BYLAWS

OF

Colorado State Taekwondo Association, Inc.
A Colorado nonprofit corporation

ARTICLE 1

Offices and Purpose

Section 1. Principal Office. The principal office and place of business of the Corporation in the State of Colorado shall be designated from time to time by the Corporation and may be within or outside of Colorado. The Corporation may have such other offices, either within or outside Colorado, as the Board of Governor may designate or as the business of the Corporation may require from time to time.

Section 2. Registered Office. The registered office of the Corporation shall be maintained in Colorado and may be, but need not be, the same as the principal office. The address of the registered office may be changed from time to time by the Board of Governors.

Section 3. Name. The name of the Corporation shall be the Colorado State Taekwondo Association (COSTA).

Section 4. Purpose. It shall be the purpose of the Corporation to promote and sponsor the sport of Taekwondo within the State of Colorado and throughout the United States. It is intended that the Corporation reach out to as many Taekwondo schools as possible within the State of Colorado.

ARTICLE 2

Governance

Section 1. The Corporation shall be governed by a state Board of Governors.

Section 2. The state Board of Governors shall consist of one (1) representative of each Taekwondo club located within the State of Colorado that notifies the Secretary of COSTA of its desire to belong to COSTA and formally registers for such membership in the manner established by the President and/or the Secretary and agrees to conduct its operations in accordance with the rules and regulations established by COSTA. Branch schools that are independently operated are eligible to join separately. In order to vote at an annual meeting, a school must register with the secretary thirty (30) days in

advance of the annual meeting date. Annual dues for membership shall be $35.00, unless changed by resolution of the officers. In case a challenge is brought to the voting status of a member, the challenge shall be decided by a majority vote of the officers of COSTA and the athletes' representatives.

Section 3. In addition to the members of the state Board of Governors described in Section 2 above, the State board of governors shall include one coach member and one referee member, to be determined as described below. In addition, the state Board of Governors shall also include athlete representatives that comprise at least 20 percent of the total membership of the state Board of Governors (as calculated including the addition of the athlete members). The athlete representatives shall be determined as described below.

Section 4. The state Board of Governors shall appoint a state president, vice president, secretary and treasurer. The state Board of Governors shall also appoint such other officers, representatives and/or committees as it deems appropriate to carry out the functions of the Corporation.

Section 5. Liability to Third Parties. The Governors, officers, members and employees of the Corporation are not, as such, liable for the acts, debts, liabilities or obligations of the Corporation. No proceeding may be brought by a creditor to reach the liability, if any, of a Governor, officer or employee of the Corporation unless final judgment has been rendered in favor of the creditor against the Corporation and execution has been returned unsatisfied in whole or in part or unless such proceeding would be useless.

Article 3

Meetings of State Board of Governors

Section 1. Annual Meeting. The state Board of Governors shall hold an annual meeting once a year. The annual meeting of the Board of Governors shall be held in each calendar year on such date and at such time and at such place as the President may determine. The annual meeting of the Board of Governors shall be for the purpose of electing officers and for the transaction of such other business as may come before the meeting.

Section 2. Date and Location of Annual Meeting. Notification of the annual meeting of the Board of Governors shall be provided to the members of the Board of Governors as provided herein. The Board of Governors may provide by resolution the time and place, either within or outside Colorado, for the holding of additional regular meetings without other notice. Notice of the annual meeting may be given via the COSTA web site, United States mail, telephone or e.mail, as directed by the Board of Governors or the President.

Section 3. Special Meetings. Special meetings of the Board of Governors may be called by or at the request of the President or any of the Governors. Special meetings shall be held at such time and place, either within or outside Colorado, as may be designated by the authority calling such meeting; provided that no meeting shall be called outside the State of Colorado unless a majority of the Board has so authorized. Notice stating the place, day and hour of every special meeting shall be given to each member of the Board of Governors by mailing such notice at least two (2) days before the date fixed for the meeting. The notice of such special meeting need not specify the purpose of the meeting.

