

AMENDED AND RESTATED
BYLAWS
of
UNITED STATES JUDO, INC.

Amended April 3, 2018

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**ARTICLE 1
NAME AND STATUS**

Section 1.1. Name.

The name of the corporation is United States Judo, Inc. (which does business under the name and is referred to in these Bylaws as "USA Judo"). USA Judo may establish such trade names, 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 is a non-profit corporation incorporated under the laws of the State of Texas and qualified to do business 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. 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 of 1986, as amended (the "Internal Revenue Code").

ARTICLE 2
OFFICES

Section 2.1. Business Offices.

The principal business 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 Colorado, as the Board of Directors may designate or as the business and affairs of USA Judo may require from time to time.

Section 2.2. Registered Office.

USA Judo shall maintain a registered office in Colorado Springs, Colorado and in the state of Texas. The registered offices may be changed from time to time by the Board of Directors of USA Judo. A registered office may be, but need not be, the same as the principal business office.

ARTICLE 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 Committee (the "USOC").

Section 3.2 Mission.

In furtherance of its purpose, the mission of USA Judo is to enable United States athletes to achieve sustained competitive excellence in domestic and international amateur judo competition and to promote and grow the sport of judo in the United States.

ARTICLE 4
RECOGNITION AS NATIONAL GOVERNING BODY

Section 4.1. Recognition as a National Governing Body.

USA Judo is recognized by the USOC 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 recognition as a national governing body as set forth in the Sports Act and as required by the USOC, as such requirements are promulgated or revised from time to time. In fulfilling those requirements USA Judo shall:

- a. Be a member of only 1 international sports federation, which is recognized by the International Olympic Committee (the "IOC") as the worldwide governing body for the sport of judo;
- b. Be autonomous in the governance of the sport of judo by independently determining and controlling all matters central to such governance, by not delegating any of that determination or control, and by being free from outside restraint;
- c. Maintain the managerial and financial competence and capability to establish national goals for judo relating to the development and wellbeing of the sport, to implement and administer a plan for the attainment of those goals, and to execute its obligations as the national governing body for the sport of judo;
- d. Provide for individual and organizational membership;
- e. Ensure that its Board of Directors has established criteria and election procedures for, and maintains among its voting members, individuals who are actively engaged in amateur athletic competition in the sport of judo or who have represented the United States in an international amateur athletic competition in the sport of judo within the preceding 10 years, and ensures that the voting power held by those individuals is not less than 20% of the voting power held in its Board of Directors;
- f. Provide for reasonable direct representation on its Board of Directors for any amateur sports organization which, in the sport of judo, conducts on a level of proficiency appropriate for selection of amateur athletes to represent the United States in international amateur athletic competition, a national program, or regular national amateur athletic competition, and ensure that representation reflects the nature, scope, quality, and strength of the programs and competitions of that amateur sports organization in relation to all other of those programs and competitions in the sport of judo in the United States;
- g. Be governed by a Board of Directors whose members are selected without regard to race, color, religion, national origin, sex, sexual orientation, or gender identity or expression, with reasonable representation on the Board of both males and females;
- h. Provide an equal opportunity to amateur athletes, coaches, trainers, managers, administrators, and officials to participate in judo competitions without discrimination on the basis of race, color, religion, age, sex, national origin sexual orientation, or gender identity or expression.;

- i. Not have an officer who is also an officer of another amateur sports organization that is recognized by the USOC as a national governing body;
- j. Provide procedures for the prompt and equitable resolution of grievances of its members;
- k. Provide fair notice and an opportunity for a hearing to any amateur athlete, coach, trainer, manager, administrator, or official before declaring such individual ineligible to participate in amateur athletic competition in the sport of judo;
- l. Agree to submit to binding arbitration in any controversy involving: (i) its recognition as a national governing body, or (ii) the opportunity of any amateur athlete, coach, trainer, manager, administrator, or official to participate in amateur athletic competition in the sport of judo, upon demand of the USOC or any aggrieved amateur athlete, coach, trainer, manager, administrator, or official, conducted in accordance with the Commercial Rules of the American Arbitration Association or as modified pursuant to the Sports Act;
- m. Not have eligibility criteria relating to amateur status or to participation in the Olympic or Pan American Games that are more restrictive than those of the international sports federation for the sport of judo recognized by the IOC; and
- n. Perform all other obligations and duties imposed by the Sports Act and by the USOC on a national governing body.

ARTICLE 5 MEMBERS

Section 5.1. Categories of Membership.

USA Judo shall have the following membership categories:

- a. Group A - Amateur Judo Sports Organizations. Those amateur sports organizations defined in the Sports Act that conduct, on a level of proficiency appropriate for the selection of amateur judo athletes to represent the United States in international amateur judo athletic competition, a national program or regular national amateur judo competition and those who apply for membership.
- b. Group B - States of the United States and the District of Columbia. For each of the 50 states and the District of Columbia, all eligible amateur judo clubs, organizations, groups, or individuals with membership in that jurisdiction, who have joined together to advance the cause of amateur judo athletics, which permit the activities in that jurisdiction over which USA Judo has jurisdiction to be administered in a most expeditious and economical manner and those who apply for membership.
- c. Group C - Allied Sports Organizations. 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 those who apply for membership.
- d. Referee Members. Referee members are those individuals who register with USA Judo as active referees and who are certified by USA Judo as National level referees or higher.
- e. Coach Members. Coach members are those individuals who register with USA Judo as active coaches and who are certified by USA Judo as National D level coaches or higher.
- f. Other Membership. USA Judo, through action of the Board of Directors, may also recognize as members:
 1. Any individual who is an amateur athlete, coach (other than a Coach Member as referred to above), referee (other than a Referee Member as referred to above), trainer, manager, administrator, or official active in the sport of judo who registers as a member of USA Judo in accordance with applicable rules and procedures of USA Judo.
 2. Any other individuals or organizations who do not qualify for membership in the categories listed above, including life and sustaining members, who are interested in and contribute financially to support the purposes, activities and programs of USA Judo, either on the national or the local level.

