

AMENDED & RESTATED BYLAWS
OF
UNITED STATES JUDO, INC. (AKA USA Judo)
Amended April 28, 2022



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SECTION 1. NAME AND STATUS

Section 1.1. Name.

The name of the corporation shall be United States Judo, Inc. (aka and referred to in these Bylaws as "USA Judo"). USA Judo may establish such acronyms or abbreviations as may be appropriate for business use, and may establish logos, service marks or trademarks as may be appropriate to further its purposes, mission recognition and goals.

Section 1.2. Non-Profit Status.

USA Judo shall be a non-profit corporation incorporated and licensed pursuant to the laws of the state of Texas with operations in the state of Colorado. USA Judo shall be operated for charitable and educational purposes and it shall also have as its purpose to foster national and international amateur sports competition in the sport of Judo. To the extent that anything within these Bylaws is inconsistent with the state of Texas, the state of Texas shall take precedent. USA Judo shall operate consistent with and shall maintain a tax-exempt status in accordance with section 501(c)(3) of the Internal Revenue Code.

SECTION 2. OFFICES

Section 2.1. Business Offices.

The principal office of USA Judo shall be in Colorado Springs, Colorado. USA Judo may at any time and from time to time change the location of its principal office. USA Judo may have such other offices, either within or outside the state of Texas, as the Board of Directors may designate or as the affairs of USA Judo may require from time to time.

Section 2.2. Registered Office.

The registered office of USA Judo required by the nonprofit corporation act of the states of Colorado and Texas (the "Nonprofit Corporation Act") shall be maintained in both states. The registered office may be changed from time to time by the Board of Directors or by the officers of USA Judo, or to the extent permitted by the Nonprofit Corporation Act by the registered agent of USA Judo. The registered office may be, but need not be, the same as the principal office.

SECTION 3. PURPOSE AND MISSION

Section 3.1. Purpose.

USA Judo exists for the purpose of serving as the national governing body for the sport of judo in the United States in accordance with the Ted Stevens Olympic and Amateur Sports Act, 36 U.S.C. § 220501 *et seq.* (the "Sports Act") and, as such, to be a member of the United States Olympic & Paralympic Committee (the "USOPC").

Section 3.2 Mission.

The Mission of USA Judo shall be to enable United States athletes to achieve sustained competitive excellence in domestic and international Judo competitions, to include but not be limited to: Olympic, Paralympic, Pan American and Parapan American, World Championships competition and to promote and grow the sport of Judo in the United States.

SECTION 4. CERTIFICATION AS NATIONAL GOVERNING BODY

Section 4.1. Certification as a National Governing Body.

USA Judo shall seek and attempt to maintain certification by the United States Olympic & Paralympic Committee (the "USOPC") as the National Governing Body for the sport of Judo in the United States. In furtherance of that purpose, USA Judo shall comply with the requirements for certification as a National Governing Body as set forth in the Ted Stevens Olympic and Amateur Sports Act (36 U.S.C. §§ 220501 – 220543) and as mandated by the USOPC as such requirements are promulgated or revised from time to time. In fulfilling those requirements USA Judo shall:

Governance and Compliance.

- i. fulfill all responsibilities as an NGB as set forth in the Act
- ii. adopt and maintain governance and athlete representation policies complying with the requirements of these Bylaws
- iii. adopt and maintain an Athletes Advisory Council as a part of its overall governance structure
- iv. adopt and maintain appropriate good governance practices
- v. be recognized by the Internal Revenue Service as a tax-exempt organization under the Internal Revenue Code

- vi. adopt and enforce a code of conduct for its employees, members, board of Directors, and officers including clear conflicts of interest principles
- vii. adopt and enforce ethics policies and procedures
- viii. demonstrate an organizational commitment to diversity and inclusion
- ix. submit to binding arbitration in any controversy involving--
 - a) its certification as a national governing body, upon demand of the USOPC; and
 - b) the opportunity of any amateur athlete, coach, trainer, manager, administrator, or official to participate in amateur athletic competition, upon demand of the USOPC or any aggrieved amateur athlete, coach, trainer, administrator, or official
 - 1. Such arbitration shall be conducted in accordance with the standard commercial arbitration rules of an established major national provider of arbitration and mediation services based in the United States and designated by the USOPC with the concurrence of the USOPC AAC and the National Governing Bodies Council.
- x. satisfy such other requirements as are set forth by the USOPC

Financial Standards and Reporting Practices.

- i. demonstrate financial operational capability to administer its sport
- ii. be financially and operationally transparent and accountable to its members and to the USOPC
- iii. adopt a budget and maintain accurate accounting records in accordance with accounting principles generally accepted in the United States of America (GAAP)
- iv. submit its complete IRS Form 990 and audited financial statements, including management letter and budget, to the USOPC annually

- v. post on its website its current bylaws and other organic documents, its IRS Form 990 for the three most recent years, and its audited financial statements for the three most recent years
- vi. satisfy such other requirements as are set forth by the USOPC

Athlete Safety.

- i. comply with all applicable athlete safety and child protection laws
- ii. comply with the policies and requirements of the U.S. Center for SafeSport (the “USCSS”)
- iii. maintain and enforce an athlete safety program consistent with the policy(ies) and standards directed by the USOPC
- iv. comply with the anti-doping policies of the USOPC and with the policies and procedures of U.S. Anti-Doping Agency (the “USADA”)
- v. satisfy such other requirements as are set forth by the USOPC

Sport Performance.

- i. maintain and execute on a strategic plan that is capable of supporting athletes in achieving sustained competitive excellence, and in growing the sport
- ii. establish clear athlete, team, and team official selection procedures approved by a Designated Committee (as defined in the USOPC Bylaws, and by the USOPC, for Delegation Event teams as applicable, and timely disseminate such procedures to the athletes and team officials
- iii. effectively conduct, in accordance with such selection procedures, a selection process, including any trials (as approved by the USOPC), to select athletes for Delegation Event teams
- iv. competently and timely recommend to the USOPC athletes, teams, and team officials for Delegation Event teams as applicable
- v. maintain and implement effective plans for successfully training Delegation Event athletes

- vi. satisfy such other requirements as are set forth by the USOPC

Operational Performance.

- i. demonstrate managerial capability to administer its sport
- ii. obtain and keep current insurance policies in such amount and for such risk management as appropriate
- iii. actively seek, in good faith, to generate revenue in addition to any resources that may be provided by the USOPC, sufficient to achieve financial sustainability
- iv. maintain and enforce grievance procedures that provide for prompt and equitable resolution of grievances and fair notice and an opportunity for a hearing before declaring an individual ineligible to participate;
- v. adopt, maintain, and enforce a whistleblower and anti-retaliation policy;
- vi. not interfere in any way with an investigation undertaken by the USCSS
- vii. cooperate with the USOPC in preventing the unauthorized use of the names and trademarks of the USOPC, the words “Olympic,” “Paralympic,” “Pan American,” “Parapan American” and their derivatives, as well as their symbolic equivalents
- viii. satisfy such other requirements as are set forth by the USOPC

4.2. National Governing Body SafeSport and Anti-Doping Obligations.

- a. Compliance with the USOPC and U.S. Center for SafeSport (USCSS) Policies and Procedures.

As a member National Governing Body of the United States Olympic & Paralympic Committee, USA Judo shall adhere to the athlete safety rules and regulations of the USOPC. Additionally, USOPC Bylaw Section 8.4.1(c)(ii) provides that, as a condition of membership in the USOPC, each National Governing Body shall comply with the policies and procedures of the independent safe sport organization designated by the USOPC to investigate and resolve safe sport violations. The USOPC has designated the USCSS as that organization. The current safe sport rules, policies and procedures are available at the offices of USA Judo or on-line at the following website: www.safesport.org . USA Judo also shall adopt and maintain athlete safety policies and procedures consistent with the USCSS rules, policies, and procedures, as they may be modified or

amended from time to time. USA Judo's current athlete safety rules, policies, and procedures are available at the offices of USA Judo or on-line at the following website: <https://www.teamusa.org/USA-Judo/Safe-Sport-Program> .

b. Compliance with the USOPC and United States Anti-Doping Agency (USADA) Rules and Regulations.

As a member National Governing Body of the United States Olympic & Paralympic Committee, USA Judo shall adhere to the anti-doping rules and regulations of the USOPC. Additionally, USOPC Bylaw Section 8.4.1(c)(iv) provides that, as a condition of membership in the USOPC, each National Governing Body shall comply with the policies and procedures of the independent anti-doping organization designated by the USOPC to investigate and resolve anti-doping rule violations. The USOPC has designated USADA as that organization. The current anti-doping rules, policies and procedures are available at the offices of USA Judo or on-line at the following website: www.usada.org.

SECTION 5. MEMBERS

Section 5.1. Categories of Membership.

USA Judo shall have individual and organization membership categories as follows:

a. Individual Membership Categories –

1. *General members.* General members are those individuals who register as actively competing members and are eligible for competition in Judo. Individual membership athlete categories include, but are not limited to:

- Individual Judo
- Individual Jiu Jitsu
- Dual (Judo/Jiu Jitsu)
- Family
- Police Athletics/Activities League
- Judo in Schools
- Lifetime
- Trial

2. *Coach members.* Coach members are those individuals who register and meet the required certifications to serve as an active coach as determined by USA Judo. Certifications include, but are not limited to, minimum rank of Shodan, USA Judo Coaching Certification, Background Screen, SafeSport Certification and Concussion Training.
3. *Referee members.* Referee members are those individuals who register and meet the required certifications to serve as active referees as determined by USA Judo. Certifications include, but are not limited to, National level certification or higher, IJF and/or PJC Referee Certification, Background Screen, SafeSport Certification and Concussion Training.

b. Organization Membership Categories –

1. Club Members.

Club members are those Judo clubs that register as clubs and which agree to conduct their programs in accordance with and agree to be bound by the rules and regulations of USA Judo. Registered Club members in good standing will receive membership privileges and services from USA Judo.

2. National Affiliated Organizations

National Affiliated Organization members are those amateur sports organizations that register and are approved as affiliated organizations and which conduct, on a level of proficiency appropriate for the selection of amateur athletes to represent the United States in international amateur athlete competition, a national program or regular national amateur athletic competition in the sport of Judo.

Requirements to be approved as a National Affiliated Organization include, but are not limited to, the following:

- must have a process for selecting athletes on a level of proficiency appropriate for selection of athletes to represent the United States in international amateur athlete competition;
- that selection occurs through a national program or regular national amateur athletic competition in Judo that reflects the nature, scope, quality, and strength of the Judo programs and competitions of that amateur sports organization in relation to all other Judo programs and competitions in the United States.

- Programs and resources recognized by USA Judo as being contributory to the development of athlete, coaches and referees in the United States. Programs and resources may include, but not be limited to hosting camps, clinics, financial support and events that meet USA Judo Standards.
- Insurance coverage equivalent to or better than the insurance standards required of USA Judo when reciprocal participation and or point and coaching agreements are in place.
- SafeSport and safety guidelines for members equivalent to those implemented by USA Judo, including reciprocal acceptance and publishing of disciplinary actions related to criminal and/or SafeSport-related incidents. Individual organizational governance-related disciplinary actions may or may not be accepted as reciprocal by USA Judo and will be determined by the USA Judo Board of Directors, in consultation with the USA Judo CEO.
- Named officers must be current USA Judo Members in good standing.
- Proof of current bylaws.
- Proof of leadership and governance structure.
- Results from prior year's strategic plan (template to be provided).
- Basic strategic plan including initiatives and goals for following year (template to be provided).

National Affiliated Organizations shall comply with all obligations and requirements that NGBs must follow under the Sports Act and USOPC Bylaws.

Any organization interested in becoming a National Affiliated Organization must apply in writing to the USA Judo Board for recognition and prove their organization meets the above criteria. A review of the application and decision of acceptance as a National Affiliated Organization will be decided by a majority vote of the Board of Directors. Applications will be due each year by November 1.

3. Contributing Organization Members

Contributing Organization Members are those amateur sports organizations that conduct athletic programs or activities that further the sport of Judo in the United States or which otherwise support the sport of Judo in the United States and that register as Contributing Organizations. Contributing organizations are each given one vote toward the Group Membership Director seat on the board representing both Contributing Organization Members and State Members.

Requirements to be a Contributing Organization Member include, but are not limited to:

- Programs and resources recognized by USA Judo as being contributory to the development of athlete, coaches and referees in the United States. Programs and resources may include, but not be limited to hosting camps, clinics, financial support and events that meet USA Judo Standards.
- Insurance coverage equivalent to or better than the insurance standards required of USA Judo when reciprocal participation and or point and coaching agreements are in place.
- SafeSport and safety guidelines for members equivalent to those implemented by USA Judo, including reciprocal acceptance and publishing of disciplinary actions related to criminal and/or SafeSport-related incidents. Individual organizational governance-related disciplinary actions may or may not be accepted as reciprocal by USA Judo and will be determined by the USA Judo Board of Directors, in consultation with the USA Judo CEO.
- Named officers must be current USA Judo Members in good standing.
- Proof of current bylaws.
- Proof of leadership and governance structure.
- Results from prior year's strategic plan (template to be provided).
- Basic strategic plan including initiatives and goals for following year (template to be provided).

