

BYLAWS of TAI CHI YOUTH

ARTICLE 1 GENERAL

1.1 **Name.** The name of the Corporation is Tai Chi Youth, a California nonprofit corporation (the "Corporation").

1.2 **Office.** The principal office of the Corporation shall be 3822 Sunset Ave., Apt. G, Montrose, CA 91020. The Corporation may also have offices at such other places within and without the State of California as the Board of Trustees may from time to time determine or the business of the Corporation may require.

1.3 **References to Articles.** Any reference made herein to the Articles will be deemed to refer to the Corporation's Articles of Incorporation and all amendments thereto which are on file with the California Department of Business Regulation at any given time.

ARTICLE 2 MEMBERS

2.1 **Members.** Tai Chi Youth students are members, but have no voting rights at board meetings, although an annual membership meeting will be held each November and a Delegate per Guan (school location) represents the membership.

2.2 **Voting Power.** All matters pertaining to the Corporation shall be resolved by the Board of Trustees as provided herein.

2.3 **Member Delegate.** Each Guan may elect a Delegate of its student members to represent the students at meetings of the Board of Trustees, as an ex-officio member of the Board of Trustees. This student must be at least a Tai Chi Youth Orange Sash Level Student, or higher rank.

2.4 **Termination of Membership.** A member may terminate membership at any time by requesting the Shifu (Master Instructor) or any member of the Board of Trustees to so indicate next to the member's name in the Membership Roll, or by not paying the annual \$10 membership fee.

2.5 **Annual Fee.** Membership requires an annual fee. This fee may be included in a Registration Fee that includes the purchase of uniforms and books required by the Tai Chi Youth programs. A membership fee must be received within 30 days of its due date or the member will be listed as "NR" (Not Registered). Despite the effects of inflation, it is hoped that the \$10 Membership Fee will not be increased. This Membership Fee is not intended to be profitable or difficult to afford.

2.6 **Expulsion.** A Shifu may terminate the membership of any student at any time, for any reason, thus disallowing that member's presence with in the Guan from that point on. The president must be notified immediately (within 48 hours) of such an expulsion and a written statement filed within the Guan and sent to the President. The expelled member may petition the Board of Trustees for an appeal to be reinstated with the membership. If the Board of Trustees votes to allow the expelled student to appeal this decision, it shall be held as a special meeting or regularly scheduled meeting per the Board's decision. The expelled student may attend only that part of the Board's meeting pertaining to the expulsion.

2.7 **Shares of Stock and Dividends.** The Corporation shall not have or issue shares of stock. No dividend may be paid and no part of the income or profit of the Corporation may be distributed or inure its Trustees, Officers, or Members.

ARTICLE 3

TRUSTEES

3.1 **Number and Qualification.** The business and affairs of the Corporation shall be managed by a Board of Trustees, consisting of not fewer than 3 or more than 18 Trustees. The number of Trustees serving from time to time shall be fixed by the Board of Trustees. Members of the Board of Trustees must be Members of the Corporation as defined at Article 2.1, above, with the exception of Ex-Officio Trustees who shall not be entitled to vote.

3.2 **Election.** The initial Trustees shall hold office until the first annual meeting of the board of Trustees, or until their successors shall have been elected and qualified. At the first annual meeting of the Board of Trustees, and at each annual meeting thereafter or special meeting called for such purpose, the current Board of Trustees shall elect Trustees to hold office for a term of two (2) years, or until their successors have been elected and qualified. A member of the Board must maintain membership of Tai Chi Youth.

3.3 **Delegates.** Delegates shall be allowed and encouraged to attend meetings of the Board of Trustees, as Ex-Officio members. Information regarding the qualifications of each Delegate must be kept on file in the Tai Chi Youth Main Office after being approved by the Board of Trustees. The absence or presence of any Delegate Per Each Guan of Tai Chi Youth does not affect the Quorum.

3.4 **Place of Meeting.** All meetings of the Board of Trustees shall be held at such place, within or without the State of California, as the Trustees may fix or determine from time to time.

3.5 **Annual Meeting.** The annual meeting of the Board of Trustees is to be held each year on the November Saturday following Thanksgiving, prior to the Annual Membership Meeting. The Board of Trustees shall meet for the purpose of electing the Officers of the Corporation and transacting any other business as may properly come before such meeting. Failure to hold an annual meeting as required by these bylaws shall not work a forfeiture of dissolution of the Corporation or invalidate any action taken by the Board of Trustees or Officers of the Corporation. Notice of the Annual Board of Trustees Meeting shall be mailed to each Trustee between two (2) and four (4) weeks prior to such meeting.

