

OHIO JUDO Inc.
By-laws

ARTICLE I - MEMBERSHIP

SECTION 1. The membership of the Corporation shall be confined to amateur judo sports organizations and to any individual who is an amateur athlete, coach, trainer, manager, administrator, or official active in the sport of judo. Individuals or organizations who do not qualify for membership in the categories listed above may never the less be associated with and recognized by the corporation, through its Board of Directors, by virtue of their current or past activities in the affairs of judo or of the corporation.

SECTION 2. Group A: Individual Membership (NON-VOTING)

- A. 17 years of age and older
- B. 16 years of age and younger
- C. Coaches, Managers, Referees
- D. Masters

SECTION 3. Group B: Club membership (only the number of members of OJI, will be counted for voting purposes, on the Board of Directors)

- A. 5 members = 1 vote
- B. 6-20 members = 2 votes
- C. 21-40 members = 3 votes
- D. 41-65 members = 4 votes
- E. 66-95 members = 5 votes
- F. Each additional 30 Members = 1 additional vote

SECTION 4. Group C: Associate organizational memberships (NON-VOTING)

SECTION 5. Group D: Unattached individuals

- A. Unattached individuals collectively have one vote on the Board of Directors.

SECTION 6. Group E: Athlete Representatives

- A. There shall be two (2)
- B. Efforts shall be made to have one male and one female

ARTICLE II - ADMISSION OF MEMBERS

SECTION 1. The status of membership is not perpetual, carries no special preference, and may be revoked, revised, or otherwise modified by The Board of Directors.

SECTION 2. Admission to membership will be by application to the membership subcommittee.

ARTICLE III - Board of Directors

SECTION 1. The Corporation is to be governed by a Board of Directors consisting of-

- A. Member Clubs
- B. Member Athletes
- C. Unattached Individual Members
- D. Members of the Executive Committee

SECTION 2. All members of the Board of Directors shall:

- A. Be citizens of the United States of America
- B. Be residents of the State of Ohio
- C. Be individual members of OJI
- D. Be selected without regard to race, color, religion, national origin, or sex

SECTION 3. The Board of Directors has the power and authority to:

- A. Elect the officers and the program directors of the corporation and remove same for cause, by a two-thirds (2/3) vote of its members voting, and fill vacancies that may exist among the officers and the executive committee;
- B. Enact, revise, amend, or repeal the constitution and the by-laws, as provided herein;
- C. Admit members, reclassify and terminate the membership of members after receiving a report from the membership subcommittee;
- D. Determine and certify the amateur status of judo athletes;
- E. Receive and review the reports of the executive committee and of all other committees and subcommittees or other persons concerning the activities of the corporation or matters in which the corporation may be interested;
- F. Assume original and appellate jurisdiction, upon notice to those involved, in any matter where, in the opinion of two-thirds (2/3) of the board members voting, the best interests of the corporation will be served thereby, and the decision of the Board of Directors, after a full hearing of those involved who wish to be heard, shall be final and binding unless the procedures provided for in article XIX (19) are invoked within sixty (60) days. The board shall have the power to appoint from among its members or from other sources a hearing body of not less than five (5) members to conduct the hearing and make the necessary finding, including the necessary action to be taken, and make recommendations to the Board of Directors;
- G. Enact, amend, revise, or repeal a code of operation, which shall, in addition to other matters;
 - 1. Define "club membership" and "associate organizational membership", and set out any other definitions pertinent to the affairs of the corporation;
 - 2. Provide procedures and other requirements concerning the organization, officiating and scoring for state and other championships;
 - 3. Provide rules of competition and a "sporting code";
 - 4. Set forth the organization, function, detail responsibilities, procedures and rules for operation of the committees and subcommittees;

- H. Discipline members and impose, enforce, or remit penalties for any violation of the by-laws, sporting code, and rules, regulations and procedures promulgated by the corporation through its Board of Directors, Executive Committee, and other committees;
- I. By a two-thirds (2/3) vote of voting members remove from office on thirty (30) days written notice any member of the Board of Directors who, by neglect of duty or by conduct tending to impair usefulness as a member of the Board, shall be deemed to have forfeited the position;
- J. Provide for, collect, and expend dues or funds of the corporation;
- K. Call regular and special meetings of the Board of Directors and of the Executive Committee and fix the time and place for holding all meetings not fixed by these by-laws
- L. Institute, locate, conduct, and manage all state judo championships through the members sponsoring the event;
- M. Appoint or approve permanent committees and subcommittees from its own members and from other persons or entities associated with the corporation;
- N. Approve the rules, procedures, regulation, schedules, and activities of the committees and subcommittees of the corporation;
- O. Take such other action as is customary and proper on behalf of the corporation, and be responsible for conducting all the affairs and business of the corporation, be vested with all powers of the corporation, and have authority to act on all organizational matters.