To receive recognition as a Contributing Member Organization of USA Judo, current year accomplishments and the following year's strategic plans must be submitted to USA Judo by November 1 for review by USA Judo. Successful implementation of strategic initiatives may result in funding from USA Judo. Failure to fulfill strategic development plans may result in additional membership fees in subsequent years.

Contributing Member Organizations shall comply with all obligations and requirements that NGBs must follow under the Sports Act and USOPC Bylaws.

4. State Members

State Members are State Judo Organizations that are independent 501(c)(3) organizations with bylaws and an established elected leadership and governance structure. State Members register annually with USA Judo as contributing organizations that conduct athletic programs or activities that further the sport of Judo in the United States or which otherwise support the sport of Judo in the United States. Registered USA Judo State Member organizations will be required to provide information annually that will include, but not be limited to, the following:

- Proof of current bylaws.
- Proof of leadership and governance structure with latest election results.
- All named officers must be current USA Judo Members in good standing.
- Results from prior year strategic plan (template to be provided).
- Basic strategic plan including initiatives and goals for following year (template to be provided)

To receive recognition as a State Member of USA Judo, current year accomplishments and following year's strategic plans must be submitted to USA Judo by November 1 for review by USA Judo. Successful implementation of strategic initiatives may result in funding from USA Judo. Failure to fulfill strategic pipeline development plans may result in additional membership fees in subsequent years.

State Associations shall comply with all obligations and requirements that NGBs must follow under the Sports Act and USOPC Bylaws.

State Organization Members are each given one vote toward a Group Membership Director seat on the board representing both Contributing Organization Members and State Members.

5. Supporting Member Organizations

Supporting Member Organizations are those who are recognized by USA Judo as partners, sponsors, vendors, or in a role that is supportive of USA Judo's mission, strategic initiatives and/or operations.

Section 5.2. Voting Rights.

Individuals belonging to the following membership categories shall be entitled to vote in an election for Directors of the Board:

- **Athlete Director.** Members meeting the Athlete Director qualification standards set forth in Section 6.6(b).
- **Referee Board Member.** The Referee Board Member will come from nominations made by Referee Members of USA Judo who are in good standing. At the appropriate time, the Nominating and Governance Committee will solicit nominations of referees who are Referee Members, in accordance with procedures to be established by the Nominating and Governance Committee. The nominees will be considered by the Nominating and Governance Committee to determine that they each qualify to serve if elected. The Nominating and Governance Committee will then timely present the names of at least three (3) qualified nominees to the Referee Members for election (or, in the event there are fewer than three (3) qualified nominees, the names of all qualified nominees). All current USA Judo Referee Members (as defined in Section 5.1.(a.3) of these Bylaws) in good standing shall then vote for the Referee Board Member in accordance with procedures to be established by USA Judo. Each USA Judo Referee Member in good standing shall have one (1) vote. The individual with the highest vote total is elected.
- **Coach Board Member.** The Coach Board Member will come from nominations made by Coach Members of USA Judo who are in good standing. At the appropriate time, the Nominating and Governance Committee will solicit nominations of coaches who are Coach Members, in accordance with procedures to be established by the Nominating and

Governance Committee. The nominees will be considered by the Nominating and Governance Committee to determine that they each qualify to serve if elected. The Nominating and Governance Committee will then timely present the names of at least three (3) qualified nominees to the Coach Members for election (or, in the event there are fewer than 3 qualified nominees, the names of all qualified nominees). All current USA Judo Coach Members (as defined in Section 5.1.(a.2) of these Bylaws) in good standing shall then vote for the Coach Board Member in accordance with procedures to be established by USA Judo. Each USA Judo Coach Member in good standing shall have 1 vote. The individual with the highest vote total is elected.

- **At-Large Directors.** At an appropriate time, the Nominating and Governance Committee will solicit nominations of individuals to serve as the At-Large Directors to be elected, using whatever process the Nominating and Governance Committee determines to be appropriate. The nominees will be considered by the Nominating and Governance Committee, which shall select at least 3 qualified individuals from among nominated individuals (or, in the event there are fewer than three (3) qualified nominees, the names of all qualified nominees). The Nominating and Governance Committee will then present the names of the selected nominees to the current USA Judo Members in good standing who will elect the At-Large Director(s) by electronic ballot(s) administered by an independent third party. The individual(s) with the highest vote total is/are elected.
- **Transition.** For the first election, after the date of adoption of these Amended Bylaws that shall occur upon the end of the State Director's and One At-Large Director's terms, two (2) newly elected At-Large members will join the board and the Group A/Contributing Organization Member Director will stay until their term ends at which time that position will be renamed "Organizational Director".
- **Independent Directors.** At an appropriate time, the Nominating and Governance Committee will solicit nominations of individuals to serve as the Independent Directors to be elected, using whatever process the Nominating and Governance Committee determines to be appropriate. The nominees will be considered by the Nominating and Governance Committee, which shall select the Independent Director from among nominated individuals considered to be independent, as that term is defined in Section 6.7.

Organizations belonging to the following membership categories shall be entitled to vote in an election for Directors of the Board:

- **Group Membership Director.** The Group Membership Director will come from nominations made by the Contributing Organization and State organizational members of USA Judo that are in good standing. At an appropriate time, that is sufficiently in advance of the annual USA Judo Assembly, the Nominating and Governance Committee will solicit nominations of individuals from current USA Judo Contributing and State members in accordance with procedures to be established by the Nominating and Governance Committee. The nominees will be reviewed by the Nominating and Governance Committee to determine that they each qualify to serve if elected. The Nominating and Governance Committee will then timely present the names of at least three (3) qualified nominees to the Contributing Organization and State members (or, in the event there are fewer than three (3) qualified nominees, the names of all qualified nominees), and such nominees will then stand for election by the Contributing and State organizational members at the annual USA Judo Assembly. Preliminary elections for Contributing and State Organizations will occur as follows:
 - Registered USA Judo Contributing Organization Members in good standing will receive one (1) vote.
 - Registered State Organization members will receive one (1) vote. The State Organization Nominee with the most votes will advance to the final election.
 - The individual with the highest vote total in the final election is elected.

No other voting privileges are conferred upon these members.

- **National Affiliated Organization Director (1).** If there are no National Affiliated Organization members, then the National Affiliated Organization Director seat shall be vacant. If there is one (1) National Affiliated Organization member, then that organization shall select a qualified individual to serve as the National Affiliated Organization Director. If there is more than one (1) National Affiliated Organization member, then the Organizations as a group shall select a qualified individual to serve as the National Affiliated Organization Director.
 - Should this role be vacant, the seat will not count towards to the total membership of the Board of Directors for the purposes of calculating one third athlete composition nor calculation of quorum.

An individual may belong to more than one (1) of the above-mentioned membership categories. However, an individual is only eligible to vote in one (1) membership category when two (2) or more of their membership categories are contested concurrently in any given election. Any individual who is a member of more than one (1) concurrently contested membership category shall designate the membership category in which he or she shall vote. An individual shall be a citizen of the United States and at least eighteen (18) years of age in order to be eligible to vote in an election. Notwithstanding these restrictions on voting, membership in USA Judo is open to individuals who are less than eighteen (18) years of age and to individuals who are not citizens of the United States. An individual shall be a member of USA Judo sixty (60) days prior to the date of the election (record date) in order to be eligible to vote in an election. The membership requirement for voting does not apply to qualified athletes as defined in section 6.6(b)

Individuals and organizations belonging to the following membership categories have no voting privileges:

- Club Members (except for the designated club representative in their capacity as an individual member)
- Supporting Organization Members

Section 5.3. Membership Requirements and Dues.

Membership in USA Judo is a privilege and creates with it certain obligations and duties. The Board of Directors may establish such membership requirements, which may include background checks and SafeSport education and training, and dues as the Board shall deem necessary or appropriate. Further, the Board may establish such rules and procedures for the manner and method of payment of dues, the collection of delinquent dues and the proration or refund of dues, as the Board shall deem necessary or appropriate. No privilege of membership shall be available until all membership requirements are satisfied and all dues are paid in full.

Section 5.4. Membership SafeSport and Anti-Doping Obligations.

Individual Members

As a condition of membership in USA Judo and a condition for participation in any competition or event sanctioned by USA Judo or its member organizations, each USA Judo member and each athlete, coach, trainer, agent, athlete support personnel, medical or para-medical personnel, team staff, official and other person who participates in USA Judo or USA Judo events (whether or not a USA Judo member), agrees to comply with and be bound by the safe sport rules, policies and procedures of the U.S. Center for SafeSport and to submit, without

reservation or condition, to the jurisdiction of the USCSS for the resolution of any alleged violations of those rules, policies and procedures, as may be amended from time to time, to the extent the alleged violation falls within the jurisdiction of the USCSS. Each USA Judo member and each athlete, coach, trainer, agent, athlete support personnel, medical personnel, team staff, official and other person who participates in USA Judo or USA Judo events (whether or not a USA Judo member) also agrees to comply with and be bound by the athlete safety rules, policies and procedures of USA Judo, and to submit, without reservation or condition, to the jurisdiction of USA Judo for the resolution of any alleged violations of the USCSS rules or of USA Judo's rules that do not fall within the USCSS exclusive jurisdiction and over which the USCSS declines to exercise discretionary jurisdiction. To the extent any USA Judo rule is inconsistent with the rules of the USCSS, such rule is hereby superseded.

It is the duty of members of USA Judo to comply with all anti-doping rules of the World Anti-Doping Agency (WADA), International Judo Federation (IJF) and of USADA, including the USADA Protocol for Olympic and Paralympic Movement Testing (USADA Protocol) and all other policies and rules adopted by WADA, the IJF, USADA and the USOPC, including the USOPC National Anti-Doping Policy. Athlete members agree to submit to drug testing by the IJF and/or USADA or their designees at any time and understand that the use of methods or substances prohibited by the applicable anti-doping rules make them subject to penalties including, but not limited to, disqualification and suspension. If it is determined that a member may have committed an anti-doping rule violation, the member agrees to submit to the results management authority and processes of USADA, including arbitration under the USADA Protocol, or to the results management authority of the IJF if applicable or referred by USADA.

Organizational Members

It is the duty of all Athletes, Athlete Support Personnel and other Persons (as those terms are defined in the World-Anti Doping Code), by virtue of their participation in the Olympic, Paralympic, Pan American, Parapan American or Youth Olympic Games, participation in an Event or Competition organized or sanctioned by an NGB, Paralympic Sport Organization (the "PSO") or High Performance Management Organization (the "HPMO"), participation on a national team, utilization of a USOPC Training Center, receipt of benefits from the USOPC or USA Judo, inclusion in the Registered Testing Pool, or otherwise subject to the World Anti-Doping Code to comply with all anti-doping rules of WADA, the IJF, the USOPC, and of the U.S. Anti-Doping Agency (USADA), including the USADA Protocol for Olympic and Paralympic Movement Testing (USADA Protocol) and all other policies and rules adopted by WADA, the IJF and USADA. If it is determined that an Athlete, Athlete Support Personnel, or other Person may have committed a doping violation, the individual agrees to submit to the results management authority and processes of USADA, including arbitration under the USADA Protocol, or to the results management authority of the IJF, if applicable or referred by USADA. In addition, Athletes agree to submit to drug

testing by the IJF and/or USADA or their designees at any time and understand that the use of methods or substances prohibited by the applicable anti-doping rules make them subject to penalties including, but not limited to, disqualification and suspension.

Section 5.5. Suspension & Termination of Membership.

The membership of any member may be suspended and/or terminated at any time with cause by the Board of Directors. A member shall have the right to fair notice and a hearing prior to suspension and/or termination. USA Judo may retain jurisdiction over any member who has pending financial obligations, or pending grievances against him/her, regardless of the status of membership.

Section 5.6. Transfer of Membership.

Members may not transfer their membership in USA Judo. Members shall have no ownership rights or beneficial interests of any kind in the property of USA Judo.

SECTION 6. BOARD OF DIRECTORS

Section 6.1. General Powers.

Except as otherwise provided in these Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of USA Judo shall be managed by, its Board of Directors.

Section 6.2. Function of the Board.

