos, Trademarks and Copyrights.

- a. Members shall have no ownership rights or beneficial interests of any kind in the property of A.J.K.A.-I.
- b. Any license to use a logo, trademark or copyright of the A.J.K.A.-I. is immediately terminated if the individual or club terminates or is suspended from membership in the A.J.K.A.-I.
- c. If an individual or club terminates its membership or is suspended from the A.J.K.A.-I they must remove all photos, links, verbiage regarding the A.J.K.A.-I from all of their promotional materials, club website and all social media platforms.

## **SECTION 5. BOARD OF DIRECTORS**

### Section 5.1. General Powers

Except as otherwise provided in these By-laws, all corporate powers shall be exercised by or under the authority of the A.J.K.A.-I.'s BOD. The International Technical Director (hereinafter referred to as the "ITD"), Chairman and Chief Instructor sit solely in advisory roles to the BOD.

### Section 5.2. Officers.

At the effective date of these By-Laws the BODs shall be:

- i. László Csákvári
- ii. Rob DeAngelis
- iii. Torma Gyuri
- iv. Morris Lawrence III
- v. Christine Münnich
- vi. Ed Rumick
- vii. Andras Farkas

### Section 5.3 Function and Duties of the BOD.

The BOD represents the interests of A.J.K.A.-I.'s membership by providing policy, guidance and strategic direction. The BOD oversees the management of A.J.K.A.-I. and its affairs. The BOD shall focus on long-term objectives and impacts, as well as, day-to-day management of the organization. In addition, the BOD performs the following specific functions, among others:

- a. implements procedures to educate each director of the Board on the business and governance affairs of A.J.K.A.-I.;
- b. to evaluate each director's performance, and to orient new directors;
- c. selects, and evaluates the International Technical Director and plans for management succession;
- d. reviews and approves A.J.K.A.-I.'s strategic plan and the annual operating plans, budget, business plans, and corporate performance;
- e. sets policy and provides guidance and strategic direction to management on significant issues facing A.J.K.A.-I.;
- f. reviews and approves significant corporate actions;
- g. oversees the financial reporting process;



- h. oversees effective corporate governance;
- i. monitors to determine whether A.J.K.A.-I.'s assets are being properly protected;
- j. monitors A.J.K.A.-I.'s compliance with State and Federal laws and regulations and the performance of its broader responsibilities;
- k. ensures that the Board and management are properly structured and prepared to act in case of an unforeseen corporate crisis;
- l. and other actions that are necessary for the continued growth of the organization

#### Section 5.4. Qualifications.

- a. To be qualified as a candidate for the BOD the person shall be one of the seven (7) highest ranking members of the A.J.K.A.-I. Organization with a ranking of at least a Go-Dan and above.
- b. A candidate need not be a United States citizen.
- c. A Director shall have the highest personal and professional integrity
- d. The candidate shall have demonstrated exceptional ability and judgment, and shall be effective, in conjunction with the other directors, in serving the long-term interests of the A.J.K.A.-I.
- e. Directors should possess the highest ethical and personal values, judgment and integrity, and have experience to deal with challenges that face A.J.K.A.-I.
- f. Directors should have a high level of experience and understanding of the Fundamental Tenants of Shotokan Karate.

#### Section 5.5. Number.

The BOD shall consist of the seven (7) highest ranking members of the A.J.K.A.-I.

- a. If a seat remains open then the International President shall hold that seat and may have a vote until the seat is filled.
- b. If two seats remain open then the second seat maybe filled by either the Chairman or the Chief Instructor (picked by the ITD) and that person may have a vote until the seat is filled.

#### Section 5.6. Election/Selection.

- a. When a Board position becomes available due to retirement or passing, the ITD and Chairman shall nominate a candidate based on the qualifications set forth in Section 5.4

- b. After a candidate is nominated the BOD shall vote to admit the candidate onto the Board by a majority.

#### Section 5.7. Voting

- a. The election of all Board members can be conducted in person, by email ballot, or such other method approved by the Board of Directors.
- b. All Board Members shall be provided with ballots at least twenty-one (21) days before the date of the election.
- c. Ballots shall be time stamped no later than the date of the election, or if delivered by courier or by hand received no later than the date of the election.
- d. In the event of a tie, the President shall be given a vote that represents the tie breaker.

#### Section 5.8. Tenure.

Each BOD position shall be appointed for life, or until retirement. However, a Board member may be removed from their position with cause subject to the provisions set forth below.

#### Section 5.9. Director Attendance.

The BOD are expected to attend all regularly scheduled Board meetings in person, telephone or by video conference. All Directors are expected to attend all Board meetings. If the Board member misses more than one half of the Board meetings in any twelve-month period, without cause, the BOD may call for a recall election at which time the other Board members may remove the deficient member pursuant to Section 5.10.

#### Section 5.10. Resignation, Removal and Vacancies.

- a. A Director may be removed from the Board and any other position that they hold if they:
  - 1. Fail to attend the Board meetings without cause during any twelve-month (12) period;
  - 2. For cause which is defined as their failure to adhere to the Functions and Duties as set forth in Section 5.3 and 5.4.
- b. In such circumstances as listed above in 5.10(a)(2) the director can be removed from their position upon the affirmative vote of a supermajority of 5 other Board members, and if a tie the President may vote.

- c. BOD's position may be declared vacant upon the director's resignation, removal, incapacity, disability or death.
- d. Any director may resign at any time by giving written notice to the International President. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5.11. Regular and Special Meetings.

The BOD shall meet at regularly scheduled meetings at least two (2) times per year. Special meetings of the Board shall be held upon the call of the International President or upon the written request of not less than fifty (50) percent of the Board.

Section 5.12. Notice of Meetings.

- a. Notice of each meeting of the BOD shall state the date, time and place of the meeting, and in the case of a special meeting the purpose for which the meeting is called.
- b. The Notice shall be given to each director of the Board by or at the direction of the President.
- c. Notice may be given either in writing or orally.
- d. Written notice may be delivered either personally, by mail, by private carrier, by facsimile or by electronic transmission.
- e. It shall be the responsibility of each Board member to update his or her current mailing address, telephone number, facsimile telephone number and e-mail address and service upon the last such address provided shall be deemed proper notice. Such notice shall be delivered to the director's business or residential address (or to such other address provided by the director for such purpose), to the director's facsimile telephone number or to the director's email address.
- f. Written notice shall be delivered no fewer than five (5) days before the date of the meeting. If mailed, such notice shall be deemed delivered when deposited in the United States mail. If delivered by private carrier, such notice is deemed delivered upon deposit with the carrier. If transmitted by facsimile or electronic transmission such notice shall be deemed to be given when the transmission is complete.
- g. Oral notice may be delivered either personally or telephonically. Such notice shall be delivered to the director (or to such other individual provided by the director for such purpose). Oral notice shall be delivered no fewer than two (2) days before the

date of the meeting. Oral notice is effective when communicated. The method of notice need not be the same as to each director.

- h. Emergency Meetings. The President has the sole authority to declare and request that an emergency meeting of the Board of Directors should be called. The President should give the Board of Directors at least 24 hours' notice of such meeting and should coordinate with the Board on how their appearance and quorum will be accepted.

#### Section 5.13. Quorum.

The presence of five (5) directors of the Board, or their proxy at the start of any meeting constitutes a quorum for the transaction of business, and the act of a majority of directors on the Board constitutes the act of the Board.

