

**BY UNANIMOUS WRITTEN CONSENT IN LIEU OF MEETING
OF THE DIRECTORS OF THE
EASTERN COLLEGIATE TAEKWONDO CONFERENCE**

The undersigned, constituting at least a majority of the Board of Directors of the Eastern Collegiate Taekwondo Conference, a New York corporation (the “Corporation”), pursuant to Section 708(b) of the Not-For-Profit Corporation Law and the Corporation’s By-Laws, do hereby consent to the adoption of the following resolutions and the taking of the following actions:

RESOLVED, that the Amended and Restated By-Laws of the Corporation in the form of Exhibit A attached hereto be, and hereby is, approved and adopted as the Corporation's new by-laws ;

RESOLVED, that the officers of the Corporation be, and they hereby are, authorized to take such action and to execute such other and further documents as may be necessary to accomplish the foregoing resolutions.

Dated: December 8, 2019

Dan Chuang

Rebecca Epting

Carissa Fu

Rich Hajeris

Mike Harb

Rex Hatfield

Ping-Chun Liu

Ping-Chun Liu

Sung Park

Jaime Schulte

[EXHIBIT A]
BYLAWS OF THE
EASTERN COLLEGIATE TAEKWONDO CONFERENCE
(a New York not-for-profit corporation)

ARTICLE I

Offices

Section 1.1. Registered Offices. The registered office shall be in the City of New York, State of New York.

Section 1.2. Other Offices. The Corporation may also have offices at such other places both within and without the State of New York as the Board of Directors may from time to time determine or the business of the Corporation may require.

ARTICLE II

Members

Section 2.1. Eligibility. Organizations eligible for membership in the Corporation (“Members”) include, but are not limited to:

- (1) teams (irrespective of varsity status) representing colleges or universities located in the Eastern Region of the United States of America;
- (2) clubs affiliated with colleges or universities located in the Eastern Region of the United States of America; and
- (3) teams representing, or clubs affiliated with, colleges or universities not located in the Eastern Region of the United States of America, subject to approval by the Board

In order to become a Member, a team or club shall register with the Office of the Secretary General of the Corporation by completing and submitting the application form prescribed by the Corporation. In order to become a Member or remain in good standing as a Member, a team or club shall pay a yearly membership fee in an amount to be determined by the Board of Directors during the third quarter of each year, which membership fee must be received by the Corporation no later than the thirtieth (30th) day of January of the following calendar year.

The Corporation shall recognize as a Member only one (1) team or club from each university or college as a member. For purposes hereof, a college within a university shall not be deemed to constitute an entity separate and apart from other colleges within the same university.

Section 2.2. Dues, Fees and Assessments. The Board of Directors shall have the power to set and collect from the Members all dues, fees and assessments required for conducting the affairs of the Corporation. The annual dues, fees, and assessments shall be reviewed annually by the Board of Directors and may be increased by the Board of Directors when the need is justified for conducting the affairs of the Corporation, without the necessity of amending these Bylaws.

Section 2.3. Failure to Pay Dues, Fees and Assessments. A Member’s failure to pay all dues in an applicable year may be excluded from the season’s standings and subject to a higher competitor fee per tournament, until such arrears are paid.

Section 2.4. Compliance with Rules, Regulations, Charter and Bylaws. Each Member, as a condition of membership in the Corporation, shall comply fully with these Bylaws, the Certificate of Incorporation of the Corporation, as from time to time amended and in effect (the “Charter”), and any rules or regulations issued by the Corporation, and shall also be subject to disciplinary action by the Corporation.

ARTICLE III

Board of Directors

Section 3.1. Authority. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors of the Corporation. Without limiting the generality of the foregoing, the Board of Directors shall have the power and authority to take the following actions:

- (1) admit, reclassify and terminate Members;
- (2) receive and review reports of the Committees or other persons concerning the activities of the Corporation on matters in which the Corporation may be interested;
- (3) enact, amend, revise or repeal rules and regulations including, without limitation, the Charter and these Bylaws;
- (4) remove any members of the Board of Directors (“Directors”) for cause by a majority vote;
- (5) expend dues or funds of the Corporation;
- (6) call regular and special meetings of the Board of Directors as provided in these Bylaws;
- (7) institute, locate, conduct, and manage all championships that the Corporation sanctions through the members sponsoring the event;
- (8) appoint or approve committees as provided herein;
- (9) approve the rules, procedures, regulations, and activities of the Committees of the Corporation; and
- (10) take such other action as is customary and proper on behalf of the Corporation and be responsible for conducting all the affairs and business of the Corporation, be vested with all powers of the Corporation and have authority to act on all organizational matters.

