

**BY-LAWS**  
**KILOHANA MARTIAL ARTS ASSOCIATION**  
Revised: August 2015

**ASSOCIATION CHARTER**

The name Kilohana refers to being made of the finest material. We, as founders, members and officers of Kilohana, promise to honor Professor Kufferath and the name Kilohana by always conducting ourselves with honor and integrity, by dedicating ourselves wholly and completely to our training, and by always striving for the perfection of character that true martial study is designed to instill in us.

**GOALS OF THE ORGANIZATION**

1. To perpetuate the teachings of Professor Sig Kufferath, Dai Shihan of Danzan Ryu Ju Jitsu and cofounder of Ken Ju Ryu Kenpo Ju Jitsu, and those of his teacher, Professor Henry Okazaki, founder of Danzan Ryu Ju Jitsu.
2. To provide an environment for the study of all martial disciplines, so as to provide the widest possible exposure to all aspects of the martial arts for our students.
3. To provide a framework for rank promotions within the aforementioned styles of martial arts.
4. To establish a set of standards of technical proficiency in the physical aspects of martial techniques by which students are graded.
5. To establish a set of standards of moral and ethical behavior that must be adhered to as representatives of Kilohana.
6. To encourage the discovery of the spiritual aspects of martial art, but not to interfere with the personal spiritual or religious beliefs of individual students unless they run contrary to our established code of moral and ethical behavior.
7. To foster a sense of community with other martial art organizations and schools.
8. To organize seminars, demonstrations, camps, tournaments and special classes that provide avenues for practicing and promulgating all the martial arts represented in Kilohana.

**ARTICLE I**  
**OFFICES**

**SECTION 1. Registered Office:** The registered office/ mailing address of the Kilohana Martial Arts Association, hereinafter known as "Kilohana," shall be maintained in the County of Santa Clara, in the State of California.

**SECTION 2. Other Offices:** Kilohana may have other offices, either within or outside the State of California at such places as the Executive Board may from time to time appoint or the business of Kilohana may require.

**ARTICLE II**  
**STANDARDS BOARD, EXECUTIVE BOARD AND**  
**the BOARD of INSTRUCTORS**

**SECTION 1. Board of Instructors: Powers**

The Board of Instructors shall determine the general direction of the affairs of Kilohana. As such, it shall have the following powers and duties.

1. Nominate and elect the Executive Board by a majority vote, a quorum being present.
2. Initiate new projects and activities at any general meeting of Kilohana by a majority vote of those attending.
3. Approve the ongoing budget at each general meeting by a majority vote of those attending.
4. Select an active member to represent Kilohana in any conference, nationally or internationally by a majority vote of those attending.
5. Change any decision or action made by the Executive Board by a two thirds vote, a quorum being present.
6. Adopt amendments to the Constitution and by-laws by a two thirds vote, a quorum being present.
7. Impeach any member of the Executive Board, and Standards Board for failure to comply with their duties, the constitution, or by-laws of Kilohana by a two thirds vote, a quorum being present.
8. Hear all appeals from disciplinary proceedings and may increase or decrease the degree of punishment (fines, suspension, or expulsion) designated by the Standards Board by a two thirds vote, a quorum being present.

**SECTION 2. Membership to the Board of Instructors and Voting**

1. Head Instructors of schools that are current, active members in good standing or their designated proxy shall be allowed to be on the Board of Instructors. Members of the Standards Board and Lifetime Members of Kilohana are automatically members of the Board of Instructors whether they currently operate a school or not. Individual members of instructor ranking, who are in good standing, shall also be on the Board of Instructors, if they have attended at least 2 meetings a year for the past 2 years.
2. Each member of the Board of Instructors and each Member of the Executive Board shall be allowed one vote on all matters of concern to Kilohana at any meetings. No person shall have more than one vote, unless they cast a vote for another member as their designated proxy. Only members who have been members in good standing for twelve months shall be allowed to vote as a member of the Board of Instructors. Voting can be by secret ballot. Quorum for the Board of Instructors will be one half of all eligible voting members.