Section 5.2. Voting.

Members of USA Judo shall have no voting rights or privileges in the governance or other activities and affairs of USA Judo except as may pertain to the nomination and election of directors as specified in Article 6 of these Bylaws. Voting may take place by mail, facsimile, electronic voting, electronic mail, internet, other electronics means or by any combination of these methods. An individual may belong to more than 1 of the membership categories referred to in Section 5.1. However, an individual is only eligible to vote in 1 membership category. Any individual who is a member of more than 1 membership category shall designate to USA Judo in writing at least 30 days prior to election the membership category in which he or she shall vote.

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 and dues as the Board shall deem necessary or appropriate. Further, the Board may establish such rules, policies and procedures for the manner and method of payment of dues, the collection of delinquent dues and the pro-ration 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 Anti-Doping Obligations.

It is the duty of members of USA Judo to comply with all anti-doping rules of the International Judo Federation (IJF), the U.S. Anti-Doping Agency (USADA), and the USOC including the USADA Protocol for Olympic and Paralympic Movement Testing (USADA Protocol) and all other policies and rules adopted by the IJF, USADA, and the USOC National Anti-Doping Policy. 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 a doping 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 and/or USA Judo, if applicable or referred by USADA.

Section 5.5, Suspension and Termination of Membership.

The membership of any member or group member may be terminated at any time with cause by the Board of Directors. A member shall have the right to a hearing prior to termination.

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.

ARTICLE 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 governed 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 business and affairs, but it does not manage USA Judo. The Board shall select a well-qualified and ethical Chief Executive Officer and diligently 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 shall perform the following specific functions, among others:

- a. Implement procedures to orient new directors, to educate all directors on the business and governance affairs of USA Judo, and to evaluate Board performance;
- b. Select, compensate, and evaluate the Chief Executive Officer and plans for management succession;
- c. Review and approve USA Judo's strategic plan and the annual operating plans, budget, business plans, and corporate performance;
- d. Set policy and provide guidance and strategic direction to management on significant issues facing USA Judo;
- e. Review and approve significant corporate actions;
- f. Oversee the financial reporting process, communications with stakeholders, and USA Judo's legal and regulatory compliance program;

- g. Oversee and engage in effective corporate governance;
- h. Approve capital structure, financial strategies, borrowing commitments, and long-range financial planning;
- i. Review and approve financial statements, annual reports, audit and control policies and, upon the recommendation of the Audit Committee, select independent auditors;
- j. Monitor and determine whether USA Judo's assets are being properly protected;
- k. Monitor USA Judo's compliance with laws and regulations and the performance of its broader responsibilities;
- l. Ensure that the Board and management are properly structured and prepared to act in case of an unforeseen corporate crisis; and
- m. Adopt and implement such policies, procedures, codes, rules and regulations as the Board deems necessary and appropriate to conduct and carryout the operations, programs, activities and affairs of USA Judo.
- n. 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. Qualifications.

- a. Each director of the Board of Directors must be a citizen of the United States and 18 years of age or older. A director need not be a resident of Colorado or Texas.
- b. A director shall (i) have high personal and professional values, judgment and integrity, (ii) possess the understanding of athletic competition and the Olympic ideals, (iii) have diverse experience in the key business, financial, and other challenges that face USA Judo and (iv) be effective, in conjunction with the other members of the Board, in collectively serving the long-term interests of USA Judo. Directors shall have a high level of experience and capability in Board oversight responsibilities, including, to the extent reasonably possible, in the areas of finance, marketing, fundraising, audit, management, communications, and sport.
- c. Directors shall inform the Nominating Committee of any changes in their employment responsibilities or other constraints on their time in order for the Nominating Committee to determine whether it is appropriate to nominate the Board director for continuing Board service.
- d. Directors shall comply with the provisions of Section 7.6 of these Bylaws.

Section 6.4. Number of Directors and Composition of the Board.

The Board of Directors shall consist of 10 total directors, comprised as follows:

- a. 2 athlete directors, one of whom shall be the USA Judo representative to the USOC Athletes' Advisory Council (the "Athlete Directors");
- b. 1 representatives of the Group A organizational members of USA Judo (the "Group A Organizational Director");
- c. 1 representative of the Group B and Group C organizational members of USA Judo (the "Group B and C Organizational Director");
- d. 1 representative of the Referee Members of USA Judo (the "Referee Director");
- e. 1 representative of the Coach Members of USA Judo, who is not the head of athlete coaching development for USA Judo (the "Coach Director");
- f. 2 at-large directors, who shall be members of USA Judo (the "At-Large Directors"); and
- g. 2 independent directors (the "Independent Directors")

The immediate past President of USA Judo shall serve as some ex-officio, non-voting member of the Board of Directors.

Section 6.5. Nomination and Election.

The Board of Directors shall be nominated and elected in the following manner:

- a. The Athlete Directors shall be elected by the USA Judo Elite Athletes, as defined in Article 11 of these Bylaws, from among such group of Elite Athletes. One of the 2 Athlete Directors will be USA Judo's representative to the USOC Athletes' Advisory Council, elected pursuant to Section 12.3 of these Bylaws.
- b. The Group A Organizational Directors will come from nominations made by Group A 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 Committee will solicit nominations of individuals from current USA Judo Group A members in accordance with procedures to be established by the Nominating Committee. The nominees will be reviewed by the Nominating Committee to determine that they each qualify to serve if elected. The Nominating Committee will then timely present the names of at least 3 qualified nominees to the Group A members (or, in the event there are fewer than 3 qualified nominees, the names of all qualified nominees), and such nominees will then stand for election by the Group A organizational members at the annual USA Judo Assembly. Group A organizational members having a verified active and current membership base of 3,000 or more members will be entitled to cast 10 votes. All

other Group A organization members will be entitled to cast 5 voters in the election of Group A Organizational Directors. The individual with the highest vote total is elected.

