

FEMINIST ECLECTIC MARTIAL ARTS, Inc.
(dba; FIVE ELEMENT MARTIAL ARTS & HEALING CENTER)
Mission Statement

FEMA is a 501c3 non-profit educational organization dedicated to the empowerment of all people through martial arts, wellness, personal safety and self-defense training so we may have a more peaceful community and planet.

FEMA is an organization, run by women, whose purpose is to teach and study the art of Wu Chien Pai, to share skills and promote excellence in martial arts, self-defense and self-empowerment techniques: to train in the spirit of building individual and collective strength.

FEMA shall offer opportunities for growth and development to students as martial artists to become teachers, and anti-violence workers through classes, workshops, conferences, tournaments, camps and advancement in the style of Wu Chien Pai.

NON-DISCRIMINATION POLICY

FEMA is committed to teaching martial arts to all persons regardless of race, color, gender, religion, age, marital status, sexual orientation, national origin, ability to pay, disability or any other group protected by applicable federal and state laws.



**Bylaws of Feminist Eclectic Martial Arts, inc.
dba Five Element Martial Arts & Healing Center
Amended 5/5/16**

Article 1 – Name

The name of this corporation is Feminist Eclectic Martial Arts, Inc. doing business as Five Element Martial Arts and Healing Center.

Article 2 – Offices

Section 1. The principal office for the transaction of the activities and affairs of the corporation is located in Hennepin County, Minnesota. The Board of directors may change the principal office from one location to another. Any change of location of the principal office shall be noted by the secretary on these bylaws opposite this section, or this section may be amended to state the new location.

Section 2. The Board may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to conduct its activities.

Article 3 – Members

Section 1. This corporation shall have one class of members, designated as regular members. Unless otherwise authorized by these bylaws, all members shall have the same rights, privileges, restrictions and conditions.

Section 2. Any FEMA teacher, student, parent of a minor student, or advisor considered in good standing by the Board of Directors of the corporation shall be considered a member of the corporation.

Section 3. A member of this corporation is not, as such, personally liable for the debts, liabilities or obligations of the corporation.

Section 4. No membership may transfer a membership or any right arising there from. All rights of membership cease upon the member's death.

Section 5. A membership shall terminate upon the occurrence of any of the following events:

- a) Resignation of the member, on reasonable notice to the corporation.
- b) Occurrence of any event that renders the member ineligible for membership, or failure to satisfy membership qualifications, or
- c) Expulsion of the member under section 6 of these bylaws based on the good faith determination of the Board, or a committee authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the corporation, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of this corporation.

Section 6. If grounds appear to exist for the expulsion of a member under the previous sections of these bylaws, the procedures set forth below shall be followed:

- a) The member shall be given fifteen days prior notice of the proposed expulsion and the reasons for the proposed expulsion. Notice shall be given by any method reasonably calculated to provide actual notice, including but not limited to mail or e-mail.
- b) The member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed expulsion. The hearing shall be held, or the written statement considered, by the Board or by a committee authorized by the Board to determine whether the expulsion should take place.
- c) The Board or committee shall decide whether or not the member should be expelled or sanctioned in some other way. The decision of the Board or committee shall be final.
- d) Any action challenging an expulsion from membership, including a claim alleging defective notice, must be commenced within one year after the date of the expulsion.
- e) If any member participates in criminal activity, the procedures set forth in this section shall not be required and the Board shall have the power to immediately expel such member.

Article 4 – Board of Directors

Section 1. The Board of Directors shall consist of the Executive Director, Assistant Director, Treasurer, Secretary, and up to 3 members-at-large. Each director must be a member in good standing of the corporation.

Section 2. Roles and responsibilities of each Board position will be made available to the membership and included in the corporate records.

Section 3. An annual review of Board members and duties will be conducted by the general membership. The Board has the authority to create additional named offices and make the initial appointments of those offices as needed.

Section 4. Any director may resign by giving written notice to the Board. The resignation shall be effective when the notice is given unless it specifies a future effective date. Vacancies on the Board shall be filled by a vote of the majority of the remaining members of the Board of Directors.

Section 5. Subject to the provisions and limitations in the articles of incorporation, bylaws and any other applicable laws regarding actions that require the approval of the members, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised by or under the Board's direction.

Section 6. Without prejudice to the general powers set forth in article 4, section 5, of these bylaws, but subject to the same limitations, the Board shall have the power to:

- a.) Prescribe powers and duties for corporate officers that are consistent with the law, the articles of incorporation and these bylaws, and fix their compensation.
- b.) Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purpose, in the corporate name, promissory notes, bonds, mortgages and other evidences of debt and securities.

Section 7. Approval by majority vote of the Board shall be required, but is not limited to:

- a.) Corporate purchases greater than \$500.
- b.) Agreements, contracts, leases, whether written or verbal, made on behalf of the corporation with a third party. This section applies to renewal of existing agreements, contracts or leases, as well as, initiation of new agreements, contracts or leases.
- c.) Loans, or gifts, by the corporation to an individual or entity.
- d.) Changes, alterations or amendments to existing corporate policy or procedures; adoption of new corporate policy or procedures.

Section 8. A list of the current Board of Directors, along with their email address or phone number, will be posted in plain view within the dojo.

Article 5 – Meetings

Section 1. The Board of Directors shall meet a minimum of 4 times annually. Written or e-mail notice shall be given to all members. Board meetings shall be open to all members of the corporation, however, only members of the Board will have the ability to vote within meetings of the Board.

Section 2. There shall be at least one general meeting of the membership annually. Written or e-mail notice shall be given to all members.

Section 3. The most current financial statement will be made available at each scheduled meeting with the Board of Directors and/or general membership. Financial information is available upon request.

Section 4. Courtesy, respect and willingness to listen to other's perspectives shall be the procedural standard for the conduct of all meetings, except when in conflict with the bylaws. Whenever there is a conflict, the bylaws of the corporation shall prevail. Prior to any vote, Board members will work to insure that opposing views, if known to a Board member, have been voiced.

Section 5. At least four directors must be present at any meeting for quorum to exist.

Article 6 – Voting

Section 1. With quorum, a majority vote is required to approve each matter submitted to a vote.

Section 2. Each member entitled to vote shall be entitled to cast one vote on each matter submitted to a vote. Voting may be by voice or by ballot.

Article 7 – Records and Reports

Section 1. The corporations shall keep: (1) adequate and correct books and records of account; (2) written minutes of the proceedings of its members, board, and committees of the board; and (3) a record of current Board members.

Article 8 – Amendments

New bylaws may be adopted or these bylaws may be amended or repealed by approval of the majority of the members.

Article 9 – Adoption

Upon approval of the majority of the current membership, Feminist Eclectic Martial Arts, Inc/Five Element Martial Arts & Healing Center shall adopt these bylaws as amended.