Section 4. Quorum; Voting. A quorum at all meetings of the Board of Governors shall consist of a majority of the Governors holding office. In no event may the quorum be less than three Governors. Less than a quorum may adjourn from time to time without further notice until a quorum is secured. Except as provided otherwise by the Bylaws, the act of a majority of the Governors present at a meeting at which a quorum is present shall be the act of the Board of Governors. All decisions of the Board of Governors shall be by majority vote of voting members unless otherwise specified.

A Governor who is present at a meeting of the Board of Governors is deemed to have assented to all action taken unless: (i) the Governor objects at the beginning of the meeting, or promptly upon arrival, to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken; (ii) the Governor contemporaneously requests that the Governor's dissent or abstention as to any specific action taken be entered in the minutes; or (iii) the Governor causes written notice of the Governor's dissent or abstention as to any specific action to be received by the presiding officer of the meeting before adjournment or by the Corporation promptly after adjournment. The right of dissent or abstention is not available to a Governor who votes in favor of the action taken.

At any annual or special meeting of the Board of Governors, proxy voting shall be allowed that each proxy shall be in writing and submitted to the president prior to the vote to which the proxy will apply. Proxies submitted to the President prior to the beginning of a meeting shall be counted in determining the existence of a quorum.

If a quorum is not present for the annual meeting of the Board of Governors, including members present by proxy, the President shall adjourn the meeting until the next available date. If a quorum is not available at the next scheduled date for the annual meeting, a quorum shall consist of all members of the Board of Governors present, provided that, if fewer than three members of the Board of Governors are present at this second meeting, the President shall adjourn the meeting until at least three governors can be available.

Section 5. Vacancies. A vacancy in the Board of Governors shall not be filled unless the vacancy would cause the total athlete representation on the Board of

Governors to fall below 20%, in which case the Board of Governors, by special meeting, shall immediately appoint an additional eligible athlete representative to serve until the next annual meeting. At such special meeting a quorum will consist of all attending members of the Board of Governors.

Section 6. Committees. The Board of Governors of the Corporation may designate from among its members, by a resolution adopted by a majority of the entire Board of Governors, an executive committee and one or more other committees, each of which shall have and may exercise such authority in the management of the Corporation as shall be provided in such resolution or in these Bylaws. No such committee shall have the power or authority to authorize distributions, elect, appoint or remove any Governor; amend, restate, alter or repeal the Articles of Incorporation; amend, alter or repeal these or any other Bylaws of the Corporation; approve a plan of merger; approve a sale, lease, exchange or other disposition of all or substantially all of the property of the Corporation, with or without goodwill, other than in the usual and regular course of business, or to take any other action prohibited by law. An executive committee can be designated to act in the name of the Board of Governors provided that such executive committee is comprised of at least 20% athlete membership as that term is defined herein.

Section 7. Resignation. A Governor may resign at any time by giving written notice of resignation to the Corporation. The resignation is effective when the notice is received by the Corporation unless the notice specifies a later effective date. A Governor who resigns may deliver a statement to that effect to the Colorado Secretary of State.

Section 8. Action Without a Meeting. Any action required by law to be taken at a meeting of the Board of Governors, or any committee thereof, or any other action which may be taken at a meeting of Governors, or any committee thereof, may be taken without a meeting if every member of the board in writing either: (i) votes for such action or (ii) votes against such action or abstains from voting and waives the right to demand that a meeting be held. Action is taken only if the affirmative votes for such action equals or exceeds the minimum number of votes that would be necessary to take such action at a meeting at which all of the Governors then in office were present and voted. The action shall only be effective if there are writings which describe the action signed by all Governors, received by the Corporation and filed with the minutes. Any such writings may be received by electronically transmitted facsimile or other form of wire or wireless communication providing the Corporation with a complete copy of the document including a copy of the signature. Actions taken shall be effective when the last writing necessary to effect the action is received by the Corporation unless the writings set forth a different date. Any Governor who has signed a writing may revoke it by a writing signed, dated and stating the prior vote is revoked. However, such writing must be received by the Corporation before the last writing necessary to effect the action is received. All such actions shall have the same effect as action taken at a meeting.

Section 9. Compensation. Members of the Board of Governors shall receive such compensation, if any, for serving in such office as may be approved by resolution of

the Board, and the Corporation may reimburse any member of the Board of Governors for reasonable expenses incurred in connection with service on the Board.

