

Article I. Name of Corporation

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

Article II. Mission

2.01 *Mission:* Empowering people in martial arts and healing arts, and ending gender-based violence through empowerment self defense

Article III. Purpose

3.01 *Purpose:* The National Women's Martial Arts Federation (NWMAF) is an organization of practitioners of the martial and healing arts and self-defense who identify as women, transgender, or non-binary, and their allies. Its purpose is to share skills and resources, to promote excellence in our practices, and to encourage the widest range of people to train in the spirit of building individual and collective strength.

A. Skill development and resource sharing

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

- Workshops, training programs, conferences, and other events that build community among martial artists, healing arts practitioners, and self-defense and anti-violence workers.
- Newsletters and other forms of ongoing internal communication.
- Standards for testing and promotion for those who use rank.
- Training in instructional skills for teachers of martial arts and self-defense.
- Certification for instructors of Empowerment Self Defense.

B. Outreach

NWMAF shall vigorously promote the involvement of the widest range of people in martial arts and self-defense through scholarships, training opportunities, advocacy for those who have typically been excluded from martial, healing, and defensive arts, and an inclusive understanding of the terms "women," "martial arts," "healing arts," and "self-defense."

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

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

NWMAF shall work to decrease the isolation of women martial artists.

C. Support and Change

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

NWMAF shall advocate for best practices in martial arts, self-defense, and healing arts programs in order to provide a safe, inclusive, and supportive training environment for every student.

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

NWMAF shall actively foster a diverse membership, recognizing that our organization was born from the experience of marginalization, and that our continued growth and development depends on our willingness to extend the fellowship from which we have benefited to others who are likewise marginalized.

NWMAF recognizes and supports the practice of all aspects of the martial arts, including sport, self-defense, healing arts, fine arts, and philosophy.

NWMAF is a member organization with an elected leadership, not a martial arts school. While we recognize a hierarchy of martial arts skills, organizational decisions are made according to our established bylaws and policies. All members are expected to work together for the common good of the organization without reference to the rank or hierarchical position of participants. All members, but especially elected leaders, will seek to promote open communication and shared decision-making and power among the membership.

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

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

Article IV. Membership

4.01 *Membership*: The membership shall consist of people who subscribe to the purposes of the NWMAF and who pay yearly dues. All are welcome, regardless of lifestyle, sexual orientation, race, color, creed, religion, class, age, gender expression/identity, or physical abilities.

4.02 *Voting rights*: Each voting member shall have one vote of equal weight.

4.03 *Dues*: Dues are to be paid yearly, with a membership year beginning on January 1st. Membership categories and a reasonable and affordable dues structure shall be decided by the NWMAF Board of Directors.

4.04 *Meetings*: There shall be an annual meeting of the membership each calendar year, ordinarily at Special Training, the annual training event sponsored by the NWMAF, usually held in June or July of any given year. Special meetings of the membership may be called by the Chair of the Board of Directors or by one-tenth of the members. Notification of any membership meeting will be posted on the NWMAF website thirty (30) days prior to the event, publicized via email, and published in the newsletter.

4.05 *Termination:* The Treasurer shall maintain a roster of active members that is updated at least annually. Membership shall be maintained by annual payment of dues to the organization. Membership shall be considered to be terminated if a member fails to pay dues for a given year. A member may terminate their own membership by formally notifying the Treasurer of their desire to withdraw from the organization. The Board of Directors reserves the right to terminate the membership status of a member for just cause as deemed necessary.

Article V. Board of Directors

5.01 *Purpose:* The Board of Directors shall carry out the regular business of the NWMAF, solicit, appoint, and oversee committees, and establish policies in accordance with the stated purposes of the organization.

5.02 *Voting:* Decisions of the Board of Directors shall be made by agreement of a simple majority of the members of the Board, with the exception of Bylaws Changes, which will require the approval of three-quarters of the Board (see Article X). All members of the Board shall have an equal vote in managing the affairs of the NWMAF. A simple majority of the Board shall constitute a quorum to conduct business.

5.03 *Composition and Duties:* The Board of Directors shall consist of nine (9) voting-eligible members. The positions and duties of the members of the Board of Directors are as follows:

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

Treasurer: The Treasurer will prepare a yearly budget for ratification at the Board meeting, keep records of all finances of the organization, collect all dues, keep a current list of paid members, and maintain the registered office.

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

Development Coordinator: The Development Coordinator shall raise funds for the organization, pursue grants, and guide the organization's decision-making on scholarship policy and disbursement. The Development Coordinator shall also conduct outreach to promote the growth of the NWMAF.