SECTION 4. The Board of Directors shall have the power to amend these by-laws upon a two-thirds (2/3) vote of its members present and entitled to vote, after fifteen (15) days previous written notice of the proposed amendment or amendments to all known members of the corporation.

SECTION 5. The Board of Directors may, while retaining its responsibility, delegate power and authority to officers and/or committees and subcommittees, and others associated with the corporation.

SECTION 6. At the conclusion of the interim procedures provided for in article IX (9) of the articles of incorporation of the corporation, the Board of Directors shall elect from among the membership of OJI, at the fall meeting, every two years, the following officers and Program Directors, who shall be the officers of the corporation:

- A. President
- B. Vice President
- C. Secretary
- D. Treasurer
- E. Director of Operations
- F. Director of Development
- G. Director of Standards & Certification
- H. Director of Law & Legislation

SECTION 7. The Officers of the Corporation shall:

- A. Be elected by a simple majority vote of the Board of Directors;
- B. Vote on separately, each position, in the order of president, vice president, secretary, treasurer;
- C. In the event of a tie, a second vote shall be taken after allowing the candidates five minutes to state their position and qualifications for the office;

- D. If the vote is still a tie, a tie breaking vote shall be cast by the president, or in the absence of the president the vice president, or in the absence of the vice president the secretary, or in the absence of the secretary the treasurer;
- E. The results and actual vote totals for each office shall be announced by the president to the Board of Directors once the results are known;

SECTION 8. In the event no one runs for an office position, the newly elected president shall appoint someone for the position with a simple majority vote of confirmation by the Board of Directors (present and voting). The individual appointed shall serve for the complete term. If no one accepts the position, the president shall appoint someone on an interim basis until the president is able to appoint someone for the complete term subject to a simple majority vote of confirmation by the Board of Directors (present and voting).

SECTION 9. The officers shall be eighteen (18) years of age or over and shall be citizens of the United States of America and residents of the State of Ohio.

SECTION 10. The officers shall take office on January 1 following the fall meeting at which elected and shall serve for a term of two (2) years.

SECTION 11. At the conclusion of the election of officers and program Directors, there shall be elected at the fall meeting every two (2) years:

- A. two athlete representatives who shall serve on the executive committee. The selections shall be by a simple majority vote and the Board of Directors should attempt, although not required, to ensure the election of one male and one female athletic representative. In the event of a tie, a second vote shall be taken after allowing each candidate five minutes to state their position and qualifications for the office. If the vote is still a tie, a tiebreaking vote shall be made by the president, or in the absence of the president, the vice-president, or in the absence of the vice president, the secretary, or in the absence of the secretary, the treasurer. The results and actual vote totals shall be announced by the president to the Board of Directors once the results are known.
- B. In the event no one runs for the athletic representative position the newly elected president shall appoint someone to the position with a simple majority vote of confirmation by the Board of Directors. The individual appointed shall serve for the complete term. If no one accepts the position, the president shall appoint someone on an interim basis until the president is able to appoint someone for the complete term subject to a simple majority vote of confirmation by the Board of Directors.

SECTION 13. The Board of Directors shall elect representatives and alternates to USA Judo and other organizations.

ARTICLE IV - MEETINGS

SECTION 1. The Board of Directors shall hold the following regular meetings each year, held during the following months:

- A. March (annual)
- B. June
- C. September (fall)
- D. December

SECTION 2. The secretary shall give written notice of the time and place of each meeting to each member of the Board of Directors at least forty-five (45) days prior to the meeting.

SECTION 3. Unless otherwise provided at the preceding meeting, the executive committee shall constitute a committee on arrangements.