- a. The ITD, Chairman and Chief Instructor may be present at any and all Board meetings, but do not qualify as being part of the quorum

#### Section 5.14. Voting by Proxy.

A director may vote or act by proxy at any meeting of the Board.

- a. Any Director who gives another Director or member of the A.J.K.A.-I. their proxy they have agreed that any decision made by the proxy was made on their behalf.

#### Section 5.15. Transacting Business by Mail, Electronic Mail, Telephone or Facsimile.

The BOD shall have the power to transact its business by mail, electronic-mail, telephone, or facsimile, if in the judgment of the International President the urgency of the case requires such action.

#### Section 5.16. Agenda.

The agenda for a meeting of the BOD shall be set by the International President. Any director of the Board may request that items be placed on the Board's agenda.

#### Section 5.17. Questions of Order and Board Meeting Leadership.

Questions of order shall be decided by the International President unless otherwise provided in advance by the Board. The International President shall lead meetings of the Board. If the International President is absent from any meeting of the Board, then the President shall designate in writing in advance one (1) other director of the Board to preside. If the International President is unable to make or has not made such a designation, the Board may choose another director to serve as presiding officer for that meeting.

Section 5.18. Effectiveness of Actions.

Actions taken at a meeting of the BOD shall become effective immediately following the adjournment of the meeting, except as otherwise provided in the By-laws or when a definite effective date is recited in the record of the action taken.

Section 5.19. Board of Director Meeting Sessions.

All meetings of the BODs shall be closed; unless otherwise agreed by a majority of the Board. In the event that the BOD deems that a Meeting shall be open to the A.J.K.A.-I. membership then the International President or BOD member shall advise the general membership of the time and place of the meeting.

Section 5.20. Minutes of Meetings.

The minutes of all meetings of the BOD shall be taken by the Secretary, or his designate, and sent to the Board, ITD, Chairman, Chief Instructor and International President for review. The minutes will then be adopted at the next scheduled meeting.

Section 5.21. Compensation.

Directors of the Board shall not receive compensation for their services as directors, although the reasonable expenses of directors may be paid or reimbursed in accordance with A.J.K.A.-I. policies.

Section 5.22. Tie Breaking vote.

In the event of a tie, the President shall be given a vote that represents the tie breaker.

**SECTION 6.**  
**INTERNATIONAL TECHNICAL DIRECTOR**

Section 6.1. Designation.

- a. In recognition of his involvement in the creation of the A.J.K.A.-I. in 1985, upon the implementation of these By-Laws the BOD hereby nominates and appoints Sensei Leslie Safar to the position of International Technical Director (ITD).
- b. The role of International Technical Director (ITD), while held by Sensei Safar, shall be for life. Upon his retirement or passing the BOD shall nominate and elect a new International Technical Director.

Section 6.2. Selection of International Technical Director.

When the position of ITD becomes open, after the retirement or passing of Sensei Safar, the BOD, along with the advice and counseling of the Chairman, shall select a new ITD.

Section 6.3. Qualifications.

- a. To be qualified as a candidate for the ITD the person must already be a member of the BOD or the Chairman.
- b. A candidate need not be a United States citizen.
- c. The candidate for ITD shall have the highest personal and professional integrity
- d. The candidate shall have demonstrated exceptional ability and judgment, and shall be effective, in conjunction with the other directors, in serving the long-term interests of the A.J.K.A.-I.
- e. The candidate should possess the highest personal values, judgment and integrity, and have experience to deal with challenges that face A.J.K.A.-I.
- f. The candidate should have a high level of experience and understanding of the Fundamental Tenants of Shotokan Karate.
- g. Be an A rated Instructor for at least five (5) years
- h. Has taught the Instructor Training Seminar for at least five (5) years

Section 6.4. Election of ITD.

- a. The new ITD shall be picked by a majority vote of five (5) of the BOD

- b. The individual(s) selected for the ITD may vote for him/herself at the election if they are a member of the BOD.

#### Section 6.5. Tenure.

- a. While Sensei Safar is alive and holds the position of ITD it will be a life appointment. However, Sensei Safar may be removed from his position with cause subject to the provisions set forth below in 6.8.
- b. After the passing or retirement of Sensei Safar, any ITD elected will have an initial term of two (2) years. As indicated above, the ITD may be removed from his position with cause subject to the provisions set forth below in 6.8.
- c. At the end of the two (2) year term the BOD may extend the tenure to the ITD for an additional two (2) years with a majority vote.
- d. There is no maximum amount of two-year terms that the ITD may seat so long as he continues to be elected.

#### Section 6.6. Duties of the International Technical Director.

It is the ITD's responsibility to maintain the A.J.K.A.-I.'s high level of Shotokan training. The ITD is responsible for:

- a. Creating standards within the A.J.K.A.-I. for Examination
- b. Creating and maintaining the Instructor Training Program
- c. Maintaining the human development (Budo) aspect of karate;
- d. Test and evaluate candidates for Sandan and above;
- e. Maintaining the Tradition of Shotokan karate and the principles given by Sensei Funakoshi, Nakayama and Safar;
- f. Develop a strategy for achieving the A.J.K.A.-I. mission, goals and objectives and present the strategy to the BOD for approval;
- g. Coordinate A.J.K.A.-I. International activities
- h. Adhere to the ethics and standards expected from the International Technical Director that may be established by the Board of Directors and or the Judicial/Ethics Committee.

### Section 6.7. ITD Ability to Hold Other Positions.

- a. Upon ascending the position of ITD the candidate must vacate any position they may have on the Board of Directors, if they previously held such a seat.
- b. The ITD may continue to hold any Committee position(s) that they may have held before ascending to ITD.
- c. However, the ITD may not also hold the position of Chief Instructor and/or Chairman of the A.J.K.A.-I. These positions must be separate. If the newly appointed ITD previously held the position of Chief Instructor or Chairman then that position must be vacated and filled by a new person.

### Section 6.8. Resignation, Removal and Vacancies.

- a. While Sensei Safar is the ITD the position is for life or until retirement. Notwithstanding Section 6.1(b), Sensei Safar and/or any future ITD may be removed from their position with cause as indicated below in part 6.8 (d).
- b. The ITD position, following Sensei Safar, may be declared vacant upon the ITD's resignation, removal, incapacity, disability or death.
- c. The ITD may resign at any time by giving written notice to the BOD. Such resignation shall take effect at the time specified in the notice, and unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.
- d. An ITD may be removed from his position and any other position that they hold if they:
  1. Fail to attend the Board meetings without cause during any twelve-month (12) period;
  2. For cause which is defined as their failure to adhere to the Duties as set forth in Sections 6.3 or 6.6, or fails to adhere to the ethics and standards expected from the International Technical Director.
  3. The ITD may be removed for cause upon the affirmative vote of a supermajority (at least five (5)) of the Board of Directors (excluding the voting power of the ITD if he holds a seat on the BOD).

### Section 6.9 Voting Status

The ITD position is a non-voting position.



Section 6.10. Compensation.

The ITD shall not receive compensation for his service as ITD, although the reasonable expenses of the ITD may be paid or reimbursed in accordance with A.J.K.A.-I. policies.

**SECTION 7.  
CHAIRMAN OF THE A.J.K.A-I**

Section 7.1. Designation.