3.6 **Special Meetings.** A special meeting of the Board of Trustees may be called by the President or by the Secretary if no President is then serving. A special meeting of the Board of Trustees shall be called by the President or, in the absence of action by the President, by the Secretary, upon the written request of a majority of the Trustees then serving. A special meeting of the Board of Trustees may be held upon forty-eight (48) hours notice to each Trustee, if notice is delivered personally, or by telephone, or upon five days notice if mailed, postage prepaid with postal confirmation, to each Trustee at his address that appears on the books of the Corporation. Notice shall be deemed to be delivered to such Trustee upon such mailing. Email, phone messages, and web posts will not be considered adequate notification.

3.7 **Quorum.** At all meetings of the Board of Trustees, a majority of the Trustees then in office shall constitute a quorum for the transaction of business; but if, at a meeting of the Board of Trustees, there is less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum is present. At any such meeting at which a quorum shall be present, any business may be transacted which may have been transacted in the meeting as originally called. Delegates do not constitute a part of the Quorum and have no voting power. There shall be no voting by proxy.

3.8 **Waiver of Notice.** Notwithstanding Section 3.6 hereof, any or all Trustees may waive notice of any meeting in writing or by email, and attendance of a Trustee at a meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

3.9 **Telephonic Meeting.** One or more Trustees may participate in a meeting of the Board of Trustees by means of a conference telephone conversation or any similar communications equipment by means of which all persons participating in the meeting may hear each other at all times during the

meeting. Participation in a meeting pursuant to this Section 3.9 shall constitute attendance in person at such meeting.

3.10 **Action Without a Meeting.** Any action required or permitted to be taken at any meeting of the Board of Trustees may be taken without a meeting if written consent setting forth the action to be taken shall be signed by all of the Trustees.

3.11 **Committees.** A majority of the Board of Trustees may, from time to time, designate one or more committees which shall exercise such powers as may be assigned to it by the Board of Trustees, subject to review by the Board. The members of any committee so created shall be Trustees. The Board of Trustees, with or without cause, may dissolve any such committee or remove any Trustee from the committee at any time. No committee shall exercise authority of the Board of Trustees in reference to the following matters: (1) submission to the members of any matter that requires an act of the members; (2) filling vacancies on the Board of Trustees or on any committee of the Board of Trustees; (3) adoption, or repeal of the Bylaws; or (4) fixing compensation of Trustees.

3.12 **Vacancies.** Any vacancy, including a vacancy resulting from an increase in the number of Trustees, may be filled by affirmative vote of a majority of the Trustees then in office, or by a solo remaining Trustee, and any Trustee so chosen shall hold office until the next annual meeting of Board of Trustees, or until his or her successor shall have been elected and qualified. Any newly created Trusteeship shall be deemed a vacancy.

3.13 **Annual Membership Meeting.** The annual membership meeting of each Guan shall be held each November, on the Saturday following Thanksgiving. This meeting shall be open to the entire membership of Tai Chi Youth with at least 15 days notice by posting such notice conspicuously within each Guan.

3.14 **Removal; Resignation.**

(a) At a special meeting of the Board of Trustees called for that purpose, any Trustee may be removed at any time, with or without cause, by an affirmative vote of a two-thirds (2/3) majority of the Trustees then in office. Any vacancy created by the removal of a Trustee may be filled by any of the remaining Trustees at such meeting as provided in Section 3.12.

(b) Any Trustee may resign at any time by giving written notice of his or her resignation to the President or the Secretary of the Corporation. Unless otherwise specified in such written notice, a Trustee's resignation shall be effective upon delivery thereof to the designated Officer and shall not be conditioned upon acceptance to become effective.

3.15 **Trustee Compensation.**

(a) Trustees performing services for the Corporation, whether contractual or otherwise, which services are in addition to the performance of responsibilities as a Trustee, shall be entitled to reasonable compensation for services actually performed. Trustees may be reimbursed for reasonable expenses incurred in attending Board of Trustees meetings as the Board of Trustees may fix from time to time. Any Trustee may waive compensation or reimbursement for any meeting. Any Trustee receiving compensation as a Trustee shall not be prevented from serving the Corporation in any other capacity and receiving compensation and reimbursement for reasonable expenses for such other services.

(b) Trustees shall be required to reimburse the Corporation for that portion of their compensation which is disallowed by the Internal Revenue Service as a deduction for federal income tax purposes and also may be required to, at the discretion of the Board of Trustees, reimburse the Corporation for all penalties, expenses and costs generated therefrom.

3.16 **Loans to Trustees Prohibited.** The Corporation shall not lend money to or use its credit to assist its Trustees, whether or not Employees. Any Trustee who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan, plus all accrued interest, costs, and other expenses arising by virtue of that loan, until the repayment of the loan.

