

BYLAWS
OF
The SOCIETY OF AMERICAN FIGHT DIRECTORS

(Revised 10-18)

ARTICLE I
NAME

The name of the organization shall be THE SOCIETY OF AMERICAN FIGHT DIRECTORS (as well as S.A.F.D., SAFD). The name of the organization's administrative body shall be both the Board of Directors and the Governing Body.

ARTICLE II STATEMENT OF PURPOSE

The purpose of the Society of American Fight Directors is to promote safety and foster excellence in the art of directing staged combat/theatrical violence. The Society recognizes the stages combative arts as an integral part of the entertainment industry and is committed to providing the highest level of service to the field through:

1. initiating and maintaining guidelines for standards and quality
2. facilitating the application and practice of said guidelines
3. providing education and training at all levels
4. promoting scholarly research
5. working in cooperation with related organizations and associations
6. encouraging communication and collaboration throughout the industry
7. fostering an inclusive and welcoming organization for all persons without discrimination against age, race, national or ethnic origin, sex, gender identity, sexual orientation, religion, political convictions, social class, financial status, disability, or any other factors irrelevant to the learning experience. The Society shall further codify and elaborate these efforts in a Code of Ethics and Policies and Procedures specifically enumerating the commitment to equal opportunity of participation and

the highest standards of ethical conduct between teachers and students, members and their community, and Society representatives and the artistic community and entertainment industry.

ARTICLE III MEMBERSHIP

Section 1. Membership in the Society shall:

- (1) be open to individuals and organizations interested in the combative arts and in support of the Statement of Purpose
- (2) be classified by divisions through qualification standards established and published by the Board of Directors/Governing Body
- (3) become effective upon payment of current dues and/or fees

Section 2. Members of the Society shall be classified into the following divisions:

- (1) Fight Master. Individuals who have successfully fulfilled the requirements of Fight Master as established and published by the Board of Directors/Governing Body and awarded recognition by the current body of Fight Masters (College of Fight Masters). Individuals must be members in good standing and engage in continued active service to the Society.
- (2) Fight Director. Individuals who have successfully fulfilled the requirements of Fight Director as established and published by the Board of Directors/Governing Body. Individuals must be members in good standing and engage in continued service to the Society.
- (3) Certified Teacher. Individuals who have successfully fulfilled the requirements of Certified Teacher as established and published by the Board of Directors/Governing Body. Individuals must be members in good standing and engage in continued active service to the Society.
- (4) Actor/Combatant. Individuals who are supportive of the Society and are currently recognized as having passed as Skills Proficiency Test as administered by the Society.

- (5) Friend. Individuals who are supportive of the Society.
- (6) Organization. Organizations who are supportive of the Society.
- (7) Honorary. Individuals who have been awarded this title by the Board of Directors/Governing Body in recognition of their contribution to the Society and/or the field of combative arts.
- (8) Emeritus. Individuals who are no longer active within the Society who have been awarded this title by the Board of Directors/Governing Body for their contribution to the Society and/or the field of combative arts.

Section 3. Failure to pay dues terminates membership in the Society. Failure to meet specific divisional requirements and/or pay divisional fees terminates association in that division.

Section 4. Any member may resign from the Society using written notification to the Board of Directors/Governing Body.

Section 5. Any member of the Society who has been determined, through the right of deliberative assembly, to be in violation of the spirit of the Articles of Incorporation, Bylaws, or Policies and Procedures may be expelled.

ARTICLE IV DUES AND FEES

The Board of Directors/Governing Body shall review, establish, and publish dues and fees in accordance with the financial status of the Society.

ARTICLE V VOTING

Section 1. All members with the exception of Organizations and Honorary shall have the privilege to vote in the following instances:

- (1) election of President, Vice-President, Secretary, and Treasurer
- (2) changes or amendments to the Articles of Incorporation and Bylaws of the Society
- (3) any issues put forth by the President

Section 2. In addition to the above: A member may vote in any and all membership divisions for which that member holds current credentials for the purposes of membership representative elections.

ARTICLE VI MEETINGS

Section 1. There shall be an annual meeting of members at such date, time, and place as the Board of Directors/Governing Body shall designate.

Section 2. Written notice of time, date, and place of holding such annual meeting shall be given to the membership not less than ten nor more than ninety days before such meeting.

Section 3. A majority of the voting members of the Board of Directors/Governing Body present, or by proxy, shall constitute a quorum for that body. Five percent of the membership present, or by proxy, shall constitute a quorum at a business meeting.