- c. The Group B and C Organizational Director will come from nominations made by Group B and C 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 Committee will solicit nominations of individuals from current USA Judo Group B and C members in accordance with procedures to be established by the Nominating Committee. The nominees will be reviewed by the Nominating to determine that they each qualify to serve if elected. The Nominating Committee will then timely present the names of at least 3 qualified nominees to the Group B and C members (or, in the event there are fewer than 3 qualified nominees, the names of all qualified nominees), and such nominees will then stand for election by the Group B and C members at the annual USA Judo Assembly. The voting procedures for Group B and C members in effect as of the date of the adoption of these Bylaws will remain in effect for purposes of electing the Group B and C Organizational Director, unless and until changed by the Board of Directors. The individual with the highest vote total is elected.
- d. The Referee Director will come from nominations made by Referee Members of USA Judo who are in good standing. At the appropriate time, the Nominating Committee will solicit nominations of referees who are Referee Members, in accordance with procedures to be established by the Nominating Committee. The nominees will be considered by the Nominating Committee to determine that they each qualify to serve if elected. The Nominating Committee will then timely present the names of at least 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.d. of these Bylaws) in good standing shall then vote for the Referee Director 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.
- e. The Coach Director will come from nominations made by Coach Members of USA Judo who are in good standing. At the appropriate time, the Nominating Committee will solicit nominations of coaches who are Coach Members, in accordance with procedures to be established by the Nominating Committee. The nominees will be considered by the Nominating Committee to determine that they each qualify to serve if elected. The Nominating Committee with then timely present the names of at least 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.e. of these Bylaws) in good standing shall then vote for the Coach Director 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.

- f. At an appropriate time, the Nominating Committee will solicit nominations of individuals to serve as the At-Large Directors to be elected, using whatever process the Nominating Committee determines to be appropriate. The nominees will be considered by the Nominating Committee, which shall select at least 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 Committee will then present to the Board of Directors the names of the selected individuals, who shall then stand for election by the then-existing Board (i.e., the Board of Directors as exists prior to any newly elected Directors being seated). The individual with the highest vote total is elected.
- g. At an appropriate time, the Nominating Committee will solicit nominations of individuals to serve as the Independent Directors to be elected, using whatever process the Nominating Committee determines to be appropriate. The nominees will be considered by the Nominating Committee, which shall select the Independent Director to be elected from among nominated individuals considered to be independent, as that term is defined in Section 6.6.

Section 6.5.1. Implementing Provisions:

For purposes of implementing these Bylaws and constituting the initial Board of Directors upon the adoption of these Bylaws, the following will occur (it being recognized that this will result in an 11-person Board of Directors between the date of adoption of these Bylaws and October 2008):

- a. The following persons will serve on and constitute the Board of Directors during the interim period between the adoption of these Bylaws and the seating of the new Board of Directors (as referred to in Section 6.4 of these Bylaws) in October 2008:
 - The existing members of the USA Judo Executive Committee, who have already been elected to serve on the USA Judo Board of Directors and who have existing terms of service that continue until October 2008 (with the exception of the Chair of the USA Judo Law and Legislation Committee and the USA Judo Director of Operations, who will step down as Directors effective upon the adoption of these Bylaws);
 - The USA Judo representative to the USOC Athletes' Advisory Council; and
 - The 2 Independent Directors, elected as described in subsection c., below.

The Executive Committee of USA Judo in existence as of the date these Bylaws are adopted will appoint the initial Nominating Committee as soon as practical. The Nominating Committee will consist of 5 individuals, one of whom will be an athlete that is approved for appointment by the USA Judo Elite Athletes, as defined in Article 11 of these Bylaws. The remaining 4 members of the initial Nominating Committee will be selected such that no

more than 1 of the remaining 4 members is primarily affiliated with any 1 USA Judo membership group. The Nominating Committee shall select its own chair from among its members.

- b. The Nominating Committee will conduct the nominating and election process for the 2 Independent Directors in order that these directors will take office in October 2006.
- c. In October 2008 the entire new Board of Directors will be seated, being elected in accordance with the provisions of Section 6.5 of these Bylaws.

Section 6.6. Independence.

The Board, through its Nominating Committee, shall affirmatively make a determination as to the independence of each independent 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 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 Committee.

A director shall not be considered independent if, within the preceding 2 years:

- a. The director or 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 USA Judo;
- b. The director was affiliated with or employed by USA Judo's outside auditor or outside counsel;
- c. An immediate family member of the director was affiliated with or employed by the USA Judo's outside auditor or outside counsel as a partner, principal or manager;
- d. The director was a USA Judo coach, referee, a member of USA Judo's Athletes' Advisory Council or a member of a Group A, Group B or Group C member of USA Judo;
- e. The director receives any compensation from USA Judo, directly or indirectly; or
- f. The director is an executive officer, controlling shareholder, partner or member of a corporation, partnership, limited liability company or other business entity that does business with 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 Committee.

