

MISSOURI JUDO, INC. BYLAWS

Revised as of September 2023; approved September 30, 2023

The mission of Missouri Judo, Inc. is to perpetuate information, education, research, development and enhancement of Judo in the State of Missouri and to provide progressive programs for all interested people regardless of organizational affiliation, race, religion, sex, or national origin.

ARTICLE I: NOT-FOR-PROFIT STATUS

Missouri Judo, Inc., shall be a non-for-profit corporation incorporated and licensed pursuant to the laws of the state of Missouri with operations in the state of Missouri. Missouri Judo, Inc., shall be operated for charitable and educational purposes and it shall also have as its purpose to foster the promoting public interest in the science of judo, comparable methods of self-defense and sports activities, and the development of better health patterns in its members and in the citizens of the State of Missouri and the United States. Missouri Judo, Inc., shall operate consistent with and shall maintain a tax-exempt status in accordance with section 501(c)(3) of the Internal Revenue Code.

ARTICLE II: MEMBERSHIP

Section I: The membership of the corporation shall be limited to amateur judo clubs, coaches, trainers, managers, administrators, or officials active in the sport of judo who are residents of the State of Missouri. Any individual resident of the State of Missouri interested in the promotion and development of the sport of judo in the State of Missouri who does not qualify for membership in the categories listed in this Article may nevertheless 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 II: Class A Membership – Amateur Judo Clubs – Eligibility for Class A Membership shall be those amateur judo clubs that complete all applications for membership, have a minimum of five (5) individual members registered with USA Judo, and pay separate annual club registration fees to USA Judo and to Missouri Judo, Inc.

ARTICLE III: ADMISSION OF MEMBERS

Section I: All Class A membership shall be by application to Missouri Judo, Inc.

Section II: Membership fees are annual and shall be established by the national governing body (USA Judo), and by Missouri Judo, Inc.

Section III: Membership Privileges –

- a) All individual members and registered clubs shall be provided with proper identification of registration from the national office of USA Judo.
- b) All individual members and registered clubs shall be entitled to participate in all activities of Missouri Judo, Inc. for which their authorized judo rank qualifies them.
- c) All individual members in good standing shall be entitled to vote in elections for Executive Officers. To be in good standing, such individuals must:
 - 1. Be at least eighteen (18) years of age before any such election;
 - 2. Be a member of a registered club that is current in payment of its annual dues to Missouri Judo, Inc., at the time of any such election; and
 - 3. Be a registered member of USA Judo at the time of any such election.

ARTICLE IV: BOARD OF DIRECTORS

Section I: Missouri Judo shall be administered by a Board of Directors composed of the following:

- a) The members of the Executive Committee, which consists of the President, Vice President, Secretary, and Treasurer.
- b) One Director representing each Class A Member. A qualified voting member of Missouri Judo, Inc. shall be a person designated to represent a currently registered club within the State of Missouri. No voting member shall be entitled to vote on the Board of Directors until the club has been duly registered with USA Judo and Missouri Judo, Inc. for at least thirty (30) days.
- c) Three (3) Delegates-at-Large shall be appointed by the Executive Committee in accordance with the following criteria:
 - 1. Amateur athletes having actively competed within the preceding ten (10) years.
 - 2. Those who have served as coaches or managers.
 - 3. Those who have special training or expertise that is needed or which can be useful in the management of Missouri Judo, Inc.
 - 4. Those who have contributed to the sport of judo as an administrator at the State or National Level.

Section II: The Board of Directors has the power and authority to:

- a) Fill vacancies that may exist among the officers and the Executive Committee.
- b) Remove officers for good cause and by a two-thirds (2/3) vote of the Board of Directors.

- c) Enact, revise, amend or repeal the Articles of Incorporation and the Bylaws, provided herein.
- d) Set policy and provide guidance and strategic direction on significant issues facing Missouri Judo, Inc.;
- e) Admit members, reclassify, and terminate membership of members.
- f) Determine and certify as necessary the amateur status of judo athletes.
- g) Receive and review reports of the Executive Committee and of all other committees or other persons concerning the activities of Missouri Judo, Inc. of matters in which Missouri Judo, Inc. may be interested.
- h) Monitor Missouri Judo, Inc.'s compliance with laws and regulations and the performance of its broader responsibilities;
- i) 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, the best interests of Missouri Judo, Inc. 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. The Board shall have the power to appoint among its members or from other sources a hearing body of not less than three (3) 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.
- j) Discipline members, impose, enforce, or remit penalties for violations of the bylaws, sporting code, or rules, regulations, and procedures promulgated by Missouri Judo, Inc.
- k) Provide for, collect, and expend dues and funds of Missouri Judo, Inc.
- l) Call regular and special meetings of the Board of Directors and the Executive Committee and set the time and place for holding all meetings.
- m) Institute, locate, and award all state judo championships through and with the members or member clubs sponsoring the events, and assist in conducting and managing the events.
- n) Coordinate, assist on sanctioning if requested, and assist on all state level tournaments and other events under the jurisdiction of Missouri Judo, Inc.
- o) Take such other action as is customary and proper on behalf of the corporation, and shall be responsible for conducting all affairs and business of Missouri Judo, Inc. and shall be vested with all powers of Missouri Judo, Inc. and have authority to act on all organizational matters.