- a. In recognition of his involvement in the A.J.K.A.-I., upon the implementation of these By-laws, the BOD hereby nominates and appoints Sensei Avi Azoulay to the position of Chairman of the A.J.K.A-I

Section 7.2. Selection

When the position of Chairman becomes open, after the vacating, retirement, or passing of Sensei Avi Azoulay, the BOD of Directors shall select a new Chairman from the members of the BOD or be a member of the A.J.K.A.-I. who is 7<sup>th</sup> DAN or above.

Section 7.3. Qualifications.

- a. To be qualified as a candidate for the position of Chairman the person must be a member of the BOD or be a member of the A.J.K.A.-I. who is 7<sup>th</sup> DAN or above.
- b. A candidate need not be a United States citizen.
- c. The candidate for Chairman shall have the highest personal and professional integrity
- d. The candidate shall have demonstrated exceptional ability and judgment, and shall be effective, in conjunction with the other directors, in serving the long-term interests of the A.J.K.A.-I.
- e. The candidate should possess the highest personal values, judgment and integrity, and have experience to deal with challenges that face A.J.K.A.-I.
- f. The candidate should have a high level of experience and understanding of the Fundamental Tenants of Shotokan Karate.

#### Section 7.4. Election of Chairman.

- a. The new Chairman shall be picked by a majority vote of five (5) of the BOD.
- b. The individual(s) selected for the Chairman may vote for him/herself at the election if they previously had a seat on the BOD

#### Section 7.5. Tenure.

- a. The tenure Chairman will have an initial term of two (2) years. As indicated above, the Chairman may be removed from his position with cause subject to the provisions set forth below in 7.7.
- b. After the initial two (2) year term the BOD shall convene to determine whether it will agree to extend the tenure to the Chairman for an additional two (2) years.
- c. There is no maximum amount of two year terms that the Chairman may seat so long as he continues to be elected.

#### Section 7.6. Duties of the Chairman

The Primary role of the Chairman is to ensure that the BOD are effective in their task of setting and implementing the direction and strategy of the A.J.K.A.-I. In addition, the Chairman shall:

- a. Assist the ITD in promoting his agenda to the A.J.K.A.-I.;
- b. Help the ITD to create standards within the A.J.K.A.-I. for Examination;
- c. Test and evaluate candidates for Sandan and above;
- d. Maintaining the Tradition of Shotokan karate and the principles given by Sensei Funakoshi, Nakayama and Safar;
- e. Maintaining the human development (Budo) aspect of karate
- f. Develop a strategy for achieving the A.J.K.A.-I. mission, goals and objectives and present the strategy to the BOD for approval;
- g. Coordinate A.J.K.A.-I. international activities;
- h. Adhere to the ethics and standards expected from the Chairman of the AJKA-I that may be established by the Board of Directors and or the Judicial/Ethics Committee.

Section 7.7. Resignation, Removal and Vacancies.

- a. The Chairman may be removed from their position with cause as indicated below in part (d).
- b. The Chairman position, may be declared vacant upon the Chairman's resignation, removal, incapacity, disability or death.
- c. The Chairman may resign at any time by giving written notice to the BOD. Such resignation shall take effect at the time specified in the notice, and unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.
- d. A Chairman may be removed from his position and any other position that they hold if they:
  1. Fail to attend the Board meetings without cause during any twelve-month (12) period;
  2. For cause which is defined as their failure to adhere to the Duties as set forth in Sections 7.3 or 7.6, or fails to adhere to the ethics and standards expected from the Chairman.
  3. The Chairman and Chief Instructor may be removed for cause upon the affirmative vote of a supermajority (at least five (5) Board of Directors) excluding the voting power of the Chairman and Chief Instructor if he holds a seat on the BOD.

Section 7.8. Voting Status

The Chairman position is a non-voting position.

Section 7.9. Compensation.

The Chairman shall not receive compensation for his or her service as Chairman, although the reasonable expenses of the Chairman may be paid or reimbursed in accordance with A.J.K.A.-I.'s policies.

## **CHIEF INSTRUCTOR**

### Section 8.1. Designation.

- a. In recognition of his involvement in the A.J.K.A.-I., upon the implementation of these By-laws, the BOD hereby nominates and appoints Sensei Salvatore Lopresti to the position of Chief Instructor of the A.J.K.A.-I

### Section 8.2. Selection

When the position of Chief Instructor becomes open, after the vacating, retirement, or passing of Sensei Salvatore Lopresti, the BOD of Directors shall select a new Chief Instructor from the members of the BOD or be a member of the A.J.K.A.-I. who is 7<sup>th</sup> DAN or above.

### Section 8.3. Qualifications.

- a. To be qualified as a candidate for the position of Chief Instructor the person must be a member of the BOD or be a member of the A.J.K.A.-I. who is 7<sup>th</sup> DAN or above.
- b. A candidate need not be a United States citizen.
- c. The candidate for Chief Instructor shall have the highest personal and professional integrity
- d. Be an A rated Instructor for at least five (5) years
- e. Has taught the Instructor Training Seminar for at least five (5) years
- f. The candidate shall have demonstrated exceptional ability and judgment, and shall be effective, in conjunction with the other directors, in serving the long-term interests of the A.J.K.A.-I.
- g. The candidate should possess the highest personal values, judgment and integrity, and have experience to deal with challenges that face A.J.K.A.-I.
- h. The candidate should have a high level of experience and understanding of the Fundamental Tenants of Shotokan Karate.

### Section 8.4. Election of Chief Instructor.

- a. The new Chief Instructor shall be picked by a majority vote of five (5) of the BOD.
- b. The individual(s) selected for the Chief Instructor may vote for him/herself at the election if they previously had a seat on the BOD

### Section 8.5. Tenure.

- a. The tenure Chief Instructor will have an initial term of two (2) years. As indicated above, the Chief Instructor may be removed from his position with cause subject to the provisions set forth below in 7.7.
- b. After the initial two (2) year term the BOD shall convene to determine whether it will agree to extend the tenure to the Chief Instructor for an additional two (2) years.
- c. There is no maximum amount of two-year terms that the Chief Instructor may seat so long as he continues to be elected.

### Section 8.6. Duties of the Chief Instructor

The primary duties of the Chief Instructor is to coordinate with the ITD to develop and prepare a curriculum to advance the standards and the quality of the A.J.K.A.-I. In addition, the following duties are expected from the Chief Instructor:

- a. Assist the ITD in promoting his agenda to the A.J.K.A.-I.;
- b. Help the ITD to create standards within the A.J.K.A.-I. for Examination;
- c. Maintain the quality of the instructors;
- d. Make sure that the beginners through advance levels are being trained the same information throughout the organization;
- e. Supervise instructors to make sure that they are teaching the same level across the entire A.J.K.A.-I
- f. Test and evaluate candidates for Sandan and above;
- g. Assist the International Director of Instructor Training
- h. Maintaining the Tradition of Shotokan karate and the principles given by Sensei Funakoshi, Nakayama and Safar;
- i. Maintaining the human development (Budo) aspect of karate
- j. Develop a strategy for achieving the A.J.K.A.-I. mission, goals and objectives and present the strategy to the BOD for approval;
- k. Coordinate A.J.K.A.-I. international activities;

1. Adhere to the ethics and standards expected from the Chief Instructor of the AJKA-I that may be established by the Board of Directors and or the Judicial/Ethics Committee.