Section 6.7. Terms of Service

a. Length. The term of office for a Director shall be 4 years. A director shall hold office until the director's successor is elected and qualified, or until the director's earlier resignation, removal, incapacity, disability or death.

b. Staggered Terms. The terms of Directors shall be staggered. Therefore, notwithstanding the provisions of subsection a. of this Section 6.7, to implement the staggered Board system, the initial Board of Directors as seated in October 2008 shall be comprised of 5 individuals who serve 2 year terms and 5 individuals who serve 4 year terms, as follows:

1. Athlete Directors: 2 year term – 1 director
 4 year term – 1 director

2. Organizational Directors:
 Group A 4 year term – 1 director
 Group B 2 year term – 1 director

3. Referee Director: 2 year term – 1 director

4. Coach Director: 4 year term – 1 director

5. At-Large Directors: 2 year term – 1 director
 4 year term – 1 director

6. Independent Directors: 2 year term – 1 director
 4 year term – 1 director

c. Term Limits.

1. No director shall serve more than 2 consecutive terms in the position then held. For the initial Board, a term of 1/2 the maximum allowed shall not constitute a full term. Thus, an individual selected for a 2 year initial term shall be eligible to serve 2 additional 4 year terms immediately following their 2 year term of service.

2. 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 2 years or more, such term shall constitute a full term. Thus, if the vacancy being filled is for 2 or more years, and the maximum term is four 4 years, the director may serve one additional 4 year term

following completion of the filled vacancy term. If the vacancy being filled is for less than 1/2 the maximum term, the term shall not be a full term and the director shall be able to serve 2 additional full terms following completion of the filled vacancy term.

Section 6.8. Resignation, Removal and Vacancies.

- a. A director's position on the Board of Directors shall be declared vacant upon the director's resignation, removal, incapacity, disability or death. Any director shall resign at any time by giving written notice to the President of USA Judo, except the President's resignation shall be given to 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. Directors shall be removed by the Board if they fail to attend in person more than 1/2 of the regular meetings of the Board during any 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 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 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 in these Bylaws for the election of the subject 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.
- b. No director shall be subject to removal or to not being re-nominated based on how they vote as a director, unless such action is part of a violation of the USA Judo Code of Ethics.
- c. Similar rules shall apply to resignations, removals, and vacancies in the office of President.

Section 6.9. Director Attendance.

Directors are 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 1/2 of all regularly scheduled Board meetings in person.

Section 6.10. Regular and Special Meetings.

The Board shall meet at regularly scheduled meetings at least 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. Special meetings of the Board shall be held upon the call of the President or upon the written request of not less than 50% of the Board.

Section 6.11. Notice of Meetings.

- a. 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 President. Notice may be given either in writing or orally. Written notice may be delivered either personally, by mail, by private carrier, by facsimile 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 of regular meetings shall be delivered no fewer than 30 days before the date of the meeting. Written notice of special meetings shall be delivered no fewer than 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 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.

- c. 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 6.12. Quorum.

The presence of a majority of the directors of the Board of Directors at the time of any meeting shall constitute a quorum for the transaction of business, and the act of a majority of directors on the Board shall constitute the act of the Board.

Section 6.13. Voting by Proxy.

No director may vote or act by proxy at any meeting of directors.

Section 6.14. Presumption of Assent.

A director who is present at a meeting of the Board of Directors 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 thereof or shall forward such dissent by registered mail to the Secretary of USA Judo immediately after the adjournment of the meeting. Such right to dissent shall not apply to

a director who voted in favor of such action.

Section 6.15. Action Without a Meeting.

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting by the unanimous written consent of all Directors. Each director who delivers a writing to USA Judo evidencing such consent shall be deemed to have waived the right to demand that action not be taken without a meeting.

Section 6.16. Transacting Business by Mail, Electronic Mail, Telephone or Facsimile.

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

Section 6.17. Agenda.

The President, in consultation with the Chief Executive Officer and the Chairs of the Standing Committees, shall determine the agenda for Board meetings. Directors shall be permitted to request items for inclusion on the agenda for Board meetings.

Section 6.18. Questions of Order and Board Meeting Leadership.

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

Section 6.19. 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 the Bylaws or when a definite effective date is recited in the record of the action taken.

Section 6.20. Open and Executive Meeting Sessions.

Ordinarily, all meetings of the Board of Directors shall be open to members, and where appropriate, non-members. However, in the event the President, with the consent of a majority of the directors in attendance, deems it appropriate: (i) to exclude non-members at an open meeting for any reason, then the President 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 President may specifically designate and call an executive session.

Section 6.21. 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 30 days after completion of the meeting.

Section 6.22. Compensation.

Directors 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.

ARTICLE 7 OFFICERS

Section 7.1. Designation.

- a. The only elected, volunteer officer of USA Judo shall be the President, who shall serve as Chair of the Board.
- b. USA Judo shall also have a Secretary, who shall be designated by the Chief Executive Officer and who shall be a member of the USA Judo staff, as referred to in Section 7.2, below.

Section 7.2. Election/Selection.

- a. The President shall be elected by and from the Board of Directors, by a majority vote. However, the existing President of USA Judo as of the adoption of these Bylaws will serve as President beginning in October 2006, with the first election of the President to occur at the meeting of the Board to be held in October 2008.
- b. The Chief Executive Officer shall designate the Secretary 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. The Chief Executive Officer may also designate, if needed, a person to serve as Assistant Secretary. The Secretary and Assistant Secretary, if any, (i) shall be an employee of USA Judo, (ii) shall be approved by the Board of Directors and (iii) shall not be a member of the Board of Directors and shall not have a vote on the Board.

Section 7.3 Term.

- a. The term of service of the President shall coincide with their term of service as a Director. In the event the person elected as President in October 2008 is a Director who has been assigned a 2 year initial term (as referred to in Section 6.7.b. of these Bylaws), then such persons' term of service as President shall, consistent with the first sentence of this subsection a., coincide with their term of service as a Director and, therefore, will be a 2 year term as President. The President shall hold office

until the President's successor is elected and qualified, or until the President's earlier resignation, removal, incapacity, disability or death.