3.17 **Mission Statement Read to Commence Meetings.** At each and every Board of Trustees meeting the President (or Acting President in the President's absence) shall begin each meeting by reading the following Mission Statement: *"Tai Chi Youth was founded in 1996 by Buddha Zhen Shen-Lang to provide Yang Tai Chi and Shaolin Kung Fu to youth at risk and all capable persons age 6 to 60 for better health, better thinking, and better leadership skills."*

ARTICLE 4 OFFICERS

4.1 **Officers.** The Officers of the Corporation, all of who shall be elected by the Board of Trustees, shall consist of a Patriarch, President, Disciple of Patriarch, Public Relations Agent, Membership Director, Vice President, Committee & Staff Director, Fund Raising Agent, Secretary, Marketing Director, Treasurer, Chief Guan Director, Program Director, Chief Abbot, and Publisher. The Board of Trustees may elect such other Officers as the Trustees may, from time to time deem necessary. The Board of Trustees may delegate duties and responsibilities as it deems necessary to the President of the Corporation or to another Officer. All Officers of the Corporation shall exercise such powers and perform such duties as shall from time to time be determined by the Board of Trustees. Any two (2) or more offices may be held by the same person, excepting the offices of President and Secretary. Any one or more Officers of the Corporation may be ex-officio members of the Board of Trustees.

4.2 **Ex-Officio.** An Ex-Officio Board Member may attend Board of Trustee meetings but has no vote.

4.3 **Election.** The Officers of the Corporation shall be elected for a term of two years, at the annual meeting of the Board of Trustees, and each such Officer shall hold office until his or her successor has been duly elected and qualified, or until his or her death, resignation or removal.

4.4 **Delegate Election.** All Delegates must have their qualifications, as specified in Article 2, above, approved by the Board of Trustees before attending a Board of Trustees meeting. Each organization/school is responsible for the selection of their Delegate Candidate, and submitting photo, resume, and biography of the Delegate Candidate to the Board of Trustees.

4.5 **Removal; Resignation.**
(a) A majority of the Trustees then in office shall be authorized to remove any Officer of the Corporation at any time whenever it shall be determined, in their sole discretion, that such removal shall serve the best interests of the Corporation. Such removal shall be determined at a special meeting thereof called for that purpose, in compliance with Section 3.6; provided, however, such removal shall be without any prejudice to the contract rights, if any, of any Officer so removed and the Board shall provide written notice to such Officer within ten (10) days of such meeting.

(b) Any Officer may resign at any time by giving written notice of his resignation to the President or the Secretary of the Corporation. Unless otherwise specified, such resignation shall take effect upon delivery, and acceptance thereof shall not be necessary to make such resignation effective.

4.6 **Vacancies.** A vacancy in any office may be filled by the Board of Trustees or by the President in accordance with Section 4.1 hereof, and the Officer so elected shall hold office until the earlier of the election and qualification of his or her successor, his or her death, resignation or removal.

4.7 **Officers' Compensation.**
(a) The Officers of the Corporation shall be entitled only to such reasonable compensation for their services actually performed, as the Board of Trustees may fix from time to time. With the exception of the salary of the President, the Board of Trustees may delegate to the President the authority to fix the salary of any Officer or Employee of the Corporation. Any Officer receiving compensation under this Section 4.7 shall not be prevented from serving the Corporation in any other capacity and receiving compensation and reimbursement for reasonable expenses for such other services.

(b) Officers shall be required to reimburse the Corporation for that portion of their

compensation which is disallowed by the Internal Revenue Service as a deduction for federal income tax purposes and also may be required, at the discretion of the Board of Trustees, to reimburse the Corporation for all penalties expenses and costs generated therefrom.

4.8 **Patriarch.** In the absence of an Executive Director, the Patriarch shall be the Chief Executive Officer of Corporation and shall have general supervision over its other Officers and Agents. The Patriarch shall have the full power and authority on behalf of the Corporation to attend, act and vote on behalf of the Corporation at any meeting of security holders of corporations in which the Corporation owns securities. At such meeting, the Patriarch shall possess and may exercise any and all rights and powers incident to the ownership of such securities which the Corporation might have possessed and exercised had it been present. The Patriarch will travel extensively for seminars, tournaments, meetings, and promotional purposes as an Emissary of Tai Chi Youth. The Patriarch will be reimbursed for all business expenses and paid a salary when traveling or working in any capacity on behalf of the Corporation. It is also a fundamental responsibility of the Patriarch to keep the President, Trustees, and other Officers on course with the "Mission of Tai Chi Youth." In the event of a 50/50 vote of the Board of Trustees and the voting Delegates, the patriarch may cast an additional vote to create a decision. The Patriarch is also the highest ranking Shifu of Tai Chi Youth and accordingly oversees all curriculums, programs, schools, seminars, and school activities of all schools/Guans of Tai Chi Youth. The Patriarch must be of TCY Red Sash + 3 Stripes, the highest Belt Rank Level of Tai Chi Youth.

