

**BYLAWS OF
USA MIXED MARTIAL ARTS
KI FEDERATION**

**SECTION 1.
NAME AND STATUS**

Section 1.1. Name.

The name of the organization shall be “USA Mixed Martial Arts KI Federation.” The Organization may establish such acronyms or abbreviations as may be appropriate for business use, and may establish logos, service marks or trademarks as may be appropriate to further its purposes, mission, recognition and goals.

Section 1.2. Non-Profit Status.

The Organization shall be a non-profit organization incorporated pursuant to the laws of the State of Missouri. The Organization shall be operated for charitable and educational purposes, and it shall also have as its purpose to foster national and international amateur sports competition in the sport of amateur mixed martial arts. The Organization shall operate consistent with and shall maintain a tax-exempt status in accordance with section 501(c)(3) of the Internal Revenue Code.

**SECTION 2.
OFFICES**

Section 2.1. Business Offices.

The principal office of the Organization shall be in the State of Missouri. The Organization may at any time and from time to time change the location of its principal office. The Organization

may have such other offices, either within or outside Missouri, as the Board of Directors may designate or as the affairs of the Organization may require from time to time.

Section 2.2. Registered Office.

The registered office of the Organization may be changed from time to time by the Board of Directors or by the officers of the Organization to the extent permitted by Missouri law. The registered office may be, but need not be, the same as the principal office.

SECTION 3.

MISSION

Section 3.1. Mission.

The Mission of the Organization shall be to enable United States athletes to achieve sustained competitive excellence and to promote and grow the sport of amateur mixed martial arts in the United States.

SECTION 4.

RECOGNITION AS NATIONAL GOVERNING BODY

Section 4.1. Recognition as a National Governing Body.

The Organization shall seek and attempt to maintain recognition by the United States Olympic Committee as the National Governing Body for the sport of amateur mixed martial arts in the United States. In furtherance of that purpose, the Organization shall comply with the requirements for recognition as a National Governing Body as set forth in the Ted Stevens Olympic and Amateur Sports Act, 36 U.S.C. § 220501 et seq. and as mandated by the United States Olympic Committee (referred to in these Bylaws as "USOC") as such requirements are promulgated or revised from time to time. In fulfilling those requirements the Organization shall:

a. be a member of only one (1) international sports federation, which is recognized by the International Olympic Committee as the worldwide governing body for the sport of amateur mixed martial arts;

b. be autonomous in the governance of the sport of amateur mixed martial arts by independently determining and controlling all matters central to such governance, by not delegating any of that determination or control, and by being free from outside restraint;

c. maintain the managerial and financial competence and capability to establish national goals for amateur mixed martial arts relating to the development and well-being of the sport, to implement and administer a plan for the attainment of those goals, and to execute its obligations as the National Governing Body for the sport of amateur mixed martial arts;

d. provide for individual and organizational membership;

e. ensure that its Board of Directors, and any other governance body, has established criteria and election procedures for, and maintains among its voting members, individuals who are actively engaged in amateur athletic competition in amateur mixed martial arts or who have represented the United States in an international amateur athletic competition in amateur mixed martial arts within the preceding ten (10) years, and ensures that the voting power held by those individuals is not less than twenty (20) percent of the voting power held in its Board or other governance body;

f. provide for reasonable direct representation on its Board of Directors for any amateur sports organization which, in the sport of amateur mixed martial arts, conducts on a level of proficiency appropriate for selection of amateur athletes to represent the United States in international amateur athletic competition, a national program, or regular national amateur athletic competition, and ensure that representation reflects the nature, scope, quality, and strength of the programs and competitions of that amateur sports organization in relation to all other of those programs and competitions in the sport of amateur mixed martial arts in the United States;

g. be governed by a Board of Directors whose members are selected without regard to race, color, religion, national origin or sex, with reasonable representation on the Board of both males and females;

h. provide an equal opportunity to amateur athletes, coaches, trainers, managers, administrators, and officials to participate in amateur mixed martial arts competitions without discrimination on the basis of race, color, religion, age, sex or national origin;

i. not have an officer who is also an officer of another amateur sports organization that is recognized by the USOC as a National Governing Body;

j. provide procedures for the prompt and equitable resolution of grievances of its members;

k. provide fair notice and an opportunity for a hearing to any amateur athlete, coach, trainer, manager, administrator or official before declaring such individual ineligible to participate; agree to submit to binding arbitration in any controversy involving: (i) its recognition as a National Governing Body, or (ii) the opportunity of any amateur athlete, coach, trainer, manager, administrator or official to participate in amateur athletic competition in amateur mixed martial arts, upon demand of the USOC or any aggrieved amateur athlete, coach, trainer, manager, administrator or official, conducted in accordance with the Commercial Rules of the American Arbitration Association or as modified pursuant to the Ted Stevens Olympic and Amateur Sports Act;

m. not have eligibility criteria relating to amateur status or to participation in the Olympic or Pan American Games that are more restrictive than those of the international sports federation for the sport of amateur mixed martial arts recognized by the International Olympic Committee;

n. perform all other obligations and duties imposed by the Ted Stevens Olympic and Amateur Sports Act and by the USOC on a National Governing Body.

SECTION 5. MEMBERS

Section 5.1. Categories of Membership.

The Organization shall have individual and organizational membership categories as follows:

a. Individual Membership Categories:

- 1. Athlete members.** Athlete members are those individuals who register as competitive athletes and are eligible for competition in mixed martial arts.
- 2. Coach members.** Coach members are those individuals who register as active coaches.
- 3. Referee members.** Referee members are those individuals who register as active referees and who are certified as referees by the Organization..
- 4. Supporting members.** Supporting members are those individuals of any age who register as supporting members and who are interested in the purpose, programs, aims and objectives of the Organization.
- 5. Life members.** Life members are those individuals who register as life members and who pay to the Organization a life membership fee.

b. Organization Membership Categories:

- 1. Club members.** Club members are those amateur mixed martial arts clubs that register as clubs and which agree to conduct their programs in accordance with and agree to be bound by the rules and regulations of the Organization.
- 2. Affiliated Organization members.** Affiliated Organization members are those amateur sports organizations that register as affiliated organizations and which conduct a national program or regular national amateur mixed martial arts competitions on a level of proficiency appropriate for the selection of amateur athletes to represent the United States in international amateur athlete competition, and establishes that the nature, scope, quality, and strength of the programs and competitions in relation to all other amateur mixed martial arts programs and competitions in the United States justifies some form of reasonable direct representation on the Board of Directors as solely determined by the Organization.

3. Contributing Organization members. Contributing Organization members are those amateur sports organizations that register as contributing organizations and which conduct athletic programs amateur mixed martial arts in the United States.

Section 5.2. Voting Members.

Individuals belonging to the following membership categories shall be entitled to vote in an election for Directors of the Board: Athlete members, Coach members and Referee members. Organizations belonging to the following membership categories shall be entitled to vote in an election for Directors of the Board: Club members and Affiliated Organization members. No other voting privileges are conferred upon the members of either category.

An individual may belong to more than one (1) of the above mentioned membership categories. However, an individual is only eligible to vote in one (1) membership category. Any individual who is a member of more than one (1) membership category shall designate the membership category in which he or she shall vote. An individual shall be a citizen of the United States and at least eighteen (18) years of age in order to be eligible to vote in an election. Notwithstanding these restrictions on voting, membership in the Organization is open to individuals who are less than eighteen (18) years of age and to individuals who are not citizens of the United States. An individual shall be a member of the Organization sixty (60) days prior to the date of the election (record date) in order to be eligible to vote in an election.

Individuals and organizations belonging to the following membership categories have no voting privileges: Supporting members, Life members and Contributing Organization members.

Section 5.3. Membership Requirements and Dues.

Membership in the Organization is a privilege and creates with it certain obligations and duties. The Board of Directors may establish such membership requirements and dues as the Board shall deem necessary or appropriate, from time to time. Further, the Board may establish such rules and procedures for the manner and method of payment of dues, the collection of delinquent dues and the proration or refund of dues, as the Board shall deem necessary or appropriate, from time

to time. No privilege of membership shall be available unless and until all membership requirements have been satisfied and all dues have been paid in full.