The term of office of the Secretary, or the Assistant Secretary, if any, 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. The Assistant Secretary, if any, shall hold office until his or her employment by the USA Judo ends, when the Chief Executive Officer selects 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 or another individual employed by USA Judo to serve as Secretary.

Section 7.4. Term Limits.

- a. Notwithstanding the provisions of Section 7.3.a. or Section 6.7.c. of these Bylaws, no individual shall serve as President for more than 2 consecutive terms of service. However, for the President serving upon the adoption of these Bylaws, the initial term of 2 years shall constitute a full term and such individual shall be eligible to serve only 1 additional 4 year term.
- b. When a President is elected to fill a vacancy because of the President's resignation, removal, incapacity, disability or death, and the remaining term is for more than 1 year, such term shall constitute a full term. If the vacancy being filled is for 1 or more years, the President can serve 1 additional 4 year term following completion of the filled vacancy term. If the vacancy being filled is for less than 1 year, the term shall not be a full term and the President can serve 2 additional 4 year terms following completion of the filled vacancy term.

Section 7.5. 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. President. The President shall exercise representational and ceremonial functions on behalf of USA Judo at the international and domestic levels. The President shall also: (i) exercise such powers and perform such other duties as from time to time may be assigned by the Board, (ii) set all meetings and meeting agendas, (iii) preside at all meetings of the Board of Directors, and (iv) see that all Board commitments, resolutions and oversight are carried into effect, except as the President may delegate to the Chief Executive Officer or others. As referred to in Article 8 of these Bylaws, it is recognized that the Chief Executive Officer shall remain responsible for all operational aspects of USA Judo and relations with international and other organizations, including, but not limited to, the international federation for the sport of judo and the USOC.

The Secretary shall: (i) keep the minutes of the proceeding of the Board; (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 of USA Judo; (iv) perform all duties incident to the office of Secretary; (v) and perform such other duties as from time to time may be assigned to the Secretary by the Chief Executive Officer or by the Board. An Assistant Secretary, if any, shall have the same duties and powers as the Secretary.

Section 7.6. Restrictions.

No individual may serve simultaneously as an officer or director of USA Judo and as an officer or director of an organization holding membership in USA Judo or as an officer or director of another amateur sports organization that is recognized by the USOC as a national governing body.

Section 7.7. Resignation, Removal and Vacancies.

- a. An officer's position with USA Judo may be declared vacant upon the officer's resignation, removal, incapacity, disability or death. The President may resign at any time by giving written notice to the Chief Executive Officer. The Secretary or Assistant Secretary, if any, 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.
- b. The President may be removed for cause upon the affirmative vote of at least $\frac{2}{3}$ of the total voting power of the Board (excluding the vote of the President). The President may also be removed not for cause upon the affirmative vote of at least $\frac{3}{4}$ of the total voting power of the Board (excluding the voting power of the President). The Secretary or Assistant Secretary, if any, may be removed by the Chief Executive Officer, with or without cause.
- c. Any vacancy occurring in the office of the President shall be filled by the Board, by majority vote. A President elected to fill a vacancy shall be elected for the unexpired term of such President's predecessor in office. A vacancy in the office of Secretary, or Assistant Secretary, if any, shall be filled by the Chief Executive Officer. Any individual selected to fill a vacancy in the office of Secretary, or Assistant Secretary, if any, shall be approved by the Board.

Section 7.8. Compensation.

The President shall not receive compensation for his or her service as President, although the reasonable expenses of the President may be paid or reimbursed in accordance with USA Judo's policies. The President is disqualified from receiving compensation for services rendered to or for the benefit of USA Judo in any other capacity.

ARTICLE 8 CHIEF EXECUTIVE OFFICER

Section 8.1. Designation.

USA Judo shall have a Chief Executive Officer (who may also be referred to as the Executive Director), who shall be the leader of management and vested with the authority to make decisions on behalf of management. The Board shall hire and oversee the Chief Executive Officer, who shall be responsible for all staff functions. The Chief Executive Officer shall not be a voting director of the Board.

Section 8.2. 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 8.3. 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. Prepare and submit quadrennial and annual budgets to the Board for approval;
- c. Determine the staff needed to effectively carryout USA Judo's mission, goals and objectives, within USA Judo's approved budget;
- d. Oversee the hiring and termination of staff;
- e. Either directly or by delegation manage all staff functions;

- f. Be responsible for resource generation and allocation of resources;
- g. Coordinate USA Judo's international affairs;
- h. With the President, act as USA Judo's spokesperson; and
- i. Perform all functions as usually pertain to the office of Chief Executive Officer.

ARTICLE 9 COMMITTEES

Section 9.1. Designation.

- a. USA Judo will have the following standing committees:
 - 1. Nominating
 - 2. Ethics
 - 3. Audit
 - 4. Judicial
 - 5. Athlete Performance
 - 6. Coach Certification
 - 7. Referee Commission
- b. The Board of Directors or the Chief Executive Officer, with the approval of the Board of Directors, may establish such other committees and task forces, including subcommittees, as the Board or Chief Executive Officer deem necessary and appropriate. This may include the continuation of existing committees, subcommittees or task forces in existence as of the date of the adoption of these Bylaws if to do so is deemed by the Board of Directors to be appropriate.
- c. The responsibilities of the standing committees are set forth in other sections of this Article 9. Responsibilities of other committees, subcommittees and task forces shall be assigned when they are formed.
- d. Each standing committee, other committee, subcommittee and task force shall establish procedures as are deemed to be reasonable and appropriate for conducting its business and affairs. After establishing such procedures, they shall be reported to the Board of Directors and to the Chief Executive Officer, and the Board shall have the right, but not any obligation, to approve the operating procedures. Such procedures shall be published and available on the USA Judo website.

Section 9.2. Assignments.