The USA Judo Board of Directors shall represent the interests of the Judo community for USA Judo in the United States and its athletes by providing USA Judo with policy, guidance, and strategic direction. The Board shall oversee the management of USA Judo and its affairs, but it does not manage USA Judo. The Board shall select a well-qualified Chief Executive Officer and oversee the Chief Executive Officer in the operation of USA Judo. The Board shall focus on long-term objectives and impacts rather than on day-to-day management, empowering the Chief Executive Officer to manage a staff-driven organization with effective Board oversight. In addition, the Board performs the following specific functions, among others:

- a. implements procedures to orient new Board Directors, to educate all Directors on the business and governance affairs of USA Judo, and to evaluate Board performance;
- b. selects, compensates, evaluates and may terminate the Chief Executive Officer, and plans for management succession;

- c. reviews and approves USA Judo's strategic plan and the annual operating plans, budget, business plans, and corporate performance;
- d. sets policy and provides guidance and strategic direction to management on significant issues facing USA Judo;
- e. reviews and approves significant corporate actions;
- f. oversees the financial reporting process, communications with stakeholders, and USA Judo's legal and regulatory compliance program;
- g. oversees effective corporate governance;
- h. approves capital structure, financial strategies, borrowing commitments, and long-range financial planning;
- i. reviews and approves financial statements, annual reports, financial and control policies, and, upon the recommendation of the Audit and Finance Committee, selects independent auditors;
- j. monitors to determine whether USA Judo's assets are being properly protected;
- k. monitors USA Judo's compliance with laws and regulations and the performance of its broader responsibilities;
- l. ensures that the Board and management are properly structured and prepared to act in case of an unforeseen corporate crisis; and
- m. ensures that USA Judo adopts and maintains athlete safety rules, policies, and procedures that comply with the requirements of the USOPC and USCFSS.
- n. as necessary, the Board of Directors shall elect from its membership a representative who in absence of the President shall represent USA Judo in the IJF and PJC Congresses at international judo functions and events. In absence of the representative, the President may appoint an acting representative.

Section 6.3. Diversity of Discussion.

USA Judo's Board shall be sensitive to the desirability of diversity at all levels of USA Judo, including among its athletes. USA Judo Board shall encourage diversity at all levels of USA Judo, supported by meaningful efforts to accomplish that diversity. The USA Judo Board shall develop norms that favor open discussion and favor the presentation of different views.

Section 6.4. Qualifications.

Each Director of the Board must be a citizen of the United States and eighteen (18) years of age or older. A Director need not be a resident of Texas.

A Director shall (i) have the highest personal and professional integrity, (ii) have demonstrated exceptional ability and judgment, and (iii) be effective, in conjunction with the other Directors, in collectively serving the long-term interests of USA Judo. Each Director shall have passed a background check, completed SafeSport education and training, and have no record of SafeSport violations. Directors shall possess the highest personal values, judgment and integrity, understanding of athletic competition and the Olympic ideals, and have diverse experience in the key business, financial, and other challenges that face USA Judo. Directors shall have a high level of experience and capability in Board oversight responsibilities, including in the areas of finance, marketing, fundraising, audit, management, communications, and sport. At least one (1) of the independent Directors, who shall also serve on the Audit and Finance Committee, shall have financial expertise.

Directors shall inform the Nominating and Governance Committee of any changes in their employment responsibilities or other constraints on their time in order for the Nominating and Governance Committee to determine whether it is appropriate to nominate the Board Director for continuing Board service.

Section 6.5. Number.

The Board of Directors shall consist of 12 Directors at least 16% of whom shall be independent Directors, at least one third of whom shall be Athlete Directors, and the rest of whom shall be drawn from appropriate representation in the United States Judo community.

Section 6.6. Election/Selection.

The USA Judo Board of Directors election will be administered with a process that ensures it is managed fairly, consistently and appropriately (e.g., free of conflict, voter eligibility is reviewed and validated, election procedures are followed consistently). Each director shall be elected/selected as follows:

- a. **Independent Directors (2).** The Nominating and Governance Committee shall select, using whatever process the Nominating and Governance Committee determines to be appropriate, two (2) Directors from among individuals considered to be Independent Directors, as that term is defined in Section 6.7.
- b. **Athlete Directors (4).** At least one third of the total number of Directors shall be Athlete Directors. All Athlete Directors shall be directly elected

by the voting pool of member athletes that meet 10-Year Athlete eligibility. *Such Athlete Directors will include:*

1. USA Judo's representative to the USOPC Athletes' Advisory Council shall be one of the Athlete Directors on the Board of Directors.
2. USA Judo alternate representative to the USOPC Athletes' Advisory Council shall be one of the Athlete Directors on the Board of Directors.
3. No less than 20% of the total board representation shall be 10-Year Athletes, as defined in the USOPC Bylaws. The remaining Athlete Directors may be comprised of 10+ Year Athletes, as defined in the USOPC Bylaws. The USA Judo representative to the USOPC Athletes' Advisory Council [and alternate if the alternate is a voting member] shall count towards the twenty (20) percent 10 Year Athlete requirement.
4. At least one of the athlete directors composing 1/3 of the Board of Directors is to be represented by a Paralympic Athlete.

USA Judo's Definitions of 10-Year and 10 Year+ Athletes are as follows:

10 Year Athletes

- USA Judo shiai participants in a "Delegation Event" meaning individually or collectively as applicable, the Olympic Games, the Paralympic Games, the Pan American Games and the Parapan Am Games.
- USA Judo shiai or kata participants in a "Protected Competition" meaning:
 - any international competition between athlete(s) officially designated by USA Judo as representing the United States, either individually or as part of a team, and any athlete(s) representing any foreign country where:
 - the terms of such competition require that the entrants be individuals or teams representing their respective nations;
 - the athlete(s) representing the United States are organized and supported by USA Judo in accordance with a defined selection or tryout

procedure that is open to all and publicly announced in advance except for domestic amateur athletic competition, which, by its terms, requires that entrants be expressly restricted to members of a specific class of athletes such as those referred to in Section 220526(a) of the Act (i.e., high school students, college students, members of the Armed Forces, or similar groups or categories)

Examples of these “Protected Competitions” may include World Championships and International Judo Federation Grand Prix, Grand Slam or Continental events.

- Any able-bodied or Paralympic shiai athletes listed on the USA Judo National Roster

10 Year + Athletes (same as the 10 Year definition, just with more than 10 years having passed by)

- USA Judo shiai or kata participants in a “Delegation Event” meaning individually or collectively as applicable, the Olympic Games, the Paralympic Games, the Pan American Games and the Parapan Am Games.
- USA Judo shiai or kata participants in a “Protected Competition” meaning
 - any international competition between athlete(s) officially designated by USA Judo as representing the United States, either individually or as part of a team, and any athlete(s) representing any foreign country where:
 - the terms of such competition require that the entrants be individuals or teams representing their respective nations;
 - the athlete(s) representing the United States are organized and supported by USA Judo in accordance with a defined selection or tryout procedure that is open to all and publicly announced in advance except for domestic amateur athletic competition, which, by its terms, requires that entrants be expressly restricted to members of a specific class of

athletes such as those referred to in Section 220526(a) of the Act (i.e., high school students, college students, members of the Armed Forces, or similar groups or categories)

Examples of these “Protected Competitions” may include World Championships, Kata World Championships and Veteran World Championships as well as International Judo Federation Grand Prix, Grand Slam or Continental events in senior, kata or veteran categories.

USA Judo will reference records as far back as 2008 and/or have the athlete provide proof of compliance with the criteria.

- c. **Group Member Director (1).** If there are no Organization members, then the Group Member Director seat shall be vacant. If there is one (1) Organization Member, then that organization shall select a qualified individual to serve as the Group Member Director. If there is more than one (1) Organization member, then the Member Organizations as a group shall select a qualified individual to serve as the Group Member Director based on the voting process outlined in Section 5.2.

- 1. Should this role be vacant, the seat will not count towards to the total membership of the Board of Directors for the purposes of calculating one third athlete composition nor calculation of quorum.

- d. **At Large Director (3).** At an appropriate time, the Nominating and Governance Committee will solicit nominations of individuals to serve as the At-Large Directors to be elected, using whatever process the Nominating and Governance Committee determines to be appropriate. The nominees will be considered by the Nominating and Governance Committee, with input from the Board of Directors, which shall select at least three (3) individuals from among nominated individuals (or, in the event there are fewer than 3 qualified nominees, the names of all qualified nominees). The Nominating and Governance Committee will then present to the membership, who shall then stand for election by the general membership. The individual with the highest vote total is elected.

- e. **Referee Board Member (1).** The Referee Board Member will come from nominations made by Referee Members of USA Judo who are in

good standing. At the appropriate time, the Nominating and Governance Committee will solicit nominations of referees who are Referee Members, in accordance with procedures to be established by the Nominating and Governance Committee. The nominees will be considered by the Nominating and Governance Committee to determine that they each qualify to serve if elected. The Nominating and Governance Committee will then timely present the names of at least three (3) qualified nominees to the Referee Members for election (or, in the event there are fewer than 3 qualified nominees, the names of all qualified nominees). All current USA Judo Referee Members (as defined in Section 5.1.(a.3). of these Bylaws) in good standing shall then vote for the Referee Board Member in accordance with procedures to be established by USA Judo. Each USA Judo Referee Member in good standing shall have 1 vote. The individual with the highest vote total is elected.

- f. ***Coach Board Member (1)***. The Nominating and Governance Committee shall solicit nominations of coaches from the population of current USA Judo member coaches in good standing. The nominees will be considered by the Nominating and Governance Committee. The Nominating and Governance Committee shall select three (3) qualified individuals from those nominated who shall then stand for election (or, in the event there are fewer than 3 qualified nominees, the names of all qualified nominees). All current USA Judo member coaches shall then vote for the Board Member. Each USA Judo member coach shall have one (1) vote. The individual with the highest vote total is elected.

- g. ***National Affiliated Organization Director (1)***. If there are no National Affiliated Organization members, then the National Affiliated Organization Director seat shall be vacant. If there is one (1) National Affiliated Organization member, then that organization shall select a qualified individual to serve as the National Affiliated Organization Director. If there is more than one (1) National Affiliated Organization member, then the Organizations as a group shall select a qualified individual to serve as the National Affiliated Organization Director.

Should this role be vacant, the seat will not count towards to the total membership of the Board of Directors for the purposes of calculating one third athlete composition nor calculation of quorum.

All Directors/Board Members shall be selected without regard to race, color, national origin, gender, age, religion, gender identity or expression, disability, or sexual orientation.

Section 6.7. Independent Director(s)

The Board, through its Nominating and Governance Committee, shall affirmatively make a determination as to the independence of each Director, and disclose those determinations. Under the definition of “independence” adopted by the Board, an “independent Director” shall be determined to have no material relationship with USA Judo, either directly or through an organization that has a material relationship with USA Judo. A relationship is “material” if, in the judgment of the Nominating and Governance Committee, it would interfere with the Director’s independent judgment. To assist it in determining whether a Director is independent, the Board shall adopt the guidelines set forth below, which shall be applied on a case-by-case basis by the Nominating and Governance Committee.

A Director shall not be considered independent if, within the preceding five (5) years:

- a. the Director was employed by or held any governance position (whether a paid or volunteer position) with USA Judo, the international federation of Judo, the international regional sport entity of Judo, or any sport family entity of Judo;
- b. an immediate family member of the Director was employed by or held any governance position (whether a paid or volunteer position) with USA Judo, the international federation of Judo, the international regional sport entity of Judo, or any sport family entity of Judo;
- c. the Director was affiliated with or employed by USA Judo’s outside auditor or outside counsel;
- d. an immediate family member of the Director was affiliated with or employed by USA Judo’s outside auditor or outside counsel as a partner, principal or manager;
- e. the Director was a member of USA Judo’s Athletes’ Advisory Council;
- f. the Director was a member of any constituent group with representation on the Board;

- g. the Director receives any compensation from USA Judo directly or indirectly;
- h. the Director is an executive officer, controlling shareholder, or partner of a corporation or partnership or other business entity that does business with USA Judo;
- i. the Director is a member of the NGB in a membership category that participates in competitions; or
- j. the Director is the parent, close family member, or coach of an athlete or member of USA Judo

Where the guidelines above do not address a particular relationship, the determination of whether the relationship is material, and whether a Director is independent, shall be made by the Nominating and Governance Committee.

The Director must maintain an independent perspective by maintaining the requirements above for their entire term and any successive term with the exception of holding any governance role in USA Judo or the International Judo Federation and including any reimbursement of expenses related thereto.

Section 6.8. Staggered Board.

Directors of the Board shall be elected/selected so as to implement a staggered Board system.

Section 6.9. Board Term.

The term of office for a Director of the Board shall be four (4) years. A Director's term shall end on December 31 of an even-numbered year and new Director's term shall begin on January 1 of an odd numbered year. USA Judo shall nominate and elect a successor Director within sixty (60) days of the end of a Director's term, or by the next regularly-scheduled meeting of the Board, whichever is earlier. A Director therefore shall hold office for a maximum of sixty (60) days beyond the end of his or her four (4) year term to permit time for USA Judo to identify and elect a successor Director. USA Judo shall also nominate and elect a successor Director within sixty (60) days of the date of a Director's resignation, removal, incapacity, disability or death, or, at the latest, shall elect a successor Director at the next regularly-scheduled Board meeting.

Section 6.10. Board Term Limits.

Unless there are determined to be extraordinary circumstances, no Director of the Board shall serve more than two (2) consecutive terms.

IF a board member petitions to serve a third term, due to extraordinary circumstances for a good cause, he/she must affirm the vote of seven (7) board members or more to be nominated for a third term on the board in his/her current position. This would be for a one-time extension only and final decision would be made from the voting process in place for that director's election.