Section 5.4. Suspension and Termination of Membership.

The membership of any member may be terminated at any time, with or without cause, by the Board of Directors upon giving fifteen (15) days' notice. A member shall have the right to a hearing by appealing to the Organization's Judicial Committee. A member may only resign if the member has paid all dues then payable in full.

Section 5.5. Transfer of Membership.

Members may not transfer their memberships in the Organization. Members shall have no ownership rights or beneficial interests of any kind in the property or assets of the Organization.

SECTION 6. REGIONAL DIVISIONS

Section 6.1. Regional Divisions.

The Board of Directors shall divide the United States into geographic regions as the Board determines, in its sole discretion, will best serve the interests of the sport of amateur mixed martial arts. The Board may only change the geographic Region division once every four (4) years after the initial division. Regions must agree to operate pursuant to and adhere to these Bylaws and the purposes of the Organization to become and to remain a Region. The purpose of the Regions, among other things, shall be to hold competitions and conduct such other regional activities that promote the mission of the Organization as the Board determines, from time to time, in their sole discretion.

SECTION 7.
BOARD OF DIRECTORS

Section 7.1. General Powers.

Except as otherwise provided in these Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Organization shall be governed by, its Board of Directors.

Section 7.2. Function of the Board.

The Board of Directors represents the interests of the Organization's membership, the United States amateur mixed martial arts community and amateur mixed martial arts athletes by providing the Organization with policy, guidance and strategic direction. The Board oversees the management of the Organization and its affairs, but it does not manage the Organization. The Board shall select a well-qualified and ethical Chief Executive Officer and diligently oversee the Chief Executive Officer in the Operation of the Organization. The Board shall focus on long-term objectives and impacts rather than on day-to-day management, empowering the Chief Executive Officer to manage a staff-driven organization with effective Board oversight. In addition, the Board performs the following specific functions, among others:

- a. selects, compensates, supports, and evaluates the Chief Executive Officer and plans for management succession;
- b. reviews and approves the Organization's strategic plan and the annual operating plans, budget, business plans, and corporate performance;
- c. sets policy and provides guidance and strategic direction to management on significant issues facing the Organization;
- d. reviews and approves significant corporate actions;
- e. oversees the financial reporting process, communications with stakeholders, and the Organization's legal and regulatory compliance program;
- f. oversees effective corporate governance, including but not limited to the appointment of a Nominating Committee;

g. approves capital structure, financial strategies, borrowing commitments, and long-range financial planning;

h. reviews and approves financial statements, annual reports, audit and control policies, and, upon the recommendation of the Audit Committee, selects independent auditors;

i. monitors to determine whether the Organization's assets are being properly protected;

j. monitors the Organization's compliance with laws and regulations and the performance of its broader responsibilities; and

k. ensures that the Board and management are properly structured and prepared to act in case of an unforeseen corporate crisis.

Section 7.3. Diversity of Discussion.

The Board of Directors shall be sensitive to the desirability of diversity at all levels of the Organization. The Board shall develop norms that favor open discussion and favor the presentation of different views.

Section 7.4. Qualifications.

Each director of the Board must be a citizen of the United States and eighteen (18) years of age or older. A director need not be a resident of Missouri. A director shall have the highest personal and professional integrity, shall have demonstrated exceptional ability and judgment, and shall be effective, in conjunction with the other directors, in serving the long-term interests of the Organization. Directors must possess the highest personal values, judgment and integrity; have a thorough understanding of athletic competition and the Olympic ideals; and have diverse experience in the key business, financial, and other challenges that face the Organization. Directors should have a high level of experience and capability in Board oversight responsibilities, including in the areas of finance, marketing, fundraising, audit, management, communications, and sport. At least one (1) of the independent directors, who shall also serve on the Audit Committee, shall have financial expertise.

Section 7.5. Number.

The Board of Directors may consist of as many as ten (10) total directors, three (3) of whom shall be independent directors, two (2) of whom shall be athlete directors, one (1) of whom shall be a coach director, one (1) of whom shall be a referee director, two (2) of whom shall be club directors, and one (1) of whom shall be an affiliated organization director. If there are no Affiliated Organization members, then the affiliated organization director seat shall remain vacant and there shall only be nine (9) total directors. Athlete directors shall at all times comprise at least twenty (20%) percent of the membership and voting power of the Board.

Section 7.6. Selection and Election.

The Board of Directors shall be selected and/or elected as follows:

a. Independent Directors. The Nominating Committee appointed by the Board of Directors shall select, using whatever process the Nominating Committee determines to be appropriate, three (3) Board directors from among individuals considered to be independent, as that term is defined in Section 7.7 below.

b. Athlete Directors. The two (2) athlete Board directors shall be elected by athletes. The Athletes' Advisory Council shall elect from among its members, by majority vote, pursuant to Section 11.7. of these Bylaws, an individual who shall be an athlete director.

One Athlete director shall be the Chair of the Athletes' Advisory Council and the other shall be Organization's representative to the USOC Athletes' Advisory Council, elected pursuant to Section 12.3 of these Bylaws.

c. Coach Director. The Nominating Committee appointed by the Board of Directors shall solicit nominations of coaches who have obtained at least twenty-five (25) signatures of support each from current the Organization member coaches. Each nominee shall be an amateur mixed martial arts Coach. The nominees will be considered by the Nominating Committee. The Nominating Committee shall select no more than two (2) individuals from those nominated who shall then stand for election by Coach members. All current Organization Coach members shall then vote for the coach Board director. Each Coach member shall have one (1) vote. The individual Coach member receiving the highest vote total shall be elected.

d. Referee Director. The Nominating Committee appointed by the Board of Directors shall solicit nominations of referees who are certified as referees by the Organization and who have obtained at least twenty-five (25) signatures of support each from current Organization Referee members. Each nominee shall have worked at least two (2) Organization operated events in each of the two (2) years preceding the election year and in the election year. The nominees will be considered by the Nominating Committee, which shall select no more than two (2) individuals from those nominated who shall then stand for election by Referee members. Referee member shall have one (1) vote. The individual Referee member receiving the highest vote total shall be elected.

e. Club Owner Directors. The Nominating Committee appointed by the Board of Directors shall solicit nominations from those club owners who have been Club Owner members of the Organization for the two (2) years preceding the election year and who have registered at least fifteen (15) Organization individual members, in any category of individual membership, in those years. There shall be two (2) separate categories for club owner Directors. One (1) Club Owner Director seat shall be open for those eligible Club Owners who have registered at least fifteen (15) but fewer than thirty five (35) Organization Individual members in at least two (2) of the past three (3) years including the election year and the other Club Owner Director seat shall be open for those eligible Club Owners who have registered more than thirty five (35) Individual members in at least two of the past three (3) years including the election year.

The Nominating Committee shall evaluate the candidates in each category and select one (1) candidate for each Club Owner category position on the Board of Directors.

f. Affiliated Organization Director(s). Affiliated Organizations shall have the right to be represented on the Board of Directors by one (1) Affiliated Organization director. An organization may become an Affiliated Organization only after it has been accepted by the Organization as an Affiliated Organization, following a review by the Board of Directors of the nature, scope, quality, and strength of the organization's programs and competitions in relation to all other amateur mixed martial arts programs and competitions in the United States that the Organization would benefit from the affiliation. If there are no Affiliated Organization members, then the Affiliated Organization Board director seat shall be vacant.

Affiliated Organization director(s) shall be selected as follows:

- a. If there is only one (1) Affiliated Organization member, then that organization shall select a qualified individual to serve as the Affiliated Organization Board director.
- b. If there are two (2) or more Affiliated Organization members, then the Nominating Committee appointed by the Board of Directors shall select, using whatever process the Nominating Committee determines to be appropriate, one (1) Affiliated Organization Board director from among individuals considered to be independent, as that term is defined in Section 7.7 below.