With the exception of the Nominating Committee, committee assignments, including the designation of standing committee Chairs, shall be made annually by the Board. Assignments shall be made based on a combination of factors including each individual member's expertise and the needs of US Judo and these Bylaws.

Section 9.3. Number.

- a. Membership on the Nominating, Ethics and Audit committees shall not exceed five (5) individuals.
- b. Membership on all other standing committees, other committees, task forces and subcommittees shall be of the minimum number that is reasonable to permit both appropriate governance and conduct of the aspects of the sport within the scope of the responsibilities of the body.

Section 9.4. Athlete Representation.

All committees and task forces shall have at least 20% athlete representation so as to comply with the Sports Act and the USOC Bylaws.

Section 9.5. Tenure.

The term for all standing and other committee members shall be 1 year except as otherwise provided, however, 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 1 year.

Section 9.6. 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. Participation by telephone shall be permitted in exigent circumstances. Each committee or task force member must attend a minimum of at least 1/2 of the committee or task force meetings of which they are a member during any 12-month period.

Section 9.7. Resignation, Removal and Vacancies.

- a. 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.
- b. A committee member may resign at any time by giving written notice to the Board. 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.
- c. Committee or task force members may be removed by the Board of Directors if they fail to attend in person more than 1/2 of the regular committee or task force meetings during any 12-month period, unless they are able to demonstrate to the

directors of the Board 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). Committee members may also be removed for cause upon the affirmative vote of at least 2/3 of the total voting power of the Board (excluding the voting power of the committee member in question, if also a director). Committee members may also be removed without cause upon the affirmative vote of at least 3/4 of the total voting power of the Board (excluding the voting power of the director in question, if also a director).

- d. 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 9.8. Open and Executive Meeting Sessions.

Ordinarily, all committee and task force meetings shall be open to members of USA Judo, and where appropriate, non-members. However, 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 persons who are not members of the committee or task force 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, salary, litigation or other sensitive matter, then the chair may specifically designate and call an executive session.

Section 9.9. Minutes of Meetings.

Each committee and task force shall keep minutes of its meetings.

Section 9.10. Reports.

Each committee and task force chair shall make a report on committee matters to the Board at the next regularly scheduled Board meeting.

Section 9.11. 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.

Section 9.12. Nominating Committee.

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

- a. The initial Nominating Committee will be selected in accordance with the Implementing Provisions of Section 6.5.1 of these Bylaws.

- b. Each subsequent Nominating Committees shall be selected as follows:
1. 1 individual selected by the previous Nominating Committee from that Committee, who shall be the chair;
 2. 1 individual who is independent as that term is defined in Section 6.6 of these Bylaws and who is selected by the previous Nominating Committee;
 3. 1 athlete selected by the USA Judo Elite Athletes (as referred to in Article 11 of these Bylaws) and who shall otherwise qualify as an athlete in accordance with the provisions of Section 11.1 of these Bylaws; and
 4. 1 individual selected by the membership groups of USA Judo at the annual USA Judo Assembly in accordance with procedures to be established by USA Judo.
 5. 1 individual selected by the Board of Directors.
- c. No individual shall be eligible to be a member of the Nominating Committee if that individual is a current director. No individual who serves on the Nominating Committee may serve or be eligible to serve on the Board of Directors. Members of the Nominating Committee shall be precluded from serving as a director or in any other USA Judo capacity, whether governance or on staff, for a period of 1 year after their service on the Nominating Committee ends
- d. The term for all Nominating Committee members shall be two years and serve for no more than two consecutive terms (4 years). For a Nominating Committee member whose initial term is less than 1/2 year, his or her initial term of service shall constitute a full 1 year term.
- e. The Nominating 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 conflicts of interest or other problematic issues;
 5. Develop and recommend to the Board for its consideration an annual self-evaluation process of the Board, committees and task forces; and
 6. Perform such other duties as assigned by the Board.
- f. In considering a candidate for nomination and election to the Board, the Nominating

Committee shall take 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 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;
7. The ability of the candidate to work cooperatively and effectively with other members of the Board, committees, subcommittees and task forces; and
8. USA Judo's need for a diverse Board of Directors.

Section 9.13. Ethics Committee.

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

- a. The Board of Directors shall appoint the members of the Ethics Committee and its chair. Members of the Ethics Committee should to the extent possible 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 Committee.
- b. The Ethics Committee shall:
 1. Administer and oversee implementation of, and compliance with, the USA Judo Code of Ethics;
 2. Report to the Board on all ethical issues;
 3. Review and investigate matters of ethical impropriety and make recommendations on such matters to the Board;
 4. Review and provide guidance on ethical questions presented to it by the Board, officers, committee and task force members, volunteers, staff and members of USA Judo; and
 5. Perform such other duties as assigned by the Board.

Section 9.14. Audit Committee.

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

- a. The Board of Directors shall appoint the members of the Audit Committee and its chair, all of whom shall be directors of the Board. One of the Independent Directors shall be on the Audit Committee.
- b. The Audit Committee shall:
 1. Recommend the independent auditors of USA Judo, review the report of the independent auditors and management letter, and recommend action as needed;
 2. Meet with the independent auditors of USA Judo prior to the release and filing of the US Judo annual audit to review the audit;
 3. Periodically meet separately in executive session individually with the Chief Executive Officer and USA Judo financial staff.
 4. Investigate matters of fiscal controls and disclosure, and such other matters as directed by the Board; and
 5. Perform such other duties as assigned by the Board.

Section 9.15. Judicial Committee

The Judicial Committee shall be appointed and have the responsibilities as follows.

