

THE KWANMUKAN FOUNDATION AMENDED CODE OF REGULATIONS

ADOPTED APRIL 3, 2019

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ARTICLE I. – NAME OF THE ORGANIZATION

The corporation (the “**Kwanmukan**” or the “**Corporation**”) may from time to time use and be known as the International Kwanmukan or the Kwanmukan and any act taken by the corporation in either of those names shall be the act of the corporation.

ARTICLE II. – MANAGING BOARD

SECTION 1. MANAGEMENT BY THE BOARD: The property of the **Kwanmukan** is held and controlled, and its affairs managed, by the Managing Board (the “**Board**”). Except as otherwise indicated herein, the term “**Member**” or “**Member of the Board**” shall have the same meaning as the term Director under the applicable provisions Chapter 1702 of the Ohio Revised, as amended, or successor enactments thereto, and the Members of the Board shall have all the rights, powers and duties applicable to Directors thereunder.

SECTION 2. BOARD SELF-PERPETUATING: The Board shall be a self-perpetuating body.

SECTION 3. MEMBERS OF THE BOARD AS MEMBERS: There shall be no members of **Kwanmukan** and the Members of the Board shall be taken to be the “Members of the Corporation” for the purposes of any statute or rule of law relating to corporations. Any resolution, authorization, meeting or act of the Members of the Board shall for all purposes where necessary be the resolution, authorization, meeting or act of the members of the Corporation without the necessity to designate in any manner such resolution, authorization, meeting or act as the resolution, authorization, meeting or act of the Members of the Corporation. Members under Article VI of this Code of Regulations (the “**Code**”) shall not be legal members of the **Kwanmukan**, nor shall any such member have any right to vote or exercise any other legal powers with respect to the **Kwanmukan**.

SECTION 4. NUMBER, ELECTION AND TERM OF OFFICE OF THE BOARD: The Board shall be composed of not less than five (5) nor more than nine (9) Members to be elected by the Members of the Board. Members of the Board shall be separated into five (5) substantially equal classes, each with a term commencing from the date of the election of the Members of the Board who are members of such class (without regard to Members of the Board subsequently elected to fill vacancies for the unexpired term of a particular class) and ending at the conclusion of the annual meeting in the fifth year following such election. The Members of the Board elected following the adoption of this Amended Code may be elected for terms of less than five (5) years in order to provide an appropriate spacing of terms. Any term of less than five (5) years shall not count as a full term for purposes of the term limits set forth in the Code. A Member of the Board may only serve for two (2) full consecutive terms, but may be elected again to the Board after not less than one (1) year’s absence from the Board.

SECTION 5. VOTING: Each Member of the Board shall have one vote and any action of the Board may be approved by a simple majority except as otherwise provided herein.

SECTION 6. QUORUM: At any meeting of the Board, the presence, in person or via telephonic or electronic communication, of the majority of the voting Members of the Board shall constitute a Quorum.

SECTION 7. REMOVAL AND RESIGNATION. A Member of the Board may be removed from office, with or without cause, at any regular or special meeting of the Board by a vote of not less than two-thirds of the Members of the Board. Any Member of the Board, by notice in writing to the Secretary, may resign at any time.

SECTION 8. VACANCIES: When a vacancy arises, the Board will select a replacement to serve for the remaining term by a majority vote of the Members of the Board. The election to serve for the period of a vacancy shall not count as part of the term limit of two full terms.

SECTION 9. MEETINGS: The Board will meet at least once a year, with additional meetings from time-to-time as needed. The annual meeting shall be held within four (4) months following the close of each fiscal year of the corporation. At the annual meeting the Board shall elect Members and officers and take any other action required by law to be taken at an annual meeting of Members.

SECTION 10. SPECIAL MEETINGS: Special meetings of the Board require not less than three (3) days notice unless notice is unanimously waived. Special meetings may be called by the President or by written request of a majority of the Board.

ARTICLE III. – OFFICERS

SECTION 1. OFFICERS: The Board shall elect the various officers of the Kwanmukan. There is no requirement that an officer of the **Kwanmukan** be a Member of the Board.

