

**Constitution and By-Laws of  
Wu Chi Kung Fu Association**

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CONSTITUTION OF THE ASSOCIATION

Article I: Name and Purpose

- A. The name of this association shall be Wu Chi Kung Fu Association.
- B. The purpose of this association shall be the physical, mental and spiritual development of its members through study of the martial arts, the development of fellowship through events, meetings, and activities, advancement of values and ethics to enable a better society, and any activities deemed necessary for the preservation and furtherance of the association.
- C. The location of this association shall be in the city of Burnsville, Minnesota.

Article II: Government

- A. Wu Chi Kung Fu Association shall be governed by this constitution, together with amendments to the same, by by-laws enacted to provide for those governmental functions of a more routine nature, and by a council of members charged with protection, interpretation, and modification of these documents when necessary.
- B. The by-laws of this association shall be adopted and changes thereto enacted by an affirmative vote of not less than two-thirds of the members of the executive council, as defined in Article IV of this constitution.

Article III: Membership

- A. The membership of Wu Chi Kung Fu Association shall consist of Member Schools, Instructors, Members, and Honorary Members.
- B. The individual members of Wu Chi Kung Fu Association must have the highest of personal integrity and reputation.
- C. Member Schools shall be organizations, led by a Head Instructor, that choose to abide by all rules set forth in this constitution and accompanying by-laws.
- D. New Member Schools may be added to the Wu Chi Kung Fu Association upon approval from the Executive Council of the Association, after a petition to form a new Member School is given, in writing, to the Executive Council by the Instructor wishing to become the Head Instructor of the new Member School.
- E. Instructors shall be individuals who have completed a course of study, set forth by a member school and deemed sufficient to the society as a whole, to enable them to lead a member school of Wu Chi Kung Fu Association in practice. Instructors must remain active members of the association, but they need not actually be leaders of a current member school in the association.

- F. Members shall be individuals who participate in the activities of a member school and who are in good standing with their respective member school. Members may be inactive or active.
  - 1. Active members are those members of the association who are actively participating in the activities of a member school of the association.
  - 2. Inactive members are those members of the association who were previously active members of a member school, but through choice or circumstance, no longer actively participate in the activities of any member school.
- G. Honorary members shall be those individuals who may not regularly participate in the activities of the association, but whose achievements and dedication to the association are deemed by the council to earn them recognition and privileges within the association.
- H. Membership in Wu Chi Kung Fu Association shall be without regard to race, color, religion, creed, sex, sexual orientation, national origin, handicap, age, martial status, veteran status, or political belief.
- I. The grounds for removal of members include, but are not limited to, violation of ethical guidelines, as set forth by the executive council of the association, , disrespect or violent behavior toward other members of the association, and violation of the policies of this association, as stated in this constitution and accompanying by-laws.

#### Article IV: Executive Council Members

- A. The Executive Council of this association shall consist of a single Chief Executive Instructor, as well any number of additional council members.
- B. In order to be eligible to hold the position of a council member, an individual must be 1) an active member of the association, as defined in Article III of this constitution, 2) hold the rank of at least First Level Black Belt (White Sash) in a member school of the association, 3) have been involved in the activities of the association at least once over the past two (2) years, and 4) be of the highest integrity and moral standing, as well as demonstrating exceptional dedication to the association as a whole.
- C. The duties of the Chief Executive Instructor shall be to coordinate and preside over meetings of the executive council of the association, introduce policy and curriculum changes to the executive council, and arbitrate disputes between members of the executive council to preserve the integrity, solidarity, and fellowship within the association as a whole.
- D. The Chief Executive Instructor shall be either 1) the founder of Wu Chi Kung Fu Association, Dr. Gary D. Cecil, 2) a successor chosen by the current Chief Executive Instructor prior to leaving the position, or 3) a council member elected by unanimous vote of all other council members, if the current Chief Executive Instructor chooses to relinquish his/her duties and does not appoint a successor.
- E. The duties of all members of the executive council, other than the Chief Executive Instructor, shall be to bring to the attention of the council any and all issues relating to the operation of the

association and its respective member schools, as well as discuss and vote on policy and curriculum changes to advance the interests of the association.