- a. The Board of Directors shall appoint the members of the Judicial Committee and its chair. No director of the Board shall be appointed to the Judicial Committee.
- b. The Judicial Committee shall:
 1. Generally, administer and oversee all administrative grievances and right to compete matters filed with USA Judo;
 2. Identify individuals who would be fair and impartial and who would have the qualifications and ability to serve on Hearing Panels;
 3. Appoint Hearing Panels to hear and render a decision, on grievances and disciplinary matters; and
 4. Perform such other duties as assigned by the Board.

Section 9.16. Athlete Performance Committee.

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

- a. The Board of Directors shall appoint the members of the Athlete Performance Committee and its chair.
- b. The Athlete 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 9.17 Coach Certification Committee.

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

- a. The Board of Directors shall appoint the members of the Coach Certification Committee and its chair.
- b. The Coach Certification 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 9.18 Referee Commission.

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

- a. The Board of Directors shall appoint the members of the Referee Commission and its chair from amongst the IJF International Referees.
- b. The Referee Commission 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.

ARTICLE 10

ANNUAL USA JUDO ASSEMBLY

Section 10.1. Purpose.

- a. There shall be an annual USA Judo Assembly, the principal purposes of which is to allow the USA Judo Group A, Group B and Group C members to gather and provide input to the Board of Directors on important issues confronting USA Judo. However, all individual and organization members and other USA Judo members and constituencies in the United States Judo family may also attend and participate in accordance with meeting rules and procedures to be established by USA Judo.
- b. At USA Judo's Assembly, the Board of Directors 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.
- c. USA Judo members and other USA Judo constituencies in attendance will have the opportunity to pose questions to the Board and Chief Executive Officer for response. The US Judo Assembly shall, however, be purely advisory and shall have no rulemaking, budgetary, legislative, or other authority, though portions of the Assembly may involve the nomination process and elections for individuals to serve on the USA Judo Board and Nominating Committee as otherwise set forth in these Bylaws.
- d. The Board shall determine the agenda of the annual USA Judo Assembly.

Section 10.2. Time and Place.

The annual USA Judo Assembly shall be held in conjunction with a Board of Director's meeting, at a location to be designated by the Board. If practicable, the USA Judo Assembly meeting shall also be held in conjunction with a major USA Judo competition.

Section 10.3. Notice.

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

ARTICLE 11 USA JUDO ELITE ATHLETES

Section 11.1. Elite Athletes

For purposes of electing the Athlete Directors to the USA Judo Board of Directors and electing the USA Judo representative to the USOC Athletes' Advisory Council, the following individuals are defined as Elite Athletes:

- a. Persons (Able and Para Bodied) who have represented the United States as athletes in the Olympic or Paralympic Games, the Pan American or Para Pan Am Games, World Championships or at an Operation Gold event (or the current USOC-equivalent designated for that year) in the sport of Judo within the ten (10) year period prior to December 31 of the year in which the election is held; and
- b. Persons (Able and Para Bodied) who are actively engaged in amateur athletic competition in judo in the United States, which shall mean any athlete who in the year in which the election is held or in the immediate past calendar year, is or was listed on the USA Judo Senior National Roster.

The definition of Elite Athlete contained in this Section 11.1 is used for other purposes within the structure, programs and activities of USA Judo and, therefore, is not intended by its reference in this Section to be limiting in any manner.

ARTICLE 12

USOC ATHLETES' ADVISORY COUNCIL

Section 12.1 Designation.

USA Judo shall have a representative and an alternate representative to the USOC Athletes' Advisory Council, who will be elected by the USA Judo Elite Athletes, as defined in Article 11 of these Bylaws.

Section 12.2. Qualifications.

Those individuals who have represented the United States as athletes in the Olympic Games, the Pan American Games, World Championships or at an Operation Gold event (or the current USOC-equivalent designated for that year) in the sport of judo within the 10 year period prior to December 31 of the year in which the election is held shall be eligible to run for election to the USOC Athletes' Advisory Council. Additionally, in order to be eligible to run for election, an individual shall be a citizen of the United States and 18 years of age or older by December 31 of the year in which the election is held.

Section 12.3. Election.

An individual who wishes to run for election to the USOC Athletes' Advisory Council and to be placed on the ballot shall obtain at least ten (10) signatures of support from USA Judo Elite Athletes. The Elite Athletes will elect the USOC Athletes' Advisory Council representative in accordance with procedures to be established by USA Judo. 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 individual with the highest vote total is elected as athlete representative to the USOC Athletes' Advisory Council. The individual with the second highest vote total of the opposite gender (as is required by the USOC Athletes' Advisory Council), is elected as the alternate representative to the USOC Athletes' Advisory Council.

Section 12.4. Tenure.

The term for all representatives to the USOC Athletes' Advisory Council shall be for 4 years.

A representative shall remain on the USOC Athletes' Advisory Council until the representative's successor is elected and qualified, or until the representative's earlier resignation, removal, incapacity, disability or death.

Section 12.5. Term Limits.

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

**ARTICLE 13
USOC NATIONAL GOVERNING BODIES' COUNCIL**

Section 13.1. Designation.

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

Section 13.2. Election/Selection.

The Chief Executive Officer shall be USA Judo's representative to the USOC National Governing Bodies' Council. The President shall be USA Judo's alternate representative to the USOC National Governing Bodies' Council.

ARTICLE 14 COMPLAINT 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.
- 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 individuals' opportunity to compete in a USA Judo sanctioned competition or in a protected competition as referred to in the Sports Act and the USOC Bylaws.
- c. 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 Article 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 Judicial Committee. The complaint shall 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 shall sign the complaint under oath.

Section 14.4. Filing Fee.

A complaint filed by an individual shall be accompanied with a filing fee in an amount to be established from time-to-time by the Board of Directors. 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 Judicial Committee shall determine whether or not to reduce or waive the filing fee.

Section 14.5. 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 14.6. 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 14.7 Administration.