Section 3.2. Number; Qualifications. The Board of Directors shall consist of a minimum of three Directors and shall not exceed nine Directors. The Board of Directors shall retain the discretion to amend the minimum and maximum number of members. Directors must be Second Dan instructors or higher, certified by the Kukkiwon, World Taekwondo Headquarters, who shall have been active in the affairs of the Corporation for a period of at least three (3) years prior to his or her nomination, or as deemed necessary by the existing Board of Directors.

Section 3.3. Appointment; Resignation; Vacancies. The Board of Directors shall initially consist of the persons named as Directors in the statement of sole incorporator, and each Director so appointed shall hold office until the first Annual Meeting or until his or her successor is appointed and

qualified. At the first Annual Meeting and at each Annual Meeting thereafter, the members of the Board of Directors shall appoint Directors each of whom shall hold office for a term of two (2) years or until his or her successor is elected and qualified. Any Director may resign at any time upon written notice to the Corporation. Any newly created directorship or any vacancy occurring in the Board of Directors for any cause may be filled by a majority of the remaining members of the Board of Directors, although such majority is less than a quorum, or by a plurality of the votes cast at a meeting of Members, and each Director so elected shall hold office until the expiration of the term of office of the director whom he has replaced or until his successor is elected and qualified.

Section 3.4. Compensation of Directors. Unless otherwise agreed by the Board of Directors, Directors shall not be entitled to receive any compensation. Directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors.

Section 3.5. Regular Meetings. The Board of Directors shall hold an annual meeting to be held prior to the start of each upcoming tournament season.

Section 3.6. Special Meetings. Special meetings of the Board of Directors may be held at any time or place within or without the State of New York whenever called by the Chairman of the Board, or the President. Notice of a special meeting of the Board of Directors shall be given by the person or persons calling the meeting at least twenty-four hours before the special meeting.

Section 3.7. Telephonic Meetings Permitted. Members of the Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting thereof by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this by-law shall constitute presence in person at such meeting.

Section 3.8. Quorum; Vote Required for Action. At all meetings of the Board of Directors a majority of the entire Board of Directors shall constitute a quorum for the transaction of business. Except in cases in which the Charter, these Bylaws or applicable law otherwise provides, the vote of a majority of the Directors shall be the act of the Board of Directors.

Section 3.9. Organization. Meetings of the Board of Directors shall be presided over by the Chairman of the Board, if any, or in his absence by the President, or in their absence by a chairman chosen at the meeting. The Secretary shall act as secretary of the meeting, but in his absence the chairman of the meeting may appoint any person to act as secretary of the meeting.

Section 3.10. Action by Written Consent of Directors. Unless otherwise restricted by the Charter or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting if all members of the Board of Directors or such committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board of Directors or such committee.

Section 3.11. Committees. The Board of Directors may designate one or more committees, each committee to consist of one or more of the Directors of the Corporation. The Board of Directors may designate one or more Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee.

In the absence or disqualification of a member of the committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in place of any such absent or disqualified member. Any such committee, to the extent permitted by law and to the extent provided in the resolution of the Board of Directors, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it.

Section 3.12. Committee Rules. Unless the Board of Directors otherwise provides, each committee designated by the Board of Directors may make, alter and repeal rules for the conduct of its business. In the absence of such rules each committee shall conduct its business in the same manner as the Board of Directors conducts its business pursuant to Article III of these Bylaws.

ARTICLE IV

Officers

Section 4.1 Executive Officers: Election: Qualifications: Term of Office: Resignation: Removal: Vacancies. The Board of Directors shall elect from among Members at the Annual Meeting, the following officers, who shall be the officers of the Corporation:

President	1
Secretary	1
Treasurer	1
Referee Chair	1
Tournament Committee Chair	1

Section 4.2. Powers and Duties of Executive Officers. The officers of the Corporation shall have such powers and duties in the management of the Corporation prescribed below and as may be further prescribed in a resolution by the Board of Directors and, to the extent not so provided, as generally pertain to their respective offices, subject to the control of the Board of Directors. The Board of Directors may require any officer, agent or employee to give security for the faithful performance of his duties.

Section 4.3. Powers and Duties of the President. The President shall be the chief executive officer and shall preside at all meetings of the Board of Directors. The President shall be, ex officio, a non-voting member of all Committees, and shall perform such duties as may be assigned by vote of the Board of Directors or as assigned to the President by the Charter, these Bylaws, and the rules and regulations of the Corporation. The President shall act as the Corporation's representative to the USA Taekwondo and to other national and international entities. The President, through the appropriate Committee, shall coordinate all national and international functions of the Corporation. The President shall be the publisher of all publications of the Corporation.