4.9 **President.** The President, subject to the direction of the Board of Trustees, shall have general charge of the business affairs and property of the Corporation and general supervision over its other Officers and Agents. in general, he or she shall perform all duties incident to the office of President and shall preside at meetings of the Board of Trustees. Unless otherwise prescribed by the Board of Trustees, in the absence of the Patriarch the President shall have the full power and authority on behalf of the Corporation to attend, act and vote on behalf of the Corporation at any meeting of security holders of corporations in which the Corporation owns securities. At such meeting, the President shall possess and may exercise any and all rights and powers incident to the ownership of such securities which the Corporation might have possessed and exercised had it been present. The Board of Trustees may from time to time confer like powers upon any other person or persons. The President shall conduct meetings according to **Robert's Rules of Order**.

4.10 **Vice President.** The Vice President, if any (or in the event there shall be more than one, the Vice Presidents in the order designated, or in the absence of any designation, in the order of their election), shall, in the absence of the President or in the event of the President's inability to perform his or her duties as determined by the President or a majority of the Board of Trustees, perform the duties and exercise the powers of the President. Otherwise, the Vice President shall generally assist the President and perform such other duties and have such other powers as may from time to time be prescribed by the Board of Trustees.

4.11 **Secretary.** The Secretary shall attend all meetings of the Board of Trustees and record, or cause to be recorded, all votes and the proceedings of the meetings in a book to be kept for that purpose. He or she shall give, or cause to be given, notice of meetings of Trustees, and shall perform such other duties as may from time to time be prescribed by the Board of Trustees. He or she shall have custody of the seal of the Corporation, if any, and he or she, or the Assistant Secretary, shall have authority to affix the same to any instrument requiring it, and, when so affixed, the seal may be attested by his or her signature or by the signature of such Assistant Secretary. The Board of Trustees may give general authority to any other Officer to affix the seal of the corporation and to attest the affixing thereof by his or her signature.

4.12 **Assistant Secretary.** The Assistant Secretary, if any (or in the event there be more than one, the Assistant Secretaries in the order of their election), shall, in the event of the absence of the Secretary or the inability to perform his or her duties, as determined by the Treasurer or a majority of the Board of Trustees, perform the duties and exercise the powers of the Secretary, and shall perform such other duties and have such other powers as may from time to time be prescribed by the Board of Trustees.

4.13 **Treasurer.** The Treasurer shall have custody of the corporate funds and other valuable effects, including securities, shall keep full and accurate accounts of receipts and disbursements in books

belonging to the Corporation, and shall deposit all money and other valuable effects in the name and to the credit of the Corporation in such depositories as may from time to time be designated by the Board of Trustees. he or she shall disburse the funds of the Corporation as may be ordered by the Board of Trustees, taking proper vouchers for such disbursements, and shall render to the President and the Board of Trustees, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation. Royalties and payments resulting from project sales shall be routinely distributed by the Treasurer with proper Royalty Statements. The Treasurer shall oversee the accounting and tax payments and annual audits performed by an independent CPA.

4.14 **Loans to Officers Prohibited.** The Corporation shall not lend money to, or use its credit to assist, its Officers, whether or not employees. Any Officer who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan including accrued interest and other loan costs until the repayment of the loan.

4.15 **Executive Director.** The Executive Director is a salaried position that oversees the offices and Employees of Corporation. The Board of Trustees will hire this Chief Executive Officer after extensive research and qualification, paying a negotiated salary. The Board of Trustees can terminate this Employee after giving 30 days notice of special meeting called for this purpose only. At this special meeting, the Executive Director can respond, verify, or disprove the problems mentioned in the **30-Day Notice** of the special meeting. The Executive Director is hired by the Board of Trustees represented by the President. If the Board of Trustees votes with a majority to terminate this Executive Director, the Patriarch will automatically be encumbered with the responsibilities of the Executive Director until a new Employee is hired. If the Patriarch assumes additional duties of the Executive Director, the Board of Trustees must decide and vote on the increased salary of the Patriarch until a new Executive Director is hired.

ARTICLE 5 INDEMNIFICATION OF TRUSTEES OFFICERS, EMPLOYEES AND AGENTS

5.1 **Indemnification.**

(a) Except as expressly limited by this Section 5.1, or applicable law, the Corporation may indemnify any of its current or former Trustees, Officers, Employees and Agents who are or were a party, or are threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether criminal, civil, administrative, or investigative, by reason of the fact that he or she is or was a Trustee, Officer, Employee or Agent of the Corporation, or was serving at the request of the Corporation in any such capacity or as an Officer, Employee, Trustee, or Agent of another corporation, partnership, trust or other enterprise if:

(i) In such an action other than by or in the right of the Corporation, he or she acted, in good faith and in a manner he or she reasonable believed to be in, or not opposed to, the best interest of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful; and

(ii) In any such action by or in the right of the Corporation to procure a judgment in its favor, he or she acted, in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, unless he or she shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duties to the corporation except, and only to the extent, that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances in the case, such person is reasonably entitled to indemnity for such expenses which the court shall deem proper.