**SECTION 3. Standards Board: Powers**

This Board shall set the physical and ethical standards necessary for all aspects of training and membership in Kilohana. As such, it shall have the following powers and duties:

1. It shall be the duty of this committee to determine the standards for promotions, recognitions and certification for all Kilohana members. They shall set rankings, titles,

and/or degrees. This committee shall study and formulate standards of requirements for the various ranks of Kilohana. They shall select members who are qualified for promotions, recognitions or certifications by Kilohana.

2. Conduct hearings and define/implement punishments in all disciplinary matters involving group, individual, special and school memberships. Voting can be by secret ballot.

#### **SECTION 4. Membership to the Standards Board**

Prospective members will be nominated and elected by current members of the Standards Board by a two thirds vote, a quorum being present. This Board will be made up of senior, long standing members of Kilohana in good standing. The members of his board should have served as previous or current officers of the Executive Board.

#### **SECTION 5. The Executive Board**

The affairs of this organization shall be managed by its Executive Board as directed by the Board of Instructors, except as otherwise provided by these by-laws.

#### **SECTION 6. Selection of the Executive Board:**

The President and Vice-president shall be elected by a majority vote of the Board of Instructors, a quorum being present. The other members of the Executive Board are appointed by the President, in consultation with the Vice-president. There shall not be less than five (5) members in the Executive Board, but it may have as many as the President deems necessary. All Executive Board members shall hold their offices for a term of two (2) years, or until their successors are appointed or elected as appropriate.

**SECTION 7. Resignations:** Officers or members of a committee or office may resign at any time. Such resignation should be made in writing, and shall take effect at the time specified therein. The Executive Board shall have the authority to consider said resignation effective upon receipt if no time is specified.

**SECTION 8. Removal:** The President or Vice president or any member of the Standards Board may be removed by a two thirds vote of the Board of Instructors, a quorum being present, whenever members of this this Board believe it to be in the best interests of the organization. Any appointed director, member of a committee, agent, or officer may be removed either with or without cause at any time by the Executive Board.

**SECTION 9. Kilohana Property:** Any director or member of a committee, or other office who resigns or is removed from their position shall return all property belonging to Kilohana, including official property bearing the Kilohana name, logo, and creations within seventy-two (72) hours.

## **ARTICLE III OFFICERS**

**SECTION 1. Executive Board Officers:** The Executive Board Officers of Kilohana shall consist of a President, a Vice President, a Secretary/Sergeant at Arms, a Treasurer, and a Director of Communications.

There may be more than one (1) Vice President. The Executive Board, under the direction of the President, shall appoint all Officers, except for the President and Vice-president. In addition, the Executive Board may appoint an Assistant Secretary and/or Assistant Treasurer, as it may deem proper. The same person may hold no more than two (2) offices. There may be other officers as the Executive Board may direct.

**SECTION 2. Other Officers and Agents:** The Executive Board may appoint such Officers and Agents as it may deem advisable, who shall hold their offices for such time and shall exercise such powers and perform such duties as shall be determined from time to time by the Executive Board.

**SECTION 3. President:** The President shall have such powers and duties of supervision and management vested in the office of the President as determined and authorized by the Board of Instructors. He shall order all general and executive board meetings, and generally perform other duties as appertain to the Office of the President. He shall have the authority to execute all legal documents under the direction and authorization of the Board of Instructors. The President will review Treasurer's reports during any meetings and if necessary take on some of the Treasurer's responsibilities. To be eligible for the position of President, he must be an active and current member of Kilohana in good standing.