SECTION 4. Agenda

- A. No less than forty-five (45) days prior to the scheduled date of the meeting, the secretary shall send a written notice to each member of the Board of Directors calling for agenda items. These agenda items are to be returned no later than thirty (30) days prior to the scheduled meeting date.
- B. Any member of the Board of Directors, or committee chairmen may place before the Board, at the Annual or Fall meetings, any matter relating to the affairs or objectives of the corporation, provided that, at least thirty (30) days before the date of the meeting a written notice is submitted to the secretary describing specifically the matter desired to be placed before the Board and stating the proposal with respect to such matters. Matters so noticed shall be placed on the agenda without requiring approval of the executive committee.
- C. The executive committee may place any matter on the agenda at any time, but this power shall not be construed as a limitation of subsection B of this article. Items placed on the agenda by the executive committee not in accordance with subsection B of this article shall require a two-thirds ($2/3$) vote of the Board of Directors voting for approval
- D. At least fifteen (15) days before each meeting of the Board of Directors, the secretary shall distribute to each member of the Board of Directors a copy of a tentative agenda. The negative vote of two-thirds ($2/3$) of the members of the Board of Directors voting shall prevent consideration by the Board of any matter not on the agenda so distributed, unless admission is due to an error of the secretary.

SECTION 5. Credentials

- A. The officers of the corporation shall act as a committee on credentials to determine the qualification of each voting member to be seated at a meeting. Only duly certified voting representatives shall be seated.
- B. Interested parties may be allowed to attend a meeting as observers but shall have no right to be heard, unless extended the privilege of the floor.

SECTION 6. A quorum at meetings of the Board of Directors shall be obtained if twenty-five (25) percent of the members are present.

SECTION 7. Voting at any meeting of the corporation will be in accordance with the rule known as "one member-one vote".

SECTION 8. The order of business at all meetings of the Board of Directors shall be as follows:

- A. Roll call of Board of Directors and Seating of Directors
- B. Reading, correction and adoption of minutes of the preceding meeting
- C. Reports of Officers
- D. Reports of Committees
- E. Reports of Delegate (s) to International Judo Federation, United States Olympic Committee, Pan American Judo Union, United States Judo inc., and others
- F. Unfinished Business
- G. New Business
- H. Resolutions and Orders
- L Election of Officers (when appropriate)
- J. Adjournment

SECTION 9. In the event of disputes of matters not covered by the Articles of Incorporation and By-laws, the latest edition of Robert's Rules of Order should govern the proceedings at all meetings of the corporation.

- A. Chairman of the Law and Legislation Committee shall act as the Parliamentarian for the Corporation.

SECTION 10. Special Meetings

- A. The President may call a special meeting
- B. At least three members of the Executive committee may call for a special meeting
- C. At least five (5) members of the Board of Directors may call for a special meeting.
- D. The President shall determine the time and place for special meetings, with due regard to the convenience of the members of the Board of Directors.
- E. Notice of Special meetings shall be sent out by the secretary at least fifteen (15) days in advance of such meetings. The notice shall specify the reasons for calling the meeting.
- F. No other business shall be transacted at the special meetings not embraced within the scope of the reasons specified in the notice.

SECTION II. The Board of Directors, by a two-thirds (2/3) vote of those members present, may close a meeting to discuss matters of a personal or private nature and other special situations.

Article V - Duties of Officers

SECTION 1. The President shall

- A. Be the Chief Executive Officer
- B. Preside at all meetings of the Board of Directors and of the Executive Committee
- C. Be ex officio, a non-voting member of all committees

- D. Perform such duties as may be assigned by vote of the Board of Directors or of the Executive Committee or as assigned to the President by the Articles of Incorporation, the Bylaws, and the Code of Operation of the Corporation.

SECTION 2. The Vice President shall

- A. Perform the duties of the President in the case of the President's absence or inability to act.
- B. Discharge such other duties as may be assigned by the vote of the Board of Directors, Executive Committee, or President.

SECTION 3. The Secretary of the Corporation shall

- A. Also be the secretary of the Board of Directors and of the Executive Committee.
- B. Keep the Seal & Records of the Corporation
- C. Supervise the taking, making and distribution of minutes
- D. Attend to the publication of official reports
- E. Attest documents
- F. Perform other functions as usually pertain to this office
- G. Send a copy of the minutes of each meeting of the Board of Directors and of the Executive Committee to each member of the Board of Directors within thirty (30) days of the meeting date.
- H. Discharge such other duties as may be assigned by vote of the Board of Directors, Executive Committee, or the President.