Section 7.7. Independence.

An "independent director" must be determined to have no material relationship with the Organization, either directly or through an organization that has a material relationship with the Organization. A relationship is "material" if it would interfere with the director's independent judgment. The Nominating Committee shall determine the independence of a director after considering all relevant information concerning that director. A director of the Board will not be considered independent if, within the preceding two (2) years:

- a. the director was employed by or held any governance position (whether a paid or volunteer position) with the Organization, or any other organized amateur mixed martial arts group or entity;
- b. an immediate family member of the director was employed by or held any governance position (whether a paid or volunteer position) with the Organization, or any other organized amateur mixed martial arts group or entity;
- c. the director was affiliated with or employed by the Organization's outside auditor or outside counsel;
- d. an immediate family member of the director was affiliated with or employed by the Organization's outside auditor or outside counsel as a partner, principal or manager;
- e. the director was an amateur mixed martial arts coach, referee, grassroots or affiliated organization member, or a member of the Athletes' Advisory Council.
- f. the director receives any compensation from the Organization, directly or indirectly; or
- g. the director is an executive officer, controlling shareholder, or partner of an organization or partnership or other business entity that does business with the Organization

Section 7.8. Tenure.

The term of office for a director of the Board shall be four (4) years. A director shall hold office until the director's successor is elected and qualified, or until the director's earlier resignation, removal, incapacity, disability or death.

Section 7.9. Staggered Board.

Directors of the Board shall serve staggered terms, as the Board determines.

Section 7.10. Term Limits.

No director of the Board shall serve more than two (2) consecutive terms. For those initial directors whose term of office expires on December 31, 2016, their time of service shall constitute a full four (4) year term. Those directors would be eligible to serve only one (1) additional four (4) year term immediately following their initial terms. When a director is elected/selected to fill a vacancy because of the resignation, removal, incapacity, disability or death of a director, and the remaining term is for more than two (2) years, such term shall constitute a full term. If the vacancy being filled is for two (2) or more years, the director can serve one (1) additional four (4) year term following completion of the filled vacancy term. If the vacancy being filled is for less than two (2) years, the term shall not be a full term and the director can serve two (2) additional four (4) year terms following completion of the filled vacancy term.

Section 7.11. Director Attendance.

Directors of the Board are expected to attend in person all regularly scheduled Board meetings. Each director must attend a minimum of at least one-half (1/2) of the Board meetings during any twelve-month (12) period.

Section 7.12. Resignation, Removal and Vacancies.

A director's position on the Board may be declared vacant upon the director's resignation, removal, incapacity, disability or death. Any director may resign at any time by giving written notice to the Chair of the Board, except the Chair's resignation shall be given to the Board. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any vacancy occurring in the Board shall be filled as set forth for the election of that director. A director elected to fill a vacancy shall be elected for the unexpired term of such director's predecessor in office, unless otherwise directed by Missouri law.

Section 7.12.2 Removal of Directors

(1) Directors elected by voting members or directors may be removed as follows:

(a) The voting members may remove (1) one or more directors elected by them, with or without cause.

(b) If a director is elected by a voting group, only that voting group may participate in the vote to remove that director.

(c) A director may be removed only if the number of votes cast to remove the director would be sufficient to elect the director at a meeting to elect directors.

(d) A director elected by voting members may be removed by the voting members only at a meeting called for the purpose of removing that director, and the meeting notice shall state that the purpose, or one of the purposes, of the meeting is removal of the director.

(2) Directors selected by the Nominating Committee may be removed by the other directors.

Section 7.13. Regular and Special Meetings.

The Board of Directors shall meet at regularly scheduled meetings, conducted in person or by other permitted means, at least four (4) times per year. The Board shall hold at least one (1) meeting each quarter. Special meetings of the Board shall be held upon the call of the Chair or upon the written request of not less than fifty (50) percent of the Board. The Chair shall set the

time and place of any special meeting. If the chair has not set the time and place of a legally called special meeting within thirty (30) days of receipt of the request, the person calling for the meeting shall do so.

Section 7.14. Notice of Meetings.

Notice of each meeting of the Board of Directors stating the date, time and place of the meeting, and in the case of a special meeting the purpose for which the meeting is called, shall be given to each director of the Board by or at the direction of the Chair of the Board. Notice may be given either in writing or orally. Written notice may be delivered either personally, by mail, by private carrier, by facsimile or by electronic transmission. Such notice shall be delivered to the director's business or residential address (or to such other address provided by the director for such purpose), to the director's facsimile telephone number or to the director's email address. Written notice shall be delivered no fewer than five (5) days before the date of the meeting. If mailed, such notice shall be deemed delivered when deposited in the United States mail. If delivered by private carrier, such notice is deemed delivered upon deposit with the carrier. If transmitted by facsimile or electronic transmission such notice shall be deemed to be given when the transmission is complete. Oral notice may be delivered either personally or telephonically. Such notice shall be delivered to the director (or to such other individual provided by the director for such purpose). Oral notice shall be delivered no fewer than two (2) days before the date of the meeting. Oral notice is effective when communicated. The method of notice need not be the same as to each director. A director may waive notice of any meeting before, at, or after such meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 7.15. Quorum.

The presence, in person or electronically, of a majority of the directors of the Board at the time of any meeting constitutes a quorum for the transaction of business, and the act of a majority of directors on the Board constitutes the act of the Board.

Section 7.16. Voting by Proxy.

No director of the Board may vote or act by proxy at any meeting of the Board.

Section 7.17. Presumption of Assent.

A director who is present, in person or electronically, at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such director's dissent shall be entered in the minutes of the meeting or unless the director shall file a written dissent to such action with the individual acting as the Secretary of the Board before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Board immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 7.18. Action Without a Meeting.

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if each and every director of the Board in writing either: (i) votes for such action; (ii) votes against such action; or (iii) abstains from voting. Each director who delivers a writing described in this Section 7.18. to the organization shall be deemed to have waived the right to demand that action not be taken without a meeting.

Section 7.19. Transacting Business by Mail, Electronic Mail, Telephone or Facsimile.

The Board of Directors shall have the power to transact its business by mail, electronic-mail, telephone, facsimile, or other electronic means where each director can hear and be heard.

Section 7.20. Agenda.

The agenda for a meeting of the Board of Directors shall be set by the Chair of the Board, after consultation with the Chief Executive Officer. Any Director of the Board may request that items be placed on the Board's agenda.

Section 7.21. Questions of Order and Board Meeting Leadership.

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

Section 7.22. Effectiveness of Actions.

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

Section 7.23. Open and Executive Meeting Sessions.

Ordinarily, all meetings of the Board of Directors shall be open to Organization members as observers. The Chair of the Board, with the consent of a majority of the directors of the Board in attendance, may convene an executive session to consider and discuss any sensitive matter. Further, the chair of the Board may open a meeting of the Board to non-Organization members, with the consent of a majority of the directors of the Board in attendance.

Section 7.24. Minutes of Meetings.

The minutes of all meetings of the Board of Directors shall be published on Organization's web site. Every reasonable effort will be made to publish the minutes within thirty (30) days after completion of the meeting.

Section 7.25. Compensation.

Directors of the Board shall not receive compensation for their services as directors, although the reasonable expenses of directors may be paid or reimbursed in accordance with the Organization's policies. Directors shall not be disqualified from receiving reasonable compensation for services rendered to or for the benefit of the Organization in any other capacity, provided that the rendering of such services and such compensation are approved by the Ethics Committee.

SECTION 8.

OFFICERS

Section 8.1. Designation.

The officers of the Organization shall be a Chair of the Board and a Secretary.

Section 8.2. Election/Selection.

The Board of Directors shall elect from among the directors of the Board, by majority vote, a Chairperson. The election shall be held at the first meeting of the Board on odd numbered years. The newly elected Chairperson shall take office immediately. The Chief Executive Officer shall select a Secretary, and an Assistant Secretary, if needed. The Secretary, and Assistant Secretary, if any, shall be an employee of the Organization. Any Secretary or Assistant Secretary shall be approved by the Board. The Secretary and Assistant Secretary, if any, shall not be a director of the Board and shall not have a vote on the Board.