Section 10. Notice. Notice of the date, time and place of any special meeting shall be given to each Governor at least two (2) days prior to the meeting by written notice either personally delivered or mailed to each Governor at the Governor's business address, or by notice transmitted by private courier, telegraph, telex, electronically transmitted facsimile or other form of wire or wireless communication. If mailed, such notice shall be deemed to be given and to be effective on the earlier of: (i) five (5) days after such notice is deposited in the United States mail, properly addressed, with first class postage prepaid; or (ii) the date shown on the return receipt, if mailed by registered or certified mail, return receipt requested, provided that the return receipt is signed by the Governor to whom the notice is addressed. If notice is given by telex, electronically transmitted facsimile or other similar form of wire or wireless communication, such notice shall be deemed to be given and to be effective when sent, and with respect to a telegram, such notice shall be deemed to be given and effective when the telegram is delivered to the telegraph company. If a Governor has designated in writing one or more reasonable addresses or facsimile numbers for delivery of notice, notice sent by mail, telegraph, telex or electronically transmitted facsimile or other form of wire or wireless communication shall not be deemed to have been given or to be effective unless sent to such addresses or facsimile numbers as the case may be. For all notices covered by this section and elsewhere in these bylaws, with the agreement of the majority of the Board of Governors, notice may be given by posting on the Colorado State Taekwondo Web Site.

Section 11. Waiver of Notice. A Governor may waive notice of a meeting before or after the time and date of the meeting by a writing signed by the Governor. Such waiver shall be delivered to the corporate secretary for filing with the corporate records, but such delivery and filing shall not be conditions to the effectiveness of the waiver. Further, a Governor's attendance at or participation in a meeting waives any required notice to the Governor of the meeting unless at the beginning of the meeting, or promptly upon the Governor's later arrival, the Governor objects to holding the meeting or transacting business at the meeting because of lack of notice or defective notice and does not thereafter vote for or assent to action taken at the meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Governors need be specified in the notice or waiver of notice of such meeting.

Section 12. Telephonic Meetings. The Board of Governors may permit any Governor (or any member of any committee designated by the board) to participate in a regular or special meeting of the Board of Governors or a committee thereof through the use of any means of communication by which all Governors participating in the meeting can hear each other during the meeting. A Governor participating in a meeting in this manner is deemed to be present in person at the meeting.

Section 13. Standard of Conduct for Governors and Officers. Each Governor and officer shall perform their duties as a Governor or officer, including

without limitation their duties as a member of any committee of the board, in good faith, in a manner the Governor or officer reasonably believes to be in the best interests of the Corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances. In the performance of their duties, a Governor or officer shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by the persons designated below. However, a Governor or officer shall not be considered to be acting in good faith if the Governor or officer has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A Governor or officer shall not be liable to the Corporation for any action the Governor or officer takes or omits to take as a Governor or officer if, in connection with such action or omission, the Governor or officer performs their duties in compliance with this Section. A Governor or officer, regardless of title, shall not be deemed to be a trustee with respect to the Corporation or with respect to any property held or administered by the Corporation including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property. The designated persons on whom a Governor or officer are entitled to rely are: (i) one or more officers or employees of the Corporation whom the Governor or officer reasonably believe to be reliable and competent in the matters presented; (ii) legal counsel, a public accountant, or other person as to matters which the Governor or officer reasonably believes to be within such person's professional or expert competence; (iii) religious authorities or ministers, priests, rabbis or other persons whose position or duties in the Corporation or in a religious organization with which the Corporation is affiliated, the Governor or officer believes justify reliance and confidence and who the Governor or officer believes to be reliable and competent in the matters presented; or (iv) a committee of the Board of Governors on which the Governor or officer does not serve if the Governor reasonably believes the committee merits confidence.

ARTICLE 4

Membership on Board of Governors

Section 1. Each Taekwondo club located in Colorado and registered with USA Taekwondo may elect or appoint one representative to the Board of Governors. In the event of affiliated clubs operated independently, each affiliated club may elect/appoint a separate representative, provided that the affiliated clubs are registered separately with. COSTA.