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

Membership Coordinator: The Membership Coordinator shall primarily focus on member outreach, recruitment and retention. This member will collaborate with member school leadership and schools wishing to affiliate with NWMAF, to grow membership. This member will also work with other Board Members to solicit member feedback, conduct member surveys, and otherwise facilitate open communication between the membership and the Board.

Self-Defense Coordinator: The Self-Defense Coordinator shall lead the Self-Defense Committee and serve as liaison between any active Self-Defense Committee and the Board of Directors. This individual also maintains oversight of the Self-Defense Certification process. Candidates for this position must hold current certification as an NWMAF Self-Defense Instructor.

Healing Arts Coordinator: The Healing Arts Coordinator shall represent the interests of NWMAF members who practice solely or primarily healing arts.

Youth Coordinator: The Youth Coordinator shall represent the interests of NWMAF members under the age of 25, and will work closely with the Membership, Events, and Development Coordinators to ensure that youth members have an active voice and presence throughout the NWMAF. Candidates for this position must be between the ages of 18 and 25 at the beginning of their prospective term.

The Chair, Treasurer, Secretary, and Development Coordinator shall constitute an Executive Committee which is responsible for meeting as needed (see 5.07 below) to attend to any routine functions (accounting deadlines, incorporation status, etc.) that do not fit the quarterly meeting schedule.

5.04 Qualifications for Positions: A member nominated for any Board position shall be at least 18 years old at the beginning of their prospective term. A member nominated for the position of Chair shall be an NWMAF member at the time of her nomination and have been a member for a minimum of four (4) consecutive years preceding the beginning of her prospective term. Nominees for positions other than the Chair shall be NWMAF members at the time of their nomination and shall have been members for a minimum of one calendar year preceding the beginning of their prospective term.

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

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

January 1st	Nominations open
January 31st	Members' dues must be paid to be eligible to vote
February 15th	Nominations close
February 20th	Nomination acceptance deadline

February 20th	Deadline for Elections Committee to solicit background and platform statements from candidates
March 1st	Deadline for submission of candidate's background and platform
March 15th	Voting opens
March 15th	Deadline for Elections Committee to mail materials (electronically or otherwise) to eligible members
May 1st	Voting closes
May 1st	Mailed/mailed ballots must be postmarked/date stamped in order to be valid
May 11th	Mailed ballots must be received in order to be valid
May 15th	Deadline for Elections Committee to submit results report to the Board
May 20th	Deadline for Board to review and approve election results
May 25th	Deadline for Board representative to contact all candidates with results
June 1st	Deadline for Board to announce results to the membership

Nominations: Any current voting-eligible member may submit a nomination, and any current voting-eligible member may nominate themselves. If a nominee accepts the nomination by the deadline they are a candidate; if a nominee declines or fails to respond by the deadline, they are not a candidate.

Elections Committee Duties:

- Perform member outreach to identify potential candidates.
- Verify that each nominee meets the qualifications of the position they are nominated for.
- Contact nominees by the given deadline to ascertain if they accept or decline the nomination.

- Solicit a background sketch and platform statement from each candidate by the given deadline.
- Mail a ballot and a copy of each candidate's background sketch and platform statement to all eligible members by the given deadline.
- Tally the votes and submit a report to the Board of the election results by the given deadline.

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

Voting eligibility: Members eligible to vote must pay their dues by the January 31st deadline in order for their votes to be counted.

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

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

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

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

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

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

5.06 Terms of office: Board member terms shall be for two (2) years, beginning August 1st of the year elected. The Chair, Secretary, Events Coordinator, and Self Defense Coordinator shall be elected and start serving in even years. The Treasurer, Development Coordinator, and Development Coordinator shall be elected and start serving in odd years. The Healing Arts Coordinator and Youth Coordinator shall be elected and begin serving in the first full election cycle following their approval in the Bylaws. No individual may hold the same office for more than three (3) consecutive terms. In the event of unexpected Board vacancies, the affected term's length may be temporarily adjusted in increments of one year or less to preserve continuity, especially in the planning of camp.

5.07 Meeting Requirements: In-person meetings of the Board shall be held at least twice yearly

(unless no camp is held, in which case one meeting will suffice) and shall be open to the general membership. The full Board shall meet at least quarterly by conference call, except in months where in-person meetings occur. The Chair shall provide timely notice to all Board members of the time and place of said meetings.

The Executive Committee (Chair, Treasurer, Secretary, and Development Coordinator) shall also meet by conference call as needed to conduct regular business (accounting deadlines, incorporation status, etc.) that does not fit the quarterly meeting schedule. Other Board members may join this meeting.