**SECTION 4. Vice President:** The Vice President shall assist the President in all areas of his duties and shall act for and in place of the President at his request or during his absence or disability in all matters under the direction of the Board of Instructors. There may be more than one (1) Vice President as deemed necessary by the Executive Board and shall have such powers and perform such duties assigned to him by the Executive Board, as well as other duties pertaining to the Office of the Vice President. To be eligible for the position of Vice President, he must be an active and current member of Kilohana in good standing.

**SECTION 5. Secretary/Sergeant at Arms:** The Secretary/Sergeant at Arms shall accept such assignments of duties and responsibilities as given by the President, under the direction of the Executive Board. He shall keep accurate records of Kilohana. He shall keep official records of meetings and give a notice of meetings to the directors and officers. He shall keep official papers pertaining to Kilohana. He shall take the minutes of Kilohana meetings and must be present at all meetings or assign his responsibilities to another person if he is unable to attend. He shall be the custodian of its official papers, records, and property, and perform such duties as may be prescribed by the President and/or Executive Board. In the absence of the President and Vice President, the Secretary/Sergeant at Arms has the authority to run the Kilohana meetings. A copy of all documents shall be kept in the Official Book of Kilohana and a copy in a Book for the Executive Board. A copy of the minutes and agenda for each meeting will be made available to those who desire it.

**SECTION 6. Treasurer:** The Treasurer shall have custody of Kilohana funds and shall keep a full and accurate account of receipts and disbursements in financial books belonging to Kilohana. He shall deposit all moneys and other valuables in the name of Kilohana in such depositories designated by the Executive Board. The Treasurer must be bonded for \$5,000.00. He shall give a full report of the treasury at all Kilohana meetings. The Treasurer shall be allowed to disburse checks limited to \$250.00. A second signature will be required for any check over \$250.00.

**SECTION 7. Director of Communications:** The Director of Communications shall be responsible for incoming/outgoing communications, and Kilohana's website.

**SECTION 8. Executive Board:** The President and Vice-president shall be elected by a majority vote of the Board of Instructors, a quorum being present. The other members of the Executive Board are appointed by the President, in consultation with the Vice-president. The Executive Board shall have the power to exercise their authority, as shall be determined from time to time by the President and shall make all final decisions on behalf of its members and for the interest of Kilohana under the direction of the President.

**SECTION 9. Senior Advisors:** Senior Advisors are the personal advisors to the President for the welfare and interest of Kilohana. They will advise on matters requested by the President for the interest of Kilohana. Senior Advisors may be directors and may hold office.

#### **ARTICLE IV MEETINGS OF KILOHANA**

**SECTION 1. Executive Board Meetings:** Unless otherwise determined by the Executive Board, the Executive Board meetings of Kilohana shall be at least once a year at a place and time to be determined by the Executive Board.

**SECTION 2. General Meetings:** Meetings for Kilohana for any purpose must be held at least once a year at such time and place as determined by the President, within or outside the State of California, and shall be stated in a notice of meeting with at least fifteen (15) days notice. General meetings are open to all members of Kilohana.

**SECTION 3. Standards Board Meetings:** Unless otherwise determined by the Executive Board, the Executive Board meetings of Kilohana shall be at least once a year at a place and time to be determined by the Standards Board.

**SECTION 4. Special Meetings:** Special meetings of the General Board, for any purpose may be called by the Executive Board with at least ten (10) days notice with the exception of emergency meetings which may be called at any time without notice.

**SECTION 5. Action without Meeting:** Action may be taken in cases of emergency,

without calling a special meeting. All available Executive Board members will be contacted by telephone or email in order to reach a quorum. Once a quorum has been reached, the action may be carried out. No decisions concerning the activities or affairs of Kilohana shall be made outside of a Kilohana meeting without the approval of the Executive Board.