Section 2. The coach representative on the Board of Governors shall be an active Taekwondo coach who has coached an athlete at a the Colorado State Taekwondo Championships or other sponsored Colorado State Taekwondo competition within the calendar year prior to his/her being appointed to the position.

Section 3. The referee representative on the Board of Governors shall be an active Taekwondo referee who has refereed at the Colorado State Taekwondo

Championships or other sponsored Colorado State Taekwondo competition within the calendar year prior to his/her being appointed to the position. In addition, the referee representative shall be a certified referee under the certification procedures established by USA Taekwondo.

Section 4. The athlete representatives on the Board of Directors shall be active athletes who have competed at the Colorado State Taekwondo Championships or other sponsored Colorado State Taekwondo competition within the calendar year prior to his/her being appointed to the position. The athlete representatives shall be at least eighteen years of age.

Section 5. All members of the Board of Governors shall be residents of the State of Colorado and citizens of the United States.

Section 6. The coach, referee and athlete representatives to the Board of Governors shall be elected at special meetings to be held immediately prior to the annual meeting of the Board of Governors. The President shall establish election procedures for each class of representative to the Board of Governors. Only persons eligible to hold the office of representative to the Board of Governors shall be eligible to vote for any of these classes of representative. These procedures shall be posted on the Colorado Taekwondo Web Site.

Section 7. The number of athlete representatives to the Board of Governors shall be determined by the President prior to the annual meeting of the Board of Governors. This number shall be determined by adding the number of Taekwondo clubs registered withCOSTA on the first day of the calendar month immediately prior to the month in which the annual meeting is to be held, plus the coach and referee representatives, and determining the number of athlete representative necessary to achieve at least 20% representation on the Board of Governors. This number shall be promptly posted on the Colorado State Taekwondo Web Site.

ARTICLE 5

Officers

Section 1. General. The officers of the Corporation shall be a President, a Secretary, and a Treasurer, and may include one (1) or more Vice-Presidents. Any individual may hold more than one (1) office. The Board of Governors may appoint such other officers as it may deem advisable, who shall be chosen in such manner and hold their offices for such terms and have such authority and duties as set forth in the Bylaws or as from time to time may be determined by the Board of Governors. Except as expressly prescribed by these Bylaws, the Board of Governors or the officer or officers authorized by the board, shall from time to time determine the procedure for the appointment of officers, their authority and duties, provided that the Board of Governors may change the authority and duties of any officer who is not appointed by the board. A11 officers shall be

natural persons who are eighteen (18) years or older. An officer may be, but need not be a Governor of the Corporation.

Section 2. Powers and Duties. The officers of the Corporation shall exercise and perform the respective powers, duties, and functions as are stated below and as may be assigned to them by the Board of Governors.

(a) The President shall preside at all meetings of the Board. The President shall be the Chief Executive Officer of the Corporation and shall, subject to the general direction and control of the Board of Governors, have the general supervision, direction, and control over the business and affairs of the Corporation and its officers, agents, and employees. The President may sign, with the Secretary or any Assistant Secretary or any other proper officer of the Corporation designated by the Board of Governors, any contracts, agreements, deeds, leases, mortgages, deeds of trust, or other documents of conveyance or encumbrance of any real property owned by the Corporation. He shall also perform all duties incident to the office of the President and such other duties as may be assigned by the Board of Governors from time to time.

(b) The Vice-Presidents shall assist the President and shall perform such duties as may be assigned to them by the President or by the Board of Governors. In the absence of the President, the Vice-President, if any (or, if more than one, the Vice-Presidents in the order designated by the Board of Governors, or if the board makes no such designation, then the Vice-President designated by the President, or if neither the board nor the President makes any such designation, the senior Vice-President as determined by first election to that office), shall have the powers and perform the duties of the President.

(c) The Secretary shall keep accurate minutes of the proceedings of the Board of Governors and of any committees of the Board of Governors; shall ensure that all notices are duly given in accordance with the provisions of these bylaws; shall be custodian of the records and of the seal of the Corporation and shall attest to the affixing of the seal of the Corporation when authorized by the Board of Governors; and shall perform such additional duties as are incident to such office and as may be assigned to such person by the Board of Governors or the President. Assistant Secretaries, if any, shall have the same duties and powers subject to the supervision of the Secretary.