ARTICLE VII ~~DIRECTORS~~ OPERATIONS AND ADVISORY BODIES

Section 1. The operations of the Society shall be supervised by a Board of Directors/Governing Body. The Society shall also have two advisory bodies, - The College of Fight Masters and an Advisory Board.

Section 2. The Board of Directors, also know as the Governing Body, shall assume responsibility for administration, policy-making and planning. The Board of Directors/Governing Body shall be composed of an Executive Committee and a Membership Representative Committee. (1) The Executive Committee shall be composed of four officers elected by the general membership.

(a) President (candidate must hold the rank of Fight Master of Fight Director in the Society);

(b) Vice-President

(c) Secretary

(d) Treasurer

(2) The Membership Representative Committee shall be composed of four representatives elected by and from the divisions of:

(a) Fight Master

(b) Fight Director

(c) Certified Teacher

(d) Actor/Combatant and Friend

Section 3. The College of Fight Masters shall advise and make recommendations to the Board of Directors/Governing Body.

Section 4. An Advisory Board may be established to advise and make recommendations to the Board of Directors/Governing Body. The Society should appoint individuals to the Advisory Board who represent a variety of membership levels within the society, individuals with specific skills or backgrounds that would be useful to the Society, individuals with expertise in fostering diversity and inclusion within the Society, and/or individuals with experience in the entertainment industry and individuals with experience in academia.

Section 5. Responsible Governance and Conflicts of Interest

Those who work with and for the Society shall conduct themselves in an ethical and transparent manner. The Society shall adopt provisions within its Policies and Procedures to address potential conflicts of interest, ethical standards of conduct, fiscal responsibility, and compliance requirements dictated for tax exempt organizations under IRS Code 501(c)(3) and such other areas of responsibility and influence that have a direct and significant impact on the function and reputation of the Society. Notwithstanding any other provisions of these Bylaws and wherein possible, not more than forty-nine percent (49%) of the persons serving on the Board of Directors/Executive Committee may be interested persons. For

purposes of this section, “interested persons” means either:

- a. Any person currently being compensated by the corporation for services rendered it within the previous twelve (12) months, whether as a full-or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as a director; or
- b. Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

Section 5. Indemnification by Corporation of Directors, Officers, Employees, and Other Agents

Each officer, director, member, or employee of the corporation who shall render professional services, or services requiring a high degree of discretion, or shall serve as designated agent of the corporation, may be indemnified and held harmless by the corporation from and against any and all liabilities, claims, losses, demands, and expenses whatsoever which may arise out of or be related to any service rendered to the corporation or any negligent or wrongful act or misconduct committed by him or her, or by any person under his or her direct supervision, in such manner and to such extent as shall be provided by resolution duly adopted by the Board of Directors of the corporation.

ARTICLE IX DUTIES OF OFFICERS

Section 1. The President shall:

- (1) serve as Chair of the Board of Directors/Governing Body and the principle Executive Officer of the Society
- (2) supervise and execute control over the business and general affairs of the Society as authorized by the Board of Directors/Governing Body
- (3) Keep the Board of Directors/Governing Body fully informed, and shall freely consult with them concerning the activities of the Society
- (4) Preside over the selection of individuals appointed to the Advisory Body of the Board of Directors/Governing Body

- (5) Preside at all meetings of the membership
- (6) Call and preside at meetings of the Board of Directors/Governing Body and Executive Committee
- (7) Create committees and appoint chairs of committees as he/she/they deem(s) necessary
- (8) Be a member ex-officio of all committees except the Nomination Committee
- (9) Develop and maintain close contact with other organizations and foundations that might give support to or require assistance from this Society
- (10) Travel, when necessary, representing the Society
- (11) Perform such other duties as normally pertain to the president of a Society

Section 2. The Vice-President:

- (1) shall serve on the Board of Directors/Governing Body
- (2) perform the duties of the President when designated to do so by the President or when the President is unable to fulfill such duties, and when so acting, shall have all of the powers of the President and be subject to all the restrictions upon the President
- (3) shall secure from committee chairs written reports prior to the Board of Directors/Governing Body annual meeting
- (4) solicit current operations manuals for all ongoing Society functions
- (5) maintain an accurate and updated record of each Certified Teacher and Fight Director
- (6) perform other duties as from time to time may be assigned to the Vice-President by the President or the Board of Directors/Governing Body.