(b) To the extent that he or she has been successful on the merits or otherwise in defense of an action defined in 5.1(a), suit, or proceeding, or in defense of any claim, issue or matter therein, he or she shall be indemnified by the Corporation against any reasonable expenses actually and reasonably incurred by him or her in connection therewith as follows:

(i) Indemnification as provided in Section 5.1(a)(i) shall be limited to expenses, including without limitation legal and accounting fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such suit, action, or proceeding.

(ii) Indemnification as provided in Section 5.1(a)(ii) shall be limited to expenses,

including without limitation legal and accounting fees, and amounts paid in settlement, actually and reasonably incurred by him or her in connection with the defense of or settlement of such action, suit or proceeding.

(c) Indemnification hereunder, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the current or former Trustee, Officer, Employee or Agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth herein. A determination and indemnification to be proper shall be made by the Board of Trustees.

(d) Whenever any person, as defined in 5.1(b), above, has grounds to believe that he or she may incur any expense set forth in this Section 5.1 herein, he or she shall promptly prepare and deliver a fully written report of the matter to the President and to the Secretary of the Corporation. In the event the Board of Trustees decides to pay such expenses in advance of such final disposition, such person shall agree to repay, in whole or in part, the amount advanced unless it is ultimately determined that he or she is entitled to be indemnified in such amount by the Corporation as authorized in this Section 5.1 or by Court Order.

(e) Except to the extent reimbursement shall be mandatory in accordance herewith, the Corporation shall have the right to refuse indemnification, in whole or in part, in any instance in which indemnification would otherwise have been applicable, if he or she unreasonably refused to permit the Corporation, at its own expense and through counsel of its own choosing, to defend him or her in the action, suit or proceeding or unreasonably refused to cooperate in the defense of such action, suit or proceeding.

(f) The indemnification and other benefits provided by or granted herein, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a Trustee, Officer, Employee or Agent and inure to the benefit of the heirs, personal representatives and administrators of the person.

(g) The Corporation shall have power to purchase and maintain insurance on behalf of, or insure or cause to be insured, any person who is or was a Trustee, Officer, Employee or Agent of the Corporation or is or was serving at the request of the Corporation as a Trustee, Officer, Employee or Agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability hereunder. As used in this paragraph, "insurance" includes retrospectively rated and self-insured programs.

(h) No retrospectively rated or self-insured program hereunder providing coverage for Trustees and Officers shall include coverage for any of the following:

(i) An action based on or attributable to the person gaining in fact any personal profit or advantage to which he was not legally entitled.

(ii) An action for the return of any remuneration paid to the person without the previous approval of the Board of Trustees which is held by the courts to have been legal.

(iii) An action for an accounting of profits in fact made from the purchase or sale by the person of securities of the Corporation within the meaning of Section 16(b) of the Securities Exchange Act of 1934 and amendments of that act or similar provisions of any statute.

(iv) An action brought about or contributed to by the dishonesty of the person. A person is protected under the terms herein as to any claims on which suit may be brought against him or her by reason of any alleged dishonesty on his or her part, unless a judgment or other final adjudication establishes that acts of active and deliberated dishonesty committed by the person with actual dishonest purpose and intent were material to the cause of action adjudicated.

ARTICLE 6

MISCELLANEOUS

6.1 **Account Books, Minutes, Etc.** The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Trustees and committees and business meetings of Officers. All books and records of the Corporation may be inspected by any Trustee or his accredited Agent or Attorney, for any proper purpose at any reasonable time of day by appointment.

6.2 **Membership Roll.** The Corporation shall keep a Membership Roll, updated annually, to reflect current members of Tai Chi Youth. This book may be inspected by any Trustee, Officer, Agent, Employee, or Police Officer to verify that a person is a Tai Chi Youth Student.

6.3 **Fiscal Year.** The fiscal year of the Corporation shall be determined by the Board of Trustees.

6.4 **Conveyances and Encumbrances.** Property of the Corporation may be assigned, conveyed or encumbered by such Officers of the Corporation as may be authorized to do so by the Board of Trustees, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the Corporation shall be authorized only in the manner prescribed by applicable statute.

6.5 **Designated Contributions.** The Corporation may accept any designated contribution, grant, bequest or devise consistent with its general tax-exempt purposes, as set forth in the **Articles Of Incorporation**. As so limited, donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, the Corporation shall reserve all right, title and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any special fund, purpose or use. Further, the Corporation shall retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used to carry out the Corporation's tax-exempt purposes.