When a Director is elected/selected to fill a vacancy because of the resignation, removal, incapacity, disability or death of a Director, and the remaining term is for two (2) or more years, such term shall constitute a full term. Thus, if the vacancy being filled is for two (2) or more years, the Director may serve one additional four (4) year term immediately following the two (2) year term. If the vacancy being filled is for less than two (2) years, the term shall not be a full term. Thus, the Director shall be able to serve two (2) additional four (4) year terms following completion of the filled vacancy term.

Section 6.11. Director Attendance.

Directors of the Board shall be expected to attend in person all regularly scheduled Board meetings, though for exigent circumstances a Director may participate in a meeting by telephone. Directors shall be required to attend no less than one half (1/2) of all regularly scheduled Board meetings.

Section 6.12. Resignation, Removal and Vacancies.

A Director's position on the Board shall be declared vacant upon the Director's resignation, removal, incapacity, disability or death, or upon the expiration of the Director's term. Any Director shall resign at any time by giving written notice to the Chair of USA Judo, except the Chair's resignation shall be given to the Board of Directors. Such resignation shall take effect at the time specified in the written notice, and unless otherwise specified in the written notice, the acceptance of such resignation shall not be necessary to make it effective. Directors shall be removed by the Board if they fail to attend in person more than one half (1/2) of the regular meetings of the Board during any twelve (12)-month period, unless they are able to demonstrate to the other Directors of the Board that the presence of exigent circumstances caused and excused the absences. In such circumstances, the absent Directors shall be removed by the affirmative vote of a majority of the voting power of the Board (not including the voting power of the absent Director). Directors shall also be removed for cause at any duly noticed meeting of the Board, and after being provided an opportunity for the Directors to be heard by the Board, upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board (excluding the voting power of the Director in question). Directors shall also be removed without cause at any duly noticed meeting of the Board, upon the affirmative vote of at least three-fourths (3/4) of the total voting power of the Board (excluding the voting power of the Director in question). Any vacancy occurring in the Board shall be filled as set forth for the election of the Director of the Board. A Director elected to fill a vacancy shall be elected for the unexpired term of such Director's predecessor in office.

For the Athlete Director position, if the seat of the Athlete Director who is USA Judo's Athletes' Advisory Council designee becomes vacant, then the alternate USA Judo Athletes' Advisory Council representative may become an Athlete Director by vote of the Board. If the Athlete Director who is USA Judo's Athletes' Advisory Council designee is removed from the Board by vote of the Board, such removal shall have no impact on the individual's status as USA Judo Athletes' Advisory Council representative.

No Director shall be subject to removal or to not being re-nominated based on how they vote as a Director, unless such voting is part of a violation of the USA Judo's Code of Conduct or Conflict of Interest Policy.

Section 6.13. Regular and Special Meetings.

USA Judo's Board shall meet at regularly scheduled meetings at least four (4) times per year, or with such other frequency as is appropriate for the Board to meet given the circumstances, and such meetings shall be spaced throughout the year. Directors shall participate in regularly-scheduled Board meetings in-person, unless pre-approved by the Board Chair based on exigent circumstances, in which case participation by telephone or videoconference is permitted. Special meetings of the Board shall be held upon the call of the Chair or upon the written request of not less than fifty (50) percent of the Board. Directors may participate in special meetings of the Board by telephone or video conference. For special meetings for the purpose of a Board vote, the meeting and voting may take place by electronic mail.

Section 6.14. Notice of Meetings.

Notice of each meeting of the Board of Directors stating the date, time and place of the meeting, and in the case of a special meeting the purpose for which the meeting is called, shall be given to each Director of the Board by or at the direction of the Chair of the Board. Notice may be given either in writing or orally. Written notice may be delivered either personally, by mail, by private carrier or by electronic transmission. Such notice shall be delivered to the Director's business or residential address (or to such other address provided by the Director for such purpose), to the Director's facsimile telephone number or to the Director's email address. Written notice shall be delivered no fewer than five (5) days before the date of the meeting. If mailed, such notice shall be deemed delivered when deposited in the United States mail. If delivered by private carrier, such notice is deemed delivered upon deposit with the carrier. If transmitted by facsimile or electronic transmission such notice shall be deemed to be given when the transmission is complete. Oral notice may be delivered either personally or telephonically. Such notice shall be delivered to the Director (or to such other individual provided by the Director for such purpose). Oral notice shall be delivered no fewer than two (2) days before the date of the meeting. Oral notice

is effective when communicated. The method of notice need not be the same as to each Director.

A Director may waive notice of any meeting before, at, or after such meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 6.15. Quorum.

A simple majority of the Directors of the Board in office immediately before the meeting begins shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a quorum is present at a meeting, a majority of the Directors present at the meeting may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present.

Section 6.16 Action of the Board/Consent.

The act of a majority of Directors on the Board present at a duly called meeting in which a quorum is established shall constitute an act of the Board.

The unanimous written consent of all Directors on the Board shall also constitute an act of the Board.

Section 6.17. Voting by Proxy.

No Director may vote or act by proxy at any meeting of the Board.

Section 6.18. Presumption of Assent.

A Director who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such Director's dissent shall be entered in the minutes of the meeting or unless the Director shall file a written dissent to such action with the individual acting as the Secretary of the Board before the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 6.19. Action Without a Meeting.

Except as otherwise provided in these Bylaws, a specific question or matter that might be considered at a meeting of the Board may be submitted to a vote by mail, facsimile, email or other means at the discretion of the Chair of the Board or upon resolution of the Board of Directors, unless one or more directors makes an effective written demand that such action not be taken without a meeting. In the

conduct of such votes, the Secretary shall provide notice thereof to each member of the Board of Directors containing a clear statement of the question to be voted upon and the date on which voting shall be closed, with a request that each member cast their vote thereon and communicate it to the Secretary and the Chair of the Board prior to the closing date. The notice shall also state that a failure to respond will have the same effect as abstaining in writing. The closing date shall be not less than three business days after the provision of notice of the vote to be taken. The question or matter submitted for decision under this Subsection shall be approved if the affirmative votes equal or exceed the minimum number of votes that would be necessary to take such action at a meeting at which all of the directors then in office were present and voted.

Section 6.20. Transacting Business by Mail, Electronic Mail, Telephone or Facsimile.

The Board shall have the power to transact its business by mail, electronic-mail, telephone, or facsimile, if in the judgment of the Chair of the Board the urgency of the case requires such action.

Section 6.21. Agenda.

The agenda for a meeting of the Board shall be set by the Chair of the Board after consultation with the Chief Executive Officer. A Director may request that items be placed on the Board agenda.

Section 6.22. Questions of Order and Board Meeting Leadership.

Questions of order shall be decided by the Chair of the Board unless otherwise provided in advance by the Board. The Chair shall lead meetings of the Board. If the Chair is absent from any meeting of the Board, then the Chair shall designate in writing in advance one (1) other Director of the Board to preside. If the Chair is unable to make or has not made such a designation, the Board may choose another Director to serve as presiding officer for that meeting.

Section 6.23. Effectiveness of Actions.

Actions taken at a meeting of the Board of Directors shall become effective immediately following the adjournment of the meeting, except as otherwise provided in these Bylaws or when a definite effective date is recited in the record of the action taken.

Section 6.24. Open and Executive Meeting Sessions.

Ordinarily, all meetings of the Board of Directors shall be open to USA Judo members. In the event the Chair of the Board, with the consent of a majority of the Directors of the Board in attendance, deems it appropriate: (i) to exclude members at an open meeting for any reason, then the Chair may declare that the meeting is closed, or (ii) to convene an executive session to consider and discuss matters relating to personnel, nominations, discipline, budget, salary, litigation or other sensitive matters, then the Chair may specifically designate and call an executive session. Further, the Chair of the Board may open a meeting of the Board to non-members, with the consent of a majority of the Directors of the Board in attendance.

For an executive session, the meeting minutes should capture the high level topics covered in the course of that session.

Section 6.25. Minutes of Meetings.

The minutes of all meetings of the Board of Directors shall be published on USA Judo's website. Every reasonable effort will be made to publish the minutes within fifteen (15) days of approval by the Board. Meeting minutes shall make note of the attendees at meetings, motions taken and shall note whenever a meeting participant recuses him or herself due to an apparent conflict of interest.

Section 6.26. Compensation.

Directors of the Board shall not receive compensation for their services as Directors, although the reasonable expenses of Directors may be paid or reimbursed in accordance with USA Judo's policies. Directors are disqualified from receiving compensation for services rendered to or for the benefit of USA Judo in any other capacity. Athlete Directors, however, shall be entitled to obtain compensation from USA Judo in connection with their capacity as athletes, including all benefits to which all Elite Athletes are eligible. USA Judo will cover all Athlete Directors' travel costs associated with attending in-person Board Meetings.

SECTION 7. OFFICERS

Section 7.1. Designation.

The officers of USA Judo shall be a Chair of the Board, a Treasurer and a Secretary.

Section 7.2. Election/Selection.

The Chair of the Board shall be elected from among the Directors of the Board by a majority of the Directors.

Recognizing the significance of the Chair in international matters, the Chair shall exercise ceremonial or representational functions in the international context, but the Chief Executive Officer, serving as Secretary General, shall remain responsible for all operational aspects of relations with international and other organizations, including, but not limited to the International Judo Federation, the Pan American Judo Confederation, and the USOPC.

The Treasurer shall be elected from among the Directors of the Board. Recognizing the significance of the Treasurer in financial matters, the Treasurer shall have a financial background enabling him or her to fulfill the required duties.

The Chief Executive Officer shall designate, with approval from the Board, one member of the staff to serve as USA Judo's corporate Secretary to handle the ministerial functions usually required by that position under corporate law and take minutes at Board meetings.

Section 7.3. Term.

The term of office of the Chair of the Board and of the Treasurer shall be until the end of their term. The newly elected Chair and Treasurer shall take office immediately. The Chair and Treasurer shall hold office until the Chair or Treasurer's successor is elected and qualified, or until the Chair or Treasurer's earlier resignation, removal, incapacity, disability or death. USA Judo shall nominate and elect a successor Chair or Treasurer, at the latest, by the end of the term of the Chair or Treasurer, to ensure that a successor Chair or Treasurer is able to take office immediately upon the end of the prior Chair's or Treasurer's term. If a Chair or Treasurer resigns, is removed from office, is incapacitated or disabled, or dies prior to the end of the term, then USA Judo shall nominate and elect a successor Chair or Treasurer within sixty (60) days of the date of the Chair's or Treasurer's resignation, removal, incapacity, disability or death, or, at the latest at the next regularly-scheduled Board meeting.

The term of office of the Secretary is unlimited. The Secretary shall hold office until his or her employment by USA Judo ends, when the Chief Executive Officer designates a different individual to serve as Secretary or until the Secretary's earlier resignation, removal by the Chief Executive Officer, incapacity, disability or death. In any circumstance in which the Chief Executive Officer has not designated an employee to serve as Secretary, the Board of Directors may select a Director of the Board or another individual employed by USA Judo to serve as Secretary.

Section 7.4. Authority and Duties of Officers.

The officers of USA Judo shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the Board of Directors or these Bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law:

- a. *Chair of the Board.* The Chair shall: (i) set all meeting and meeting agendas, (ii) preside at all meetings of the Board, (iii) see that all Board Commitments, resolutions and oversight are carried into effect and (iv) exercise such powers and perform such other duties as from time to time may be assigned by the Board.
- b. *Treasurer.* The Treasurer shall: (i) have general oversight of the financial affairs of USA Judo, including preparation of the annual budget, (ii) ensure the preparation of USA Judo's financial reports on an annual or more frequent basis; (iii) present financial reports to the Board as the Board may request; (iv) ensure that an annual audit is conducted of USA Judo, and (v) in general, perform all duties incident to the office of Treasurer.
- c. *Secretary.* The Secretary shall: (i) Keep the minutes of the proceedings of the Board and ensure that such meetings are published to the USA Judo website; (ii) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (iii) be custodian of the corporate records; and (iv) perform all duties incident to the office of Secretary.

Section 7.5. Restrictions.

Officers of USA Judo shall perform their functions with due care. No individual may serve simultaneously as an officer of USA Judo and as an officer of an organization holding membership in USA Judo or as an officer of another amateur sports organization that is recognized by the USOPC as a National Governing Body.

Section 7.6. Term Limits.

There are no term limits for service as the Chair of the Board or as Treasurer, except that the Chair and Treasurer have to be Directors and so if their position as a Director terminates, then their position as an officer will also terminate.

Section 7.7. Resignation, Removal and Vacancies.

An officer's position with USA Judo shall be declared vacant upon the officer's resignation, removal, incapacity, disability or death. The Chair of the Board or Treasurer may resign at any time by giving written notice to the Board. The Secretary may resign at any time by giving written notice to the Chief Executive Officer. Such resignation shall take effect at the time specified in the notice, and,

unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.