Section 8.3. Tenure.

The term of office of the Chair of the Board shall be two (2) years. The newly elected Chair shall take office immediately. The Chair shall hold office until the Chair's successor is elected and qualified, or until the Chair's earlier resignation, removal, incapacity, disability or death.

The term of office of the Secretary, or the Assistant Secretary, if any, is unlimited. The Secretary shall hold office until his or her employment by the Organization ends, when the Chief Executive Officer designates a different individual to serve as Secretary or until the Secretary's earlier resignation, removal by the Chief Executive Officer, incapacity, disability or death. The Assistant Secretary, if any, shall hold office until his or her employment by the Organization ends, when the Chief Executive Officer selects a different individual to serve as Secretary or until the Secretary's earlier resignation, removal by the Chief Executive Officer, incapacity, disability or death. In any circumstance in which the Chief Executive Officer has not designated an employee to serve as Secretary, the Board of Directors may select a director of the Board or another individual employed by the Organization to serve as Secretary.

Section 8.4. Authority and Duties of Officers.

The officers of the Organization shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the Board of Directors or these Bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law:

a. Chair of the Board. The Chair shall: (i) set all meeting and meeting agendas, (ii) preside at all meetings of the Board of Directors, (iii) see that all Board commitments, resolutions and oversight are carried into effect, and (iv) exercise such powers and perform such other duties as from time to time may be assigned by the Board.

b. Secretary. The Secretary shall: (i) keep the minutes of the proceedings of the Board; (ii) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (iii) be custodian of the corporate records; (iv) perform all duties incident to the office of Secretary and (v) perform such other duties as from time to time may be assigned to the Secretary by the Chief Executive Officer or by the Board.

c. Assistant Secretary. An Assistant Secretary, if any, shall have the same duties and powers as the Secretary.

Section 8.5. Restrictions.

Officers of the Organization shall perform their functions with due care. No individual may serve simultaneously as an officer of the Organization and as an officer of an organization holding membership in the Organization or as an officer of another amateur sports organization that is recognized by the USOC as a National Governing Body.

Section 8.6. Term Limits.

No Chair of the Board shall serve more than two (2) terms during an eight (8) year period. When a Chair is elected to fill a vacancy because of the Chair's resignation, removal, incapacity, disability or death, and the remaining term is for more than one (1) year, such term shall constitute a full term. If the vacancy being filled is for one (1) or more years, the Chair can serve one (1) additional two (2) year term following completion of the filled vacancy term. If the vacancy being filled is for less than one (1) year, the term shall not be a full term and the director can serve two (2) additional two (2) year terms following completion of the filled vacancy term.

Section 8.7. Resignation. Removal and Vacancies.

An officer's position with the Organization may be declared vacant upon the officer's resignation, removal, incapacity, disability or death. The Chair of the Board may resign at any time by giving written notice to the Board. The Secretary or Assistant Secretary, if any, may resign at any time by giving written notice to the Chief Executive Officer. Such resignation shall take effect at the time specified in the notice, and unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.

The Chair may be removed for cause upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board (excluding the voting power of the director in question). The

Chair may also be removed not for cause upon the affirmative vote of at least three-fourths (3/4) of the total voting power of the Board (excluding the voting power of the director in question).

The Secretary or Assistant Secretary, if any, may be removed by the Chief Executive Officer, with or without cause.

Any vacancy occurring in the Chair shall be filled by the Board, by majority vote. A Chair elected to fill a vacancy shall be elected for the unexpired term of such Chair's predecessor in office.

A vacancy in the office of Secretary, or Assistant Secretary, if any, shall be filled by the Chief Executive Officer. Any individual selected to fit a vacancy in the office of Secretary, or Assistant Secretary, if any, shall be approved by the Board.

Section 8.8. Compensation.

The Chair of the Board shall not receive compensation for his or her service as Chair, although the reasonable expenses of the Chair may be paid or reimbursed in accordance with the Organization's policies. The Chair is disqualified from receiving compensation for services rendered to or for the benefit of the Organization in any other capacity.

SECTION 9. COMMITTEES

Section 9.1. Designation.

The Organization shall have the following standing committees: an Audit Committee, an Ethics Committee, a Judicial Committee, and a Nominating Committee.

The Board of Directors or the Chief Executive Officer may appoint such other committees and task forces as the Board or Chief Executive Officer deem to be necessary and appropriate. The delegation of authority to any committee or task force shall not operate to relieve the Board or any director of the Board from any responsibility or standard of conduct imposed by law or these Bylaws and if any such committee or task force has one (1) or more members who are entitled to

vote and who are not then also directors, such committee or task force may not exercise any power or authority reserved to the Board.

Section 9.2. Qualifications.

Each committee or task force member must be a citizen of the United States and over the age of eighteen (18) years.

Section 9.3. Number.

Membership on standing committees shall not exceed five (5) individuals. Membership on other committees and task forces shall only exceed five (5) individuals if necessary and appropriate and if approved by a majority of the Board of Directors.

Section 9.4. Athlete Representation.

All committees and task forces shall have at least twenty (20%) percent athlete representation so as to comply with the Ted Stevens Olympic and Amateur Sports Act and the USOC Bylaws.

Section 9.5. Tenure.

The term for all standing and other committee members shall be two (2) years. A committee member shall remain on the committee until the committee member's successor is appointed, or until the committee member's earlier resignation, removal, incapacity, disability or death. The term for all task force members shall be until their assignment is concluded, but in any event shall not exceed a period of two (2) years.

Section 9.6. Term Limits.

No committee member shall serve for more than three (3) consecutive terms.

Section 9.7. Committee Member Attendance.

Committee and task force members are expected to attend, in person or electronically, all regularly scheduled committee and task force meetings of which they are a member. Each committee or task force member must attend, in person or electronically, a minimum of at least one-half (1/2) of the committee or task force meetings of which they are a member during any twelve-month (12) period.

Section 9.8. Resignation. Removal and Vacancies.

A committee or task force member's position on a committee or task force may be declared vacant upon the committee member's resignation, removal, incapacity, disability or death. A committee member may resign at any time by giving written notice to the Board of Directors, if appointed by the Board or to the Chief Executive Officer, if appointed by the Chief Executive Officer. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Committee or task force members may be removed by the Board if they fail to attend in person more than one-half (1/2) of the regular committee or task force meetings during any twelve month (12) period, unless they are able to demonstrate to the directors of the Board, or to the Chief Executive Officer, if appointed by the Chief Executive Officer, that the presence of exigent circumstances caused and excused the absences. In such circumstances, the absent committee or task force member can be removed upon the affirmative vote of a majority of the voting power of the Board (not including the voting power of the absent committee member in question, if also a director), or upon the determination of the Chief Executive Officer, if appointed by the Chief Executive Officer. Committee members may also be removed for cause upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board (excluding the voting power of the committee member in question, if also a director), or upon the determination of the Chief Executive Officer, if appointed by the Chief Executive Officer. Committee members may also be removed not for cause upon the affirmative vote of at least three-fourths (3/4) of the total voting power of the Board (excluding the voting power of the director in question, if also a

director), or upon the determination of the Chief Executive Officer, if appointed by the Chief Executive Officer.

Any vacancy occurring in a committee or task force shall be filled as set forth for the appointment of that committee or task force member. A committee or task force member appointed to fill a vacancy shall be appointed for the unexpired term of such committee or task force member's predecessor in office.

Section 9.9. Procedures.

Each committee and task force shall establish procedures for conducting its business and affairs. Such procedures shall be published and available on the Organization's website.

Section 9.10. Open and Executive Meeting Sessions.

Ordinarily, all committee and task force meetings shall be open to Organization members. In the event the committee or task force chair, with the consent of a majority of the committee or task force members in attendance, deems it appropriate: (i) to exclude members at an open meeting for any reason, then the chair may declare that the meeting is closed, or (ii) to convene an executive session to consider and discuss matters relating to personnel, nominations, discipline, budget, salary, litigation or other sensitive matter, then the chair may specifically designate and call an executive session. Further, the chair may open a meeting of the committee or task force to non-Organization members, with the consent of a majority of the members of the committee or task force in attendance.