The officers of the **Kwanmukan** shall consist of a president, secretary, treasurer, and such other officers and assistant officers as may be deemed necessary, each of whom may be designated by such other titles as may be provided in the Articles of Incorporation ("**Articles**"), the Code, the bylaws (if any), or resolutions of the Members of the Board. Any two or more offices may be held by the same person. The officers shall be elected or appointed at such time, in such manner, and for such terms as may be prescribed herein or as determined by the Board.

All officers, as between themselves and the **Kwanmukan**, shall respectively have such authority and perform such duties as are determined by the persons authorized to elect or appoint them.

Any officer may be removed, with or without cause, by the Board. The election or appointment of an officer for a given term, or a general provision in the Articles, the Code, or the bylaws (if any) with respect to term of office, shall not be deemed to create contract rights

The Board may fill any vacancy in any office occurring for whatever reason.

SECTION 2. PRESIDENT AND CHIEF EXECUTIVE OFFICER: The President shall be the Chief Executive Officer of the **Kwanmukan**. If not elected as a Member of the Board, the President shall be an *ex officio* Member of the Board with a vote on any matter coming before the Board and shall be counted for purposes of determining the number, and if present, the existence of a quorum. The President shall also be an *ex officio* member of all Committees constituted by the Board, except if they are created, the Compensation Committee and the Audit Committee. On any such Committee, the President shall have a vote on any matter coming before such Committee, shall be counted for purposes of determining the number, and if present, the existence of a quorum and the percentage of Members of the Board necessary for a vote. The duties of the President shall include

the exercise of general supervision of the affairs of the **Kwanmukan** and the enforcement of the provisions of the Articles and the Code, with discretionary power and authority in all instances not otherwise specifically provided for therein. The President shall ensure that the Members of the Board are knowledgeable and well informed about the operating and strategic issues confronting the **Kwanmukan** and shall, from time to time, call to the attention of the Board or the appropriate officers such subjects as the President believes may require official action.

SECTION 3. SECRETARY: The Secretary shall cause notice to be issued to the Members of the Board of the **Kwanmukan** of all meetings of the **Kwanmukan** and of the Board, and to the respective members of each of the Committees and of the meetings thereof. Records shall be maintained of the proceedings of the **Kwanmukan**, the Board and each Committee thereof. The Secretary shall keep the seal and archives of the **Kwanmukan**, including the minutes and correspondence of the Board and each Committee; the Secretary shall affix the seal of the **Kwanmukan** when authorized to do so by the President or the Board.

SECTION 4. TREASURER: The Treasurer shall receive and disburse the funds of the Kwanmukan under the direction of the President pursuant to the policies established by the Board. The Treasurer shall keep the accounts and account books of the **Kwanmukan**, which shall be open at all times to the inspection of any Member of the Board, and shall report the financial condition of the **Kwanmukan** to the Board regularly and at such times as may be requested by the President or the Board.

ARTICLE IV. – COMMITTEES

SECTION 1. CREATION AND DELEGATION: From time to time, the Board may constitute a committee or committees, and delegate to any such committee such authority as the Board may determine; provided that the authority delegated to the committee is subject to such limitations as are provided by law and as may be imposed from time to time by the Board. Each Committee shall serve at the pleasure of the Board and shall be subject to the control and direction of the Board.

SECTION 2. EX OFFICIO MEMBERS: In the event that a person is appointed to a committee and is also an *ex officio* member of such committee or is an *ex officio* member of the committee in two different capacities, such person shall only have one vote and only count for quorum purposes (if present) as one member.

SECTION 3. BOARD COMMITTEES: From time to time, the Board may delegate authority to a committee to act on behalf of the Board. Any such committee shall be designated a Board Committee and shall have at least three (3) members of the committee that are Members of the Board. An act or authorization of an act by any Board Committee within the authority delegated to it shall be effective for all purposes as an act or authorization of the Board; provided, however, no such act or authorization of an act shall be undertaken unless first approved by an affirmative vote of at least a majority of those present or, if greater, a majority of the quorum of any such Board Committee who are Members of the Board.