- F. Election of council members shall be held semi-annually at a normal executive council meeting. Elections shall only be held if a new request for membership in the executive council has been brought before the current council members. There is no restriction on the length of term a council member may serve. Election to a council position will be by silent ballot majority vote of the council members present at the meeting.
- G. The grounds for removal of a council member for misconduct include, but are not limited to, violation of ethical guidelines, as set forth by the executive council of the association, failure to perform job duties, disrespect or violent behavior toward other members of the association, and violation of the policies of this association as stated in this constitution and accompanying by-laws. A council member may also be removed for not being sufficiently active in the association, as defined in section B of this article.
- H. A council member may elect to voluntarily resign his/her position.
- I. Process of removal of council members for misconduct:
  - 1. A petition containing signatures of one-third or more members of the association, or one-half or more members of the executive council, must be submitted to one of the members of the executive council. When the petition is received, the council member shall call a meeting to decide upon removal.
  - 2. The council member in question shall be provided the opportunity to present a defense in person or in writing.
  - 3. The grounds for removal and the defense are to be presented to the council member in charge of the meeting.
  - 4. A silent ballot vote of the council members present shall decide upon removal, with voting not to occur until all grounds for and the full defense against removal are presented. There must be a quorum for the vote of removal. In order for the council member to be removed from office, there must be at least a two-thirds majority vote in favor of removal.
- J. Process of removal of council members for inactivity:
  - 1. Once per calendar year, a member of the executive council will elect to decide upon membership in the executive council. This council member will prepare a listing of council members to be considered for removal due to inactivity.
  - 2. The list of council members to be removed will be distributed to the current council membership. At the same time, the council member preparing the list will schedule a meeting of the executive council and will provide no less than two (2) weeks notice for this meeting.
  - 3. Any member of the executive council may elect to oppose the removal of any member on the list, including themselves, either in person at the meeting, or by proxy in writing to

another member of the executive council.

4. A silent ballot vote of the council members present, as well as those voting by proxy shall decide upon removal, with voting not to occur until all members of the executive council have had sufficient opportunity to voice their opinions on each individual proposed removal. In order for the council to approve any removal of members from office, there must be a simple majority vote in favor of the removal.

K. Appeal of removal of council members:

1. A council member may appeal his/her removal within two (2) weeks of the vote for removal by requesting a special appeal meeting of the executive council. The council member who will preside the meeting shall notify all members of the meeting, and will call the meeting at least one (1) week and not more than one (1) month after the appeal request.
2. The decision to uphold the vote for removal shall require a simple majority vote of the council members present at the meeting.

Article V: Meetings

- A. There shall be two types of meetings of the council: regular meetings and special meetings.
- B. Unless otherwise indicated, all meetings may be conducted in-person, via teleconference, video conference, email, or instant-messaging/online chat.
- C. Regular meetings shall be called for the purposes of disseminating information, amending this constitution or accompanying by-laws, and to discuss current projects within the association. All council members will be given the privilege to vote at regular meetings.
- D. Special meetings may be requested by a member of the council by submitting a written request to the Chief Executive Instructor or the council. Once received, the special meeting may be scheduled either by the Chief Executive Instructor, or by a vote of one-half of the council membership.
- E. The association shall conduct no less than one (1) regular meeting every two (2) years. The date(s) will be set up at least two (2) weeks prior to the commencement of the meeting by the Chief Executive Instructor, or by a proxy specially designated by the Chief Executive Instructor.
- F. Special meetings may be called by the Chief Executive Instructor, the Executive Council, or by petition of one-half of association members.
- G. Except as specifically stated in the constitution and by-laws, the parliamentary guide for the conduct of all meetings shall be Robert's Rules of Order, Newly Revised (10<sup>th</sup> Ed.).
- H. A quorum shall consist of one-third of the council membership able to vote at a particular meeting. A quorum is required to conduct business of the council.

## Article VI: Finance

- A. All funds of the association will be deposited and maintained in an account with a nationally recognized, federally insured bank.
- B. The Chief Executive Instructor and council members specifically designated by the Chief Executive Instructor shall be authorized to sign all financial transactions dealing with association funds. All transactions must be approved by the Chief Executive Instructor and any authorized financial delegates appointed by the Chief Executive Instructor before being submitted as a transaction against association account(s).
- C. Each member school has sole responsibility for its finances. The Head Instructor of each member school may appoint individual members with financial responsibility, but no claim on the finances of, nor any responsibility toward debts of a member school may be made by the association as a whole.
- D. The financial records/ledger must be submitted for an annual audit by a third party, not affiliated with the association. This provision will take effect once the association has revenue exceeding forty thousand dollars (\$40,000), has at least one (1) paid full-time employee, or has outside investment of at least five thousand dollars (\$5,000).

## Article VII: Ratification and Amendment

- A. This constitution shall become effective immediately upon ratification by a three-fourths affirmative vote of the members of the council.
- B. This constitution shall remain in effect until revised or amended. It will be reprinted upon revision, and supplemented when amended.
- C. Amendments to this constitution may be proposed by any active member of the council at a regular or special meeting. The proposed amendment shall be discussed and a vote for further discussion shall be taken; a simple majority vote of the active members present shall determine that consideration. Upon approval, the amendment shall be formally worded by the council.
- D. Amendments worded according to the previous section shall be circulated to the entire active membership of the council, together with appropriate commentaries and a written ballot. The ballots will be returned to the Chief Executive Instructor, or an appointed delegate, within two (2) weeks of distribution. The Chief Executive Instructor and at least one other active member of the council shall tally the votes and make the results of the balloting public at the next regular meeting of the association.
- E. A three-fourths favorable vote of the returned ballots shall be required for ratification of each amendment.

## Article VIII: By-Laws

- A. The association may approve by-laws for the specific operation of the association. No by-law shall be adopted that is contrary to the provisions of this constitution.