Section 9.11. Minutes of Meetings.

Each committee and task force shall take minutes of its meetings.

Section 9.12. Compensation.

Committee and task force members shall not receive compensation for their services as committee or task force members, although the reasonable expenses of committee and task force members may be paid or reimbursed in accordance with the Organization's policies. Committee and task force members who are not directors of the Board may receive compensation for services rendered to or for the benefit of the Organization in any other capacity.

Section 9.13. Audit Committee.

The Audit Committee shall be appointed and have the responsibilities as follows:

- a. The Board of Directors shall appoint the members of the Audit Committee and its chair, all of whom shall be directors of the Board. An independent director of the Board with financial experience shall be on the Audit Committee.
- b. The Audit Committee shall (i) recommend the independent auditors of the Organization; (ii) review the report of the independent auditors and management letter; (iii) recommend action as needed; (iv) investigate matters of fiscal controls and disclosure and such other matter as directed by the Board; and (v) perform such other duties as assigned by the Board.

Section 9.14. Ethics Committee.

The Ethics Committee shall be appointed and have the responsibilities as follows:

- a. The Board of Directors shall appoint the members of the Ethics Committee and its chair. Members of the Ethics Committee shall satisfy the standards of independence for:
 1. Two (2) individuals experienced in the field of executive searches who have not participated as an athlete, coach, referee, trainer, manager, administrator or official in the sport of amateur mixed martial arts shall be selected by the Board of Directors.
 2. One (1) athlete meeting the definition of “independent” stated in section 7.7 above.
- b. No Director of the Board shall be elected/selected to the Nominating Committee. No individual who serves on the Nominating Committee may serve on the Board of Directors. Members of the Nominating Committee are precluded from serving as a Board director or in any

other Organizational capacity, whether governance or on staff, for a period of two (2) years after their service on the Nominating Committee.

SECTION 10.

ANNUAL ORGANIZATION ASSEMBLY

Section 10.1. Purpose.

There shall be an annual Organization Assembly at which all individual and organization members and other amateur mixed martial arts constituencies shall gather and provide input to the Board of Directors on important issues confronting the Organization. The Board shall provide a report on the "State of the Union." The Chief Executive Officer shall provide a managerial report addressing issues of concern and importance to the Organization. Individual and organization members and other amateur mixed martial arts constituencies may pose questions to the Board and Chief Executive Officer for response. The annual Organization Assembly shall be purely advisory and shall have no rulemaking, budgetary, legislative, or other authority. The Board shall determine the agenda of the annual Organization Assembly. Notwithstanding the foregoing, an annual meeting of the voting members is not required.

Section 10.2. Place.

The annual Organization Assembly shall be held in conjunction with a meeting of the Board of Directors. If practicable, the annual Organization Assembly shall also be held in conjunction with a major Organization competition.

Section 10.3. Notice.

Notice of the annual Organization Assembly stating the place, date and time of the Assembly shall be posted on the website of the Organization no fewer than thirty (30) days before the date of the meeting.

SECTION 11.
ATHLETES' ADVISORY COUNCIL

Section 11.1. Designation.

The Organization shall have an Athletes' Advisory Council consisting of seven (7) individual Athlete members.

Section 11.2. Qualifications.

Those individuals: (i) who have represented the United States as athletes in the Olympic Games, the Pan American Games, World Championships or other major international competitions in the sport of amateur mixed martial arts within the ten (10) year period prior to December 31 of the year in which the election is held, or (ii) who have competed in and finished in the top half of the Organization's National Championships as athletes within the two (2) year period prior to December 31 of the year in which the election is held shall be eligible to run for election to the Athletes' Advisory Council. Additionally, in order to be eligible to run for election, an individual shall be a citizen of the United States and eighteen (18) years of age or older by December 31 of the year in which the election is held.

Section 11.3. Election/Selection.

Six (6) individuals shall be elected to the Athletes Advisory Council as follows. An individual who wishes to run for election to the Athletes' Advisory Council and to be placed on the ballot shall obtain at least ten (10) signatures of support from individuals entitled to vote in the election. Those individuals: (i) who have represented the United States as athletes in the Olympic Games, the

Pan American Games, World Championships or other major international competitions in the sport of amateur mixed martial arts within the ten (10) year period prior to December 31 of the year in which the election is held, or (ii) who have competed in the Organization's National Championships as athletes within the two (2) year period prior to December 31 of the year in

which the election is held shall be eligible to vote in the election. Additionally, in order to be eligible to vote in the election, an individual shall be a citizen of the United States and eighteen (18) years of age or older by December 31 of the year in which the election is held. Further, an individual shall be a member of the Organization sixty (60) days prior to the date of the election (record date) in order to be eligible to vote in the election. The election shall take place after conclusion of the Summer Olympic Games, but prior to January 1 of the year following the Summer Olympic Games. The six (6) individuals with the highest vote totals are elected to the Athletes Advisory Council. The seventh (7th) position on the Athletes' Advisory Council shall be filled by the Organization's representative to the USOC Athletes Advisory Council.

Section 11.4. Tenure.

The term for members of the Athletes' Advisory Council shall be for four (4) years. A member shall remain on the Athletes' Advisory Council until the member's successor is elected and qualified, or until the member's earlier resignation, removal, incapacity, disability or death.

Section 11.5. Term Limits.

No Athletes Advisory Council member shall serve for more than two (2) consecutive terms.

Section 11.6. Chair.

The Athletes' Advisory Council shall elect from among its members, by majority vote, a chair. The term of office of the chair shall be four (4) years. The newly elected chair shall take office immediately. The chair shall hold office until the chair's successor is elected and qualified, or until the chair's earlier resignation, removal, incapacity, disability or death.

Section 11.7. Procedures.

The Athletes Advisory Council shall establish procedures for conducting its business and affairs. Such procedures shall be published and available on the Organization's website.

Section 11.8. Open and Executive Meeting Sessions.

Ordinarily, all meetings of the Athletes' Advisory Council shall be open to Organization members. In the event the Athletes Advisory Council chair, with the consent of a majority of the Athletes Advisory Council members in attendance, deems it appropriate: (i) to exclude members at an open meeting for any reason, then the chair may declare that the meeting is closed, or (ii) to convene an executive session to consider and discuss matters relating to personnel, nominations, discipline, budget, salary, litigation or other sensitive matter, then the chair may specifically designate and call an executive session. Further, the chair may open a meeting of the Athletes' Advisory Council to non-Organization members, with the consent of a majority of the members of the Council in attendance.

Section 11.9. Compensation.

Athlete Advisory Council members shall not receive compensation for their services as Athlete Advisory Council members. The Organization shall pay for the reasonable expenses of all members of the Athletes Advisory Council to attend Athletes Advisory Council meetings. In addition, the Organization shall pay for the reasonable expenses of the two (2) athlete Board directors to attend the Organization Board meetings.

SECTION 12.

USOC ATHLETES' ADVISORY COUNCIL

Section 12.1. Designation.

The Organization shall have a representative and an alternate representative to the USOC Athletes' Advisory Council.

Section 12.2. Qualifications.

Those individuals who have represented the United States as athletes in the Olympic Games, the Pan American Games, World Championships or other major international competitions in the sport of amateur mixed martial arts within the ten (10) year period prior to December 31 of the year in which the election is held shall be eligible to run for election to the USOC Athletes' Advisory Council. Additionally, in order to be eligible to run for election, an individual shall be a citizen of the United States and eighteen (18) years of age or older by December 31 of the year in which the election is held.

Section 12.3. Election/Selection.