SECTION 4. The Treasurer shall

- A. Have charge of all of the funds and books of accounts of the Corporation
- B. Receive and deposit the funds of the corporation in such bank(s) as shall be designated by or under authority of the Executive Committee.
- C. Disburse such funds in the manner designated by or under the authority of the Executive Committee.
- D. Make a financial report at all regular scheduled meetings with copies to each Executive Board member
- E. Make a written financial report available at the annual meeting each year to each member of the Board of Directors
- F. Discharge such other duties as may be assigned by vote of the Board of Directors, Executive Committee, or President.

SECTION 5. All officers and employees handling funds of the corporation shall be bonded in such amounts as may be determined from time to time by the Executive Committee. The expense of furnishing such bond(s) shall be paid by the corporation.

SECTION 6. The accounts and financial reports of the Treasurer and of any other person handling funds of the corporation shall be audited by an audit subcommittee under the direction of the Operations Committee.

Article VI - Executive Committee

SECTION 1. The Executive Committee shall:

- A. Discharge the functions of the Board of Directors on its behalf between meetings of the Board, subject to the general direction and approval of the Board
- B. Perform such other duties as are assigned to it by the articles of incorporation, by-laws, and code of operation of the corporation.

SECTION 2. The Executive Committee shall consist of.

- A. The four Officers
- B. The four Program Directors (operations, development, standards and certification, and law and legislation)
- C. Two Athlete representatives

SECTION 3. Each member shall serve until such time as his/her successor shall have been elected, appointed, or selected.

SECTION 4. No person shall hold more than one Executive Board positions at a time

SECTION 5. All members of the Executive Committee shall be individual members of OJI.

SECTION 6. All members of the Executive Committee shall have a vote on the Board of Directors.

Article VII - Proxy Vote

SECTION 1. There shall be no voting by proxy.

Article VIII - Committees

SECTION 1. The standing committees of the Corporation shall be:

- A. Operations
- B. Development
- C. Standards and Certification
- D. Law and Legislation

SECTION 2. The person in charge of a standing committee shall be designated a Program Director.

SECTION 3. The Program Directors shall:

- A. Be elected by the Board of directors
- B. Along with the officers of the Corporation and the Athlete Representatives, comprise the Executive Committee of the Corporation.
- C. Have one vote on the Executive Committee, and Board of Directors.

SECTION 4. The following areas of responsibilities will be assigned to the standing

Committees:

- A. Operations
 - 1. Finance
 - 2. Public Relations
 - 3. Registration
 - 4. Budget and Audits
 - 5. Corporation Property

- B. Development
 - 1. Training
 - 2. Coaching Staff
 - 3. Collegiate
 - 4. Interscholastic
 - 5. Sports Medicine

- C. Standards and Certification
 - 1. Standards subcommittee
 - 2. Rules subcommittee
 - 3. Certifications
 - 4. Coaches certification
 - 5. Promotion Board
 - 6. Referee certification subcommittee

- D. Law and Legislation
 - 1. Athlete Eligibility
 - 2. Legislation
 - 3. Legal matters
 - 4. Memberships
 - 5. By-laws and Constitution
 - 6. Parliamentarian for the Corporation

SECTION 5. The organization, functions, responsibilities, and procedures and rules for operation of the committees of the corporation shall be promulgated and published in the code of operation, pursuant to the criteria and guidelines set forth in these bylaws.

SECTION 6. Unless otherwise provided for in the Bylaws, the President, with the advice and consent of the Executive Committee, shall

- A. Have authority to create and disband all temporary committees
- B. Appoint the members of the committees and the chairman of each committee.
- C. Determine the size and duties of such committees.
- D. All members of the committees must be members in good standing of the Corporation

Article IX - Operations Committee

SECTION 1. The Operations Committee shall:

- A. Through the Director act in case of the absence or inability to act of the four officers of the corporation.
- B. Through the Director be executive editor of all publication of the corporation.
- C. Coordinate the activities of the committee
- D. Publish a yearly schedule of all tournaments (updated as often as possible)
- E. Publish a monthly schedule of all activities sanctioned by the corporation.
- F. Develop procedures and forms for application and processing of memberships
- G. Maintain a membership program and records of the corporation
- H. Render a full annual report in connection with processing of membership and the maintenance of the membership program and records of the corporation to the Board of Directors at the annual meeting each year.
- I. Prepare and present at each fall meeting an annual budget for the coming year.
- J. Discharge such other duties as may be assigned by the Board of Directors, or by the Executive Committee.
- K. Be responsible for setting guidelines and fees for equipment rental costs.