**SECTION 6. Voting:** See **Article II Section 2.2**

**SECTION 7. Business Transacted:** Kilohana meetings will follow a specific order. Only business stated on the agenda shall be transacted unless approved by the Executive Board. The following shall be the order of business:

1. Roll call
2. Reading of the minutes
3. Treasurer's report
4. Reports from committees
5. Unfinished business
6. Resolution, Orders, add General Business
7. Appointments to fill vacancies
8. New Business
9. Open floor - Testimonies
10. Adjournment

**SECTION 8. Representatives:** Each Organization, School, or Group may be allowed to send a representative to attend Kilohana general meetings.

**SECTION 9. Guests and Non-Members:** No guests or non-members of Kilohana are allowed at any of the Kilohana meetings without prior approval of the Executive Board.

**ARTICLE V  
STANDING COMMITTEES AND THEIR DUTIES**

**SECTION 1. Membership Committee:** The Membership Committee shall propose and formulate plans for securing memberships to Kilohana. Said Committee shall screen all applicants before presenting applications and recommendations to the Board of Instructors. Said committee shall maintain all confidential membership records.

**SECTION 2. Ad Hoc Committees:** These committees can be formed and assigned as deemed necessary by the Executive Board.

**ARTICLE VI  
MEMBERSHIP AND DUES**

**SECTION 1.** The membership in Kilohana shall consist of two classes, Individual Membership and School Membership.

1. Membership shall be open without regard to an applicant's race, color, religion, gender, or national origin.

2. Application is subject to review by the Board of Instructors and the Executive Board.
3. All new applicants are subject to a one-year probation period before full membership, and the rights inherent with membership, are conferred. During this probation period they are, however, allowed to study and practice the physical techniques of our systems of martial art.
4. Members of Kilohana are not precluded from belonging to other martial arts organizations, as long as those organizations do not violate our moral and ethical standards. Members of Kilohana are specifically encouraged to support other martial art organizations, as we believe strongly in the family of martial arts, and the concept that by helping each other, we all grow stronger together.

**SECTION 2. Individual Membership:** Individual membership shall be divided into the following classes:

1. Annual Members shall be eligible to attend Kilohana general meetings, the annual meeting and banquet, receive a copy of the Kilohana newsletter, a membership identification card, and may be recognized, certified, or promoted by Kilohana providing said member is in good standing with Kilohana. Annual Members are those individuals who contribute a specified fee per year. These fees shall be used toward the furtherance and development of Kilohana.
2. Life Members are those individuals who contribute a one-time fee for a lifetime membership. These fees shall be used toward the furtherance and development of Kilohana, and individuals may benefit physically, morally, and mentally by participating in Kilohana and related events. Members in good standing are those individuals who provide support through membership dues and personal involvement to better enable Kilohana to carry on its programs, objectives, and goals, and its related arts. Life member and annual member fees are subject to change as deemed necessary by the Executive board.

**SECTION 3. School Membership:** Any school seeking membership in Kilohana must first submit an application for membership to Kilohana's membership committee. A school must have at least five (5) active members in good standing with Kilohana in order to qualify for a school membership. The Head Instructor of any school receiving such membership, will become a member of the Board of Instructors, once past the probationary period.

**SECTION 4. Probations, Obligations, and Suspensions:**

1. All new individual and school memberships will be subject to a one (1) year probation period before full membership, and the rights inherent with membership are conferred. During their probation period, they may participate in all Kilohana activities, but may be restricted from official business.
2. All members must notify the Membership Committee of any changes of address, phone, place of training, etc.
3. Any member who violates any of the provisions of the charter, by-laws, or rules and regulations of Kilohana, or any decision of the Executive Board, the Board of Instructors, or committees, may be suspended by the Standards Board. The suspension will be addressed at the next annual or special meeting of Kilohana, at which time the Secretary/Sergeant at Arms shall report the suspension. At that time the suspension may be

removed or sustained by the Board of Instructors by a two thirds vote. Otherwise the suspension takes effect as decided upon by the Standards Board. The subject of the review may be removed with or without cause from Kilohana and assignments. Members who resign, whether in good standing or not, or have been demoted from Kilohana will forfeit all rights as a member of Kilohana and any dues or fees paid will not be refunded.