The Judicial Committee shall generally administer and oversee all administrative grievances and right to compete matters filed with USA Judo. The Judicial Committee shall be responsible to ensure that all complaints are heard in a timely, fair and impartial manner. The Judicial 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.

Section 14.8 Hearing Panel.

Upon the filing of a complaint, the Chair of the Judicial Committee, after consultation with the other Committee members, shall appoint a Hearing Panel consisting of three (3) individuals to hear the complaint. The Judicial Committee shall also appoint a chair of the Hearing Panel. Judicial Committee members may be appointed to and serve on the Hearing Panel. Other disinterested individuals identified by the Judicial Committee may also be appointed to and serve on the Hearing Panel. At least 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.

Section 14.9. Conduct of the Proceeding.

- a. 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.
- b. 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.
- c. 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 14.10. Expedited Procedures.

Upon the request of a party, and provided that it is necessary to expedite the proceeding in order to resolve a matter relating to a competition that is so scheduled that compliance with regular procedures would not be likely to produce a sufficiently early decision to do justice to the affected parties, the Judicial Committee is authorized to order that the complaint be heard and decided within forty-eight (48) hours of the filing of the complaint. In such a case, the Hearing Panel is authorized to hear and decide the complaint pursuant to such procedures as are necessary, but fair to the parties involved.

Section 14.11. 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 14.12. 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 parties. The Hearing Panel's decision will be final and binding upon the parties unless a party is entitled to seek arbitration as referred to in Section 14.13.

Section 14.13. Arbitration.

Any party may pursue arbitration with the American Arbitration Association in the event the decision involves the opportunity of the party to participate or to seek to participate in a protected competition, as referred to in and in accordance with applicable provisions of the Sports Act and the USOC Bylaws.

ARTICLE 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 the sport of 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; and
 6. Proper safety precautions have been taken to protect the personal welfare of the athletes and spectators at the competition.

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; and

6. Proper safety precautions have been taken to protect the personal welfare of the athletes and spectators at the competition.

Section 15.5. Requirements for Local, Regional and Existing Junior National Events.

Local, regional and existing junior national events shall be sanctioned in accordance with sanctioning procedures in existence at the time of the adoption of these Bylaws.

ARTICLE 16 RECORDS OF USA JUDO

Section 16.1. Minutes.

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

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 most recent annual financial statement; and (iii) its most recent Form 990 filed with the Internal Revenue Service.

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 and regulations pertaining to the administration of the sport of judo by USA

Judo;

- d. The Minutes of all meetings of the Board of Directors, and records of all action taken by the Board without a meeting, for the past 4 years;
- e. All written communications within the past 4 years to the members generally as the members;
- f. A list of the names and business or home addresses of the current directors and officers;
- g. A copy of the most recent corporate report delivered to officials of any state where any such report must be filed;
- h. All financial statements prepared for periods ending during the last 4 years;
- i. USA Judo's application for recognition of exemption and the tax-exemption determination letter issued by the Internal Revenue Service; and
- j. 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 in good standing, USA Judo shall mail to such member 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 for directors, USA Judo shall prepare, by class or category, 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 members who are entitled to vote in an election, provided that (i) the member has been a member in good standing for at least three (3) months 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.

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.

ARTICLE 17
CODE OF ETHICS

Section 17.1. Code of Ethics.

USA Judo has adopted and maintains Codes of Ethics for directors, officers, members of USA Judo committees and task forces, members of USA Judo, volunteers, employees, coaches and referees. The Codes of Ethics have been approved by the Board of Directors and will apply unless and until changed by the Board of Directors. The USA Judo Ethics Committee will oversee implementation and compliance with the Codes of Ethics.

ARTICLE 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 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 member of the Board of Directors, 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.

Section 18.4. Prohibited Loans.

No loans shall be made by USA Judo to any member of the Board of Directors, officer, any committee or task force member or any employee of USA Judo. Any director, officer, committee or task force member or employee of USA Judo, who assents to or participates in the making of any such loan, shall be liable to USA Judo for the amount of such loan until it is repaid.

ARTICLE 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, as 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 as recommended by the Audit Committee. The Audit Committee shall provide the auditor's report to the Board of Directors upon completion.

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.

ARTICLE 20
MISCELLANEOUS PROVISIONS

Section 20.1. Severability and Headings.

The invalidity of any provision of these Bylaws shall not affect the other provisions these Bylaws, and in such event these Bylaws shall be construed in all respects as if such invalid provision were omitted.

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 or members, shall not invalidate the actions or proceedings of the directors at any meeting.

ARTICLE 21
AMENDMENT 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 regular meeting duly called and at which a quorum is present, provided that no fewer than 30 days' prior notice of any proposed amendment and the date and location of the meeting at which the proposal is to be considered by the Board is posted on the USA Judo website.

ARTICLE 22
EFFECTIVE DATE AND TRANSITION

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

These Bylaws shall be effective when adopted by the current Board of Directors. Immediately upon adoption, the process to implement the seating and election/selection of new Board members will be undertaken as described in the Implementing Provisions of Section 6.5 of these Bylaws.

Section 22.2 Savings Clause.

If and to the extent it is determined after the adoption of these Bylaws that any revision is necessary in order to cause these Bylaws to comport with the laws applicable to Texas nonprofit corporations, these Bylaws shall nonetheless be effective and such revisions may be made without further action of the Board of Directors, unless the revisions would adversely affect the rights of the directors or members, in which case the subject revisions shall require approval of the Board of Directors as then constituted.

CERTIFICATE

The undersigned hereby certifies that they are the Secretary of United States Judo, Inc. and that these Amended and Restated Bylaws were adopted by action of the Board of Directors on the 3rd day of April 2018.



Corinne Shigemoto, Secretary