Article X - Development Committee

SECTION 1. The Development Committee shall:

- A. Advise and assist the Executive Committee and the Board of Directors and all other components of the Corporation in all matters concerning the long-range development of judo in the state.
- B. Coordinate the Development activities of, maintain close liaison with, and work through the clubs.
- C. Foster the long-range development of an adequate pool of national and world class athletes in judo, from which may be selected competent representatives for the State of Ohio in national competition.
- D. Foster the closest possible cooperation between all private and public organization, such as academic institutions, nonacademic centers, and government agencies, which may contribute to the building and maintaining of improved physical facilities for training and competition and to the upgrading of coaching skills and similar matters,
- E. Prepare and present to the program Director of the Operations Committee a budget for each of the activities of the Development Committee.
- F. Promulgate rules of procedure in regard to the activities of the Development Committee.

Article XI - Standards and Certification Committee

SECTION 1. The Standards and Certification Committee shall:

- A. Establish nondiscriminatory, uniform, written minimum standards for the award of all belt ranks.
- B. Establish written procedures to be followed by club instructors to test students and record all rank promotions with the Corporation.

- C. Keep records, and process and issue certificates for all promotions issued under the Corporation's authority.
- D. Register with USA Judo all promotions to Shodan or higher.
- E. Recommend to the USA Judo Promotion Board all qualified candidates for promotion to Yodan or higher.
- F. Provide testing opportunity for all OJI members who meet the prerequisites for promotion to Nidan or higher, and for any rank below Nidan when the member cannot arrange testing in any other manner.
- G. Implement procedures for registering rank with the Corporation that has been issued by an IJF recognized rank issuing authority.
- H. Implement procedures for processing request for IJF Dan Certificates.
- L Be composed of seven (7) members one of who shall be appointed Promotion Board Chairman by the President of the Corporation.

SECTION 2. The Referee certification committee shall:

- A. Promulgate forms, examinations and procedures for the examination of officials (Referees, Timers, Scorers, Etc.)
- B. Provide training and/or refresher courses or seminars for all officials.
- C. Certify as officials who qualify to officiate or participate.
- D. Be composed of all national referees and higher.
- E. Elect from its members a Chairman, whose term shall coincide with the terms of the elected officers of the Corporation (there will be no limitation on the number of times the RCC Chairman can be re-elected).

Article XII - Law and Legislation Committee

SECTION 1. The Law and Legislation Committee shall:

- A. Review all proposals for amendment of the Constitution and By-laws of the Corporation and submit a written report thereon, with recommendations both as to substance and as to form, to the Executive Committee and to the Board of Directors.
- B. Make recommendations for approval or rejection to the Board of Directors on applications for membership in the Corporation.
- C. Advise and assist the President, the Board of Directors and the Executive Committee:
 - 1. In regard to the determination of legal and legislative policy of the Corporation.
 - 2. In the formulation of Code of Operation.
 - 3. In the formulation and determination of the Corporation "Future rights and duties".
 - 4. In proposing amendments to the Constitution, By-laws, Code of Operation, and other documents and publications of the Corporation.
- D. In coordination with the Board of Directors, the Executive Committee, and other committees of the Corporation, and with other entities interested in the promotion of judo, aid in the drafting of legal instruments and legislation.
- E. Process all claims and other legal action filed against or by the Corporation.

- F. Assist in the investigation of any matter of concern to the Corporation.

SECTION 2. The Chairman of the Law and Legislation Committee serves as Parliamentarian for the Corporation.

Article XIII - Dues, Fees and Assessments

SECTION 1. The Board of Directors shall have the power to set and collect from members all dues, fees and assessments required for conducting the affairs of the Corporation.

SECTION 2. The annual dues, fees and assessments shall be:

- A. Individual membership (Judoka, Coaches, Managers, Referees, Masters, etc.) – included in USA Judo membership.
- B. Associate (non-USA Judo) individual membership - \$5/year
- C. Club membership - \$50
- D. Associate Organizational Membership - \$50.00

SECTION 3. The annual dues, fees and assessments shall:

- A. Be reviewed by the Executive committee
- B. May be increased by the Board of Directors when the need is justified by a vote of two-thirds (2/3) vote of those present and voting

SECTION 4. Dues shall be due and payable on or before December 31st of each calendar year, unless otherwise provided for in the Code of Operation.