(d) The Treasurer shall be the principal financial officer of the Corporation; shall have the charge and custody of and be responsible for all funds and securities of the Corporation; shall deposit such funds in the name of the Corporation in such depositories as shall be designated by the Board of Governors; shall keep accurate books of account and records of financial transactions and the condition of the Corporation and shall subject such reports thereof as the Board of Governors may from

time to time require; and in general, perform all duties incident to such office and such other duties as may from time to time be assigned to such person by the President or by the Board of Governors. The Treasurer shall be authorized to engage any firm of certified pubic accountants to assist in the performance of any of the duties incident to the Treasurer's office. Assistant Treasurers, if any, shall have the same duties and powers subject to the supervision of the Treasurer.

Section 3. Selection and Terms of Offices. All officers of the Corporation shall be elected by the Board of Governors at its annual meeting and shall hold office for two (2) years and until their successors shall have been elected and shall have qualified.

Section 4. Compensation. Officers shall receive such compensation, if any, for serving in such office as may be approved by resolution of the Board, and the Corporation may reimburse any officer for all reasonable expenses incurred by such individual in connection with services rendered to or for the Corporation.

Section 5. Resignation and Removal. An officer may resign at any time by giving written notice of resignation to the Corporation. The resignation is effective when the notice is received by the Corporation unless the notice specifies a later effective date. Any officer or agent elected may be removed at any time with or without cause by the Board of Governors or by an officer or officers authorized by the board to do so. An officer who resigns or is removed or whose appointment has expired may deliver a statement to that effect to the Colorado Secretary of State. Such removal does not affect the contract rights, if any, of the Corporation or of the person so removed. The appointment of an officer or agent shall not in itself create contract rights.

Section 6. Vacancies. A vacancy in any office, however occurring, may be filled by the Board of Governors, or by the officer or officers authorized by the board for the unexpired portion of the officer's term. If an officer resigns and the resignation is made effective at a later date, the Board of Governors, or officer or officers authorized by the board, may permit the officer to remain in office until the effective date and may fill the pending vacancy before the effective date if the Board of Governors, or officer or officers authorized by the board provide that the successor shall not take office until the effective date. In the alternative, the Board of Governors, or officer or officers authorized by the Board of Governors, may remove the officer at any time before the effective date and fill the resulting vacancy.

Article 6
Corporate Documents and Records

Section 1. Financial Statements. Upon the written request of any Governor, the Corporation shall mail to such Governor its most recent annual financial statements, if any, and its most recently published financial statements, if any, showing in reasonable detail its assets and liabilities and results of its operations.

Section 2. Corporation Records. The Corporation shall keep as permanent records minutes of all meetings of its Board of Governors, a record of all actions taken by

the Board of Governors without a meeting and of actions taken by a committee in place of the Board of Governors, and a record of all waivers of notices of meetings of the Board of Governors or any committee. The Corporation shall also maintain the following records: (i) appropriate accounting records; (ii) its articles of incorporation and bylaws; (iii) a list of the names and business or home addresses of its current Governors and officers; (iv) a copy of its most recent corporate report delivered to the Secretary of State; and (v) all financial statements prepared for periods during which the last three (3) years that a Governor could have requested under Colorado law.

Section 3. Non-profit status. The Corporation shall keep and file where necessary all documents necessary to retain its status as a Section 501(c)(3) non profit corporation under the laws of the United States and the State of Colorado.

Article 7

Contracts, Loan, and Deposits

Section 1. Contracts. The Board of Governors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted for on behalf of the Corporation and no evidence of indebtedness shall be issued in the name of the Corporation unless authorized by a resolution of the Board of Governors. Such authority may be general if confined to a specific dollar limit determined from time to time by resolution of the Board of Governors and shall otherwise be confined to specific instances. No loan shall be made to any officer or Governor of the Corporation.

Section 3. Checks, Drafts and Notes. All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Governors.

Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, financial institutions, or other custodians as the Board of Governors may select.

Section 5. Investment Managers. The Board of Governors shall have the authority to designate any bank, trust company, brokerage firm, or investment advisor to manage the assets and investment of the assets of the Corporation.

