BYLAWS

UNITED STATES JUDO, INC. (AKA USA Judo)

Amended October 19, 2026

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SECTION 1. DEFINITIONS

Athletes Advisory Council (AAC) - A body that provides a platform for athletes to have a voice in the governance and decision-making processes of the organization.

Board Member- Is synonymous with Board Director or Director. A person elected to the USA Judo Board of Directors.

Bylaws – A rule adopted by an organization to describe the organizational structure and how decisions are made, for the government of its members and the regulation of its affairs.

Certification of an Election – The Certification of an Election occurs once the Nominating and Governance Committee has confirmed that an election was run properly and the election results have been announced to the public.

Close Family Member - Means the spouse, domestic partner, children (biological, adopted, foster or step), or other immediate family members in the household, siblings (brother(s) and sister(s)), parents, grandparents, great-grandparents, grandchildren, and in-laws.

Delegation Event - As defined by the USOPC Bylaws, individually or collectively as applicable, the Olympic Games, the Paralympic Games, the Pan American Games, and the Parapan American Games.

Designated Committee(s) - Is defined by the USOPC Bylaws as any committee involved in the allocation of USOPC and/or NGB provided resources, and for USA Judo are:

i. Audit and Finance
ii. Ethics and Grievance
iii. Nominating and Governance
iv. High Performance

Financial Expertise – Is specialized knowledge and skills in finance, accounting and economics, enabling individuals to analyze complex financial data, make informed decisions, and provide financial opinions.

Generally Accepted Accounting Principles (GAAP) - A set of accounting standards that public companies in the United States use to create financial statements. GAAP standardizes reporting so that companies share financial information consistently and accurately.

International Judo Federation (IJF) – Is the body the governs Judo at an international level.

May – Permission or a permissive choice. To act or not, imply discretion.

Must – A mandatory requirement or obligation, indicating something is non-negotiable and imperative

NGB - As defined by the Act and the USOPC Bylaws, an amateur sports organization, a high-performance management organization, or a Paralympic sports organization that is certified by the USOPC under Section 220521 of the Act and Section 8 of the USOPC Bylaws. USA Judo is an NGB.

NGB 10 Year Athlete – As defined in Section 8.5.1(e) of the USOPC Bylaws, either:
(a) An athlete who qualifies as a USOPC 10 Year Athlete; or (b) An athlete who has been selected to

compete in a competition as defined by the NGB AAC and approved by the NGB Athlete Representation Review Working Group, within the previous 10 years.

NGB 10 Year+ Athlete – As defined in Section 8.5.1(f) of the USOPC Bylaws, either: (a) An athlete who qualifies as a USOPC 10 Year+ Athlete; or (b) An athlete who has been selected to compete in a competition as defined by the NGB AAC and approved by the NGB Athlete Representation Review Working Group, but not within the previous 10 years.

NGB Athletes' Advisory Council – As required by Section 8.4.1(a)(iii) of the USOPC Bylaws, the entity composed of and elected by amateur athletes that is part of the NGB's overall governance structure to ensure communication between the NGB and its currently active amateur athletes and serves as a source of amateur-athlete opinion and advice for policies and proposed policies of the NGB.

NGB Athlete Representation Review Working Group (ARRWG) – As established in Section 8.5.1 of the USOPC Bylaws, a working group made up of representatives from Team USA Athletes' Commission leadership, NGBC leadership, and the NGB's Team USA Athletes' Commission representative, and administratively supported by USOPC NGB Services, that reviews and approves any deviations from the athlete representation requirements of the USOPC Bylaws, including representation levels and definitions.

Protected Competition - As defined by the USOPC Bylaws, a Delegation Event or a Qualifying Competition.

Protected Individual – As defined by the Act, any amateur athlete, coach, trainer, manager, administrator, or official associated with the USOPC or an NGB.