Section III: The officers shall be eighteen (18) years of age or over and shall be residents of the State of Missouri and citizens of the United States of America.

Section IV: The officers shall take office at the annual meeting at which elected.

ARTICLE V: DUTIES OF OFFICERS

Section I: The President – Shall be the chief executive officer and shall preside at all meetings of the Board of Directors and of the Executive Committee. The President shall serve as the representative to all meetings of the National Governing Body (USA Judo).

Section II: The Vice President – Shall perform the duties of the President in case of the President's absence or inability to act, as well as discharge such other duties as may be assigned by the Board of Directors.

Section III: The Secretary – Shall permanently maintain records of Missouri Judo, Inc. take, make, and distribute minutes of meetings, and perform such other functions as usually pertain to this office. The secretary shall discharge such other duties as may be assigned by the Executive Committee.

Section IV: The Treasurer – Shall receive and deposit the funds of Missouri Judo, Inc. in a designated banking facility determined by the Executive Committee. The Treasurer shall disburse funds in the manner designated by or under the authority of the Executive Committee and shall provide an annual financial report to the Board of Directors at the annual meeting. The treasurer shall discharge such other duties as may be assigned by the Executive Committee.

Section V: Newly elected members of the Executive Committee shall take office at the meeting at which they are elected. Unless there are determined to be extraordinary circumstances, no officer may serve more than two (2) consecutive terms of office, and is ineligible to serve on the Executive Committee for a period of two (2) years after completing consecutive terms. After those two (2) years, the individual shall be eligible for election or appointment. Terms of office are four (4) years each for the offices of President, Vice President, Treasurer, and Secretary. Beginning in 2024, elections for President and Secretary will take place in odd-numbered years, and elections for Vice-President and Treasurer will take place in even-numbered years. Each member of the Executive Committee shall serve until such time as his or her successor shall have been elected or appointed.

Section VI: If a member of the Executive Committee has served two (2) consecutive terms, he or she may petition the Board to be nominated to serve a third consecutive term due to extraordinary circumstances for good cause, with nomination to be accepted only if a simple majority of Board members affirm his or her nomination, with election to take place at the next annual meeting of the Board of Directors in which elections are held. The serving of more than two (2) consecutive terms is discouraged, but it is understood that various or emergency circumstances may necessitate a member serving more than two (2) consecutive terms. Two-term Executive Committee members are expected to encourage the members of Missouri Judo,

Inc., to seek election to succeed such Executive Committee members.

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

Section VIII: The Executive Committee shall meet periodically as deemed necessary by any member of the Executive Committee but not less than twice annually. Such meetings may be held in person, by teleconference, or by video conference. The meeting minutes should capture the high-level topics covered in the course of that session, and be distributed to the Board of Directors.

ARTICLE VI: MEETINGS

Section I: The Board of Directors shall conduct the its regular meeting each year in the month of November or as otherwise scheduled.

Section II: The meetings should be scheduled according to the bylaws and the Secretary or other officer shall provide written or electronic mail notice of the time and location of each meeting to each Board Member at least thirty (30) days prior to the meeting.

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

Section IV: Agenda Items

- a) Any member of the Board of Directors may place any matter on the agenda relating to the affairs or objectives of Missouri Judo, Inc. provided that, at least ten (10) days before the date of the meeting, a written notice is submitted to the Secretary detailing the matter for consideration.
- b) Prior to each meeting, the Secretary shall distribute to the Board of Directors a copy of the tentative agenda.

Section V: A quorum at meetings of the Board of Directors shall be obtained if those seated constitute at least a simple majority of the Directors on the Board at the time of the meeting.

Section VI: If a voting representative is not present, that representative's vote shall be cast by a designated alternate. The designation of the alternate shall be in written form. If there are no such alternates present, the group member which they would have represented had they been present will not be represented. Motions shall not be made and seconded by representatives of

the same group member.

Section VII: The order of business at all meetings of the Board of Directors shall be from the list obtained from the latest edition of “Roberts Rules of Order.”

Section VIII: The Executive Committee shall have the power to call special meetings of the Board of Directors for good and sufficient cause. Notice of special meetings shall be sent out by the Secretary or other officer at least thirty (30) days in advance of such meetings. The notice shall specify the reasons for calling the meetings.

ARTICLE VII: COMMITTEES

Section I: Athlete Advisory Committee – There may be a committee consisting of those athletes serving as members of the Board of Directors 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 with regard to both current and future policies for Missouri Judo, Inc.

Section II: Promotion Board – There shall be a Promotion Board to conduct rank promotions of Missouri Judo, Inc., members and athletes, or coordinate promotions or procedures for same at member clubs, and recommend promotions as appropriate or required in accordance with national governing body standards.