Section 6. Fiscal Year. The fiscal year of the Corporation shall be determined by the Board of Governors.

Article 8 Sale of Property

The Board of Governors may: (i) authorize the sale, lease, exchange or other disposition of all or substantially all of the Corporation's property in the usual and regular course of business; and (ii) mortgage, pledge, dedicate to the repayment of indebtedness (with or without recourse), or otherwise encumber all or substantially all of its property whether or not in the usual and regular course of business. Member approval is not required for such transactions. If the Corporation wishes to sell, lease, exchange or otherwise dispose of all, or substantially all of its property, with or without good will, other than in the usual and regular course of business, the Board of Governors shall also be authorized to undertake such action.

If the Corporation is entitled to vote or otherwise consent (other than in the usual and regular course of its business) with respect to the sale, lease, exchange or other disposition of all, or substantially all, of the property with or without the good will, of another entity which it controls, and if the property interests held in such entity constitute all, or substantially all of its property, then consent requires a proposal by the Board of Governors and approval by the members, if any are entitled to vote thereon.

ARTICLE 9

Definitions

(a) The terms "Governor or officer" shall include a person who, while serving as a Governor or officer of the Corporation, is or was serving at the request of the Corporation as a Governor, officer, partner, member, manager, trustee, employee, fiduciary or agent of another foreign or domestic corporation, nonprofit corporation or other person or employee benefit plan. A Governor or officer shall be considered to be serving an employee benefit plan at the request of the Corporation if the Governor's or officer's duties to the Corporation also impose duties on or otherwise involve services to the plan or to participants in or beneficiaries of the plan. The term "Governor or officer" shall also include the estate or personal representative of a Governor or officer, unless the context otherwise requires.

(b) The term "proceeding" shall mean any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, whether formal or informal, any appeal in such an action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding.

(c) The term "party" includes an individual who is, was or is threatened to be made a named defendant or respondent in a proceeding.

(d) The term "liability" shall mean any obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan), or reasonable expense incurred with respect to a proceeding.

(e) When used with respect to a Governor, the phrase "official capacity" shall mean the office of Governor in the Corporation, and, when used with respect to a person other than a Governor, shall mean the office in the Corporation held by the officer or the employment, fiduciary or agency relationship undertaken by the employee or agent on behalf of the Corporation, but in neither case shall include service for any foreign or domestic corporation or for any other person, employee benefit plan, or other enterprise.

(f) The term Colorado State Taekwondo Association Web site shall be the Internet web site designated as the official site for notices and news involving the Colorado State Taekwondo Association and the sport of Taekwondo in general.

Section 2. General Provisions. The Corporation shall indemnify any person who is or was a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a Governor or officer of the Corporation, against expenses (including attorneys' fees), liability, judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such proceeding if such person: (i) acted in good faith, (ii) reasonably believed, in the case of conduct in an official capacity with the Corporation, that the conduct was in the best interests of the Corporation, and, in all other cases, that the conduct was at least not opposed to the best interests of the Corporation, and (iii) with respect to any criminal proceeding, had no reasonable cause to believe that the conduct was unlawful. However, no person shall be entitled to indemnification under this Section 2 either: (i) in connection with a proceeding brought by or in the right of the Corporation in which the Governor or officer was adjudged liable to the Corporation; or (ii) in connection with any other proceeding charging improper personal benefit to the Governor or officer, whether or not involving action in that person's official capacity, in which the officer or Governor is ultimately adjudged liable on the basis that the Governor or officer improperly received personal benefit. Indemnification under this Section 2 in connection with a proceeding brought by or in the right of the Corporation shall be limited to reasonable expenses incurred in connection with the proceeding. The termination of any action suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of solo contender or its equivalent shall not of itself be deter ,n native that the person did not meet the standard of conduct set forth in this Section 2.

Section 3. Successful Defense on the Merits; Expenses. To the extent that a Governor or officer of the Corporation has been wholly successful on the merits in defense of any proceeding to which he was a party, such person shall be indemnified against reasonable expenses (including attorneys' fees) actually and reasonably incurred in connection with such proceedings.