Section 4.4. Powers and Duties of the Secretary. The Secretary General of the Corporation shall be the Secretary of the Board of Directors. The Secretary General shall keep the seal and the records of the Corporation; supervise the taking, production, and distribution of minutes; attend to the publication of official reports; attest documents; and perform such other functions as usually pertain to this office. The Secretary General shall discharge such other duties as may be assigned by vote of the Board of Directors or by the President. The Secretary General shall send a copy of the minutes of each meeting of the Board of Directors to each member of the Board of Directors at least thirty (30) days prior to the next regular meeting of the Board of Directors.

Section 4.5. Powers and Duties of the Treasurer. The Treasurer General shall have charge of the funds and books of account of the Corporation and shall administer them in accordance with the Charter and Bylaws of the Corporation. The Treasurer General shall receive and deposit the funds of the Corporation in such bank or banks as shall be authorized by the Board of Directors. The Treasurer General shall disburse such funds in the manner authorized by the Board of Directors. The Treasurer General shall render an annual financial report to the Board of Directors, and such special reports as may from time to time be called for by the Board of Directors. The Treasurer General shall discharge such other duties as may be assigned by vote of the Board of Directors or the President.

Section 4.6. Powers and Duties of the Referee Chair. The Referee Chair shall review contest rules and recommend changes to the Board as needed. The Referee Chair (or their designee) shall manage referees at all competitions sanctioned by the Company and have primary responsibility for applying and interpreting the competition rules.

Section 4.7. Powers and Duties of the Tournament Committee Chair. The Tournament Chair shall administer tournament operation throughout the academic year and retain the power to appoint one or more Tournament Sub-Committees. The Board of Directors may also appoint two Tournament Committee Co-Chairs who will share the duties of the Tournament Chair position.

Section 4.9. Compensation. Unless approved by the Board of Directors, no officer of the Corporation shall be entitled to receive any compensation. Officers may be paid the expenses they incur while transacting business on behalf of the Corporation.

ARTICLE V

Athlete Eligibility Code

Section 5.1. Eligibility Criteria. In order to be eligible to participate in any tournament or other competition sanctioned by the Corporation, an athlete must be an amateur athlete and must satisfy the athlete eligibility criteria set out in Section 2 of this Article. An athlete must:

- (1) be a full-time registered student at a nationally accredited college or university that is a member of the Corporation; and
- (2) not, in the practice of sport and in the opinion of the Corporation, manifestly have contravened the spirit of fair play in the exercise of sport, particularly through drug use, violence or poor sportsmanship.

Section 5.2. Para-Taekwondo Contestants. Para-Taekwondo athletes are permitted to compete in regular poomsae divisions, with or without the use of prosthetics. There are no separate para divisions at this time. Competition in sparring (kyorugi) divisions is not permitted due to safety concerns. It may be possible to arrange an exhibition match under modified rules (such as no head contact), but the use of prosthetics would not be permitted in any type of sparring match.

Section 5.3. Transgender Contestants. The Corporation allows all contestants to register in the division (male or female) with which they most identify. Contestants can simply register and do not need to notify the Corporation of their personal status, division change, or provide any documentation. If a contestant wishes to change gender division during or between seasons they may do so.

ARTICLE VI

Official Sanction of the Corporation; Awards

Section 6.1. Requirements. Sanctions of the Corporation are issued, withheld, or withdrawn in accordance with the following regulations:

- (1) No official sanction for a competitive event will be issued by the Corporation to any organization whose interest in sports and games is purely commercial, or where the event is to be promoted solely for the profit or the advertising value to be derived therefrom. Any income derived from sanctioned events must be used for the further promotion of amateur sport, for an approved charity, or for the general welfare of the promoting organization as a whole.
- (2) No further sanction will be given to any organization which has failed to give prizes as stated on any publication, poster or entry blank.
- (3) The Sanction Fee shall be set by the Board of Directors.

Section 6.2. Conditions. All games, meetings, benefits, exhibitions, or entertainment of any kind where sanction is required are subject to the following conditions:

- (1) No athlete's entry will be accepted nor will he or she be allowed to compete in any event unless he or she belongs to a Member of the Corporation.
- (2) Announcements and entry blanks for sanctioned events must state that no entries will be accepted unless the entrant is a registered member of the Corporation.
- (3) Any rules and regulations of the Corporation shall be complied with and enforced.
- (4) Unless specifically authorized, no person or organization shall use the words "Eastern Collegiate Taekwondo Conference" or "ECTC" in connection with a sanction.
- (5) No money or other thing of value may be received by or paid to any athlete which would jeopardize the amateur status of any athlete participating in the sanctioned event.
- (6) The sanction is not transferable.
- (7) The Corporation and its officers shall be free from any liabilities or claims for damages arising by reason of injuries to anyone during the conduct of the event.
- (8) The Games or Tournament Committee for the sanctioned competition is responsible for following the current applicable sport rules of the Corporation.

- (9) Final receipt of a sanction is dependent upon prior payment of a fee of five hundred (\$500.00) dollars per Member and ten (\$10.00) dollars per competitor.