#### Section 8.7. Resignation, Removal and Vacancies.

- a. The Chief Instructor may be removed from their position with cause as indicated below in part (d).
- b. The Chief Instructor position, may be declared vacant upon the Chief Instructor resignation, removal, incapacity, disability or death.
- c. The Chief Instructor may resign at any time by giving written notice to the BOD. Such resignation shall take effect at the time specified in the notice, and unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.
- d. A Chief Instructor may be removed from his position and any other position that they hold if they:
  1. Fail to attend the Board meetings without cause during any twelve-month (12) period;
  2. For cause which is defined as their failure to adhere to the Duties as set forth in Sections 7.3 or 7.6, or fails to adhere to the ethics and standards expected from the Chief Instructor.
  3. The Chief Instructor may be removed for cause upon the affirmative vote of a supermajority (at least five (5) Board of Directors) excluding the voting power of the Chief Instructor if he holds a seat on the BOD.

#### Section 8.8. Voting Status

The Chief Instructor position is a non-voting position.

#### Section 8.9. Compensation.

The Chief Instructor shall not receive compensation for his or her service as Chief Instructor, although the reasonable expenses of the Chief Instructor may be paid or reimbursed in accordance with A.J.K.A.-I.'s policies.

## **SECTION 9. INTERNATIONAL PRESIDENT**

### Section 9.1. Designation.

- a. Upon the implementation of these By-laws, the BOD hereby nominates and appoints Robert P. Tomasulo to the position of International President.

### Section 9.2. Selection

When the position of International President becomes open, after the tenure, retirement, or passing of Robert Tomasulo, the BOD of Directors shall select a new President from the members of the BOD or from the general members of the A.J.K.A.-I.

### Section 9.3. Qualifications.

To be qualified as a candidate for the position of International President the person must be:

- a. A member of the BOD or be a general member of the A.J.K.A.-I.
- b. A candidate need not be a United States citizen.
- c. The candidate for International President shall have the highest personal and professional integrity
- d. The candidate shall have demonstrated exceptional ability and judgment, and shall be effective, in conjunction with the other directors, in serving the long-term interests of the A.J.K.A.-I.
- e. The candidate should possess the highest personal values, judgment and integrity, and have experience to deal with challenges that face A.J.K.A.-I.
- f. The candidate should have a high level of experience and understanding of the Fundamental Tenants of Shotokan Karate.

### Section 9.4. Election of International President

- a. The new International President shall be picked by a majority vote of the BOD.

### Section 9.5. Tenure.

- a. The tenure shall be for four (4) year terms
- b. There are no maximum term limits for the International President.

## Section 9.6. Duties of the International President

The President shall:

- a. Assist the ITD, Chairman, Chief Instructor and BOD and promote their agendas to the A.J.K.A.-I.;
- b. Set all meeting and meeting agendas, either in person, via telephone or video conference or proxy;
- c. Preside at all meetings of the Board of Directors
- d. See that all BOD commitments, resolutions and oversight are carried into effect, exercise such powers and perform such other duties as from time to time may be assigned by the Board.
- e. Maintain the Tradition of Shotokan karate and the principles given by Sensei Funakoshi, Nakayama and Safar;
- f. Develop a strategy for achieving the A.J.K.A.-I. mission, goals and objectives and present the strategy to the BOD for approval;
- g. Coordinate A.J.K.A.-I. international activities;
- h. Maintain the ethical standards as required and expected from the President of the AJKA-I

## Section 9.7. Resignation, Removal and Vacancies.

- a. The International President's position with A.J.K.A.-I. may be declared vacant upon the officer's resignation, removal, incapacity, disability or death.
- b. The International President may resign at any time by giving written notice to the Board.
- c. Such resignation shall take effect at the time specified in the notice, and unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.
- d. The International President may be removed from position if he fails to attend the Board meetings without cause during any twelve-month (12) period;
- e. For cause which is defined as their failure to adhere to the Functions and Duties as set forth in Section 9.6.



- f. In such circumstances as listed above in 9.7(e) the International President can be removed from their position upon the affirmative vote of a supermajority of five (5) Board members.
- g. International President's position may be declared vacant upon the International President's resignation, removal, incapacity, disability or death.
- h. The International President may resign at any time by giving written notice to the BOD. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

#### Section 9.8. Voting Status

- a. The International President position is a non-voting position.
- b. However, in the event of a tie vote of the Board Members then the President shall be given a vote that represents the tie breaker.
- c. See also Section 5.5 as the International President may hold the empty seat of a Director in which case he will have the power to vote.

#### Section 9.9. Compensation.

The International President shall not receive compensation for his or her service as President, although the reasonable expenses of the International President's may be paid or reimbursed in accordance with A.J.K.A.-I.'s policies.

**SECTION 10.**  
**INTERNATIONAL SECRETARY**

Section 10.1. Designation.

Upon the implementation of these By-laws, the BOD hereby nominates and appoints Andrew L. Spivack to the position of International Secretary.

Section 10.2. Selection

When the position of International Secretary becomes open, after the tenure of Andrew Spivack the International President shall nominate and the BOD of Directors shall approve a new International Secretary.

Section 10.3. Qualifications.

- a. To be qualified as a candidate for the position of International Secretary the person must be a member of the A.J.K.A.-I.
- b. A candidate need not be a United States citizen.
- c. The candidate for International Secretary shall have the highest personal and professional integrity
- d. The candidate shall have demonstrated exceptional ability and judgment, and shall be effective, in conjunction with the other directors, in serving the long-term interests of the A.J.K.A.-I.
- e. The candidate should possess the highest personal values, judgment and integrity, and have experience to deal with challenges that face A.J.K.A.-I.
- f. The candidate should have a high level of experience and understanding of the Fundamental Tenants of Shotokan Karate.

Section 10.4. International Secretary.

- a. The new International Secretary shall be picked by the International President and be approved by a majority vote of four (4) Board members.

Section 10.5. Tenure.

- a. The tenure shall be for four (4) year terms
- b. There are no maximum term limits for the International Secretary

#### Section 10.6. Duties of the International Secretary

The International Secretary shall:

- a. keep the minutes of the proceedings of the Board;
- b. see that all notices are duly given in accordance with the provisions of these By-laws or as required by law;
- c. be custodian of the corporate records;
- d. perform all duties incident to the office of International Secretary and
- e. perform such other duties as from time to time may be assigned to the International Secretary by the International President

#### Section 10.7. Resignation, Removal and Vacancies.

The International Secretary position with A.J.K.A.-I. may be declared vacant upon the resignation, removal, incapacity, disability or death. The International Secretary may resign at any time by giving written notice to the President. Such resignation shall take effect at the time specified in the notice, and unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.

The International Secretary may be removed for cause upon the recommendation of the International President and an affirmative vote of four (4) BOD.

#### Section 10.8. Voting Status

The International Secretary position is a non-voting position.

#### Section 10.9. Compensation.

The International Secretary shall not receive compensation for his or her service as International Secretary, although the reasonable expenses of the International Secretary may be paid or reimbursed in accordance with A.J.K.A.-I.'s policies.

**SECTION 11.**  
**INTERNATIONAL DIRECTOR OF INSTRUCTOR TRAINING**

Section 11.1. Designation.