An individual who wishes to run for election to the USOC Athletes' Advisory Council and to be placed on the ballot shall obtain at least ten (10) signatures of support from individuals entitled to vote in the election. Those individuals who have represented the United States as athletes in the Olympic Games, the Pan American Games, World Championships or other major international competitions in the sport of amateur mixed martial arts within the ten (10) year period prior to December 31 of the year in which the election is held shall be eligible to vote in the election. Additionally, in order to be eligible to vote in the election, an individual shall be a citizen of the United States and eighteen (18) years of age or older by December 31 of the year in which the election is held. The election shall take place after conclusion of the Summer Olympic Games, but prior to January 1 of the year following the Summer Olympic Games. The individual with the highest vote total is elected as athlete representative to the USOC Athletes' Advisory Council. The individual with the second highest vote total of the opposite gender (as is required by the USOC Athletes' Advisory Council), is elected as the alternate representative to the USOC Athletes' Advisory Council.

Section 12.4. Tenure.

The term for all representatives to the USOC Athletes' Advisory Council shall be for four (4) years. A representative shall remain on the USOC Athletes' Advisory Council until the

representative's successor is elected and qualified, or until the representative's earlier resignation, removal, incapacity, disability or death.

Section 12.5. Term Limits.

No representative to the USOC Athletes' Advisory Council shall serve for more than two (2) consecutive terms. There is no term limit restriction for the position of alternate representative.

SECTION 13.

USOC NATIONAL GOVERNING BODIES' COUNCIL

Section 13.1. Designation.

The Organization shall have a representative and an alternate representative to the USOC National Governing Bodies' Council.

Section 13.2. Election/Selection.

The Chief Executive Officer shall be the Organization's representative to the USOC National Governing Bodies' Council. The Chairperson of the Board shall be the Organization's alternate representative to the USOC National Governing Bodies' Council.

SECTION 14.

CHIEF EXECUTIVE OFFICER

Section 14.1. Designation.

The Organization shall have a Chief Executive Officer.

Section 14.2. Tenure.

The Chief Executive Officer shall be employed by the Board of Directors for whatever term the Board deems appropriate. The Chief Executive Officer may be removed by the Board at any time, with or without cause, but removal shall not affect the contract rights, if any, of the Chief Executive Officer. If the Chief Executive Officer has a contract of employment with the Organization, the contract shall provide that the Chief Executive Officer's employment may be terminated by the Board with or without cause.

Section 14.3. Secretary General.

The Chief Executive Officer, or his/her designee, shall serve as Secretary General of the Organization and in that capacity shall represent the Organization in relations with the international sports federation for the sport of amateur mixed martial arts recognized by the International Olympic Committee and at international amateur mixed martial arts functions and events.

Section 14.4. Responsibilities.

The Chief Executive Officer shall:

- a. develop a strategy for achieving the Organization's mission, goals and objectives and present the strategy to the Board of Directors for approval;
- b. prepare and submit quadrennial and annual budgets to the Board for approval;
- c. determine the staff needed to effectively carry out the Organization's mission, goals and objectives, within the Organization's budget;
- d. oversee the hiring and termination of all staff;
- e. either directly or by delegation manage all staff functions;
- f. be responsible for resource generation and allocation of resources;
- g. coordinate the Organization's international activities;
- h. with the Chair of the Board, act as the Organization's spokesperson;
- . perform all functions as usually pertain to the office of Chief Executive Officer.

SECTION 15.
COMPLAINT PROCEDURES

Section 15.1. Designation of Complaints.

The following kinds of complaints may be filed with the Organization:

- a. Administrative Grievance. The Organization or any member of the Organization may file a complaint pertaining to any matter within the cognizance of the Organization, including but not limited to any alleged violation of or grievance concerning: (i) any Organization rule or regulation, (ii) any provision of the Organization's Bylaws, or (iii) any provision of the Ted Stevens Olympic and Amateur Sports Act relating to the Organization's recognition as a National Governing Body;
- b. Right to Compete. Any athlete, coach, trainer, manager, administrator or official may file a complaint pertaining to any alleged denial, or alleged threat to deny, of that individuals opportunity to compete in a competition sanction by the Organization.

Section 15.2. Jurisdiction.

Any member of the Organization, by reason of membership, agrees to be subject to these complaint procedures and agrees to be bound by any decision rendered pursuant to these complaint procedures.

Section 15.3. Manner of Filing.

The complainant shall file the complaint with the CEO of the organization who shall distribute copies to the Judicial Committee members within 10 days of receipt of complaint. Complainant shall also provide proof of service on the respondent. The complaint shall set forth in clear and concise language, preferably in numbered paragraphs: (i) the alleged violation, grievance, denial or threat to deny, and (ii) the remedy requested. The complainant shall sign the complaint and attest to the validity of all statements, provide all necessary supporting materials, and provide proof of membership in the Organization.

Section 15.4. Filing Fee.

A complaint filed by an individual shall be accompanied with a \$250.00 filing fee. A complaint filed by an organization shall be accompanied with a \$500.00 filing fee, except that the Organization is not required to pay a filing fee. The complainant may request that the filing fee be reduced or waived for reasons of significant financial hardship. If such request is made, the Judicial Committee shall determine whether or not to reduce or waive the filing fee.

Section 15.5. Statute of Limitations.

A complaint filed under these Bylaws shall be filed within ninety (90) days of the occurrence of the alleged violation, grievance, denial or threat to deny.

Section 15.6 Doping Decisions.

A decision concerning a doping violation adjudicated by the independent anti-doping organization designated by the USOC to conduct drug testing (currently the United States Anti-Doping Agency) shall not be reviewable through, or the subject of, these complaint procedures.

Section 15.7. Competition Decisions.

The final decision of a referee during a competition regarding a competition decision (a matter set forth in the rules of the competition to be within the discretion of the referee) shall not be reviewable through, or the subject of, these compliant procedures unless the decision is: (i) outside the authority of the referee to make, or (ii) the product of fraud, corruption, partiality or other misconduct of the referee. For purposes of this Section, the term "referee" shall include any individual with discretion to make competition decisions.

Section 15.8 Administration.

The Judicial Committee shall generally administer and oversee all administrative grievances and right to compete matters filed with the Organization. The Judicial Committee shall be responsible to ensure that all complaints are heard in a timely, fair and impartial manner. The Judicial Committee may promulgate procedures in addition to those set forth in these Bylaws for the effective administration of complaints filed with the Organization.

Section 15.9 Hearing Panel.

Within ten (10) days after receipt of a complaint, the chair of the Judicial Committee, after consultation with the other Committee members, shall appoint a hearing panel consisting of three (3) individuals to hear the complaint. The Judicial Committee shall also appoint a chair of the hearing panel. Judicial Committee members may be appointed to and serve on the hearing panel. Other disinterested individuals identified by the Judicial Committee may also be appointed to and serve on the hearing panel. At least one (1) member of the hearing panel shall be an athlete. Members of the panel need not be members of the Organization or involved in the sport of amateur mixed martial arts.

Section 15.10. Conduct of the Proceeding.

The Hearing Panel shall rule on all motions and other matters raised in the proceeding. If the complaint is not dismissed, the hearing panel shall hold a hearing on the complaint. The hearing panel shall set such timelines and other rules regarding the proceeding and the conduct of the hearing as it deems necessary. The hearing shall be informal, except that testimony shall be taken under oath. The hearing may be conducted by teleconference, if necessary or convenient to the parties. Each party shall have the right to appear personally or through a legal representative. All parties shall be given a reasonable opportunity to present and examine evidence, cross-examine witnesses and to present argument. Members of the hearing panel shall have the right to question witnesses or the parties to the proceeding at any time.

Any party may have a record made of the hearing. A court reporter may be present at the hearing at the request of a party. The court reporter shall be paid for by the party requesting the court reporter, or if mutually agreed, the cost may be equally divided. Any transcript shall be paid for by the party requesting the transcript. Unless a delay has been agreed upon by all parties involved, all complaints should be resolved within 180 days of receipt of a valid complaint.

Section 15.11. Expedited Procedures.