Section III: Referee Committee shall be appointed and have responsibilities as follows:

a. The Executive Committee shall appoint the Chair of the Referee Committee from the roster of certified Regional Referees within the State of Missouri, or, if none available, from Missouri Judo, Inc., individual members of rank of Shodan or above.

b. The Referee Committee shall provide advice and recommendations to the Executive Committee and to the Board of Directors when requested as to the following matters and shall perform such other duties as assigned by the Executive Committee:

1. Promulgation of standards and criteria for the selection and evaluation of referees;
2. Development of referees within the State of Missouri; and
3. Recommendation of referees to officiate in state tournaments and events, and assist as needed in the scheduling of referees for same.

Section IV: Kata Committee—The Executive Committee shall appoint a Chair, charged with promoting the use of kata by Missouri Judo, Inc., clubs and members, and promoting the inclusion of kata in Missouri Judo, Inc., tournaments and events.

Section V: Committees for Missouri Judo, Inc. shall be appointed by the Executive Committee as needed, subject to the approval of the Board of Directors.

ARTICLE VIII: COUNSELOR

Section I. The Executive Committee may designate a counselor, to serve as the chief legal advisor of Missouri Judo, Inc., and its officers, directors, and committees.

Section II. The counselor shall be eligible to attend all meetings of the corporation and to act in an advisory capacity thereto, including initiating advice whenever the counselor deems it desirable, but unless elected or so designated shall be ineligible to serve as a Director and shall have no right to vote or to make motions.

Section III. In the event an officer, a member of the Executive Committee, or a member of the Board of Directors is selected to serve as counselor, this selection does not prohibit the officer or member from performing the functions of office or serving as a member, nor does the selection disenfranchise voting or making motions.

ARTICLE IX: COMPLAINT PROCEDURES

Section I: Any member of Missouri Judo, Inc. or any interested party may file a written complaint, signed under oath by the individual making the complaint. The complaint shall be sent to the Counselor for Missouri Judo, Inc., or, if none, to the President by registered or certified mail, with a copy thereof served at the same time by registered or certified mail to respondents, if any. The complaint shall set forth the actual allegations in numbered paragraphs with each paragraph containing a single factual allegation, and shall contain, at the minimum, the following:

- a) Name 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 complaint alleges that exhaustion would result in unnecessary delay.
- d) The alleged ground of noncompliance.
- e) Any supporting evidence or documentation forming the basis of the complaint.
- f) The relief sought.

Section II: The Executive Committee may on its own initiative investigate matters which come within its knowledge.

Section III: Upon receipt of a complaint, the Counselor or, if none, the President shall promptly appoint a panel of three (3) disinterested persons to conduct an investigation of the complaint. After the investigation is completed, if necessary a hearing may be had on the complaint,

pursuant to Section IV below.

Section IV: At any hearing pursuant to the filing of a complaint or challenge, all parties shall be given a reasonable opportunity to present oral 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, Missouri Judo, Inc., or of the sport of judo. In addition, the proceedings shall be transcribed and a verbatim transcript thereof made available to each interested party upon request and payment thereof. The panel appointed pursuant to Section III shall act as the jury, which will render a decision. The Counselor shall preside at the hearing to keep order.

ARTICLE X: RECORDS OF MISSOURI JUDO, INC.

Section I: Minutes. Missouri Judo, Inc., shall keep as permanent records minutes of all meetings of the Board and Executive Committee, a record of all actions taken by the Board or Executive Committee without a meeting, and a record of all waivers of notices of meetings of the Board or Executive Committee.

Section II: Missouri Judo, Inc., shall maintain appropriate accounting records.

Section III. Missouri Judo, Inc., shall maintain a record of its clubs and members in a form that permits preparation of a list of the names and addresses of the members.

Section IV: Missouri Judo, Inc. shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

ARTICLE XI: SITUATIONS NOT COVERED UNDER THE BYLAWS

Section I. When a situation arises that is not covered by these bylaws, the Executive Committee by majority vote will decide how to proceed until the Board of Directors next meets to ratify or change the Executive Committee's decision.

ARTICLE XII: REMUNERATION

Section I. No officer, member of the Executive Committee, member of the Board of Directors, or Counselor shall be paid any form of remuneration for their positions by or on behalf of Missouri Judo, Inc.; said positions are volunteer positions and filled on a voluntary basis.

Executive Committee (as of July 19, 2025)

President

Kenneth Brink
(816) 969-9019
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Vice-President

Jerry Williams
stljudo.williams@gmail.com

Treasurer

David Predmore
(573) 619-5894
predmores5@outlook.com

Secretary

Bart Sullivan
314-571-7887 (office direct)
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bsullivan@foxsmithlaw.com

Board of Directors

One member/representative from each Class A Member club

Delegates At Large

John Mann
Shawn Wheeler
Michael Kocher

Promotion Board

Chairman – Randy Russell

Referee Committee

Chairman—Mike Mills

Kata Committee

Athlete Advisory Committee

Chairperson – Amber Jones

Counselor

Bart C. Sullivan
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