SECTION 4. QUALIFICATION, APPOINTMENT AND NUMBER OF COMMITTEE MEMBERS: Except as otherwise herein provided, members of committees shall be such Members of the Board and such other persons as shall be appointed thereto by the Board. Committees shall

have such number of members as shall be determined by the Board, but if the Board fails to do so, than the aggregate of the members elected by the Board shall be the number of members.

SECTION 5. COMMITTEE CHAIR: Unless otherwise determined by the Board, from those Members of the Board designated to serve on a committee, the Board shall appoint a chair or co-chairs of the committee and may appoint one (1) or more vice-chairs. The maximum length of continuous service in the position of committee chair or co-chair of any single committee shall be five (5) years; provided, however, that the Board may waive said restriction by the affirmative vote of not less than two-thirds of the Members of the Board present at a meeting on a case-by-case basis, as it may determine.

SECTION 6. MEETINGS. Committees shall meet as specified by the Board or upon the call of the chair or a vice-chair of the committee. Meetings of committees and indications of consent to written actions thereof may be held by means of authorized communications equipment; provided, however, that the chair of a committee or, in the chair's absence, the person then acting in the capacity as chair of a committee shall first determine whether authorized communications equipment will be utilized for such meeting and, if such determination is made in the affirmative, the chair shall communicate to the membership of the committee in advance of the meeting such determination and the access information necessary to permit any member to so participate and vote at the meeting. The chair of the committee or, in the chair's absence, the person then acting in the capacity as chair, may limit, consistent with any determination made in accordance with the foregoing, the use of authorized communications equipment at any meeting of such committee.

SECTION 7. QUORUM AND ACTION WITHOUT MEETING. The lesser of a majority of or three (3) members of the committee who are Members of the Board shall constitute a quorum. Any committee may act without a meeting upon written consent of all of its members.

SECTION 8. TERM AND REMOVAL. Any member of any committee shall hold office until his or her successor is appointed and has assumed office, subject to such member's prior resignation, removal or death. Any member of any committee may be removed at any time, with or without cause, by the Board.

ARTICLE V. SHIHAN COUNCIL

SECTION 1. SHIHAN COUNCIL. The Shihan Council shall consist of the Hanshis and Shihans of the **Kwanmukan**. All Hanshis shall have a vote on the Shihan Council. The Shihans shall be divided into voting and nonvoting members of the Shihan Council. Organizational Sensei shall be *ex officio* members of the Shihan Council, with the right to attend meetings and participate therein, except as may be determined by the voting Shihans, but without a vote and they shall not be counted for quorum purposes.

SECTION 2. INITIAL MEMBERSHIP. After the adoption of this Amended Code, the Board shall determine the members of the Shihan Council and those Shihans that are voting Shihans and those Shihans who are nonvoting Shihans.

SECTION 3. MEMBERS. After the initial membership determination by the Board, the voting members of the Shihan Council by a majority vote of the voting members at a meeting shall determine who may thereafter become a member of the Shihan Council, whether such Shihan shall

be a voting or nonvoting Shihan and whether a voting or nonvoting Shihan or organizational Sensei should be removed from the Shihan Council.

SECTION 4. AUTHORITY. The Shihan Council shall have the authority set forth in Article VI, as well as the authority to determine qualifications for advancement in rank, advancement in rank and such other authority as may from time to time be delegated by the Board.

SECTION 5. QUORUM. A majority of the Hanshis and the voting Shihans shall constitute a quorum.

SECTION 6. CHAIRPERSON(S) AND DIRECTOR. The Shihan Council shall elect a Director and may elect one or more Chairpersons. The Shihan Council may delegate to the Director and/or the Chairperson(s) such duties and responsibilities as the Shihan Council shall from time to time determine. In the event that for any reason a Director is no longer serving, until such time as a new Director shall be elected, the senior in rank Chairperson (if more than one) shall act as the Director. In the event that a Chairperson has been appointed, but is unable to serve or has resigned, the Director shall exercise the duties of such Chairperson until a successor has been elected and qualified. In the event there is no Chairperson or Director, the President shall act as the Director.