The Chair of the Board or the Treasurer may be removed for cause upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board (excluding the voting power of the Director in question). The Chair or the Treasurer may also be removed not for cause upon the affirmative vote of at least three-fourths (3/4) of the total voting power of the Board (excluding the voting power of the Director in question). The Secretary may be removed by the Chief Executive Officer, with or without cause. The removal of an officer from his or her position as officer does not necessarily require removal from his or her position on the Board.

Any vacancy occurring in the Chair or the Treasurer shall be filled by the Board, by majority vote. A Chair or Treasurer elected to fill a vacancy shall be elected for the unexpired term of such Chair or Treasurer's predecessor in office. A vacancy in the office of Secretary shall be filled by the Chief Executive Officer. Any individual selected to fill a vacancy in the office of Secretary shall be approved by the Board.

Section 7.8. Compensation.

The Chair of the Board and the Treasurer shall not receive compensation for his or her service as Chair or Treasurer, although the reasonable expenses of the Chair or Treasurer may be paid or reimbursed in accordance with USA Judo's policies. The Chair and Treasurer are disqualified from receiving compensation for services rendered to or for the benefit of USA Judo in any other capacity. To the extent the Secretary is a designated member of USA Judo's staff, the Secretary shall be entitled to regular compensation in connection with his or her employment and may be provided additional compensation for service as Secretary.

SECTION 8. COMMITTEES

Section 8.1. Designation.

There shall be no Executive Committee or other committee(s) with management authority delegated by the Board. Similarly, there shall be no entity or individuals who have overlapping or superior authority to the Board, such as a "super-board" (commonly called a governing council or general assembly). This requirement, however, is not intended to detract from the ability of the members or some parts thereof to nominate individuals to serve on the Board.

USA Judo shall have at least the following standing Board committees: an Audit and Finance Committee, an Ethics and Grievance Committee, an Athlete Performance Committee, Coaching Committee, Referee Committee and a Nominating and Governance Committee.

The Board or Chief Executive Officer shall appoint such advisory task forces or committees as the Board or Chief Executive Officer believes appropriate and shall define the mission and deliverables of such task forces or committees. The decision to appoint or not appoint and to terminate such a task force or committee shall be exclusively the Board's or the Chief Executive Officer's.

Section 8.2. Appointments.

Committee appointments, including the designation committee Chairs, shall be made every two (2) years by the Board (starting with the 2023 Committee Selections). Appointments shall be made based on a combination of factors including each individual member's expertise and the needs of USA Judo, and these Bylaws. Committee meetings and agendas shall be developed by the Committee Chair in consultation with the appropriate members of management and with the input of other Directors. The Committee Chair should set one (1) in-person meeting each calendar year where it is expected that all Committee members attend in-person. Participation by telephone shall be permitted in exigent circumstances. Other regularly scheduled committee meetings may occur telephonically or by videoconference.

The Board may require reports from all committees at any Board meeting.

Section 8.3. Number.

In most instances, membership on committees should not exceed six (6) individuals. USA Judo committees shall be of the minimum number and size possible to permit both conduct of the sport and appropriate board governance. Membership on other committees and task forces should not exceed six (6) individuals. Exceptions may be made by the Board of Directors and/or the CEO when deemed in the best interest of USA Judo.

Athlete representatives shall equal at least one-third of the membership of all Committees.

Section 8.4. Athlete Representation Qualifications.

Athlete representatives on Designated Committees (Nominating and Governance, Finance and Audit, Ethics and Grievance, or those committees that prepare, approve or implement (i.) expenditure of funds allocated to NGB by USOPC, or (ii.) selection of international teams) must meet the Elite Athlete eligibility requirements listed in Section 6.6(b). At least half of the athlete representatives on Designated Committees must be 10 Year Athletes; the remainder may be 10 Year Athletes or 10 Year+ Athletes.

To be eligible to serve on Committees other than Designated Committees, athlete representatives must meet the Elite Athlete definition as determined by USA Judo and approved by the USOPC.

Athletes on all Committees, including Designated Committees, shall be selected by USA Judo's AAC from candidates identified and vetted through a process agreed upon by the USA Judo AAC and the Nominating and Governance Committee.

As long as USA Judo oversees visually impaired/Paralympic Judo, Paralympic athlete representatives shall equal at least twenty (20) percent of any "Designated Committee" that prepares, approves or implements selection to an IPC-recognized event, Paralympic Games or Parapan American Games Team. This can either be accomplished by including twenty (20) percent Paralympic athlete representation on an existing committee or by creating a new committee with the appropriate representation. Eligibility requirements for Paralympic athlete representatives to serve on such a Designated Committee must comply with the Paralympic equivalent to the Elite Athlete Requirements set forth in Section 6.6(b).

Section 8.5. Term.

With the exception of the Nominating and Governance Committee as referenced in Section 8.16, the term for all standing and other committee members shall be two (2) years starting with committee selections in 2023. A committee member shall remain on the committee until the committee member's successor is appointed, or until the committee member's earlier resignation, removal, incapacity, disability or death.

The term for all task force members shall be until their assignment is concluded, but in any event shall not exceed a period of two (2) years, unless an exception is deemed appropriate by the USA Judo Board of Directors and/or CEO.

Section 8.6. Term Limits.

A member of a USA Judo Committee or Task Force shall be permitted to serve up to four (4) two (2) year terms, after which he or she is ineligible for service on such Committee or Task Force for a period of two (2) years. After the two (2) year gap, the individual shall be eligible for reappointment to the Committee or Task Force.

Section 8.7. Committee Member Attendance.

Committee and task force members are expected to attend in person all regularly scheduled committee and task force meetings of which they are a member. Each committee or task force member must attend a minimum of at least one

half (1/2) of the committee or task force meetings of which they are a member during any twelve (12) month period.

Section 8.8. Resignation, Removal and Vacancies.

A committee or task force member's position on a committee or task force may be declared vacant upon the committee member's resignation, removal, incapacity, disability or death. A committee member may resign at any time by giving written notice to the Board, if appointed by the Board or to the Chief Executive Officer, if appointed by the Chief Executive Officer. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Committee or task force members may be removed by the Board if they fail to attend in person more than one half (1/2) of the regular committee or task force meetings during any twelve (12) month period, unless they are able to demonstrate to the Directors of the Board, if appointed by the Board of Directors, or to the Chief Executive Officer, if appointed by the Chief Executive Officer, that the presence of exigent circumstances caused and excused the absences. In such circumstances, the absent committee or task force member shall be removed upon the affirmative vote of a majority of the voting power of the Board (not including the voting power of the absent committee member in question, if also a Director), or upon the determination of the Chief Executive Officer, if appointed by the Chief Executive Officer. Committee members may also be removed for cause upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board (excluding the voting power of the committee member in question, if also a Director), or upon the determination of the Chief Executive Officer, if appointed by the Chief Executive Officer. Committee members may also be removed not for cause upon the affirmative vote of at least three-fourths (3/4) of the total voting power of the Board (excluding the voting power of the Director in question, if also a Director), or upon the determination of the Chief Executive Officer, if appointed by the Chief Executive Officer.

Any vacancy occurring in a committee or task force shall be filled as set forth for the appointment of that committee or task force member. A committee or task force member appointed to fill a vacancy shall be appointed for the unexpired term of such committee or task force member's predecessor in office.

Section 8.9. Procedures.

Each committee and task force shall establish committee charters and procedures for conducting its business and affairs. Such procedures shall be published and made available on USA Judo's website.

Section 8.10. Open and Executive Meeting Sessions.

Ordinarily, all committee and task force meetings shall be open to USA Judo members. In the event the committee or task force chair, with the consent of a majority of the committee or task force members in attendance, deems it appropriate to exclude members at an open meeting for any reason, then the chair may (i) declare that the meeting is closed, or (ii) to convene an executive session to consider and discuss matters relating to personnel, nominations, discipline, budget, litigation or other sensitive matters, then the chair may specifically designate and call an executive session. Further, the chair may open a meeting of the committee or task force to non-members, with the consent of a majority of the members of the committee or task force in attendance.

Section 8.11. Minutes of Meetings.

Each committee and task force shall take minutes of its meetings and submit them to the USA Judo Secretary for posting on the USA Judo Website.

Section 8.12. Compensation.

Committee and task force members shall not receive compensation for their services as committee or task force members, although the reasonable expenses of committee and task force members may be paid or reimbursed in accordance with USA Judo's policies. Committee and task force members who are not Directors of the Board may receive compensation for services rendered to or for the benefit of USA Judo in any other capacity, provided the Board gives explicit approval. Each committee and task force member shall be bound by USA Judo's Conflict of Interest Policy.

Section 8.13. Audit and Finance Committee.

The Audit and Finance Committee shall be appointed and have the responsibilities as follows:

- a. The Board of Directors shall appoint the members of the Audit and Finance Committee and its chair, all of whom shall be Directors of the Board. (Athlete representatives shall be selected and approved according to Section 8.4.) An Independent Director of the Board with financial experience shall be on the Audit and Finance Committee.
- b. The Audit and Finance Committee shall –
 1. be responsible, in cooperation with the Treasurer and Chief Executive Officer, for recommending the annual budget for operations of USA Judo, reviewing monthly financial statements, internal financial policies and procedures, and for making recommendations for investment of excess operating funds;

2. recommend the independent auditors of USA Judo to the Board for approval, review the report of the independent auditors and management letter, and recommend action as needed;
3. investigate matters of financial controls and disclosure and such other matters as directed by the Board; and
4. perform such other duties as assigned by the Board.

The Audit and Finance Committee shall periodically meet separately in executive session individually with management, USA Judo's financial staff, and the USA Judo outside auditor. In addition, the Audit and Finance Committee, or a designated representative of the Committee, shall meet with the outside auditor prior to the release of USA Judo's annual audited financial statements and tax filings, to review such materials.

Section 8.14. Ethics & Grievance Committee.

The Ethics & Grievance Committee shall be appointed and have the responsibilities as follows:

- a. The Board of Directors shall appoint the members of the Ethics & Grievance Committee and its chair, except that athlete representatives shall be selected and approved according to Section 8.4. Members of the Ethics & Grievance Committee shall satisfy the standards of independence for "Independent Directors" as set forth in these Bylaws. No Director of the Board shall be appointed to the Ethics & Grievance Committee.
- b. The Ethics & Grievance Committee shall –
 1. oversee implementation of, and compliance with, USA Judo's Code of Conduct and Conflict of Interest Policy; and oversee all administrative grievances, right to compete matters, and disciplinary matters filed with USA Judo;
 2. generally administer and oversee all grievances related to any alleged violation of the USCSS rules, policies, and procedures over which the USCSS has not exercised jurisdiction, pursuant to the procedures set forth in USA Judo's Complaint Procedures;
 3. generally administer and oversee all grievances related to any alleged violation of USA Judo's Athlete Safety Policy over which the USCSS has not exercised jurisdiction;
 4. identify individuals who would be fair and impartial and who would have the qualifications and ability to serve on Hearing Panels;

5. appoint a panel of independent individuals to hear and render a decision, on grievances and disciplinary matters;
6. if disinterested, sit on hearing panels; and
7. report to the Board on all ethical issues;
8. develop, and review for Board approval, on an annual basis, a Conflict of Interest Policy for the Board, officers, staff members, committee and task force members, volunteers, and member organizations for adoption by the Board;
9. review and investigate matters of ethical impropriety and make recommendations on such matters to the Board;
10. review and provide guidance on ethical questions presented to it by the Board, officers, committee and task force members, volunteers, staff and USA Judo members;
11. review annual and periodic Conflict of Interest disclosure forms and determine if a conflict of interest exists as to any particular transaction, relationship, or matter involving USA Judo;
12. evaluate requests for approval under USA Judo's Gift and Entertainment Policy; and
13. perform such other duties as assigned by the Board.

The Ethics & Grievance Committee will determine whether a complaint submitted to it falls within its jurisdiction.

Section 8.15. Nominating and Governance Committee.

The Nominating and Governance Committee shall be selected and have the responsibilities as follows:

- a. The Nominating and Governance Committees shall be selected as follows:
 1. one (1) individual selected by the previous Nominating and Governance Committee from that Committee, who shall be the Chair;
 2. one (1) individual who is independent as that term is defined in these Bylaws and who is selected by the previous Nominating and Governance Committee;

3. two (2) athletes selected and approved according to Section 8.4 of these Bylaws; and
 4. two (2) individuals who shall be selected from the other appropriate USA Judo membership categories as defined by the Board.
- b. The members of the Nominating and Governance Committee shall serve for terms of four (4) years. An individual shall not serve on the Nominating and Governance Committee for more than two (2) consecutive terms.
- c. No individual shall be eligible to be a member of the Nominating and Governance Committee if that individual is a current member of the Board of Directors. No individual who serves on the Nominating and Governance Committee may serve or be eligible to serve on the Board of Directors. Members of the Nominating and Governance Committee shall be precluded from serving as a Board Director or in any other USA Judo capacity, whether governance or on staff, for a period of one (1) year after their service on the Nominating and Governance Committee ends.
- d. The Nominating and Governance Committee shall:
1. identify and evaluate prospective candidates for the Board;
 2. select individuals to serve on the Board as provided in these Bylaws;
 3. recommend as requested by the Board individuals to serve on various committees and task forces;
 4. consult with the Ethics Committee with respect to vetting all nominations for potential conflict of interest or other problematic background issues;
 5. develop and recommend to the Board for its consideration an annual self-evaluation process of the Board and its committees and task forces;
 6. review policies and governance practices and make recommendations to the Board for ongoing improvement;

7. perform such other duties as assigned by the Board; and review the application of Board members for election by membership or a constituency to ensure eligibility of candidates in relation to these Bylaws, the Act or USOPC regulation.
- e. In considering a candidate for nomination to the Board, the Nominating and Governance Committee takes into consideration:
1. the candidate's contribution to the effective functioning of USA Judo;
 2. any potential or impending change in the candidate's principal area of responsibility with his or her company or in his or her employment;
 3. whether the candidate continues to bring relevant experience to the Board;
 4. whether the candidate has the ability to attend meetings and fully participate in the activities of the Board;
 5. the candidate's reputation for personal integrity and commitment to ethical conduct;
 6. whether the candidate has passed a mandatory background check and SafeSport training as required; and
 7. whether the candidate has developed any relationships with another organization, or other circumstances have arisen, that might make it inappropriate for the Director to continue serving on the Board.