Section 3. The Secretary shall:

- (1) serve on the Board of Directors/Governing Body
- (2) keep a full and accurate record of the proceedings before the Executive Committee, the Board of Directors/Governing Body, the annual membership meeting and any special meetings as requested by the President
- (3) be responsible for updating changes to the Articles, Bylaws, and Policies and Procedures
- (4) be responsible for the dissemination of information either publicly or within the Society
- (5) be responsible for accepting new dues and membership data in the absence of those duties being assigned to an independent contractor or employee hired by the Society.
- (6) perform such duties not specifically herein enumerated as customarily pertain to the office of secretary
- (7) perform other duties as from time to time may be assigned to the Secretary by the President or the Board of Directors/Governing Body

Section 4. The Treasurer shall:

- (1) serve on the Board of Directors/Governing Body
- (2) have custody of all funds and securities of the Society which have been collected on its behalf
- (3) be responsible for maintaining and filing all financial records required by law in the absence of those duties being assigned to an independent contractor or employee hired by the Society.
- (4) keep or cause to be kept full and accurate accounts of receipts and disbursements of the Society
- (5) supervise deposits of all monies and other valuable effects of the Society in the name and to the credit of the Society in such banks or depositories and the Board of Directors/Governing Body may designate in the absence of those duties being assigned to an independent contractor or employee hired by the Society.

(6) at all times make available and render a statement of accounts to any Officer or Director/Governing Body member of the Society

(7) perform such duties not specifically herein enumerated as customarily pertain to the office of treasurer

(8) perform other such duties as from time to time may be assigned to the Treasurer by the President or the Board of Directors/Governing Body

Section 5. Additional Officers, Independent Contractors, and Employees

The Board of Directors/Governing Body is authorized and empowered to and shall be responsible for the creation of positions, the hiring or election of those positions, and the managing of positions of the organization as may be needed from time to time, which include but are not strictly limited to additional corporate officers, independent contractors, and/or employees.

ARTICLE X DUTIES OF MEMBERSHIP REPRESENTATIVES

Section 1. The Membership Representative shall:

(1) serve on the Board of Directors/Governing Body

(2) act as liaison between the Board of Directors/Governing Body and the membership division they represent

(3) present the views and concerns of their membership division to the Board of Directors//Governing Body

(4) furnish leadership for the membership which they represent

(5) file reports of the work of the respected divisions on the dates requested by the Vice-President

(6) perform other duties as from time to time may be assigned by the President or the Board of Directors/Governing Body

ARTICLE XI

ELECTION OF OFFICERS AND MEMBERSHIP REPRESENTATIVES

Section 1. A Nominations Committee, chaired by the Past President, shall present a slate of officers for election to the Executive Committee. A Nominations Committee, chaired by the Past President, shall also present a slate of member representatives for election to the Board of Directors/Governing Body. Officers and Member Representatives shall be elected by a majority vote.

Section 2. The election of the officers to the Executive Committee of the Board of Directors/Governing Body, and the election of Member Representatives to the Board of Directors/Governing Body shall not occur during the same calendar year, but shall be staggered to occur on consecutive years as dictated in the Society Policies and Procedures.

Section 3. The Board of Directors/Governing Body shall have the authority to fill, until the next regular election, any vacant elected position created by death, resignation, disability, or inability to fulfill the duties and /or term of office of any officer or member representative.

ARTICLE XII COMMITTEES

Section 1. Standing Committees of the Society shall be:

- (1) Executive Committee
- (2) Membership Representative Committee
- (3) Advisory Committee
- (4) Nominations Committee

Section 2. The President shall have the power to create special committees and appoint the chairperson of committees whenever he/she deems necessary.

ARTICLE XIII FISCAL POLICIES

Section 1. The funds of the Society may be retained in whole or in part

in cash or be invested as the Board of Directors/Governing Body may deem appropriate.

Section 2. The fiscal year of the Society shall begin the first day of January in each year.

ARTICLE XIV DISSOLUTION

In the event of dissolution, all of the assets of this Society shall be distributed by the Board of Directors to some other similar non-profit educational organization or public charity exempt from payment of federal income tax under the provisions of Section 501 (C) (3) of the 1954 United States Internal Revenue Code.

ARTICLE XV PARLIMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with the Articles, Bylaws, Rules, Policies and Procedures, or special rules of order the Society may adopt.

ARTICLE XVI AMENDMENTS

Section 1. Any changes or amendments to the Articles of Incorporation of the Society shall require approval by two-thirds votes.

Section 2. Any changes or amendments to the Bylaws of the Society shall require approval by majority vote.