Retaliation – As defined in Section 220501(b)(11) of the Act, any adverse or discriminatory action, or the threat of an adverse or discriminatory action, including removal from a training facility, reduced coaching or training, reduced meals or housing, and removal from competition carried out against a Protected Individual as a result of any communication, including the filing of a formal complaint, by the Protected Individual or a parent or legal guardian of the Protected Individual relating to the allegation of physical abuse, sexual harassment, or emotional abuse, with the United States Center for SafeSport; a coach, trainer, manager, administrator, or official associated with the USOPC; the United States Attorney General; a federal or state law enforcement authority; the Equal Opportunity Employment Commission; or Congress.

Retaliation also refers to any adverse or discriminatory action, or the threat of an adverse or discriminatory action, against any person who in good faith reports misconduct, and/or violations of the USOPC's or NGBs' Bylaws, policies, and procedures. Athletes who disclose information to or seek assistance from the Office of the Athlete Ombuds are also protected from retaliation as set forth in Section 220509(b)(5) of the Act.

Shall – Must or mandatory, to impose a duty on someone or something.

Should – Signifies a recommendation or suggestion, indicating something is desirable but not mandatory.

Ted Stevens Olympic and Amateur Sports Act (the Act) (36 U.S.C§§ 220501 – 220543), as amended – the legislation that establishes the USOPC and sets forth rules related to NGBs.

Team USA Athletes' Commission (Team USA AC) – As defined in Section 14 of the USOPC

Bylaws, where it is referred to by its previous name, the Athletes' Advisory Council, the entity established and maintained that: is composed of, and elected by, amateur athletes to ensure communication between the corporation and currently active amateur athletes; and serves as a source of amateur athlete opinion and advice with respect to policies and proposed policies of the USOPC.

US Center for SafeSport (the Center or SafeSport) – As further defined in Section 220541 of the Act, the independent national safe sport organization that exercises jurisdiction over the USOPC and all NGBs with regard to safeguarding amateur athletes against abuse, including emotional, physical, and sexual abuse, in sports.

United States Olympic & Paralympic Committee (USOPC) – Is the organization that certifies and otherwise governs all NGBs in the United States.

USOPC 10 Year Athlete - As defined in the USOPC Bylaws, an athlete who has been selected by their NGB to represent the United States in a Delegation Event or other International Qualifying Competition within the previous 10 years.

USOPC 10 Year+ Athlete - As defined in the USOPC Bylaws, an athlete who has been selected by their NGB to represent the United States in a Delegation Event or other International Qualifying Competition, but not within the previous 10 years.

United States Anti-Doping Agency (USADA) – The organization the USOPC has selected to govern issues related to doping in sport in the United States.

World Anti-Doping Agency (WADA) – The organization that governs issues related to doping in sport on an international level.

SECTION 2. NAME AND STATUS

Section 2.1. Name.

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

Section 2.2. Non-Profit Status.

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

SECTION 3. OFFICES

Section 3.1. Business Offices.

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

Section 3.2. Registered Office.

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

SECTION 4. PURPOSE AND MISSION

Section 4.1. Purpose.

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

Section 4.2 Mission.

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

SECTION 5. CERTIFICATION AS NATIONAL GOVERNING BODY

Section 5.1. Certification as a National Governing Body.

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

In fulfilling those requirements USA Judo shall:

5.1.1. Governance and Compliance.

a. fulfill all responsibilities as an NGB as set forth in the Act
b. adopt and maintain governance and athlete representation policies complying with the requirements of these Bylaws
c. adopt and maintain an Athletes Advisory Council as a part of its overall governance structure
d. adopt and maintain appropriate good governance practices
e. be recognized by the Internal Revenue Service as a tax-exempt organization under the Internal Revenue Code
f. adopt and enforce a code of conduct for its employees, members, board of Directors, and officers including clear conflicts of interest principles
g. adopt and enforce ethics policies and procedures
h. demonstrate an organizational commitment to diversity and inclusion
i. submit to binding arbitration in any controversy involving--
    i. its certification as a national governing body, upon demand of the USOPC; and
    ii. the opportunity of any amateur athlete, coach, trainer, manager, administrator, or official to participate in amateur athletic competition, upon demand of the USOPC or any aggrieved amateur athlete, coach, trainer, administrator, or official
    iii. Such arbitration shall be conducted in accordance with the standard commercial arbitration rules of an established major national provider of arbitration and mediation services based in the United States and designated by the USOPC with the concurrence of the USOPC AAC and the National Governing Bodies Council.
j. satisfy such other requirements as are set forth by the USOPC