Section 8.16. High Performance Committee.

The High Performance Committee shall be appointed and have the responsibilities as follows:

- a. The Board of Directors, with input from the Director of High Performance, shall appoint the members of the High Performance Committee and its chair. If the Chair of the High Performance Committee is not the High Performance Director, the High Performance Director will be appointed as the staff liaison to the High Performance Committee.

- b. Athlete representatives shall be selected by USA Judo's AAC from candidates identified and vetted through a process agreed upon by the USA Judo AAC and the Nominating and Governance Committee.

As long as USA Judo oversees visually impaired/Paralympic Judo, Paralympic athlete representatives shall equal at least twenty (20) percent of any "Designated Committee" that prepares, approves or implements selection to an IPC-recognized event, Paralympic Games or Parapan American Games Team. This can either be accomplished by including twenty (20) percent Paralympic athlete representation on an existing committee or by creating a new committee with the appropriate representation. Eligibility requirements for Paralympic athlete representatives to serve on such a Designated Committee must comply with the Paralympic equivalent to the Elite Athlete Requirements set forth in Section 6.6(b).

- c. The High Performance Committee shall provide advice and recommendations to the CEO (and to the Board of Directors when requested) as to the following matters and shall perform such other duties as assigned by the Board of Directors:

1. Development of procedures relative to conduct and administration of national training camps, programs and clinics, including staffing;
2. Development of a suitable system for selection of competitors;
3. Planning, scheduling and supervising the execution of national grassroots development programs; and
4. Schedules for international competitions.

Section 8.17. Coaching Committee.

The Coaching Committee shall be appointed and have the responsibilities as follows:

- a. The Board of Directors shall appoint the members of the Coaching Committee and its chair.
- b. Athlete representatives shall be selected by USA Judo's

AAC from candidates identified and vetted through a process agreed upon by the USA Judo AAC and the Nominating and Governance Committee.

As long as USA Judo oversees visually impaired/Paralympic Judo, Paralympic athlete representatives shall equal at least twenty (20) percent of any "Designated Committee" that prepares, approves or implements selection to an IPC-recognized event, Paralympic Games or Parapan American Games Team. This can either be accomplished by including twenty (20) percent Paralympic athlete representation on an existing committee or by creating a new committee with the appropriate representation. Eligibility requirements for Paralympic athlete representatives to serve on such a Designated Committee must comply with the Paralympic equivalent to the Elite Athlete Requirements set forth in Section 6.6(b).

- c. The Coaching Committee shall provide advice and recommendations to the CEO (and to the Board of Directors when requested) as to the following matters and shall perform such other duties as assigned by the Board of Directors:
 1. Development of a coaches' certification system at all relevant levels; and
 2. Oversight of a continuing education program for certified coaches.

Section 8.18. Referee Committee.

The Referee Committee shall be appointed and have the responsibilities as follows:

- a. The Board of Directors shall appoint the members of the Referee Committee and its chair from amongst the IJF International Certified Referees.
- b. Athlete representatives shall be selected by USA Judo's AAC from candidates identified and vetted through a process agreed upon by the USA Judo AAC and the Nominating and Governance Committee.

As long as USA Judo oversees visually impaired/Paralympic Judo, Paralympic athlete representatives shall equal at least twenty (20) percent of any "Designated Committee" that prepares, approves or implements selection to an IPC-recognized event, Paralympic Games or Parapan American Games Team. This can either be accomplished by including twenty (20) percent Paralympic athlete

representation on an existing committee or by creating a new committee with the appropriate representation. Eligibility requirements for Paralympic athlete representatives to serve on such a Designated Committee must comply with the Paralympic equivalent to the Elite Athlete Requirements set forth in Section 6.6(b).

- c. The Referee Committee shall provide advice and recommendations to the CEO (and to the Board of Directors when requested) as to the following matters and shall perform such other duties as assigned by the Board of Directors:
 1. Promulgation of standards and criteria for the selection and evaluation of referees;
 2. Development of a certification system for all national class referees;
 3. Recommendations with respect to all rules and procedures for the examination, evaluation, reevaluation and certification of national referees to the Board of Directors for approval; and
 4. Recommendation of referees to participate in national and international events.

SECTION 9. ANNUAL USA JUDO ASSEMBLY

Section 9.1. Purpose.

There shall be an annual USA Judo Assembly at which all individual and organization members and other USA Judo constituencies in the United States Judo family shall gather, in person or via remote means, and provide input to the Board on important issues confronting the organization. At USA Judo's Assembly, the Board shall provide a report on the "State of USA Judo." The Chief Executive Officer shall provide a managerial report addressing issues of concern and importance to USA Judo. Individual and organization members and other constituencies may be permitted to pose questions to the Board and Chief Executive Officer for response. The annual USA Judo Assembly shall be purely advisory and shall have no rulemaking, budgetary, legislative, or other authority, though it, or some of it, may be involved in some appropriate way in the nomination of individuals to serve on the Board as otherwise set forth in these Bylaws. The Board shall determine the agenda of the annual USA Judo Assembly.

Section 9.2. Place.

The annual USA Judo Assembly shall be held in conjunction with a meeting of the Board. The Board meeting shall take place either before or after the annual USA Judo Assembly. If practicable, the annual USA Judo Assembly shall also be held in conjunction with a major USA Judo competition.

Section 9.3. Notice.

Notice of the annual USA Judo Assembly stating the place, date and time of the Assembly shall be posted on the website of USA Judo no fewer than thirty (30) days before the date of the meeting.

SECTION 10. USA JUDO ATHLETES' ADVISORY COUNCIL

Section 10.1. Purpose

The USA Judo Athletes' Advisory Council shall be a forum to provide a comprehensive means of communication between athletes and USA Judo. The USA Judo Athletes' Advisory Council will lead, serve, and engage athletes to communicate the interests and protect the rights of athletes, and be a conduit to USA Judo. The USA Judo Athletes' Advisory Council shall:

- a. Serve as a vehicle for athlete engagement;
- b. Endeavor to protect the rights of athletes;
- c. Provide athlete feedback;
- d. Build and establish relationships among the athletes of USA Judo;
- e. Assist in identifying potential future athlete board representative candidates and introduce athletes to USA Judo's governance structure;
- f. Serve as SafeSport and USADA ambassadors and advocates; and
- g. Develop pathways for athletes within the structure of USA Judo.

Section 10.2. Designation.

USA Judo shall have an Athletes' Advisory Council originally consisting of the four (4) athlete directors on the Board (in 2022), followed by a then subsequent decision as to the number of individuals (by Q2 of 2022). The USA Judo AAC, as determined by the four athlete directors on the Board (in 2022), will be composed of seven individuals from the following Judo disciplines:

- Two (2) Able-bodied, shiai representatives
 - 1 will be a USA Judo Athlete Director from the Board (USOPC AAC Rep is mandatory)
 - 1 will be a currently active training and competing senior athlete on the IJF Tour
- Two (2) Paralympic. shiai representatives
 - 1 will be a USA Judo Athlete Director from the Board (USOPC AAC Rep is mandatory)
 - 1 will be a currently active training & competing senior athlete on the IBSA/IJF Tour
- One (1) Kata representative
- One (1) Veterans representative
- Once (1) Jr. Junior level athlete representative who is 18 years of age or older and is competing on the Jr. IJF Tour

Section 10.3. Qualifications.

To be eligible to serve on the NGB Athletes' Advisory Council, athlete representatives must be a 10 Year Elite Athlete as defined in 6.6 of these Bylaws.

Section 10.4. Election.

Athlete representatives on the NGB Athletes' Advisory Council shall be directly elected by athletes who are eligible to run. Athlete Directors from the Board, previously elected by athletes, may also serve on the NGB Athletes' Advisory Council, but cannot hold the Chair position.

Section 10.5. Term.

The term for members of the Athletes' Advisory Council shall be for two (2) years.

Section 10.6. Term Limits.

No Athletes' Advisory Council member shall serve for more than two (2) consecutive terms.

Section 10.7. Chair.

The Athletes' Advisory Council shall elect from among its members, by majority vote, a chair. The term of office of the chair shall be two (2) years. The newly elected chair shall take office immediately. The chair shall hold office until the chair's successor is elected and qualified, or until the chair's earlier resignation, removal, incapacity, disability or death.

Section 10.8. Procedures.

The Athletes' Advisory Council shall establish procedures for conducting its business and affairs. Such procedures shall be published and available on USA Judo's website.

Section 10.9. Open and Executive Meeting Sessions.

Ordinarily, all Athletes' Advisory Council meetings shall be open to athlete members, and, where appropriate, to USA Judo members. In the event the Athletes' Advisory Council chair, with the consent of a majority of the Athletes' Advisory Council members in attendance, deems it appropriate: (i) to exclude athlete members or USA Judo members at an open meeting for any reason, then the chair may declare that the meeting is closed, or (ii) to convene an executive session to consider and discuss matters relating to individuals, nominations, discipline, budget/funding, litigation or other sensitive matters, then the chair may specifically designate and call an executive session. Further, the chair may open a meeting of the Athletes' Advisory Council to non-members, with the consent of a majority of the members of the Council in attendance.

Section 10.10. Compensation.

Athletes' Advisory Council members shall not receive compensation for their services as Athletes' Advisory Council members. USA Judo shall pay for the reasonable expenses of all members of the Athletes' Advisory Council to attend Athletes' Advisory Council meetings. In addition, USA Judo shall pay for the reasonable expenses of the athlete Board Directors to attend USA Judo Board meetings. While members of USA Judo's Athletes' Advisory Council shall not receive compensation for their services as Athletes' Advisory Council members, they shall be entitled to obtain compensation from USA Judo in connection with their capacity as athletes, including, but not limited to, compensation in the form of Direct Athlete Support or in connection with Operation Gold. Each member of the Athletes' Advisory Council shall be bound by USA Judo's Conflicts of Interest Policy.

SECTION 11. USOPC ATHLETES' ADVISORY COUNCIL

Section 11.1. Designation.

USA Judo shall have a representative and an alternate representative to the USOPC Athletes' Advisory Council (AAC).

Section 11.2. Qualifications.

To be eligible to serve on the USOPC Athletes' Advisory Council, athlete representatives must meet the qualifications set forth in the USOPC Athletes' Advisory Council Bylaws.

Section 11.3. Election.

Athlete representatives on the USOPC Athletes' Advisory Council shall be directly elected by athletes who are eligible to run.

USA Judo shall adopt and submit to the AAC, consistent with policies established by the AAC, a procedure whereby eligible athletes shall elect a representative and an alternate representative to the USOPC Athletes' Advisory Council.

In most cases, the election shall take place after conclusion of the Summer Olympic Games, but prior to January 1 of the year following the Summer Olympic Games. The Board may make exceptions if it is in the best interest of USA Judo.

The individual with the highest vote total will be elected as the representative to the USOPC Athletes' Advisory Council. The individual with the second highest vote total is elected as the alternate representative to the USOPC Athletes' Advisory Council. Both the representative and the alternate representative shall automatically become members of USA Judo's Athletes' Advisory Council.

Section 11.4. Term.

The term for all representatives to the USOPC Athletes' Advisory Council shall be four (4) years, to start on January 1 of the year following the year in which the Summer Olympic Games is scheduled to be held, and end on December 31 of the year in which the next edition of Summer Olympic Games is scheduled to be held.

Any vacancies shall be filled immediately, or as soon as practicable.

Section 11.5. Term Limits.

No representative to the USOPC Athletes' Advisory Council shall serve for more than two (2) consecutive terms. There is no term limit restriction for the position of alternate representative.

SECTION 12. USOPC NATIONAL GOVERNING BODIES' COUNCIL

Section 12.1. Designation.

USA Judo shall have a representative and an alternate representative to the USOPC National Governing Bodies' Council.

Section 13.2. Election/Selection.