ARTICLE VI. MEMBERSHIP

SECTION 1. MEMBERS: The Shihan Council may establish one or more classes of membership of the **Kwanmukan**, as distinguished from members of the Corporation. Members of the **Kwanmukan** shall not be legal members of the Corporation nor shall they have any right to vote or exercise any other legal process with respect to the Corporation.

SECTION 2. ELIGIBILITY: Any organization or person who has not been convicted of a felony or crime of moral turpitude shall be eligible for membership in the **Kwanmukan**, provided that such organization or person pays any appropriate fees or dues, completes any required application, provides a background check if required, agrees to further the mission and purpose of the **Kwanmukan** as set forth in the Articles and the Code, and complies with any and all rules, procedures, policies and protocols contained herein or adopted by the **Kwanmukan** in future times. Applicants for any class of membership shall make application for membership to the **Kwanmukan** in such form and manner as the Shihan Counsel shall prescribe.

SECTION 3. CLASSES OF MEMBERS: Status as a member of the **Kwanmukan** and the member's class shall be determined by majority vote of the Hanshi and the voting Shihan or pursuant to rules adopted by the Hanshi and the voting Shihan. Classes of membership within the **Kwanmukan** are as follows:

HANSHI, SHIHAN AND SENSEI MEMBERS: Hanshi, Shihan and Sensei membership status may be conferred by the Shihan Council based on rank, time in grade, contributions to the betterment of the organization and other factors deemed relevant by the Shihan Council.

HONORARY MEMBERS: Honorary membership may be conferred upon individuals rendering outstanding service to the **Kwanmukan** or the various

programs it promotes or for significant contribution to advancement of the martial arts the **Kwanmukan** represents.

LIFE MEMBERS: Life members are those who have paid or pay the life membership dues. Life membership is required of all Shihan and organizational Sensei.

ORDINARY MEMBER: An Ordinary member is any holder of a Kyu or Dan rank in any of the martial arts in which the **Kwanmukan** grants rank.

ASSOCIATE MEMBER: Associate membership to the **Kwanmukan** may be granted by the Shihan Council to any martial arts practitioner, of any Kyu or Dan rank, seeking affiliation with the **Kwanmukan**.

DOJO MEMBER, CLUB MEMBER: A Dojo or Club membership may be granted by the Shihan Council to dojos, martial arts schools, martial arts clubs or other martial arts organizations wishing to affiliate with the **Kwanmukan**.

ARTICLE VII. DUES AND FEES

PAYMENT OF DUES AND FEES: All dues and fees for all classes of membership shall be set by the Board and paid directly to the **Kwanmukan** or its designee. Dues and fees shall not be considered paid until received by and deposited into the appropriate **Kwanmukan** account or with a designated depository or payee. The failure to be current on any dues or fees may affect status within the organization.

ARTICLE VIII. SUSPENSION, EXPULSION OR REVOCATION OF CREDENTIALS AND RANK

The Shihan Council shall, upon receipt of a written, signed complaint from any **Kwanmukan** member or upon its own initiative or that of one of its members alleging conduct which could constitute grounds for suspension, expulsion or revocation of credential and rank, undertake an investigation of any allegation of such conduct. If it is found there are grounds for action, the Shihan Council shall prepare a written statement of charges setting forth in detail the nature of the charges and its recommendations, and shall cause to be prepared affidavits or other documentary evidence in support thereof. Such statement of charges, recommendations and supporting evidence shall be forwarded by registered or certified mail to the member under investigation and to the complaining member, if any, together with a copy of this Code. If appropriate, the Shihan Council, or any member thereof, may notify proper legal authorities, as may any other person having knowledge of the facts giving rise to the charges. Upon notice of at least thirty (30) days, a hearing shall be held before the Shihan Council, at which hearing the evidence in support of the statement of charges shall be presented. The member under investigation shall have the right, upon reasonable notice to such member, to appear at such hearing in person or through a representative and present evidence and argument in or on his or her behalf and/or to submit documentary evidence in the form of affidavits or other documents. No evidence supporting the statement of charges other than the documentary evidence forwarded to the member under investigation with the statement of charges may be considered except in rebuttal. All documentary evidence to be submitted, if any, and a list of

witnesses, if any, to be called on behalf of the member under investigation must be forwarded to the Director not less than 7 days in advance of the hearing.