- B. The association may adopt, amend, or rescind any by-law by a simple majority vote of the membership. Before any by-law can be changed, the proposed changes must be publicized to the members at least one (1) week prior to the meeting at which it is to be voted upon.

## BY-LAWS OF THE ASSOCIATION

### Article I: Scope of the By-Laws

- A. These by-laws shall govern the conduct of the association in those matters not specifically treated in the constitution.
- B. Provisions of these by-laws shall be subordinate to those of the constitution, and to all laws and statues of the state and country in which the association is located.

### Article II: Election of Officers

- A. The officers of the association shall only be elected in the event of a vacancy in office.
- B. Installation of new officers shall take place immediately following their election to office. The new officers shall assume their duties immediately following this installation.
- C. The officers of this association shall be elected by secret ballot vote of the Executive Council. No voting by proxy will be allowed during this election.

### Article III: New Member Schools

- A. Instructors may petition to have their school recognized as a Member School, as defined in Article III, Section C of the Constitution of the Wu Chi Kung Fu Association.
- B. Process of addition of new Member Schools:
  - 1. The Instructor wishing to create a new Member School must submit, in writing, a petition stating their desire to add a new Member School, and their willingness to abide by the Constitution, By-Laws, and decisions of the Executive Council of the Wu Chi Kung Fu Association, to the Executive Council of the Association.
  - 2. At the next regularly scheduled meeting of the Executive Council of the Wu Chi Kung Fu Association, the petition will be brought forth and discussed, and arguments for and against the formation of the new Member School, if any, will be presented.
  - 3. A silent ballot vote of the Executive Council members present at the meeting will decide upon formation of the new Member School. A simple majority of votes is needed to approve formation of the new Member School.
- C. If an Instructor is denied the privilege of forming a new Member School within the Wu Chi Kung Fu Association, he/she may petition to the Executive Council to form a Member School again at any future date.
- D. If an Instructor is denied the privilege of forming a new Member School within the Wu Chi Kung Fu Association, any advancement of student from that school to the rank of Black Belt will not automatically be granted membership to the Executive Council of the Wu Chi Kung Fu Association, however, membership may still be granted on an individual, case-by-case basis, by appealing to the Executive Council of the Wu Chi Kung Fu Association.

#### Article IV: Autonomy of Member Schools

- A. Each Head Instructor shall be solely responsible for the daily operation of their member school.
- B. Each Head Instructor shall be responsible for ensuring each student training within their member school is following a code of conduct consistent with the philosophies of the organization.
- C. No member of a member school or the Executive Council may infringe upon the rights of a Head Instructor, or their appointed assistant instructors to teach who and how they choose within their member school.
- D. If a student or instructor of a member school has a grievance with their Head Instructor, that student may bring the grievance to a member of the Executive Council of the organization for arbitration. That member of the Executive Council has the responsibility to notify the Chief Executive Instructor, or an appointed delegate of the Chief Executive Instructor, so that a special meeting of the Executive Council may be called for the purpose of discussion of the issue. If the conflict cannot be resolved at the special meeting, the Chief Executive Instructor may choose to temporarily send a delegate to the member school in question to observe the interaction between the member and the Head Instructor and report back to the Executive Council their findings. This delegate operates with the full authority of the Chief Executive Instructor, and is the only case where the decision of a Head Instructor may be called into question.
- E. Member schools may set up their own constitution and by-laws for operation of their organization, provided they do not conflict with the constitution or by-laws of the association.

#### Article V: Meetings

- A. New members to the Executive Council must be recognized on the minutes of a meeting before the privilege to vote is granted. Recognition of new members may be conducted at a regular meeting, or a special meeting called for such purpose.
- B. Notification of all active members shall be given by the Chief Executive Instructor, or an appointed delegate member, one (1) week prior to a special meeting. The notification shall state the purpose of the meeting.
- C. No business other than that for which the meeting was called shall be discussed at a special meeting.
- D. Voting at a meeting of the Executive Council shall be determined by the rank of that member within his/her member school. For each successive rank after Black Belt, one vote shall be allocated to that member for the purposes of regular and special meetings.

#### Article VI: Finance



- A. The fiscal year of the association shall run from January 1 to December 31.
- B. One (1) week prior to the executive council meeting held before the fiscal year begins, a delegate appointed by the Chief Executive Instructor shall submit a proposed budget for the upcoming fiscal year. Along with this budget, a written statement of the financial condition of the organization, as well as the most recent financial audit (if applicable), shall be submitted. This budget shall be voted upon, and entered into the minutes upon acceptance by the Executive Council.

#### Article VII: Adoption and Amendment

- A. These by-laws shall become effective immediately upon adoption by the association.
- B. These by-laws shall remain in effect until revised or amended.
- C. A provision of these by-laws may be temporarily suspended by a three-fourths vote of members of the Executive Council, at a regular or special meeting called for such purpose.
- D. A two-thirds majority vote of the members of the Executive Council shall be required for the adoption of an amendment to these by-laws.
- E. These by-laws shall be kept current by reprinting revised copies and by insertion of supplementary sheets when necessary.