Upon the implementation of these By-laws, the ITD hereby nominates and appoints Robert DeAngelis to the position of International Director of Instructor Training (hereinafter referred to as “IDIT”).

Section 11.2. Selection

When the position of IDIT becomes open, after the tenure of Robert DeAngelis, the ITD shall nominate and approve the new IDIT.

Section 11.3. Qualifications.

- a. To be qualified as a candidate for the position of IDIT the person must be a member of the A.J.K.A.-I. who is 5<sup>th</sup> DAN or above.
- b. A candidate need not be a United States citizen.
- c. Must have completed the Instructor Training Course
- d. Be an A rated Instructor for at least five (5) years
- e. Has taught the Instructor Training Seminar for at least five (5) years
- f. The candidate for IDIT shall have the highest personal and professional integrity
- g. The candidate shall have demonstrated exceptional ability and judgment, and shall be effective, in conjunction with the other directors, in serving the long-term interests of the A.J.K.A.-I.
- h. The candidate should possess the highest personal values, judgment and integrity, and have experience to deal with challenges that face A.J.K.A.-I.
- i. The candidate should have a high level of experience and understanding of the Fundamental Tenants of Shotokan Karate.

Section 11.4. Tenure.

- a. The tenure shall be for four (4) year terms.
- b. There are no maximum term limits for the IDIT

- c. The Board of Directors may remove this person from position for “cause”

Section 11.5. Duties of the IDIT

- a. The IDIT is responsible for making sure that the Instructor Training Program is continued to be taught in the same manner as created and designed by the ITD.
- b. The IDIT shall administer the ITP and monitor that the Regional Instructors Trainers are teaching the Program as designed by the ITD
- c. The IDIT shall review the written reports of the candidates.
- d. The IDIT shall review the final written projects of the candidates.
- e. The IDIT shall sign all of the diplomas of the graduating members.

Section 11.6. Resignation, Removal and Vacancies.

The IDIT position with A.J.K.A.-I. may be declared vacant upon the resignation, removal, incapacity, disability or death. The IDIT may resign at any time by giving written notice to the IDT. Such resignation shall take effect at the time specified in the notice, and unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.

The IDIT may be removed for cause upon the decision of IDT and or the Board of Directors.

Section 11.7. Voting Status

The IDIT position is a non-voting position.

Section 11.8. Compensation.

The IDIT shall not receive compensation for his or her service as IDIT, although the reasonable expenses of the IDIT may be paid or reimbursed in accordance with A.J.K.A.-I.’s policies.

**SECTION 12.**  
**INTERNATIONAL TREASURER**

Section 12.1. Designation.

- a. Upon the implementation of these By-laws, the BOD hereby nominates and appoints Avi Azoulay to the position of International Treasurer.

Section 12.2. Selection

When the position of International Treasurer becomes open, after the tenure, retirement, or passing of Avi Azoulay, the BOD of Directors shall select a new Treasurer from the members of the BOD or from the general members of the A.J.K.A.-I.

Section 12.3. Qualifications.

To be qualified as a candidate for the position of International Treasurer the person must be:

- a. A member of the BOD or be a general member of the A.J.K.A.-I.
- b. A candidate need not be a United States citizen.
- c. The candidate for International Treasurer shall have the highest personal and professional integrity.
- d. The candidate shall have demonstrated exceptional ability and judgment, and shall be effective, in conjunction with the other directors, in serving the long-term interests of the A.J.K.A.-I.
- e. The candidate should possess the highest personal values, judgment and integrity, and have experience to deal with challenges that face A.J.K.A.-I.
- f. The candidate should have prior experience as either an accountant or as the treasurer of another organization or group

Section 12.4. Election of International Treasurer

- a. The new International Treasurer shall be picked by a majority vote of the BOD.

Section 12.5. Tenure.

- a. The tenure shall be for four (4) year terms
- b. There are no maximum term limits for the International President.

#### Section 12.6. Duties of the International Treasurer

- a. International Treasurer is assigned the primary responsibility of overseeing the management and reporting the A.J.K.A.-I.'s finances.
- b. The International Treasurer should be knowledgeable about who has access to the organization's funds, and any outstanding bills or debts owed, as well as, developing systems for keeping cash flow manageable.
- b. The International Treasurer shall oversee the funding of events; determine whether events will be profitable; and work in conjunction with the BOD to raise funds for such events.
- c. The International Treasurer shall develop the annual budget for the A.J.K.A.-I., as well as, compare the actual revenues and expenses incurred against the budget.
- d. The International Treasurer shall keep the BOD regularly informed of key financial events, trends, concerns, and assessment of fiscal health in addition to completing required financial reporting forms in a timely fashion and making these forms available to the BOD.
- e. The International Treasurer shall manage the book keeping and record keeping for the A.J.K.A.-I.
- f. The International Treasurer shall select a bank, sign checks, and invest excess funds wisely concurring with the BOD.

#### Section 12.7. Resignation, Removal and Vacancies.

- a. The International Treasurer's position with A.J.K.A.-I. may be declared vacant upon the officer's resignation, removal, incapacity, disability or death.
- b. The International Treasurer may resign at any time by giving written notice to the Board.
- c. Such resignation shall take effect at the time specified in the notice, and unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.
- d. The International Treasurer may be removed from position if he fails to attend the Board meetings without cause during any twelve-month (12) period;
- e. For cause which is defined as their failure to adhere to the Functions and Duties as set forth in Section 12.6 or as determined by the Board of Directors.

- f. The International Treasurer can be removed from his position upon the affirmative vote of a supermajority of 5 other Board members.
- g. International Treasurer's position may be declared vacant upon the International President's resignation, removal, incapacity, disability or death.
- h. The International Treasurer may resign at any time by giving written notice to the BOD. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 12.8. Voting Status

- a. The International Treasurer position is a non-voting position.

Section 12.9. Compensation.

The International Treasurer shall not receive compensation for his or her service as Treasurer, although the reasonable expenses of the International Treasurer may be paid or reimbursed in accordance with A.J.K.A.-I.'s policies.



## **SECTION 13**

### **INTERNATIONAL CHIEF OF REFEREES AND JUDGES**

#### Section 13.1. Designation.

The Referees are a fundamental part of Karate as a sport. The supervision of the different actions, of the quality of the performance, of the fair play and of the strict compliance with the Rules make possible that the discipline stays aligned with the competition scenario defined beforehand. As such, the BOD on June 24, 2017 created the position of International Chief of Referees and Judges (hereinafter referred to as “ICRJ”). The BOD nominates Amy Hung for this position. This position and appointment were approved unanimously by the BOD.

#### Section 13.2. Selection

When the position of ICRJ becomes open, after the tenure of Amy Hung, the BOD shall nominate and approve the new ICRJ.

#### Section 13.3. Qualifications.

- a. To be qualified as a candidate for the position of ICRJ the person must be a member of the A.J.K.A.-I. who is 5<sup>th</sup> DAN or above.
- b. A candidate need not be a United States citizen.
- c. Must have completed the Instructor Training Course
- d. Be an A rated Instructor for at least five (5) years
- e. Must be an A rated National Kumite and Kata Judge
- f. The candidate for ICRJ shall have the highest personal and professional integrity
- g. The candidate shall have demonstrated exceptional ability and judgment, and shall be effective, in conjunction with the other directors, in serving the long-term interests of the A.J.K.A.-I.
- h. The candidate should possess the highest personal values, judgment and integrity, and have experience to deal with challenges that face A.J.K.A.-I.
- i. The candidate should have a high level of experience and understanding of the Fundamental Tenants of Shotokan Karate.