**SECTION 5. Membership Dues and Fees:** All members, excluding lifetime members, shall pay an annual membership fee in order to stay in good standing with Kilohana.

1. The Executive Board shall from time to time set the annual dues, certification fees, etc. at its annual meeting, unless otherwise specified.
2. All receipts from dues and from all other sources shall be devoted to defraying the necessary operating expenses of Kilohana. The Executive Board, under the direction of the President, shall approve all disbursements.
3. There may be a fee for certificates and diplomas issued by Kilohana.
4. Members can purchase additional Kilohana materials such as patches, T-shirts, belts, etc., which are not included in their normal membership fees.

## **ARTICLE VII RANKING IN KILOHANA**

**SECTION 1.** The Standards Board shall set ranking and qualification in Kilohana.

**SECTION 2.** Kilohana shall promote no member in Kilohana without the expressed recommendation of his or her instructor.

**SECTION 3.** If a Kilohana member is no longer under their teacher and is currently not under any instructor, school, or organization, such member may be placed directly under Kilohana, and Kilohana may promote such a member after careful investigation.

**SECTION 4.** Any student currently training for rank advancement with any Kilohana instructor should ask their instructor's permission before seeking to train for rank advancement with any other Kilohana instructor. All Kilohana instructors will check with each other and incoming students to insure that permission has been granted. Students visiting another Kilohana school for any purpose are exempt from the above, although it is always proper to check with one's instructor first. If a student has concluded their training with one Kilohana instructor in good faith, they are then free to choose to train for rank with another. Any problems arising due to the above will be attended to by the Kilohana Standards Board.

**SECTION 5.** If a student wants to receive rank under another Kilohana instructor, but is not able to secure permission from their instructor (see Section 4 above), they can appeal their teacher's decision to the Standards Board. If the Standards Board decides in the student's favor, they can then receive rank under the teacher of their choice.

**SECTION 6.** Kilohana's Standards Board reserves the right to recognize the rank of Sandan (Instructor ranking) and above for new members.

## **ARTICLE VIII AMENDMENTS**

**SECTION 1.** The by-laws may be amended at any meeting or special meeting or at any time by the Board of Instructors in accordance with Article IV, Sections 1 through 4 and Article II Section 1 through 2. Any proposed amendments to the Kilohana By-Laws will be made known to all Board of Instructors members (heads of member schools) via email or regular mail for voting, a two-thirds majority required to pass/modify any amendment. The Board of Instructors members will have 30 days for response. If no response is received from an individual member of the Board of Instructors within in that period of time, it will be considered an affirmation of the amendment by that individual member.

## **ARTICLE IX DISCIPLINE**

**SECTION 1. Conduct:** Concerns of dishonesty, working against the principles and purposes of Kilohana, and/or injuring the professional standing of Kilohana and/or Members, may be filed with the Standards Board.

**SECTION 2. Due Process:** The Standards Board shall hold a special meeting and prepare a written statement of the subject of review and send the subject of review a letter pertaining to matters brought against them. The subject of review shall have fifteen (15) working days from the post mark date of its mailing to reply and appeal in writing. A written request for a hearing may be submitted. If Kilohana receives no reply within the fifteen (15) working days period, then the decision by the Standards Board will stand.

**SECTION 3. Decision:** The Standards Board will determine action against the subject of review and decide on the action to be taken. The action will be addressed at the next annual or special meeting of Kilohana, at which time the Secretary/Sergeant at Arms shall report the disciplinary action. At that time the disciplinary action may be removed or sustained by the Board of Instructors by a two thirds vote, a quorum being present.

## **ARTICLE X DISSOLUTION**

**SECTION 1.** Should Kilohana be dissolved, it will be up to the members of the Executive Board and Standards Board to determine all final matters. Members of the Board of Instructors can change any decision or action made by those two bodies by a two thirds vote, a quorum being present.