The Chief Executive Officer shall be USA Judo's representative to the USOPC National Governing Bodies' Council. The Chair of the Board shall be USA Judo's alternate representative to the USOPC National Governing Bodies' Council.

SECTION 13. CHIEF EXECUTIVE OFFICER

Section 13.1. Designation.

USA Judo shall have a Chief Executive Officer, who shall be the leader of management and vested with the authority to make decisions on behalf of management. The Chief Executive Officer shall not be a Director of the Board, but shall be permitted and expected to attend Board meetings.

The Board shall hire and oversee the Chief Executive Officer, who shall be responsible as outlined below in Section 13.4, in addition to overseeing the hiring and firing of all staff and the staff's ethical and competent implementation of the Board's policies, guidance and strategic direction of USA Judo, determine the size and compensation of, hire, and terminate the professional staff, in accordance with USA Judo compensation policies and guidelines.

Section 13.2. Tenure.

The Chief Executive Officer shall be employed by the Board of Directors for whatever term the Board deems appropriate. The Chief Executive Officer may be removed by the Board at any time, with or without cause, but removal shall not affect the contract rights, if any, of the Chief Executive Officer. If the Chief Executive Officer has a contract of employment with USA Judo, the contract shall provide that the Chief Executive Officer's employment may be terminated by the Board with or without cause.

Section 13.3. Secretary General.

The Chief Executive Officer shall serve as Secretary General of USA Judo and in that capacity shall represent USA Judo in relations with the international sports federation for Judo recognized by the International Olympic and Paralympic Committees and at international Judo functions and events.

Section 13.4. Responsibilities.

The Chief Executive Officer shall:

- a. develop a strategy for achieving USA Judo's mission, goals, and objectives and present the strategy to the Board of Directors for approval;
- b. determine the size and compensation of, hire, and terminate the professional staff in accordance with USA Judo compensation policies and guidelines to effectively carry out USA Judo's mission, goals and objectives;
- c. prepare and submit quadrennial and annual budgets to the Board for approval;
- d. either directly or by delegation manage all staff functions;
- e. be responsible for resource generation and allocation of resources;
- f. coordinate USA Judo's international activities;
- g. with the Chair of the Board, act as USA Judo's spokesperson; and
- h. perform all functions as usually pertain to the office of Chief Executive Officer.

SECTION 14. COMPLAINT & GRIEVANCE PROCEDURES

Section 14.1. Designation of Complaints

The following kinds of complaints may be filed with USA Judo:

- a. Administrative Grievance. USA Judo or any member of USA Judo may file a complaint pertaining to any matter within the cognizance of USA Judo, including but not limited to any alleged violation of or grievance concerning:
 - (i) any USA Judo rule or regulation,
 - (ii) any provision of USA Judo's Bylaws, or
 - (iii) any provision of the Sports Act relating to USA Judo's recognition as a national governing body.
- (iv) Alleged noncompliance of US Olympic & Paralympic Committee Bylaws found here:
<https://www.teamusa.org/Footer/Legal/Governance-Documents>

- b. Right to Compete. Any athlete, coach, trainer, manager, administrator or official may file a complaint pertaining to any alleged denial, or alleged threat to deny, of that individual's opportunity to compete in a USA Judo sanctioned competition or in a protected competition as referred to in the Sports Act and the USOPC Bylaws.
- c. Ethical and Misconduct. Any member of USA Judo may file a complaint pertaining to any claimed breaches of USA Judo's Code of Ethics or Code of Conduct.
- d. SafeSport Violations In the event that any party is alleged to have violated USA Judo's SafeSport Policy, or in the event that USA Judo receives a complaint or a report that is required to be referred to the U.S. Center for SafeSport, USA Judo shall report and refer such matter to the U.S. Center for SafeSport (USCSS), and USCSS shall have the jurisdiction and authority over such matter; provided that such referral shall not supersede any local, state or federal reporting requirements or jurisdiction.

Section 14.2. Jurisdiction.

Any member of USA Judo, by reason of membership, agrees to be subject to these complaint procedures and, subject to any right to proceed to arbitration as referred to in this Section 14, agrees to be bound by any decision rendered pursuant to these complaint procedures.

Section 14.3 Manner of Filing.

The complainant shall file the complaint with the USA Judo Ethics and Grievance Committee and the CEO. The complaint shall include his/her full name and identifying membership information and set forth in clear and concise language, preferably in numbered paragraphs: (i) the alleged violation, grievance, denial or threat to deny, and (ii) the remedy requested. The complainant has the ability to attach supporting evidence and documentation to support the allegation and shall sign the complaint under oath. With regard to complaints related to athlete safety (i.e., SafeSport), USA Judo recognizes it can be difficult to report an allegation of misconduct and strives to remove as many barriers to reporting as possible. Anonymous reports related to SafeSport incidents may be made without the formality of completing an Incident Report Form:

- By completing the Reporting Form without including their name; or
- By expressing concerns verbally to the USA Judo SafeSport Coordinator

Anonymous reporting may make it difficult for USA Judo to investigate or properly address allegations.

Section 14.4. Types of Discipline.

Subject to compliance with applicable provisions of the Ted Stevens Olympic and Amateur Sports Act (the “Sports Act”), the Bylaws of the United States Olympic and Paralympic Committee (the “USOPC Bylaws”), and the USA Judo Bylaws:

- A. Misconduct shall be grounds for:
- 1) Termination of membership by USA Judo; or
 - 2) Suspension, which may include all membership rights and privileges, by USA Judo for a fixed period of time; or
 - 3) Probation by USA Judo in lieu of suspension, on such terms as USA Judo may designate; or
 - 4) Censure (*i.e.*, a formal written reprimand) by USA Judo; or
 - 5) A written warning or admonition by USA Judo; or
 - 6) Removal from a position in which the person serves, subject to applicable provisions of USA Judo Bylaws, policies, and procedures; or
 - 7) The Board of Directors may, in its sole discretion without regard to any recommendation received from the Committee, deviate from the above-designated types of discipline from time-to-time, as it determines that the circumstances warrant.

Section 14.5. Filing Fee.

A complaint filed by an individual shall be accompanied with a filing fee of \$250.00 (this excludes any athlete safety, *i.e.*, SafeSport related complaints, which will NOT be charged a filing fee). A complaint filed by an organization shall be accompanied with a filing fee in an amount to be established from time-to-time by the Board of Directors; provided however that USA Judo is not required to pay a filing fee. The complainant may request that the filing fee be reduced or waived for reasons of significant financial hardship. If such request is made, the Ethics & Grievance Committee shall determine whether or not to reduce or waive the filing fee.

Section 14.6. Statute of Limitations.

- a. A complaint filed under these Bylaws shall be filed within one hundred and eighty (180) days of the occurrence of the alleged

violation, grievance, denial or threat to deny.

- b. Complaints alleging misconduct within USA Judo's SafeSport Policy (except for those matters subject to the jurisdiction of USCSS):
 1. Must be filed within five (5) years of the occurrence of the alleged violation, incident or grievance. In the case of a person who was a minor at the time of the occurrence of the alleged violation, incident or grievance, the complaint must be filed no later than five (5) years following the person's eighteenth (18th) birthday.
 2. However, grievances alleging sexual misconduct as defined in USA Judo's SafeSport Policy are not subject to any statute of limitations.

Section 14.7. Field of Play Decisions.

The final decision of a referee during a competition regarding a field of play decision (a matter set forth in the rules of the competition to be within the discretion of the referee) shall not be reviewable through, or the subject of, these complaint procedures unless the decision is: (i) outside the authority of the referee to make, or (ii) the product of fraud, corruption, partiality or other misconduct of the referee. For purposes of this Section, the term "referee" shall include any individual with discretion to make field of play decisions.

Section 14.8. Administration.

The Ethics and Grievance Committee shall generally administer and oversee all administrative grievances and right to compete matters filed with USA Judo. The Ethics and Grievance Committee shall be responsible to ensure that all complaints are heard in a timely, fair and impartial manner. Delivery of the notice to the respondent will be done within a reasonable time after receipt by NGB, not to exceed 14 business days, without just cause for delay. The Ethics and Grievance Committee may promulgate rules or procedures in addition to those set forth in these Bylaws for the effective administration of complaints filed with USA Judo. The most current Ethics & Grievance Committee Procedures can be found here on the USA Judo Website: <https://www.teamusa.org/usa-judo/about-us/governance/usa-judo-ethics> .

Section 14.9. Hearing Panel.

Upon the filing of a complaint, the Chair of the Ethics & Grievance Committee, after consultation with the other Committee members, shall recommend to the Board whether or not to appoint a Hearing Panel consisting of three (3) disinterested individuals, without any conflicts of interest, to hear the complaint. If

the Board determines a hearing panel should be convened, the Ethics and Grievance Committee shall also appoint a chair of the Hearing Panel. Ethics and Grievance Committee members may be appointed to, and serve on, the Hearing Panel. Other disinterested individuals identified by the Ethics and Grievance Committee may also be appointed to, and serve on, the Hearing Panel. At least one (1) member of the Hearing Panel shall be an athlete. Members of the Hearing Panel need not be members of USA Judo or involved in the sport of judo. If/when finalized, the individuals selected for the hearing panel will be disclosed to both the claimant and the defendant. Should there be a conflict raised concerning individuals on the hearing panel, the chair of the hearing panel will select a new panel member without conflict. Should the Chair be the individual with whom the conflict is raised, another member of the hearing panel will assume the role of chair and select a new panel member without conflict.

Section 14.10. Conduct of the Proceeding.

The Hearing Panel shall rule on all motions and other matters raised in the proceeding. If the complaint is not dismissed, the Hearing panel shall hold a hearing on the complaint. The Hearing Panel shall set such timelines and other rules regarding the proceeding and the conduct of the hearing as it deems necessary. The hearing shall be informal, except that testimony shall be taken under oath. Prior to the hearing witnesses will be conveyed to both parties by name, except for witnesses who wish to remain anonymous and/or are minors.

- a. The hearing may be conducted by teleconference, if necessary or convenient to the parties. Each party shall have the right to appear personally or through a legal representative. All parties shall be given a reasonable opportunity to present and examine evidence, cross-examine witnesses and to present argument. Members of the Hearing Panel shall have the right to question witnesses or the parties to the proceeding at any time.
- b. Any party may have a record made of the hearing. A court reporter may be present at the hearing at the request of a party. The court reporter shall be paid for by the party requesting the court reporter, or if mutually agreed, the cost may be equally divided. Any transcript shall be paid for by the party requesting the transcript.

Section 14.11. Expedited Procedures.

With respect to a Right to Compete complaint only, every effort will be made to expedite the proceedings, including, but not limited to, modifications made by the Chair of the Hearing Panel to the procedures set forth above in order to resolve the complaint prior to the start of the event.

Section 14.12. Complaints Involving Selection to Participate in a Competition.

Where a complaint is filed involving selection of an individual to participate in a competition, the complainant shall include with the complaint a list of all other individuals, together with their contact information, that may be adversely affected by a decision rendered on the complaint. The Hearing Panel shall determine which additional individuals must receive notice of the complaint. The complainant shall then be responsible for providing appropriate notice to these individuals. Any individual so notified then shall have the option to participate in the proceeding as a party. If an individual is notified of the complaint, then that individual shall be bound by the decision of the Hearing Panel even though the individual chose not to participate as a party.

Section 14.13. Decision.

A decision shall be determined by a majority of the Hearing Panel. The Hearing Panel's decision shall be in writing and distributed to the USA Judo Board of Directors. The Board of Directors may, in its sole discretion without regard to any recommendation received from the committee, deviate from the above-designated types of discipline from time-to-time, as it determines that the circumstances warrant. A final written decision will be provided to all involved parties after the hearing.

Section 14.14. Arbitration.

USA Judo agrees to submit to binding arbitration conducted under the commercial rules of the American Arbitration Association, in any controversy involving its recognition as a national governing body, as provided in the Ted Steven's Act, or in any controversy involving the opportunity of any athlete, coach, trainer, manager, administrator, or official to participate in Athletics competition as provided for in the constitution and bylaws of the USOPC.

USA Judo shall adopt Complaint Procedures setting forth the types of complaints that USA Judo may be asked to resolve, the processes and procedures for hearing and resolving such complaints, and the remedies and sanctions available.

USA Judo's Complaint Procedures are available at <https://www.teamusa.org/usa-judo/about-us/governance/usa-judo-ethics> .

SECTION 15. SANCTIONING EVENTS

Section 15.1. Prompt Review of Request.

USA Judo shall promptly review every request submitted by an amateur sports organization or person for a sanction and make a determination on such request:

(i) to hold an international or national amateur athletic competition in the United States, or (ii) to sponsor United States Judo athletes to compete in an international athletic competition held outside the United States.

Section 15.2. Standard for Review.

If USA Judo, as a result of its review: (i) does not determine by clear and convincing evidence that holding or sponsoring an international or national amateur athletic competition would be detrimental to the best interest of United States Judo, and (ii) confirms that the amateur sports organization or person meets the requirements for obtaining a sanction as set forth in these Bylaws, then USA Judo shall grant the sanction requested by the amateur sports organization or person.