#### Section 13.4. Tenure.

- a. The tenure shall be for four (4) year terms.
- b. There are no maximum term limits for the ICRJ
- c. The Board of Directors may remove this person from position for “cause”

#### Section 13.5. Duties of the ICRJ

- a. The ICRJ is responsible for making sure that International, National and Local tournaments hosted by AJKA-I clubs/schools have the same minimum standards and requirements as set forth and designed by the ICRJ.
- b. The ICRJ shall create a set of International Rules for judging Kata, Kumite, Kobudo, Team Kata and Team Kumite that shall be utilized by the AJKA-I host schools as the minimum standards for their events.
- c. The ICRJ shall administer and monitor a training seminar for Referees and Judges.

#### Section 13.6. Resignation, Removal and Vacancies.

The ICRJ position with A.J.K.A.-I. may be declared vacant upon the resignation, removal, incapacity, disability or death. The ICRJ may resign at any time by giving written notice to the BOD. Such resignation shall take effect at the time specified in the notice, and unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.

The ICRJ may be removed for cause upon the decision of BOD.

#### Section 13.7. Voting Status

The ICRJ position is a non-voting position.

#### Section 13.8. Compensation.

The ICRJ shall not receive compensation for his or her service as ICRJ, although the reasonable expenses of the ICRJ may be paid or reimbursed in accordance with A.J.K.A.-I.’s policies.

## **SECTION 14. COMMITTEES**

### Section 14.1. Creation

The following positions may create committees as they deem fit and necessary for the continued advancement and day to day operation of the A.J.K.A.-I.

- a. BOD
  1. The BOD may by resolution, or resolutions, adopt by a majority of the entire Board, create a committee and appoint members of the A.J.K.A.-I. to run such committee.
  2. To the extent provided in said resolution, or resolutions, and within the limitations prescribed by statute, may exercise the powers of the BOD in the management of the business and affairs of the corporation.
  3. The BOD may afford the Committee the power to authorize the seal of the corporation to be affixed to all papers which may require it.
  
- b. ITD, Chairman, President and IDIT
  1. The ITD, Chairman, President and IDIT may create any committee that they deem necessary for the continued advancement of the A.J.K.A.-I..
  2. The ITD, Chairman, President and IDIT may appoint one or more members of the A.J.K.A.-I. to head the committee that is created.
  3. These committees report directly to the ITD, Chairman, President or IDIT.
  4. These committees do not have the power to bind the A.J.K.A.-I. to any contract or agreement; unless such agreement has been approved by a majority of the BOD.

### Section 14.2. Committee

- a. Upon the implementation of these By-laws, the following Committees are immediately created:
  1. International Ethics & Judicial Committee – Ann-Marie DeAngelis, Thomas Reynolds and Arnfried Krause
  2. Director of Club Recruitment & Development – Salvatore Lopresti
  3. International Events Director – Amy Hung

- b. The BOD ITD, Chairman, President, IDIT may create any other Committees that they determine are necessary for the day to day running of the A.J.K.A.-I.

#### Section 14.3. Voting Status

All Committee positions that are created are non-voting positions.

#### Section 14.4 Tenure.

- a. The term for all standing and other committee members shall be four (4) years.
- b. A committee member shall remain on the committee until the committee member resigns, is removed for cause, incapacity, disability or death.
- c. There are no maximum term limits for the Committee members.

#### Section 14.5. Resignation, Removal and Vacancies.

- a. A committee member's position on a committee may be declared vacant upon the committee member's resignation, removal, incapacity, disability or death.
- b. A committee member may resign at any time by giving written notice to the BOD, ITD, Chairman, President and IDIT
- c. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- c. Committee members may be removed by the individual or body that created their position (i.e. BOD, ITD, Chairman, President or IDIT) for cause.
- d. Any vacancy occurring in a committee shall be filled as set forth for the appointment of that committee.

#### Section 14.6. Compensation.

Committee members shall not receive compensation for their services as committee members, although the reasonable expenses of committee and task force members may be paid or reimbursed in accordance with A.J.K.A.-I. policies.

Section 14.7. International Ethics and Judicial Committee.

Upon the implementation of these By-laws an Ethics and Judicial Committee shall be created.

- a. The Board of Directors has appointed Ann Marie DeAngelis, Thomas Reynolds and Arnfried Krause to this Committee;
- b. The Ethics and Judicial Committee shall consist of no less than three (3) members (including the Chair) and no more than five (5), and must be an odd number;
- c. Any decisions of the Ethics and Judicial Committee must be by a majority.
- d. The Ethics and Judicial Committee shall:
  1. Develop a Code of Ethics for the A.J.K.A.-I.;
  2. All Codes of Ethics created must be approved by a majority vote of the BOD;
  3. Administer and oversee compliance with the Code of Ethics;
  4. Review and investigate matters of ethical impropriety and reach decisions on the issue and the individual(s) as to whether or not the action violated the A.J.K.A.-I.'s code of Ethics;
  5. Review and provide guidance on ethical questions presented to it by the BOD, officers, and committee members, volunteers, staff and A.J.K.A.-I. members;
  6. Administer and oversee all grievances received by an A.J.K.A.-I. member;
  7. Hear and render a decision on grievances and disciplinary matters it receives from the BOD, ITD or Chairman;
  8. Review and make a final determination on any recommendations received from the International Ethics Committee;
  9. Perform such other duties as assigned by the BOD or President
- e. All final decisions made by the Ethics and Judicial Committee decisions shall be reported directly to the BOD to be implemented
- f. Appeal of final decisions of the Ethics and Judicial Committee.
  1. Any final decision of the Judicial Committee may be appealed to the BOD

2. The BOD may overturn any final decision of the Judicial Committee with a supermajority vote of 7 members of the BOD.

#### Section 14.8 Director of Club Recruitment & Development

Upon the implementation of these By-Laws, Salvatore Lopresti is hereby appointed as the Director of Club Recruitment and Development.

##### a. Roles and Duties

1. The main duty of the Director is to attempt to increase the size of the A.J.K.A.-I. by recruiting non-member organizations, clubs and individuals and attempt to have them participate in A.J.K.A.-I. Camp, Instructor Training and Tournaments;
2. The role of the Director shall be to contact Traditional Shotokan Schools, Instructors, and practitioners to have them join the A.J.K.A.-I.;
3. Once the Director finds a non-member club/organization/individual who is interested in joining the A.J.K.A.-I. he should advise ITD and the IDIT;
4. Any other duties assigned to him by the BOD, ITD, Chairman or IDIT.

#### Section 14.9 International Events Director.

Upon the implementation of these By-laws, Amy Hung is hereby appointed as the International Events Director.

##### a. Roles and Duties

1. To maintain of membership and exam records;
2. Process membership registrations and exam diplomas in a timely manner.
3. Provide a complete electronic mailing database of members.
4. Manage and develop International events for the A.J.K.A.-I
5. Any and all other duties assigned to her by the BOD, ITD, Chairman, President or IDIT.