Section 4. Determination of Right to Indemnification. Any indemnification under Section 2 of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in each specific case upon a determination that indemnification of the Governor or officer is permissible under the circumstances because such person met the applicable standard of conduct set forth in Section 2. Such determination shall be made: (i) by the Board of Governors by a majority vote of a quorum of disinterested Governors who at the time of the vote are not, were not, and are not threatened to be made parties to the proceeding; or (ii) if such quorum cannot be obtained, by the vote of a majority of the members of a committee of the Board of Governors designated the board, which committee shall consist of two (2) or more Governors who are not parties to the proceeding (Governors who are parties to the proceeding may participate in the designation of Governors to serve on such committee); or (iii) if such quorum of the Board of Governors cannot be obtained or such a committee cannot be established, or even if such a quorum is obtained or such a committee is so designated, but such quorum or committee so directs, then by independent legal counsel selected by the Board of Governors in accordance with the preceding procedures. Authorization of indemnification and evaluation as to the reasonableness of expenses shall be made in the sane manner as the determination that indemnification is permissible, except that, if the determination that indemnification is permissible is made by independent legal counsel, authorization of indemnification and evaluation of legal expenses shall be made by the body that selected such counsel.

Section 5. Advance Payment of Expenses; Undertaking to Repay. The Corporation may pay for or reimburse the reasonable expense (including attorneys' fees) incurred by a Governor or officer who is a party to proceeding in advance of the final disposition of the proceeding if (i) the Governor or officer furnishes the Corporation a written affirmation of the Governor's or officer's good faith belief that the person has met the standard of conduct set forth in Section 2; (ii) the Governor or officer furnishes the Corporation with a written undertaking, executed personally or on the Governor's or officer's behalf, to repay the advance if it is determined that the person did not meet the standard of conduct set forth in Section 2, which undertaking shall be an unlimited general obligation of the Governor or officer but which need not be secured and which may be accepted without reference to financial ability to make repayment; and (iii) a determination is made by the body authorizing indemnification that the facts then known to such body would not preclude indemnification.

Section 6. Other Employees and Agents. The Corporation shall indemnify such other employees and agents of the Corporation to the same extent and in the same manner as is provided above in Section 2 with respect to Governors and officers, by

adopting a resolution by a majority of the members of the Board of Governors specifically identifying by name or by position the employees or agents entitled to indemnification.

Section 7. Insurance. The Board of Governors may exercise the Corporation's power to purchase and maintain insurance (including without limitation insurance for legal expenses and costs incurred in connection with defending any claim, proceeding, or lawsuit) on behalf of any person who is or was a Governor, officer, employee, fiduciary, agent, or was serving as a Governor, officer, partner, member, trustee, employee, fiduciary of another domestic or foreign corporation, nonprofit corporation or other person or an employee benefit plan of the Corporation against any liability asserted against the person or incurred by the person in any such *capacity* or arising out of the person's status as such, whether or not the Corporation would have the power to indemnify that person against such liability under the provisions of this Article.

Section 8. Nonexclusively of Article. The indemnification provided by this Article shall not be deemed exclusive of any other rights and procedures to which one indemnified may be entitled under the Articles of Incorporation, any Bylaw, agreement, resolution of disinterested Governors, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Governor or officer, and shall inure to the benefit of such person's heirs, executors, and administrators.

Article 10

Amendments

These Bylaws may be amended, altered, or repealed and new Bylaws may be adopted by the Board of Governors of the Corporation by a vote of a majority of the Governors present at any meeting of the Board at which a quorum is present.

The Board of Governors shall have the power, to the maximum extent permitted by the Colorado Nonprofit Corporation Act, to make, amend and repeal the Bylaws of the Corporation at any regular or special meeting of the board.

The bylaws may also be amended by a majority vote of the participating members at the annual meeting. In the case of an amendment by the participating members, the Board of Governors specifically identifying by name or by position the employees or agents entitled to indemnification.

Article 11

Functions of Corporation

Section 1. The Corporation shall sponsor an annual Colorado State Taekwondo tournament to recognize Colorado State Taekwondo champions. These championships shall be for purposes of recognition within the state. However, the Board of Governors may use these championships to determine membership in Colorado State Taekwondo teams, and may sponsor such teams to the extent agreed to by the Board of Governors.