Notice of meetings shall be provided to the membership at least thirty (30) days in advance by posting in the newsletter and/or the website. Meetings may be held by conference call.

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

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

- Written notice will be given to the non-performing Board member. The notice will specify which responsibilities are not being satisfactorily met and the necessary actions to meet them.
- The notice will be sent by the Chair, unless the Chair is the recipient. If the Chair is the recipient, the written notice will be delivered by another Board member.
- The Board member will have 90 days to improve their performance.
- The notice will be archived with minutes and official correspondence. At the end of 90 days the Board member's performance will be assessed in writing. If satisfactory progress has been made no further action will be taken.

If the Board member continues to fail to perform their assigned duties they may be removed by the following process:

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

members.

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

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

Article VI. Committees

In order to fulfill the stated purposes and goals of the NWMAF, the Board is empowered to establish working committees (such as the Elections Committee and the Self-Defense Committee) and to solicit members for the committees from the general membership.

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

Article VII. Indemnification

7.01 Each person who is or was a trustee, director, member or officer of the corporation or member of a committee of the corporation and each person who serves or has served at the request of the corporation, as trustee, officer, director, partner, employee or agent of any other corporation partnership, joint venture, trust or other enterprise shall be indemnified by the corporation to the fullest extent permitted by the corporation laws of the State of Delaware as they may be in effect from time to time; provided, however, that the preceding shall not require the corporation to indemnify any person for any liability, tax or expense to the extent it results in the imposition of tax under section 4958 of the Internal Revenue Code. The corporation may purchase and maintain insurance on behalf of any such person against any liability asserted against and incurred by such person in any such capacity or arising out of her status as such, whether or not the corporation would have the power to indemnify such person against such liability under the preceding sentence. The corporation may, to the extent authorized from time to time by the Board, grant rights to indemnification to employees or agents of the corporation and others to the fullest extent provided under the laws of the State of Delaware as they may be in effect from time to time.

Article VIII. Conflict of Interest

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

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

the minutes.

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

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

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

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

Article IX. General Provisions

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

9.02 The fiscal year shall extend from January 1 – December 31 inclusive.

9.03 No part of the net earnings of the NWMAF shall inure to the benefit of, or be distributed to, its members, trustees, officers, or other private persons, except that the NWMAF shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth above. No substantial part of the activities of the NWMAF shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the NWMAF shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these bylaws, the NWMAF shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

9.04 *Operating Rules:* Written rules (called “Policies” on our website), separate from these Bylaws, may be established by the Board of Directors. These operating rules may be added to, amended, or repealed at any meeting of the Board by a majority of the quorum. The Operating Rules shall be binding on all Directors and members, unless inconsistent with section 501(c)(3)

of the Internal Revenue Code, the Articles of Incorporation, or these Bylaws. A current copy of the Operating Rules shall be maintained by the Secretary and a copy shall be available to any member upon request.

9.05 *Records and Files*: Records and files of NWMAF business are the property of the organization, not the individual officers, and shall be preserved in such a manner as to make them readily accessible to officers and members. The Board of Directors will budget appropriately for the preservation of the organization's institutional history.

9.06 *Expectations of Conduct*: Elected and appointed representatives of the NWMAF shall exhibit professional conduct in guiding business practice and reinforcing the organization's commitment to building individual and collective strength.

9.07 *Conflicts and Grievances*: Conflicts arising in the course of NWMAF business shall be resolved by the methods described in a policy published by the Board of Directors. This policy shall include principles of conflict resolution and a formal Grievance Process. Any conflict that substantially affects member safety or organizational liability shall be documented through the Grievance Process.

Article X. Process of Amendment

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

- The proposed amendment is presented to the Board of Directors in writing;
- All Directors are given notice of the upcoming bylaws vote in the meeting notification;
- The proposed amendment is presented to the membership in the newsletter, via email, and/or on the website no less than thirty (30) days in advance of the vote to amend;
- Three-quarters of all Board Members present or in absentia vote in favor of adopting the proposed amendment.

Article XI. Dissolution

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

organized and operated exclusively for such purposes.

Article XII. Temporary Amendments

12.01 This temporary amendment expired August 2, 2012.

Article XIII. Awards

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

- The Coleen Gragen Award of Inspiration
- The Award of Excellence
- Member of the Year Award
- Founder's Honors

13.02 Awards Guidelines: Guidelines for each award shall be set forth in specific Board-approved policies, to be publicly available on the NWMAF website. This will allow for more flexibility in adapting award processes than is provided by incorporating those processes in the Bylaws.