SECTION 5. Failure to pay all dues in an applicable year shall suspend all membership privileges of delinquent members, including representation on the Executive Committee, the Board of Directors, and all Committees and subcommittees until such arrearages are paid.

SECTION 6. Any individual must be a member of the national organization to be a member of the state organization.

SECTION 7. The National dues, fees and assessments listed in these by-laws can be changed without amending the by-laws. The total fees will automatically reflect such changes.

Article XIV - Complaint Procedures

SECTION 1. Any member of the Corporation or any interested party (a petitioner) may file a complaint in writing and signed under oath by the individual or by an officer of the group or organization making the complaint. The complaint shall be filed with the president by registered or certified mail, with a copy thereof served (mailed to) at the same time by registered or certified mail on the individual or entity (respondent), if any, whose action or lack thereof is alleged to be the cause of the complaint. The complaint shall set forth the factual allegation, and shall contain, at a minimum, the following:

- A. Names and addresses of the parties;
- B. Jurisdictional basis of the complaint;
- C. Efforts made to exhaust available remedies or, if such remedies have not been exhausted, the grounds upon which the petitioner alleges that exhaustion would result in unnecessary delay;
- D. The alleged grounds of noncompliance;
- E. Any supporting evidence or documentation forming the basis of the complaint;

F. The relief sought.

SECTION 2. The Executive Committee may on its own initiative investigate matters which come within its knowledge by following the formalities outlined in section 1.

SECTION 3. Upon receipt of a complaint, the President shall immediately have the complaint investigated and shall appoint a panel of five (5) disinterested persons, chaired by the Law and Legislation Director (unless the Director should be the subject of the complaint), or unless the complaint is specifically within the jurisdiction of a committee by these by-laws (then the director of the Law and Legislation Committee or his designee shall be one of the five (5) panel members), to conduct a hearing, including taking testimony and receiving evidence, and thereafter rendering a decision.

SECTION 4. At any hearing conducted pursuant to the filing of a complaint, all parties shall be given a reasonable opportunity to present oral and/or written evidence, to cross examine witnesses, and to present such factual or legal claims as desired. Hearings shall be open to the public, unless the panel is of the opinion that the hearing is of such a nature that exposure to the public will not be in the best interest of the parties, or the Corporation, or of the sport of Judo. In addition the proceedings shall be recorded and made available to each interested party upon request and payment therefor, shall be for the actual costs related to providing such copies of these proceedings. The rules of evidence shall not be strictly enforced; instead, the rules of evidence generally acceptable in administrative proceedings shall be applicable.

SECTION 5. The burden of proof shall be upon the petitioner, who shall also initially have the burden of going forward with the evidence. Upon completion of the presentation of the petition's evidence, a respondent (one who has to respond to the subject matter of the complaint) may move to dismiss for failure to sustain the burden of proof. If such motion to dismiss is denied, the respondent will then have the burden of going forward with the evidence in opposition to the challenge or complaint in its support of its position.

SECTION 6. The panel shall render its decision, which shall be final, within thirty (30) days after the filing of the complaint (unless the Executive Committee agrees to an extension of the time necessary to complete the investigation).

SECTION 7. The files and records of all complaints and investigations shall be kept by the Law and Legislation Chairman. A vote of two-thirds (2/3) of those voting shall be required to destroy any of these files or records.

Article XV - Definitions

SECTION 1. The definitions contained in the amateur sports act of 1978, or any amendments thereto, shall be applicable to the functions, procedures, and operations of the Corporation.

Article XVI - Official Seal, Emblem, and Stamp

SECTION 1. The Corporation, through its Board of Directors shall:

- A. Design
- B. Approve
- C. Have constructed or manufactured an official seal, emblem and stamp
- D. Cause to be published in the Code of Operations

- E. Form of or inscription may be changed from time to time by the Board of Directors.

Article XVII - Indemnification

SECTION 1. The Corporation shall indemnify each of its present or former Directors, Officers, employees, or official representatives, or any other person who is or was serving another corporation or any other entity in any capacity at the request of the Corporation against all expenses actually and reasonably incurred by such person (including but not limited to judgements, costs, and legal fees) in connection with the defense of ally pending or threatened litigation to which such person is or is threatened to be made a party because such person is or was serving in such capacity. This right of indemnification shall also apply to expenses of litigation, which are compromised or settled, including amounts paid in settlement, if the Board of Directors shall approve such settlement. Such person(s) shall be entitled to be indemnified if the person (s) acted in good faith and in a manner that the person (s) reasonably believed to be in and not opposed to the best interests of the Corporation, determination of any litigation by judgement, order, settlement, conviction, or upon a plea of nolo contendere, or its equivalent, shall not of itself create a presumption that the person(s) did not act in good faith and in a manner that the person(s) reasonably believed to be in and not opposed to the best interests of the Corporation.