SECTION 1. SUSPENSION OR EXPULSION OF MEMBER: Reasons for suspension or expulsion of members may include, but are not limited to, the following:

1. Any failure to comply with the Articles or Code of the **Kwanmukan** or any bylaws, rules, regulations, decisions, operating procedures or interpretations properly adopted by the Shihan Council;
2. Any conduct contrary to the goals and purposes of the **Kwanmukan** as set forth in the Articles, Code or bylaws;
3. Any conduct which is detrimental to or would reflect adversely on the **Kwanmukan** or the martial arts;
4. Any conduct which adversely and inappropriately affects any member of the **Kwanmukan**;
5. Conviction of a violent crime, sexual crime, hate crime or crime of moral turpitude; or
6. Failure to pay dues or fee or to pay monies collected on behalf of the **Kwanmukan** to the **Kwanmukan** or its designee.

SECTION 2. REVOCATION OF CREDENTIALS AND RANK: Reasons for revocation of credentials and rank may include, but are not limited to, the following:

1. Any conduct contrary to the goals or purposes of the **Kwanmukan** as set forth in the Articles or the Code;
2. Any conduct which is deemed detrimental or would reflect adversely upon the **Kwanmukan**;
3. Any act which may be considered harmful to or disparaging of any member of the **Kwanmukan**;
4. Any conduct which misleads the public in regards to the martial arts generally, or the **Kwanmukan** specifically;
5. Any act tending to impose upon, endanger or misinform the public in regards to the **Kwanmukan** or the martial arts;
6. Any violation of the appropriate Oath of the **Kwanmukan**; or
7. Failure to pay dues or to pay monies collected on behalf of the **Kwanmukan** to the **Kwanmukan** or its designee.

The name of any member whose membership has been suspended shall remain on the rolls of the **Kwanmukan**, but they shall not be entitled to any rights, privileges, benefits or services of membership during the period of her/his suspension. The name of any member who has been expelled or whose credentials and rank have been revoked shall be expunged from the rolls and record of the **Kwanmukan**, and they shall not be entitled to any of the rights, privileges, benefits or services of membership. The proceedings and decision of any hearing shall be entered as a part of the minutes of the Shihan Council, and appropriate notice of any suspension or termination of membership or revocation of credentials and rank shall be forwarded to the appropriate person.

Any person who is suspended, expelled or has had credentials and rank revoked, may appeal to the Board within 30 days thereof in writing stating the reasons to justify reinstatement. The Board, in its discretion, shall set forth the procedures for reviewing the appeal.

ARTICLE IX. ALLIED ORGANIZATIONS

The **Kwanmukan** may choose to enter into partnerships, friendships, alliances or other arrangements with other organizations (“Allied Organizations”) to advance the study of the arts and/or the interest of the **Kwanmukan**. The decision to enter into any such relationship and the terms thereof shall be as determined by the Board. Any negotiation to be conducted in the forming of relationships with Allied Organizations shall be done by the President at the direction of the Board. Before entering into any financial relationship, the issue must be brought before the Board and the Shihan Council for approval.

ARTICLE X. OFFICE OF THE KWANMUKAN

The principal office of the **Kwanmukan** shall be located at such place as the Board shall from time to time designate.

ARTICLE XI. DURATION

The period of duration of the **Kwanmukan** shall be perpetual, subject to dissolution only upon the affirmative vote by two-thirds of the Members of the Board.