6.6 **Conflicts of Interest.** If any person who is a Trustee or Officer of the Corporation is aware that the Corporation is about to enter into any business transaction directly or indirectly with himself, any member of his family, or any entity in which he has any legal, equitable or fiduciary interest or position, including without limitation as a Trustee, Officer, shareholder, partner, beneficiary or Trustee, such person shall (a) immediately inform those charged with approving the transaction on behalf of the Corporation of his interest or position and (b) aid the persons charged with making the decision by disclosing any material facts within his knowledge that bear on the advisability of such transaction from the standpoint of the Corporation.

6.7 **References to Internal Revenue Code.** All references in these bylaws to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1954, as amended, and include the corresponding provisions of any subsequent federal tax laws.

6.8 **Amendments.**

(a) The power to alter, amend or repeal these bylaws and adopt new bylaws shall be vested in the Board of Trustees, keeping in mind the reasons and purposes of these Original Bylaws and the **Original Draft of the 1996 Tai Chi Youth Standard Operating Procedures** so as not to alter the Vision and Mission of Tai Chi Youth's Founder, Buddha Zhen Shen-Lang, by an affirmative vote of a majority of all of the Trustees, provided that notice of the proposal to make, alter or repeal, or adopt new bylaws shall be included in the notice of meeting.

(b) All amendments and revisions of the **Tai Chi Youth Bylaws** shall always be decided only after reviewing the **Original Bylaws of Tai Chi Youth, Inc. of Salt Lake City, Utah** written by Master Zhen Shen–Lang in 1996, in order to verify that any changes and/or amendments are dutifully serving the original MISSION, VISION, and GOALS of Tai Chi Youth. A copy of the **Original Bylaws** shall always accompany the most recent bylaws of Corporation, with both bylaws provided to each and all Trustees upon their acceptance and approval as Board Members, so that all Trustees are aware of these original intentions and designs.

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

6.10 **Tournaments.** "Point-Contact Sparring," sparring, boxing, full contact sparring, kickboxing, wrestling, cage fighting, and other violent sports are prohibited from Tai Chi Youth tournaments. "Fixed Step Push Hands" competitions shall be the extent of physical competition risking the well-being of any contestant.

6.11 **Additional Trustees and Committee Heads are Ex-Officio.** No additional positions shall be created with voting power than those listed in Article 4.1 If an officer or Trustee holds more than one position or Trustee title he or she is still only entitled to one vote on any issue, unless he or she is an Ex-Officio member of the Board of Trustees which does not allow any voting power.

6.12 **Robert's Rules of Order.** All Meetings shall be conducted according to **Robert's Rules of Order**.

ARTICLE 7 AFFILIATED TRANSACTIONS AND INTERESTED TRUSTEES

7.1 **Affiliated Transactions.** No contract or transaction between the Corporation and one or more of its Trustees or Officers, or between the Corporation and any other entity in which one or more of the Trustees or Officers of the Corporation serve as Trustees or Officers of such other entity, or have a financial interest therein, shall be void or voidable solely for this reason, or solely because the Trustee or Officer is present at or participates in the meeting of the Board of Trustees or a committee which authorizes, approves or ratifies the contract or transaction, or solely because his, her or their votes are counted for such purpose, provided:

(a) The facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Trustees and the Board of Trustees, in good faith, authorizes, approves or ratifies the contract or transaction by the affirmative vote of a majority of the disinterested Trustees, even though the disinterested Trustees constitute less than a quorum; or

(b) The contract or transaction is fair and reasonable in light of the circumstances known to those entitled to vote on the matter at that time.

7.2 **Interested Trustees.** Interested Trustees may be counted in determining the presence of a quorum at a meeting of the Board of Trustees thereof which authorizes, approves or ratifies the contract or transaction.

ARTICLE 8 PURPOSE

8.1 **Guan = Kung Fu School.** Each Tai Chi Youth Guan/location/school/facility is a martial arts academy of Northern Chinese traditions of 1,000A.D. The highest level and degree of respect, love, compassion, and appreciation is expected of each and every student. Protocol and etiquette are explained in the various student manuals.

8.2 **Balancing Mind and Body.** A balanced mind and body is the foundation necessary to develop spiritual awareness. The fundamental goal of Tai Chi Youth is to guide each student to balance their mind and body. The Tai Chi Youth curriculums include sufficient paperwork and physical exercises to accomplish this mind/body balance. The concepts of Zen, Chan, Daoism, Christianity, and other religions will through study and symbolic lessons become understandable and usable by the students. The Shaolin Kung Fu Quans (Forms or "Katas" in Japanese) are fundamental to this balancing of mind and body.