Upon the request of a party, and provided that it is necessary to expedite the proceeding in order to resolve a matter relating to a competition that is so scheduled that compliance with regular procedures would not be likely to produce a sufficiently early decision to do justice to the affected parties, the Judicial Committee is authorized to order that the complaint be heard and decided within forty-eight (48) hours of the filing of the complaint. In such a case, the hearing panel is authorized to hear and decide the complaint pursuant to such procedures as are necessary, but fair to the parties involved.

Section -15.12. Complaints Involving Selection to Participate in a Competition.

Where a complaint is filed involving selection of an individual to participate in a competition, the complainant shall include with the complaint a list of all other individuals, together with their contact information, that may be adversely affected by a decision rendered on the complaint. The adverse party to the complaint shall also submit a list of individuals, together with their contact information, that may be adversely affected by a decision rendered on the complaint. The hearing panel shall determine those individuals who must receive notice of the complaint. The complainant shall then be responsible for providing appropriate notice to these individuals. Any individual so notified then shall have the Option to participate in the proceeding as a party. If an individual is notified of the complaint, then that individual shall be bound by the decision of the hearing panel even though the individual chose not to participate as a party.

Section 15.13. Decision.

A decision shall be determined by a majority of the hearing panel. The hearing panel's decision shall be in writing and distributed to the parties within ten (10) days of the hearing.

Section 15.14. Arbitration.

Any party may appeal a decision of the hearing panel to the American Arbitration Association. The arbitrator appointed by the American Arbitration Association shall have the authority to hear the matter anew or if requested by a party to render a decision on a more limited review. Either party may submit the decision of the hearing panel to the arbitrator for the arbitrator's consideration. The arbitrator may give whatever weight or authority to the hearing panel's decision as the arbitrator deems appropriate.

SECTION 16.
SANCTIONING EVENTS

Section 16.1. Prompt Review of Request.

The Organization shall promptly review every request submitted by an amateur sports organization or person for a sanction and make a determination on such request: (i) to hold an international or national amateur athletic competition in the United States, or (ii) to sponsor U.S. amateur mixed martial arts athletes to compete in an international athletic competition held outside the United States.

Section 16.2. Standard for Review.

If the Organization, as a result of its review: (i) does not determine by clear and convincing evidence that holding or sponsoring an international or national amateur athletic competition would be detrimental to the best interest of amateur mixed martial arts, and (ii) confirms that the amateur Sports organization or person meets the requirements for obtaining a sanction as set

forth in these Bylaws, then the Organization shall grant the sanction requested by the amateur sports organization or person.

Section 16.3. Requirements for Holding an International or National Amateur Athletic Competition in the United States.

An amateur Sports organization or person requesting a sanction to hold an international or national amateur athletic competition in the United States shall comply with the following requirements:

- a. submits, in the form required by the Organization, an application to hold such competition;
- b. pays to the Organization the required sanctioning fee, provided that such fee shall be reasonable and nondiscriminatory;
- c. submits to the Organization an audited or notarized financial report of similar events, if any, conducted by the organization or person; and
- d. demonstrates that(i) appropriate measures have been taken to protect the amateur status of athletes who will take part in the competition and to protect their eligibility to compete in amateur competition; (ii). appropriate provision has been made for validation of records which may be established during the competition; (iii) due regard has been given to any international amateur athletic requirements specifically applicable to the competition; (iv) the competition will be conducted by qualified officials; (v) proper medical supervision will be provided for athletes who will participate in the competition; and (vi) proper safety precautions have been taken to protect the personal welfare of the athletes and spectators at the competition.

Section 16.4. Requirements for Sponsoring U.S. Amateur Martial Arts Athletes to Compete in an International Athletic Competition Held Outside the United States.

An amateur sports organization or person requesting a sanction to sponsor U.S. amateur mixed martial arts athletes to compete in an international athletic competition held outside the United States shall comply with the following requirements:

a. submit, in the form required by the Organization, an application to hold such competition;

b. pay to the Organization the required sanctioning fee, provided that such fee shall be reasonable and nondiscriminatory;

c. submit a report of the most recent trip to a foreign country, if any, that the amateur sports organization or person sponsored for the purpose of having United States amateur athletes compete in international amateur athletic competition, and

d. submit a letter from the appropriate entity that will hold the international amateur athletic competition certifying that (i). appropriate measures have been taken to protect the amateur status of athletes who will take part in the competition and to protect their eligibility to compete in amateur competition; (ii) appropriate Provision has been made for validation of records which may be established during the competition; (iii) due regard has been given to any international amateur athletic requirements specifically applicable to the competition; (iv) the competition will be conducted by qualified officials; (v) proper medical supervision will be provided for athletes who will participate in the competition; and (vi) proper safety precautions have been taken to protect the personal welfare of the athletes and spectators at the competition.

SECTION 17.

RECORDS OF THE ORGANIZATION

Section 17.1. Minutes.

The Organization shall keep as permanent records minutes of all meetings of the Board of Directors, a record of all actions taken by the Board without a meeting, and a record of all waivers of notices of meetings of the Board.

Section 17.2. Accounting Records.

The Organization shall maintain appropriate accounting records.

Section 17.3. Membership List.

The Organization shall maintain a record of the members in a form that permits preparation of a list of the names and addresses of the members in alphabetical order, by class of membership.

Section 17.4. Records in Written Form.

The Organization shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

Section 17.5. Website.

The Organization shall maintain a website for dissemination of information to its members. The Organization shall post on its website its Bylaws. Additionally, the Organization shall post on its website its most recent annual financial statement and its most recent 990 Form filed with the Internal Revenue Service.

Section 17.6. Records Maintained at Principal Office.

The Organization shall keep a copy of each of the following records at its principal office:

- a. the articles of incorporation;
- b. these Bylaws;
- c. rules or regulations adopted by the Board of Directors pertaining to the administration of the sport of amateur mixed martial arts;
- d. the minutes of all meetings of the Board of Directors, and records of all action taken by the Board without a meeting, for the past three (3) years;
- e. all written communications within the past three (3) years to the members generally as the members;
- f. a list of the names and business or home addresses of the current directors and officers;
- g. a copy of the most recent corporate report delivered to the Missouri secretary of state;
- h. all financial statements prepared for periods ending during the last three (3) years;

- i. the Organization's application for recognition of exemption and the tax-exemption determination letter issued by the Internal Revenue Service; and
- j. all other documents or records required to be maintained by the Organization at its principal office under applicable law or regulation.

Section 17.7. Inspection of Records by Members.

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

a. Records Maintained at Principal Office. A member shall be entitled to inspect and copy, during regular business hours at the Organization's principal office, any of the records of the Organization described in Section 17.6., [except any personal information such as home addresses, telephone numbers and similar information of the Organization's staff and Board Members], provided that the member gives the Organization written demand at least five (5) business days before the date on which the member wishes to inspect and copy such records.

b. Financial Statements. Upon the written request of any member, the Organization shall mail to such member its most recent annual financial statements showing in reasonable detail its assets and liabilities and results of its Operations.

c. Membership List.

1. Preparation of Membership Voting List. After determining the members entitled to vote in an election the Organization shall prepare, by class, an alphabetical list of the names of all members who are entitled to vote. The list shall show for each member entitled to vote, that member's name and address, and the number of votes the member is entitled to cast.

2. Right of Inspection. A member shall be entitled to inspect and copy, during regular business hours at the Organization's principal office, a list of members who are entitled to vote in an election, provided that (i) the member has been a member for at least three (3) months immediately preceding the demand to inspect or copy, (ii) the demand is made in good faith and for a proper purpose reasonably related to the member's interest as a member, (iii) the member gives the Organization written demand at least five (5) business days before the date on which the member wishes to inspect and copy such voting list, (iv) the member describes with reasonable particularity the purpose for the inspection, and (v) the inspection of the list of members is directly connected with the described purpose. Any member seeking to inspect and

copy a membership list shall, prior to such inspection and copying, execute a signed agreement in the form as approved by the Organization limiting the use of such list in accordance with Section 17.7.c.3.