#### 14.10 Regional Instructors

Upon the implementation of these By-laws, the ITD shall appoint Regional Instructors to help him:

- a. Creating standards within the A.J.K.A.-I. for Examination;
- b. Creating and maintaining the Instructor Training Program; Maintaining the human development (Budo) aspect of karate;
- c. Test and evaluate candidates for Sandan and above;
- d. Maintaining the Tradition of Shotokan karate and the principles given by Sensei Funakoshi, Nakayama and Safar;
- e. Develop a strategy for achieving the A.J.K.A.-I. mission, goals and objectives and present the strategy to the BOD for approval;
- f. Coordinate A.J.K.A.-I. international activities;

The ITD may give the Regional Instructors whatever powers and duties that he sees fit and that are necessary to help with the day to day operation of the A.J.K.A.-I; this may include DAN Grading in his absence.

**SECTION 15.**  
**ANNUAL CAMP OR SYMPOSIUM**

Section 15.1. Purpose.

- a. There shall be an annual instructional camp or symposium in which members of the A.J.K.A.-I., and general public, shall gather for training and testing.
- b. At the camp/symposium the BOD may provide a report on the “State of the Union.”
- c. The ITD may provide a report addressing issues of concern and importance to A.J.K.A.-I.
- d. Any Committee leaders may provide status reports to the Board, ITD, Chairman and Chief Instructor, as well as pose questions for response.

Section 15.2. Place.

- a. The actual location of Camp/symposium will be decided by the ITD and IDIT.

Section 15.3. Examinations

- a. The ITD will determine when the examinations will be held for all ranks Shodan and above. See Section 16 below for more information.
- b. Testing results will be announced before the end of Camp/symposium.

Section 15.4 BOD Annual Meeting.

- a. The BOD annual meeting will occur at Camp/symposium.
- b. Unless waived by the International President, any issues or topics to be discussed at the Annual Meeting shall be presented to the International President at least 48 hours prior to the start of the annual camp/symposium.

Section 15.5. Notice.

Notice of the annual Camp/symposium stating the place, date and time of the Camp shall be posted on the website of A.J.K.A.-I. no fewer than thirty (30) days before the date of the meeting.



## **SECTION 16. EXAMINATIONS FOR KYU AND DAN RANKS**

### Section 16.1

All Rank requirements (KYU and DAN Ranks) shall be set by the ITD, the Chief Instructor and the International Technical Committee.

- a. These requirements will be drafted and posted on the AJKA-I website and treated as Appendix A to these By Laws.
- b. All testing requirements will be distributed to the participating member clubs
- c. These are the minimum requirements that each member of the AJKA-I must meet for each rank regardless of any additional requirements that are set by individual club(s) and/or instructor(s).

### Section 16.2 Fees for KYU Ranks

- a. The testing fees for KYU rank will be determined by the Club Instructor.
- b. There will be a fee associated with the purchasing of the BUDO Passport. This amount will be determined by the Regional Instructor and Treasurer.
- c. If a Member Club requires the Regional Instructor to attend the KYU Test, or a higher-Class Instructor (see Section 17) then there may be a fee associated with their attendance. This fee will be determined on a Regional basis.

### Section 16.3 DAN Rank Registration Numbers

1. The ITD shall keep and maintain a Registration Book for all DAN ranks.
2. All DAN certificates may be held by the ITD, Regional Directors or Club Instructor for up to one (1) year from the testing date to make sure that the candidate continues their training.
3. However, exceptions can be made for those candidates who test at Camp, National Seminars and Symposiums with the consent of the ITD.

## **SECTION 17. INSTRUCTOR TRAINING PROGRAM**

### Section 17.1 Purpose of Program.

The A.J.K.A.-I. Instructor Training Program is designed with two goals in mind. First, to encourage the formal training of karate instructors for the development of A.J.K.A.-I. Shotokan Karate-do. Second, to help participants develop interpersonal, class presentation, skills necessary to motivate and guide others in their search to understand and master the art of Shotokan karate-do.

Candidates are admitted to the program based upon their interest and their potential to develop into highly qualified karate instructors. The program is based on time in training, attainment of ranking, and performance of karate instruction in the candidate's own club.

### Section 17.2. Creation and upkeep of the Program.

The A.J.K.A.-I. Instructor Training Program (hereinafter referred to as the “ITP”) was created by Sensei Leslie Safar. The ITP shall be reviewed yearly by the ITD to determine whether any changes need to be made. The ITP is handled and administered by the IDIT.

- a. The requirements, Classes and Licensed Positions will be drafted and posted on the AJKA-I website and treated as an Appendix B to these By Laws.

## **SECTION 18. ACCEPTANCE OF CLUBS AND MEMBERS INTO THE A.J.K.A.-I.**

### Section 18.1 Expanding the A.J.K.A.-I. Organization

The A.J.K.A.-I. is continually looking to develop and strengthen our association of Shotokan clubs and practitioners. The A.J.K.A.-I. is always looking to add additional members, clubs and organizations into the A.J.K.A.-I. The Board of Directors has created the following guidelines to accept new clubs and members into our organization.

### Section 18.2 Acceptance of new Individual Members

- a. The A.J.K.A.-I. allows members from other organizations to join the A.J.K.A.-I..
- b. Individual members will be admitted into the A.J.K.A.-I. by the Regional Directors.
- c. Until the new member registers and takes an examination under the A.J.K.A.-I. they will not possess an A.J.K.A.-I. certification.

- d. If the new member held an Instructor Training Class License from another International Shotokan organization the ITD and/or IDIT may determine whether or not the license will carry over into the A.J.K.A.-I. or whether they will need to attend the A.J.K.A.-I.'s Instructor Training Program.

Section 18.3 Acceptance of Clubs/Dojos into the A.J.K.A.-I.

- a. Traditional Shotokan clubs/dojos are admitted into the A.J.K.A.-I. with the consent of the Chairman.
- b. Until the new member registers and takes an examination under the A.J.K.A.-I. they will not possess an A.J.K.A.-I. certification.
  - 1. Kyu and Dan Ranks: Once the head instructor of the new member club/dojo is admitted into the A.J.K.A.-I all of the Kyu and Dan ranks are also members of the A.J.K.A.-I. However, they will not get an A.J.K.A.-I certificate until their next examination. They can request and purchase a BUDO Passport.
- c. The head instructor of the club/dojo may not conduct their own KYU or DAN examinations until they have been evaluated by the ITD and/or IDIT and have been given permission.
- d. The ITD and the IDIT shall review the incoming club/dojo to monitor the classes and make sure that the new club/dojo is teaching the A.J.K.A.-I. curriculum.

**SECTION 19.  
RECORDS OF THE CORPORATION**

Section 19.1. Minutes.

A.J.K.A.-I. shall keep as permanent records minutes of all meetings of the BOD, a record of all actions taken by the Board without a meeting, and a record of all waivers of notices of meetings of the Board.

Section 19.2. Accounting Records.

The A.J.K.A.-I. shall maintain appropriate accounting records.

Section 19.3. Membership List.

A.J.K.A.-I. shall maintain a record of the members in a form that permits preparation of a list of the names and addresses of the members in alphabetical order, by class.

Section 19.4. Records In Written Form.

A.J.K.A.-I. shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

Section 19.5. Website.