8.3 **Chan = Zen = Universal Mind.** The ability to see more than our own perspective is the Universal Mind which we shall strive to teach to as many persons as possible. This ability to understand others enlarges our ability to see ourselves, and opens the door to perspectives beyond our own limited senses and thought processes. With a balanced and free mind, any individual is capable of performing excellently in all activities. Zen is a concept of mental awareness that can be utilized by anyone of any religion. So it is that Tai Chi Youth is taught to increase health and endurance and coordination and self-esteem through a developed mind/body balance to create a potential within each student for a Universal Mind.

8.4 **Religious Requirements of Members.** There are no religious requirements of Tai Chi Youth Members, Trustees, Officers, or Employees. The etiquette and School Rules of Tai Chi Youth represent the minimum amount of respect and compassion all persons should have towards all other persons, nationalities, lifestyles, and other religions. Members are expected to display this same respect within any Church, Mosque, Temple, and establishments of other martial arts schools. Any student uncomfortable with our practices and etiquette is either not being properly taught or is not sincerely interested in our curriculums. (See Article 2.6) Tai Chi Youth is not a religion or denomination.

8.5 **Trustees, Officers, and Employees Must Pay Tuitions.** All Employees, Trustees, Officers, Board Members, and Delegates shall pay for Tai Chi Youth classes just like any other student. Grants and financial awards that cover student tuitions shall not be utilized by Tai Chi Youth Employees, Trustees, Delegates, or Officers. This requirement to pay tuitions will provide a realistic perspective to Board Members and Trustees as to how affordable Tai Chi Youth tuitions are. If this is a financial hardship for a Board Member, the Board of Trustees can agree to accept in-kind services, with the Board Member in question abstaining from this vote.

8.6 **All Trustees and Officers = Orange Sash or Higher Rank.** All Tai Chi Youth Trustees and Officers shall be Orange Sash or higher Tai Chi Youth Belt Rank Level in order that they have a good understanding of Tai Chi Youth. Any Trustee or Officer elected who is not of at least a Tai Chi Youth Orange Sash Belt Rank Level shall be assigned the responsibility to study as a Tai Chi Youth student and fulfill all requirements in order to attain Orange Sash with a maximum allowance of six (6) months per semester to attain each Tai Chi Youth Belt Rank Level prior to Orange Sash. Failure of the Trustee or Officer to fulfill these curriculum requirements shall be cause for dismissal of the Trustee or Officer.

8.7 **Tai Chi Youth = Taijiquan of Several Styles + Songshan Temple Shaolin Kung Fu.** As outlined, specified, and explained in the Tai Chi Youth Standard Operating Procedures and **1998 Tai Chi Youth Instructor Guide #1**, Tai Chi Youth is comprised of Northern Chinese traditional Kung Fu Quans as documented by Buddha Zhen Shen-Lang. Respect and appreciation of each martial arts lineage is mandatory. Movements and choreography of these traditional heritages cannot be changed or altered to suit an instructor's preferences, advice from another Shifu, or other reason. All Quans (Kung Fu dances) are well-documented and have been approved by various Masters of China and the United States of America. It is a significant purpose of Tai Chi Youth to preserve these artistic treasures and heritages. *NOTE in 2011: I have been teaching the curriculums for 15 years. I have created a dozen curriculums and this one is the best and most successful of them all in many ways.*

8.8 **Allegiance.** Each location of Tai Chi Youth is a Guan (school). All Guans shall be affiliated with the Tai Chi Youth Principle Office, wherever it may be located, with all Guans operating under the same Tai Chi Youth Bylaws and Tai Chi Youth Standard Operating Procedures of the Tai Chi Youth Principal Office.

8.9 **Principal Office.** The principal office of the Corporation may be determined by the Patriarch to be a location near the Patriarch's residence, if the town can provide a full Board of Trustees of 18 Officers. Otherwise the Board of Trustees will determine the location of this principal office, where they can ensure a full Board of 18 Trustees, allowing the Patriarch to attend all meetings by video conferencing, and supplying all equipment necessary for accomplishing this. This monitor screen of the Patriarch shall be located where the Patriarch would sit at the Board of Trustees and cannot be used by any other Trustees or Officers at any other time either.

8.10 **Tai Chi Youth Curriculums.** The 1998 **Tai Chi Youth Instructor Guide #1** by Master Zhen Shen-Lang shall be the basis for all programs, seminars, and workshops associated with Corporation. All TCY Shifu (Instructors) must be provided a copy of this entire notebook, and be trained in all its contents prior to any TCY teaching positions, programs, or satellite locations they may teach at. The Board of Trustees shall determine whether each TCY Shifu has full knowledge and training in the usage of the **1998 Tai Chi Youth Instructor Guide #1**, with a deciding vote by the Patriarch that can veto a majority vote of the Board of Trustees. The **1998 Tai Chi Youth Instructor Guide #1** will ensure that all future Shifu, Instructors, and Teachers of Tai Chi Youth will be of a sufficiently high quality and knowledge to accomplish the goals of Tai Chi Youth and guarantee the rewards and benefits to our students. No editing of this manual will be permitted beyond minor edits, that do not alter the curriculums, and are approved by the Patriarch.