SECTION 2. Any amounts payable as indemnification under this article XVII shall be determined and paid by the Corporation pursuant to a determination by a majority vote of the quorum of the Board of Directors, other than those members who have incurred expenses in connection with litigation for which indemnification is sought, that such person(s) met the standards of conduct set forth in this article. If no such non-interested Board members are available, such determination shall be made by either:

- A. The Chairman of the Law and Legislation Committee in a written opinion, as directed by the Executive Committee;
- B. A majority vote of the members of a Special Committee appointed by the President.

SECTION 3. Any expenses incurred by such person (s) in connection with the defense of any litigation may be paid by the Corporation in advance of a final disposition of such litigation, upon receipt of an undertaking by such person(s) to repay such amount if it is determined under section 2, hereof that such person (s) not be indemnified under this article.

SECTION 4. The right of indemnification under this article shall be in addition to and not exclusive of all other rights to which such person(s) may be entitled.

SECTION 5. The Executive Committee may, at its discretion, authorize the purchase of insurance on behalf of any person(s) indemnifiable under this article. Such insurance may include provisions for expenses of a kind not subject to indemnification under this article.

Article XVIII - Athletes' Advisory Council

SECTION 1. There shall be an athletes' advisory council consisting of those athletes serving as members of the Executive Committee and as members of the Board of Directors, as well as such other additional athletes, not more than five (5), as elected by the athletes participating in amateur judo athletics to broaden communications between those participating in the sport of judo and to serve as a source of opinion and advice to the Executive Committee and to the Board of Directors with regard to both current and contemplated policies of the Corporation.

Article XIX - Arbitration

SECTION 1. In any claim or controversy wherein the Corporation, through its officers, Board of Directors, Executive Committee, or any of its duly constituted representatives, rules adverse to a party who filed an action, claim, or complaint, that party may submit such action, claim, controversy, or complaint to the American Arbitration's Association (hereafter known as the "association") for binding arbitration under its commercial arbitration rules, filing the action not later than one (1) year after the final ruling of the Corporation.

SECTION 2. The Association, notwithstanding the provision of section 1, is authorized upon forty-eight (48) hours notice to the parties concerned and to the President of the Corporation to hear and decide a claim or controversy under such expedited procedures as the association deems appropriate, if the association determines that it is necessary to expedite such arbitration in order to resolve a matter which 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.

SECTION 3. All costs to be born by the parties found to be in default.

Article XX - Authority

SECTION 1. The Corporation shall be autonomous in the administration of the sport of judo, and to that end shall exercise independent jurisdiction and control over the administration, eligibility, sanctioning authority, representation and rules of competition for the sport of judo in the State of Ohio.

SECTION 2. The Corporation in carrying out its authority shall provide:

- A. Equal opportunity to amateur athletes, coaches, trainers, managers, administrators and officials to participate in amateur athletic competition without discrimination on the basis of race, color, religion, age, sex or national origin.
- B. Fair notice and opportunity for a hearing to any amateur athlete, coach, trainer, manager, administrator, or official before declaring such individual ineligible to participate.

Article XXI - Accounting Period

SECTION 1. The fiscal year of the Corporation shall be the same as a calendar year, to wit January 1 through December 31. The books and accounts of the Corporation shall be maintained on a fiscal year basis.

Article XXII - Amendments

SECTION 1. By-laws of the Corporation may be amended by a two-thirds (2/3) vote of the members present and voting at a regular scheduled meeting.

SECTION 2. Constitutional changes may be made at the annual meeting of the organization by a two-thirds (2/3) vote of those members present and voting.

SECTION 3. Any proposed changes to the by-laws or the constitution must be made in writing to the secretary no later than forty-five (45) days before the meeting at which time a vote will be taken. The secretary will notify all members of the Board of Directors of the up coming vote, including a copy of the proposed changes, no later then thirty (30) days before the meeting.

Revised March 18, 2017