A.J.K.A.-I. shall maintain a website for dissemination of information to its members.

Section 19.6. Records Maintained at Principal Office.

A.J.K.A.-I. shall keep a copy of each of the following records at its principal office:

- a. these By-laws;
- b. rules or regulations adopted by the Board of Directors pertaining to the administration of the A.J.K.A.-I.;
- c. the minutes of all meetings of the BOD, and records of all action taken by the Board without a meeting;
- d. all written communications to the members generally as the members;
- e. a list of the names and business or home addresses of the current directors and officers;
- f. all financial statements prepared for periods ending during the last seven (7) years;
- g. A.J.K.A.-I. application for recognition of exemption and the tax-exemption determination letter issued by the Internal Revenue Service; and
- h. all other documents or records required to be maintained by A.J.K.A.-I. at its principal office under applicable law or regulation.

Section 19.7. Inspection of Records by Members.

The following rights and restrictions shall apply to the inspection of records by members:

- a. **Records Maintained at Principal Office.** A BOD member or Committee member shall be entitled to inspect and copy, during regular business hours at A.J.K.A.-I. principal office, any of the records of the A.J.K.A.-I. described in Section 17.6, provided that the member gives the President of the A.J.K.A.-I. written demand at least five (5) business days before the date on which the member wishes to inspect and copy such records. Copies of records shall be at the requester's expense.
- b. **Financial Statements.** Upon the written request of any BOD member or Committee member, A.J.K.A.-I. shall mail to such member its most recent annual financial statements showing in reasonable detail its assets and liabilities and results of its operations.

## **SECTION 20. FIDUCIARY MATTERS**

### Section 20.1. Indemnification.

A.J.K.A.-I. shall defend, indemnify and hold harmless each BOD member, ITD, Chairman, President, Secretary, IDIT and Committee member from and against all claims, charges and expenses which he or she incurs as a result of any action or lawsuit brought against such director or officer arising out of the latter's performance of his or her duties in the A.J.K.A.-I., unless such claims, charges and expenses were caused by fraud or willful misconduct on the part of said officer or director.

### Section 20.2. Discharge of Duties.

Each BOD member, ITD, Chairman, President, Secretary, IDIT and Committee member shall discharge his or her duties: (i) in good faith, (ii) with the care an ordinarily prudent individual in a like position would exercise under similar circumstances, and (iii) in a manner the director or officer reasonably believes to be in the best interests of A.J.K.A.-I.

### Section 20.3. Conflicts of Interest.

- a. If any BOD member, ITD, Chairman, President, Secretary, IDIT and Committee member has a financial interest in any contract or transaction involving A.J.K.A.-I., or has an interest adverse to A.J.K.A.-I. business affairs, and that individual is in a position to influence a determination with regard to the contract, transaction or business affair, such individual shall: (i) disclose the conflict of interest, (ii) not participate in the evaluation of the contract, transaction or business affair and (iii) not vote on the contract, transaction or business affair.
- b. The standard of behavior at the A.J.K.A.-I. is that all staff, volunteers and board members scrupulously avoid conflicts of interest between the interests of the A.J.K.A.-I. on the one hand, and personal professional, and business interests on the other. This includes avoiding potential and actual conflicts of interest, as well as perceptions of conflicts of interest.
- c. The purposes of this policy are to protect the integrity of the A.J.K.A.-I. decision-making process, to enable the members to have confidence in the integrity of the board, and to protect the integrity and reputations of the volunteers, staff and board members.
- d. All board members will disclose any interests in any transaction or decision he/she (including his/her business or nonprofit affiliations), his/her family, significant other, employer, or close associates will receive an advantage, benefit or gain. All board members will refrain from voting on, or otherwise addressing, any issue before the board in which that board member has a conflict of interest.

**SECTION 21.  
FINANCIAL MATTERS**

Section 21.1. Fiscal Year.

The fiscal year of A.J.K.A.-I. shall commence April 1 and end on March 31 each year.

Section 21.2. Budget.

A.J.K.A.-I. shall have an annual budget.

Section 21.3. Audit.

If the Board deems it necessary, A.J.K.A.-I. shall have an annual audit of its books and accounts prepared by an independent certified public accountant as recommended by the President. The President shall provide the auditor's report to the Board of Directors upon completion.

Section 21.4. Individual Liability.

No individual BOD member, ITD, Chairman, President, Secretary, IDIT and Committee member shall be personally liable in respect of any debt or other obligation incurred in the name of A.J.K.A.-I. pursuant to the authority granted directly or indirectly by the Board of Directors.

**SECTION 22.  
MISCELLANEOUS PROVISIONS**

Section 22.1. Severability and Headings.

The invalidity of any provision of these By-laws shall not affect the other provisions of these By-laws, and in such event these By-laws shall be construed in all respects as if such invalid provision were omitted.

Section 22.2. Savings Clause.

Failure of literal or complete compliance with any provision of these By-laws in respect of dates and times of notice, or the sending or receipt of the same, or errors in phraseology of notice of proposals, which in the judgment of the directors of the Board do not cause substantial injury to the rights of the directors, shall not invalidate the actions or proceedings of the directors at any meeting.

Section 22.3. Non-discrimination Policy.

The A.J.K.A.-I. is dedicated to the principles of equal employment opportunity in any and all terms, conditions or privileges of employment including hiring, promotions, termination, training and compensation. The A.J.K.A.-I. does not discriminate against applicants or employees on the basis of age, race, sex, color, religion, national origin, disability, veteran status, sexual orientation, gender identity or expression, genetic information or any other status protected by federal, state or local law, where applicable.

Section 22.4 Counterparts.

The Board agrees that the Bylaws of the AJKA-I, and any future documents in which the Board members need to execute in order for them to be binding can be executed in counterparts which, when taken together, shall constitute a binding agreement approved by the majority or the entirety of the Board.

**SECTION 23.**

**AMENDMENTS OF BY-LAWS**

Section 23.1. Amendments.

These By-laws may be amended, repealed, or altered, in whole or in part, and new By-laws may be adopted, by a majority of directors of the Board at any meeting duly called and at which a quorum is present, provided, however, that any meeting at which a change, repeal or alteration to the By-laws, in whole or part, is contemplated must state such change in the Agenda as a separate item and said Agenda shall be disseminated amongst the Board members at least thirty (30) days in advance of the meeting at which such item is to be addressed.

- a. If the Board of Directors are called to an emergency meeting in which an amendment to the By-Laws is needed in order to effectively correct a situation that requires an immediate response then the amendment should be advised to the Board before the meeting in writing.
- b. The definition of an “emergency” will be determined by the President.

**SECTION 24.**  
**EFFECTIVE DATE AND**  
**TRANSITION**

Section 24.1. Effective Date and Election/Selection of New Board.

These By-laws shall be effective when adopted by the current Board of Directors as provided. Immediately upon adoption, all of the individuals listed above shall immediately be assigned their positions and shall serve with full authority to conduct all affairs of A.J.K.A.-I. as set forth in these By-laws.

**SECTION 25.**  
**DISSOLUTION**

The A.J.K.A.-I. may be dissolved only with a unanimous vote from the BOD at a special meeting called solely for that purpose.

By Laws were adopted on June 24, 2017 Amended on June 21, 2018, June 30, 2019, February 15, 2020, August 20, 2022 and again on December 11, 2022.