Section 6.3. Limitations. No prizes shall be given to any individual, club, committee, or association, or competed for or accepted by any athlete, except suitably inscribed wreaths, diplomas, banners, badges, medals, trophies, mantel ornaments or other suitably inscribed articles or prizes which will not jeopardize the amateur status of any athlete participating in the sanctioned event.

Section 6.4. Annual Individual Awards. By a majority vote of the Board of Directors at the Annual Meeting of the Corporation, the Corporation shall be empowered to act as a selection committee for the following awards:

- (1) The Athlete's Outstanding Leadership Award;
- (2) The Male Student Athlete of the Year Award ("Most Valuable Player Award") ; and
- (3) The Female Student Athlete of the Year Award ("Most Valuable Player Award")

Section 6.5. Annual Team Award. The Board of Directors shall award the Team of the Year Award to that team which has accumulated the greatest number of points accumulated at League-sanctioned tournaments during the preceding academic year. Such award shall be presented at the last League-sanctioned event of the scholastic year.

Section 6.6. Other Awards. The Corporation shall present such other awards as the Board of Directors shall deem appropriate.

ARTICLE VII

Indemnification

Section 7.1. Right to Indemnification. Each person who is or was a director, officer or employee of the Corporation (including the heirs, executors, administrators, or estate of such person) shall be indemnified by the Corporation to the full extent permitted by the non-profit corporation law of the State of New York against any liability, cost or expense incurred by him in their capacity as director, officer, or employee (including serving at the request of the Corporation as a director, trustee, officer, employee, or agent of another corporation). The Corporation may maintain insurance, at its expense, to protect itself and any such person against any such liability, cost, or expense. For purposes of this Article, references to “the Corporation” shall include the Corporation and its predecessors.

Section 7.2. Prepayment of Expenses. The Corporation shall pay the expenses (including attorneys’ fees) incurred by any person indemnified hereunder (an “Indemnitee”) in defending any proceeding in advance of its final disposition, provided, however, that, to the extent required by law, such payment of expenses in advance of the final disposition of the proceeding shall be made only upon receipt of an undertaking by the Indemnitee to repay all amounts advanced if it should be ultimately determined that the Indemnitee is not entitled to be indemnified under this Article or otherwise.

Section 7.3. Claims. If a claim for indemnification or payment of expenses under this Article is not paid in full within sixty days (60) after a written claim therefor by the Indemnitee has been received by the Corporation, the Indemnitee may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim. In any such action the Corporation shall have the burden of proving that the Indemnitee is not entitled to the requested indemnification or payment of expenses under applicable law.

Section 7.4. Non-exclusivity of Rights. The rights conferred on any Indemnitee by this Article shall not be exclusive of any other rights which such Indemnitee may have or hereafter acquire under any statute, provision of the Charter, these Bylaws, agreement, vote of Members or disinterested directors or otherwise.

Section 7.5. Other Sources. The Corporation’s obligation, if any, to indemnify or to advance expenses to any Indemnitee who was or is serving at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, enterprise or nonprofit entity shall be reduced by any amount such Indemnitee may collect as indemnification or advancement of expenses from such other corporation, partnership, joint venture, trust, enterprise or non-profit enterprise .

Section 7.6. Amendment or Repeal. Any repeal or modification of the foregoing provisions of this Article shall not adversely affect any right or protection hereunder of any Indemnitee in respect of any act or omission occurring prior to the time of such repeal or modification.

Section 7.7. Other Indemnification and Prepayment of Expenses. This Article shall not limit the right of the Corporation, to the extent and in the manner permitted by law, to indemnify and to advance expenses to persons other than Indemnitees when and as authorized by appropriate corporate action.

ARTICLE VIII

Miscellaneous

Section 8.1. Fiscal Year. The fiscal year of the Corporation shall be determined by resolution of the Board of Directors.

Section 8.2. Seal. The corporate seal shall have the name of the Corporation inscribed thereon and shall be in such form as may be approved from time to time by the Board of Directors.

Section 8.3. Waiver of Notice of Meetings of Members, Directors and Committees. Any written waiver of notice, signed by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Members, directors, or members of a committee of directors need be specified in any written waiver of notice.

Section 8.4. Form of Records. Any records maintained by the Corporation in the regular course of its business, including its stock ledger, books of account, and minute books, may be kept on, or be in the form of any information storage device, provided that the records so kept can be converted into clearly legible form within a reasonable time.

Section 8.5. Amendment of By Laws. These Bylaws may be altered or repealed, and new Bylaws made by the Board of Directors.

Section 8.6. Organization Mission. The mission of the ECTC is to provide an equal opportunity to amateur athletes, coaches, trainers, managers, administrators, and officials to participate in Taekwondo competitions without discrimination on the basis of race, color, religion, age, sex or national origin