3. Limitation on Use of Membership Voting List. Without consent of the Board of Directors, a membership voting list may not be obtained or used by any person for any purpose unrelated to a member's interest as a member. Without limiting the generality of the previous sentence, without the consent of the Board a membership voting list may not be: (i) used to solicit money or property; (ii) used for any commercial purpose; or (iii) sold to or purchased by any person.

d. Scope of Members' Inspection Rights.

1. Agent or Attorney. The member's duly authorized agent or attorney has the same inspection and copying rights as the member.

2. Right to Copy. The right to copy records under these Bylaws includes, if reasonable, the right to receive copies made by photographic, xerographic, electronic or other means.

3. Reasonable Charge for Copies. The Organization may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided to a member. The charge may not exceed the estimated cost of production and reproduction of the records.

4. Litigation. Nothing in these Bylaws shall limit the right of a member to inspect records to the same extent as any other litigant if the member is in litigation with the Organization, or the power of a court to compel the production of corporate records for examination.

SECTION 18.

CODE OF ETHICS

Section 18.1. Code of Ethics.

Organization's Code of Ethics applies to directors of the Board, officers, committees, task forces, members, employees and others who are associated with the Organization. The Code of Ethics shall be approved by the Board. The Ethics Committee shall oversee implementation of and compliance with the Code of Ethics.

USA Mixed Martial Arts KI Federation (the “Organization”) Code of Ethics

Introduction

As the National Governing Body for the Olympic sport of mixed martial arts in the United States, and because we operate in the public spotlight, we are expected to conduct our affairs on a basis consistent with the great trust that has been placed in us. This requires our behavior to conform to the highest ethical principles. For these reasons, the Organization requires its volunteers and staff to conduct business with integrity, to maintain a high standard of ethical conduct and to be guided by the knowledge that we are guardians of the Olympic mixed martial arts values, spirit, and ideals. Furthermore, because the appearance of impropriety can be just as damaging as actual impropriety, conduct, which appears to be improper, is also unacceptable. Accordingly, volunteers, staff, and members are required to comply with the following Organization Code of Ethics when representing or participating in Organization activities or events:

- a. Conduct all dealings with honesty and fairness.
- b. Respect the rights of all employees to fair treatment and equal opportunity, free from discrimination or harassment of any type.
- c. Know, understand and comply with the laws, regulations, and codes of conduct governing the conduct of Organization business - both domestic and foreign.
- d. Ensure that all transactions are handled honestly and recorded accurately.
- e. Protect information that belongs to the Organization, our donors, sponsors, suppliers and fellow workers.
- f. Avoid conflicts of interest, both real and perceived.
- g. Never use the Organization’s assets or information for personal gain.
- h. Recognize that even the appearance of misconduct or impropriety can be very damaging to the reputation of the Organization.

Conflicts of Interest

These principles provide a framework of integrity for interactions with or on behalf of the Organization. However, given the unique makeup of the Organization, more in depth questions may arise regarding conflicts of interest. For this reason the following guidance is provided:

The Organization defines a conflict of interest as any personal or financial relationship that could influence or be perceived to influence your objectivity when representing or conducting business for, or on behalf of the Organization.

For example if (1) personal or financial interests exist with any person or concern with whom the Organization has a business or other relationship and (2) the other relationship or interest could influence or be perceived to influence the objectivity of your decisions, you must:

- a. disclose the interest to the Chair of the Board, who shall refer the matter to the Ethics Committee for further consideration; and
- b. excuse yourself from any formal or informal discussions related to the relationship between the Organization and the person or concern and
- c. abstain from voting and from seeking to influence the vote on any matter related to the person or concern.

Inappropriate hospitality or gift giving between individuals can also create a conflict of interest.

The Organization defines inappropriate hospitality as the offering or receiving of accommodations, tours, event tickets, entertainment, meals or other similar personal benefits except as specifically provided for by applicable policies.

Similarly, the Organization prohibits the receipt or giving of personal gifts except for items of nominal value such as coffee mugs, hats, pins, etc. unless specifically provided for by applicable policies.

Questions regarding the application of the Organization's hospitality and gift policies must be addressed to the Ethics Committee Chair.

Enforcement

Any person or member organization that violates or condones the violation of the Code of Ethics is subject to disciplinary measures, which may include termination of membership, employment, and expulsion from the board, committee, or task force. The Ethics Committee shall review all violations of the Code of Ethics and, if appropriate, recommend sanctions to the Board of Directors (as to volunteers) or the Chief Executive Officer (as to staff).

This code serves as a framework for ethical conduct but does not cover every situation. If you are unclear about the requirements of this code, please consult your supervisor or contact the Chair of the Ethics Committee as follows:

(Insert name, mailing address, telephone number fax number and email address)

SECTION 19. FIDUCIARY MATTERS

Section 19.1. Indemnification.

The Organization shall defend, indemnify and hold harmless each director of the Board and each officer from and against all claims, charges and expenses which he or she incurs as a result of any action or lawsuit brought against such director or officer arising out of the latter's performance of his or her duties in the Organization, unless such claims, charges and expenses were caused by fraud or willful misconduct on the part of said officer or director.

Section 19.2. Discharge of Duties.

Each director of the Board and officer shall discharge his or her duties: (i) in good faith, (ii) with the care an ordinarily prudent individual in a like position would exercise under similar circumstances, and (iii) in a manner the director or officer reasonably believes to be in the best interests of the Organization.

Section 19.3. Conflicts of Interest.

If any director of the Board, officer, committee or task force member has a financial interest in any contract or transaction involving the Organization, or has an interest adverse to the Organization's business affairs, and that individual is in a position to influence a determination with regard to the contract, transaction or business affair, such individual shall: (i) disclose the

conflict of interest, (ii) not participate in the evaluation of the contract, transaction or business affair and (iii) not vote on the contract, transaction or business affair.

Section 19.4. Prohibited Loans.

No loans shall be made by the Organization to the Chair of the Board, to any director of the Board, or to any committee or task force member or to any the Organization employee. Any Chair, director, committee or task force member or Organization employee, who assents to or participates in the making of any such loan, shall be liable to the Organization for the amount of such loan until it is repaid.

SECTION 20. FINANCIAL MATTERS

Section 20.1. Fiscal Year.

The fiscal year of the Organization shall be from January 1 to December 31 each year.

Section 20.2. Budget.

The Organization shall have an annual budget.

Section 20.3. Audit

Each year the Organization shall have an annual audit of its books and accounts prepared by an independent certified public accountant as recommended by the Audit Committee. The Audit Committee shall provide the auditor's report to the Board of Directors upon completion.

Section 20.4. Individual Liability.

No individual director of the Board or officer shall be personally liable in respect of any debt or other obligation incurred in the name of the Organization pursuant to the authority granted directly or indirectly by the Board of Directors.

Section 20.5. Irrevocable Dedication and Dissolution.

The property of the Organization is irrevocably dedicated to charitable purposes, and no part of the net income or assets of the Organization shall inure to the benefit of private persons. Upon the dissolution or winding up of the Organization, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Organization, shall be distributed to a nonprofit fund, foundation, or organization which is organized and operated for charitable purposes and which has established its tax exempt status under Section 501 (c)(3) of the Internal Revenue Code, as amended.

SECTION 21.

MISCELLANEOUS PROVISIONS

Section 21.1. Severability and Headings.

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

Section 21.2. Savings Clause.

Failure of literal or complete compliance with any provision of these Bylaws in respect of dates and times of notice, or the sending or receipt of the same, or errors in phraseology of notice of proposals, which in the judgment of the directors of the Board do not cause substantial injury to

the rights of the directors, shall not invalidate the actions or proceedings of the directors at any meeting.

SECTION 22.
AMENDMENTS OF BYLAWS

Section 22.1. Amendments.

These Bylaws may be amended, repealed, or altered, in whole or in part, and new Bylaws may be adopted, by a majority of directors of the Board at any meeting duly called and at which a quorum is present.

CERTIFICATE

The undersigned hereby certifies that the foregoing Bylaws are true and exact copy of the Bylaws of the Organization as of _____, 2013.

Secretary