Section 2. The Corporation may also recognize other tournaments within the State of Colorado as a "sponsored" Colorado State tournament. Such sponsorship shall not in any *way* include an undertaking of responsibility for the conduct of the tournament.

Section 3. The Corporation must submit to the National Association of State Taekwondo Organizations, within five months of the close of its fiscal year, a copy of a 990 tax return, a copy of a profit and loss statement, and a copy of a balance sheet for the Corporation.

Section 4. The Corporation will agree to hold the National Association of State Taekwondo Organizations harmless for any claims for any activity hosted or sponsored by the Corporation, and the President will execute all necessary documents to effectuate this release.

Section 5. The Corporation will appoint a delegate to represent it as part of its membership in the National Association of State Taekwondo Organizations. The President shall make this selection, subject to review by the Board of Governors if the Board so chooses. The President may appoint himself/herself to this position.

Article 12

Miscellaneous

Section 1. Seal. The Board of Governors may adopt a corporate seal, which may be circular in form and shall contain the name of the Corporation and the words, "Seal, Colorado."

Section 2. Gender. The masculine gender is used in these Bylaws as a matter of convenience only and shall be interpreted to include the feminine and neuter genders as the circumstances indicate.

Section 3. Conflicts. In the event of any irreconcilable conflict between these Bylaws and either the Corporation's Articles of Incorporation or applicable law, the latter shall control.

Section 4. Definitions. Except as otherwise specifically provided in these Bylaws, all terms used in these Bylaws shall have the same definition as in the Colorado Nonprofit Corporation Act.

Section 5. Receipt of Notices by the Corporation Notices and other documents or writings shall be deemed to have been received by the Corporation when they are actually received: (i) at the registered office of the Corporation in Colorado; (ii) at the principal office of the Corporation (as that office is designated in the most recent document filed by the Corporation with the Secretary of State for Colorado designating a principal office) addressed to the attention of the secretary of the Corporation; (iii) by the secretary of the Corporation wherever the secretary may be found; (iv) by any other person authorized from time to time by the Board of Governors or the President to receive such writings wherever such person is found.

Section 6. Emergency Powers and Bylaws. An "emergency" exists for purposes of this Section if a quorum of the Governors cannot readily be obtained because of some catastrophic event. In the event of an emergency, the Board of Governors may: (i) modify lines of succession to accommodate the incapacity of any Governor, officer, employee or agent; and (ii) relocate the principal office, designate alternative principal offices or regional offices, or authorize officers to do so. During an emergency, notice of a meeting of the Board of Governors only needs to be given to those Governors whom it is practicable to reach and may be given in any practicable manner including by publication or radio. One or more officers of the nonprofit corporation present at a meeting of the Board of Governors may be deemed Governors for the meeting, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum. Corporate action taken in good faith during an emergency binds the Corporation and may not be the basis for imposing liability on any Governor, officer, employee or agent of the Corporation on the ground that the action was not authorized. The Board of Governors may also adopt emergency bylaws, which may include provisions necessary for managing the Corporation during the emergency including: (i) procedures for calling a meeting of the Board of Governor; (ii) quorum requirements for the meeting; and (iii) designation of additional or substitute Governors. The emergency bylaws shall remain in effect during the emergency and not be after the emergency ends.

Section 7. Distributions. The tern "distribution" means the payment of a dividend or any part of the income or profit of a corporation to its Governors or officers. The Corporation shall not make any distribution except as follows: (i) to pay compensation in a reasonable amount to its Governors or officers for services rendered; and (ii) to make distributions upon dissolution in compliance with applicable law.

Section 8. Conflicting Interest Transactions The standards found at C.R.S. §7-128-501 shall apply.

Article 13

Approval

These bylaws shall become effective upon vote of the Board of Directors of the Colorado State Taekwondo Association, a non-profit corporation on file with the Secretary of State, ID 19981193387, at a duly constituted meeting.

The above Bylaws were approved and adopted by the Board of Governors as of the eighth day of November, 2008.

CERTIFICATE

I hereby certify that the foregoing Bylaws constitute the Bylaws of Colorado State Taekwondo Association, adopted by the Board of of the Corporation as of _____ _____, 2007.

_____