8.11 **Student Reading Requirements.** The **Tai Chi Beginner** book by Buddha Zhen Shen-Lang was created for the original Shaolin Chi Mantis youth programs in 1992. This book has been a required student manual since the foundation of Tai Chi Youth in 1996. Tai Chi programs taught by Buddha Zhen that did not utilize this manual on a weekly basis were always less productive, less motivated, and less rewarding for the students; thus proving the books' value and requirement to fulfill the goals, objectives, and mission of the Corporation. All Tai Chi Youth programs must include copies of this book being supplied or sold to each and every student of the Corporation.

8.12 **Student Manual of Tai Chi Youth.** The **Tai Chi Youth Student Manual** by Buddha Zhen Shen-Lang is derived from the **1998 Tai Chi Youth Instructor Guide #1**. This book will provide the student with a summary of their weekly lessons and in it's PDF, or similar digital formats, be linkable on the internet to the websites and webpages associated with Tai Chi Youth lessons, activities, and learning. This student manual will provide consistency in the Tai Chi Youth programs taught in various locations, online, privately, or sold in all formats. TCY programs may be accelerated, stretched out, or sectioned in various ways, but must always contain the lessons outlined in the **Tai Chi Youth Student Manual**. This will ensure that all students are equally prepared and capable of advancing in the Belt Rank system of Tai Chi Youth.

8.13 **Online Tai Chi Youth School.** Tai Chi Youth classes may be available online, by download, DVD, or other media for TCY Students to study and practice with. Visual chatting online will enable the TCY Instructors to evaluate, test, and train students worldwide in groups or private lessons. Despite the location of the Student during the online classes, the Student should behave the same as he or she would in an actual Guan or school location. The Shifu should expect this behavior from the students, including proper attire and manners from each student online. Online students should position their cameras and organize their environments to not insult other students or embarrass themselves or divulge personal information to other students who may possibly view them with the Instructor online. Additional restrictions, limitations, and requirements will be imposed by the Board of Trustees as deemed appropriate or to avoid legal issues. Minors may only be viewed by the Shifu and Assistant Instructors, except when taught in online group lessons, such as Demo Team Classes where ALL students are both viewed and viewing each other of a preapproved list of students.

8.14 **Online School Environment.** All online students must be dressed appropriately for online classes per the *TCY Uniform Code*. Students not abiding by dress codes, or complying with an appropriate visible environment, will not be allowed to attend or receive their online lesson. These prepaid lessons cancelled due to inappropriate Student standards are nonrefundable.

8.15 **Online Releases.** All Releases should be updated annually with the TCY Membership Fee payment. Parental approvals for minors must be kept by the TCY Membership Director and updated annually with the annual membership fee. After-school programs will be contracted to schools who will be responsible for all regulations, obtaining parental releases, and providing appropriate documentation to the Corporation as required.

8.14 **English Language Origination.** As Tai Chi Youth programs are translated and taught in various languages, the original English language version of the **1998 Tai Chi Youth Instructor Guide #1** and other Shifu guides will serve as the basis of all translations into other languages.

CERTIFICATION

I, Richard Del Connor, President of Tai Chi Youth, do hereby certify that the foregoing is a true and correct copy of the Corporation's Bylaws as adopted by the Trustees of the Corporation on April 20, 2011.

IN WITNESS WHEREOF, I have hereunto set my hand this 20th day of April, 2011.

GLOSSARY:

Orange Sash = Advanced Level Tai Chi Youth Student = 2 years or more.

Guan = Kwoon = Chinese Kung Fu School (Dojo = Japanese/Korean Karate School).

Buddha Zhen Shen-Lang = Master Zhen = Richard Del Connor = Founder of Tai Chi Youth.

Original Bylaws = *1996 Tai Chi Youth Bylaws* by Master Zhen = 13 pages.

Push Hands = stationary two contestant competition of balance, coordination, and Tai Chi skills.

Quan = Kung Fu Form = martial arts dance.

Shaolin Chi Mantis = founded 1992 by Buddha Zhen = original curriculums of Tai Chi Youth.

Shifu = Sifu = Master Father = "*Man who has mastered great skill*" = Kung Fu/ Tai Chi Instructor.

Songshan Temple Shaolin Kung Fu = original Shaolin Temple from Mt. Songshan Temple, China, and the Kung Fu originating from this birthplace of Zen Buddhism.

Tai Chi = Tai Chi Chuan = Taijiquan = "Supreme Ultimate Boxing Style" = Daoist martial art.

Tai Chi Youth = nonprofit education corporation teaching Yang Tai Chi plus Northern Shaolin Kung Fu.

Zen = Chan = Universal Mind = seeing from the perspectives of other persons.