ARTICLE XII. ACCOUNTING PERIOD

The **Kwanmukan** shall keep its books and accounts on a calendar year basis.

ARTICLE XIII. AUTHORIZED COMMUNICATIONS EQUIPMENT

Authorized communications equipment as defined in Section 1702.01(Q) of the Ohio Revised Code shall be permitted for the purpose of giving notice of meetings or any notice required by Chapter 1702 of the Ohio Revised Code, attending and participating in meetings, giving a copy of any document or transmitting any writing required or permitted under Chapter 1702 of the Ohio Revised Code, giving an indication of consent to an action in writing without a meeting of the Board, the Shihan Council or any committee, or voting, all as provided in and subject to the provisions hereof. Without limiting the generality of the foregoing sentence, this Article XIII shall be deemed and considered to be the requisite authorization of and by the Members of the Board for purposes of the first sentence of Section 1702.17(C) of the Ohio Revised Code to the extent such Section is applicable to the **Kwanmukan**.

ARTICLE XIV. PARLIAMENTARY AUTHORITY

Meetings of the Board, the Shihan Council and any committee shall apply Roberts Rules of Order, but only as a guide for conduct of proceedings, except when such rules are inconsistent with law, this Code, or the principal objective of the meeting. Parliamentary procedures shall not be permitted to interfere with achievement of consensus at any meeting.

ARTICLE XV. INDEMNIFICATION

The **Kwanmukan** shall indemnify, defend and hold harmless each current and former Member of the Board, trustee, director, the President, or officer, and by determination of the Board may elect to indemnify a volunteer, or employee of the **Kwanmukan**, against any and all expenses and liabilities, including reasonable attorney fees, judgments, fines, penalties, amounts paid in settlement, and other disbursements, actually and necessarily incurred by him/her or imposed on him/her in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals), to which he/she may be or is made a party by reason of being or having been such Member of the Board, trustee, director, President, officer, volunteer or employee of the **Kwanmukan** to the fullest extent provided by, or permissible under, Section 1702.12(E) of the Ohio Revised Code; subject to the limitation, however, that such person shall be entitled to indemnification under this section only if he/she is not adjudged in such claim, action, suit, or proceeding to be guilty of a criminal offense or liable to the **Kwanmukan** for damages arising out of his/her own negligence or misconduct in the performance of a duty to the **Kwanmukan**.

1. Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines and penalties against, and amounts paid in settlement by, such Member of the Board, officer, or volunteer, or employee; provided, however, that such Member of the Board, officer, volunteer, or employee shall undertake to repay or to reimburse such expense if it should ultimately be determined that he/she is not entitled to indemnification under this Article.
2. The provisions of this Article XV shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions occurring before or after adoption hereof.
3. The indemnification provided by this Article shall not be deemed exclusive to any other rights to which such Member of the Board, officer, volunteer, or employee may be entitled under any statute, regulation, agreement, vote of the Board, or otherwise and shall not restrict the power of the **Kwanmukan** to make any indemnification permitted by law.
4. The **Kwanmukan** may purchase and maintain such insurance on behalf of any Member of the Board, trustee, director, President, officer, volunteer, employee or other agent of the **Kwanmukan**, or any person or entity serving in a similar capacity with the **Kwanmukan**, or who is or at any time has been, at the direction or request of the **Kwanmukan**, Member of the Board, officer, volunteer, administrator, manager, employee, member, advisor, or other agent of or fiduciary for the **Kwanmukan**, or any other corporation, partnership, trust, venture, or other entity or enterprise including any employee benefit plan acting upon the direction of the **Kwanmukan**, against any liability asserted against or incurred by such

person or entity arising out of that person's/entity's work for or service to the **Kwanmukan**.

If any part of this Article XV shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and effectiveness of the remaining parts shall not be affected

ARTICLE XVI. AMENDMENTS

This Code and any and all bylaws of the **Kwanmukan** shall be subject to amendment, alteration or repeal at any meeting of the Board, by a majority vote of a quorum of the Board.