Section 15.3. Requirements for Holding an International or National Amateur Athletic Competition in the United States.

An amateur sports organization or person requesting a sanction to hold an international or national amateur athletic competition in the United States shall comply with the following requirements:

- a. submits, in the form required by USA Judo, an application to hold such competition;
- b. pays to USA Judo the required sanctioning fee, provided that such fee shall be reasonable and nondiscriminatory;
- c. submits to USA Judo an audited or notarized financial report of similar events, if any, conducted by the organization or person; and
- d. demonstrates that –
 1. appropriate measures have been taken to protect the amateur status of athletes who will take part in the competition and to protect their eligibility to compete in amateur competition;
 2. appropriate provision has been made for validation of records which may be established during the competition;
 3. due regard has been given to any international amateur athletic requirements specifically applicable to the competition;
 4. the competition will be conducted by qualified officials;
 5. proper medical supervision will be provided for athletes who will participate in the competition;
 6. proper safety precautions have been taken to protect the personal welfare of the athletes and spectators at the competition; and

7. appropriate measures have been taken to prevent abuse of athletes, including emotional, physical, child and sexualized abuse.

Section 15.4. Requirements for Sponsoring United States Judo Athletes to Compete in An International Athletic Competition Held Outside the United States.

An amateur sports organization or person requesting a sanction to sponsor United States Judo athletes to compete in an international athletic competition held outside the United States shall comply with the following requirements:

- a. submits, in the form required by USA Judo, an application to hold such competition;
- b. pays to USA Judo the required sanctioning fee, provided that such fee shall be reasonable and nondiscriminatory;
- c. submits a report of the most recent trip to a foreign country, if any, that the amateur sports organization or person sponsored for the purpose of having United States amateur athletes compete in international amateur athletic competition; and
- d. submits a letter from the appropriate entity that will hold the international amateur athletic competition certifying that –
 1. appropriate measures have been taken to protect the amateur status of athletes who will take part in the competition and to protect their eligibility to compete in amateur competition;
 2. appropriate provision has been made for validation of records which may be established during the competition;
 3. due regard has been given to any international amateur athletic requirements specifically applicable to the competition;
 4. the competition will be conducted by qualified officials;
 5. proper medical supervision will be provided for athletes who will participate in the competition;
 6. proper safety precautions have been taken to protect the personal welfare of the athletes and spectators at the competition; and
 7. appropriate measures have been taken to prevent abuse of athletes, including emotional, physical, child and sexualized abuse.

SECTION 16. RECORDS OF THE CORPORATION

Section 16.1. Minutes.

USA Judo shall keep as permanent records minutes of all meetings of the Board, a record of all actions taken by the Board without a meeting, and a record of all waivers of notices of meetings of the Board.

Section 16.2. Accounting Records.

USA Judo shall maintain appropriate accounting records.

Section 16.3. Membership List.

USA Judo shall maintain a record of the members in a form that permits preparation of a list of the names and addresses of the members in alphabetical order, by class.

Section 16.4. Records In Written Form.

USA Judo shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

Section 16.5. Website.

USA Judo shall maintain a website for the dissemination of information to its members. USA Judo shall publish on its website (i) its Bylaws, (ii) its rules, and regulations (iii) a procedure for communicating with the Chair of the Audit and Finance Committee regarding accounting, internal accounting controls, or audit-related matters; (iv) its three (3) most recent audited financial statements; and (v) its three (3) most recent 990 Forms filed with the Internal Revenue Service. So as to facilitate the ability of interested parties to communicate their concerns or questions, USA Judo shall publish on its website a mailing address and an e-mail address for communications directly with the USA Judo.

Section 16.6. Records Maintained at Principal Office.

USA Judo shall keep a copy of each of the following records at its principal office:

- a. the articles of incorporation;
- b. these Bylaws;
- c. rules or regulations adopted by the Board of Directors pertaining to the administration of the sport of Judo;
- d. rules or regulations that govern the conduct of USA Judo, the USA Judo Board and Committees and USA Judo members;

- e. rules and regulations that govern the technical conduct of Judo's events in the United States as USA Judo Board and Chief Executive Officer determine is appropriate in their sole discretion;
- f. the minutes of all meetings of the Board of Directors, and records of all action taken by the Board without a meeting.
- g. All written communications within the past three (3) years to the members generally as the members;
- h. a list of the names and business or home addresses of the current Directors and officers of USA Judo;
- i. a copy of the most recent corporate report delivered to the Colorado secretary of state;
- j. all financial statements prepared for periods ending during the last three (3) years;
- k. USA Judo's application for recognition of exemption and the tax-exemption determination letter issued by the Internal Revenue Service; and
- l. all other documents or records required to be maintained by USA Judo at its principal office under applicable law or regulation.

Section 16.7. Inspection of Records by Members.

The following rights and restrictions shall apply to the inspection of records by members:

- a. *Records Maintained at Principal Office.* A member shall be entitled to inspect and copy, during regular business hours at USA Judo's principal office, any of the records of USA Judo described in Section 16.6, provided that the member gives USA Judo written demand at least five (5) business days before the date on which the member wishes to inspect and copy such records.
- b. *Financial Statements.* Upon the written request of any member, USA Judo shall mail to such member either a hard copy or electronic copy of its most recent annual financial statements showing in reasonable detail its assets and liabilities and results of its operations.
- c. *Membership List.*
 - 1. Preparation of Membership Voting List. After determining the members entitled to vote in an election USA Judo shall prepare, by class, an

alphabetical list of the names of all members who are entitled to vote. The list shall show for each member entitled to vote, that member's name and address, and the number of votes the member is entitled to cast.

2. **Right of Inspection.** A member shall be entitled to inspect and copy, during regular business hours at USA Judo's principal office, a list of member names who are entitled to vote in an election, provided that (i) the member has been a member for at least sixty (60) days (not applicable for athlete elections) immediately preceding the demand to inspect or copy; (ii) the demand is made in good faith and for a proper purpose reasonably related to the member's interest as a member; (iii) the member gives USA Judo written demand at least five (5) business days before the date on which the member wishes to inspect and copy such voting list; (iv) the member describes with reasonable particularity the purpose for the inspection; and (v) the inspection of the list of members is directly connected with the described purpose. Any member seeking to inspect and copy a membership list shall, prior to such inspection and copying, execute a signed agreement in the form as approved by USA Judo limiting the use of such list in accordance with Section 16.7.c.3.
 3. **Limitation on Use of Membership Voting List.** Without consent of the Board of Directors, a membership voting list may not be obtained or used by any person for any purpose unrelated to a member's interest as a member. Without limiting the generality of the previous sentence, without the consent of the Board a membership voting list may not be: (i) used to solicit money or property; (ii) used for any commercial purpose; or (iii) sold to or purchased by any person.
- d. **Scope of Members' Inspection Rights.**
1. *Agent or Attorney.* The member's duly authorized agent or attorney has the same inspection and copying rights as the member.
 2. *Right to Copy.* The right to copy records under these Bylaws includes, if reasonable, the right to receive copies made by photographic, xerographic, electronic or other means.
 3. *Reasonable Charge for Copies.* USA Judo may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided to a member. The charge may not exceed the estimated cost of production and reproduction of the records.

4. *Litigation.* Nothing in these Bylaws shall limit the right of a member to inspect records to the same extent as any other litigant if the member is in litigation with USA Judo, or the power of a court to compel the production of corporate records for examination.

SECTION 17. POLICIES

Section 17.1. Gifts & Entertainment Policy.

USA Judo shall adopt a Gifts & Entertainment Policy applicable to all USA Judo employees, board members, officers, committee members, task force members, hearing panel members, and volunteers.

Section 17.2. Conflicts of Interest Policy.

USA Judo shall adopt a Conflicts of Interest Policy applicable to all USA Judo employees, Directors of the Board, committee members, task force members, and volunteers. Additionally, these individuals shall disclose any possible conflict for review by the Ethics Committee.

Section 17.3. Code of Conduct.

USA Judo shall adopt a general Code of Conduct applicable to all USA Judo members, employees, Directors of the Board, committee members, task force members, and volunteers. USA Judo shall additionally implement specific Codes of Conduct for the following constituent groups: (i) Athletes; and (ii) Coaches.

Section 17.4. Athlete Safety Policy.

USA Judo shall adopt an Athlete Safety Policy applicable to all USA Judo members, employees, Directors of the Board, committee members, task force members, and volunteers, which policy must satisfy the minimum standards mandated by the USOPC.

Section 17.5. Complaint Procedures

USA Judo shall adopt Complaint Procedures as set forth in Section 14 above.

Section 17.6. Job Reference Policy

No individual who is an employee, contractor, or agent of USA Judo may assist a member or former member of USA Judo in obtaining a new job (excluding the routine transmission of administrative or personnel files) if the individual knows that the member or former member a) violated the policies or procedures of the U.S. Center for SafeSport related to sexual misconduct; and/or b) was convicted of a crime involving sexual misconduct with a minor in violation of applicable law or the policies and procedures of the U.S. Center for SafeSport.

Section 17.7. Other Policies.

USA Judo shall adopt other relevant policies to effectively run and govern the organization.

SECTION 18.

FIDUCIARY MATTERS

Section 18.1. Indemnification.

USA Judo shall defend, indemnify and hold harmless each Director of the Board and each officer from and against all claims, charges and expenses which he or she incurs as a result of any action or lawsuit brought against such Director or officer arising out of the latter's performance of his or her duties with USA Judo, unless such claims, charges and expenses were caused by fraud, gross negligence, or willful misconduct on the part of said officer or Director.

Section 18.2. Discharge of Duties.

Each Director of the Board and officer shall discharge his or her duties: (i) in good faith; (ii) with the care an ordinarily prudent individual in a like position would exercise under similar circumstances; and (iii) in a manner the Director or officer reasonably believes to be in the best interests of USA Judo.

Section 18.3. Conflicts of Interest.

If any Director of the Board, officer, committee or task force member has a financial interest in any contract or transaction involving USA Judo, or has an interest adverse to USA Judo's business affairs, and that individual is in a position to influence a determination with regard to the contract, transaction or business affair, such individual shall: (i) disclose the conflict of interest; (ii) not participate in the evaluation of the contract, transaction or business affair; and (iii) not vote on the contract, transaction or business affair, unless the procedures set forth in USA Judo's Conflict of Interest Policy are followed.

Section 18.4. Prohibited Loans.

No loans shall be made by USA Judo to the Chair of the Board, to any Director of the Board, to any officer of USA Judo, or to any committee or task force member or to any USA Judo employee.

SECTION 19. FINANCIAL MATTERS

Section 19.1. Fiscal Year.

The fiscal year of USA Judo shall commence January 1 and end on December 31 each year.

Section 19.2. Budget.

USA Judo shall have an annual budget approved by the Board of Directors.

Section 19.3. Audit

Each year USA Judo shall have an annual audit of its books and accounts prepared by an independent certified public accountant.

Section 19.4. Individual Liability.

No individual Director of the Board or officer shall be personally liable in respect of any debt or other obligation incurred in the name of USA Judo pursuant to the authority granted directly or indirectly by the Board of Directors.

Section 19.5. Irrevocable Dedication and Dissolution.

The property of USA Judo is irrevocably dedicated to charitable purposes, and no part of the net income or assets of USA Judo shall inure to the benefit of private persons. Upon the dissolution or winding up of USA Judo, its assets remaining after payment, or provision for payment, of all debts and liabilities of USA Judo shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated for charitable purposes, and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code, as amended.

SECTION 20. MISCELLANEOUS PROVISIONS

Section 20.1. Severability and Headings.

The invalidity of any provision of these Bylaws shall not affect the other provisions of these Bylaws, and in such event these Bylaws shall be construed in all respects as if such invalid provision were omitted. The headings in these Bylaws are for the purpose of reference only and shall not limit or define the meaning of any provision hereof.

Section 20.2. Saving Clause.

Failure of literal or complete compliance with any provision of these Bylaws in respect of dates and times of notice, or the sending or receipt of the same, or errors in phraseology of notice of proposals, which in the judgment of the Directors of the Board do not cause substantial injury to the rights of the Directors, shall not invalidate the actions or proceedings of the Directors at any meeting.

Section 20.3. Applicable Law

These Bylaws shall be governed by the laws of the State of Texas.

SECTION 21. AMENDMENTS OF BYLAWS

Section 21.1. Amendments

These Bylaws may be amended, repealed, or altered, in whole or in part, and new Bylaws may be adopted, by a majority of Directors of the Board at any meeting duly called and at which a quorum is present. Any proposed bylaw amendments made by the Board must be posted on the USA Judo Website for no fewer than 30 days' and prior notice of the date and location of the Board meeting at which the proposed amendment is scheduled to be made final.

SECTION 22. EFFECTIVE DATE AND TRANSITION

Section 22.1. Effective Date and Election/Selection of New Board.

These Bylaws shall be effective in 2022 upon review and acceptance by the United States Olympic & Paralympic Committee's Audit & Compliance Division and the USA Judo Membership.