5.1.2. Financial Standards and Reporting Practices.

a. demonstrate financial operational capability to administer its sport
b. be financially and operationally transparent and accountable to its members and to the USOPC
c. adopt a budget and maintain accurate accounting records in accordance with accounting principles generally accepted in the United States of America (GAAP)
d. submit its complete IRS Form 990 and audited financial statements, including management letter and budget, to the USOPC annually
e. post on its website its current bylaws and other organic documents, its IRS Form 990 for the three most recent years, and its audited financial statements for the three most recent years
f. satisfy such other requirements as are set forth by the USOPC

5.1.3. Athlete Safety.

a. comply with all applicable athlete safety and child protection laws
b. comply with the policies and requirements of the U.S. Center for SafeSport
c. maintain and enforce an athlete safety program consistent with the policy(ies) and standards directed by the USOPC
d. comply with the anti-doping policies of the USOPC and with the policies and procedures of U.S. Anti-Doping Agency (the "USADA")
e. satisfy such other requirements as are set forth by the USOPC

5.1.4. Sport Performance.

a. maintain and execute on a strategic plan that is capable of supporting athletes in achieving sustained competitive excellence, and in growing the sport
b. establish clear athlete, team, and team official selection procedures approved by a Designated Committee (as defined in the USOPC Bylaws, and by the USOPC, for Delegation Event teams as applicable, and timely disseminate such procedures to the athletes and team officials
c. effectively conduct, in accordance with such selection procedures, a selection process, including any trials (as approved by the USOPC), to select athletes for Delegation Event teams
d. competently and timely recommend to the USOPC athletes, teams, and team officials for Delegation Event teams as applicable
e. maintain and implement effective plans for successfully training Delegation Event athletes
f. satisfy such other requirements as are set forth by the USOPC

5.1.5. Operational Performance.

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

Section 5.2 National Governing Body SafeSport and Anti-Doping Obligations.

5.2.1. Compliance with the USOPC and U.S. Center for SafeSport Policies and Procedures.

As a member National Governing Body of the United States Olympic & Paralympic Committee, USA Judo shall adhere to the athlete safety rules and regulations of the USOPC. Additionally, USOPC Bylaw Section 8.4.1(c)(ii) provides that, as a condition of membership in the USOPC,

each National Governing Body shall comply with the policies and procedures of the independent safe sport organization designated by the USOPC to investigate and resolve safe sport violations. The USOPC has designated the Center as that organization. The current safe sport rules, policies and procedures are available at the offices of USA Judo or on-line at the following website: www.safesport.org . USA Judo also shall adopt and maintain athlete safety policies and procedures consistent with the Center's rules, policies, and procedures, as they may be modified or amended from time to time. USA Judo's current athlete safety rules, policies, and procedures are available at the offices of USA Judo or on-line at the following website: https://www.teamusa.org/USA-Judo/Safe-Sport-Program .

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

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

5.2.3. Compliance with the USOPC and IOC Rules on Prevention of Manipulation of Competitions.

As a National Governing Body, USA Judo shall adhere to the USOPC and IOC rules on the prevention of manipulation of competitions.

Section 5.3 International Federation.

As a National Governing Body, USA Judo shall belong to the international federation governing the sport of Judo, the IJF, and may not belong to another international federation. Additionally, USA Judo shall comply with IJF statutes, and mandatory regulations, unless the same violates a United States law. It is the responsibility of USA Judo to ensure that its contact details and administrative data are kept up to date in IJF's Judobase.

Section 5.4 Compliance with Olympic Charter.

As a National Governing Body, USA Judo shall comply with the Olympic Charter and the IPC Handbook.

SECTION 6. MEMBERS

Section 6.1. Categories of Membership.

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

6.1.1. Individual Membership Categories

a. General Members. General Members are those individuals who register as actively competing members and are eligible for competition in Judo or are otherwise interested in being a member. Individual Membership athlete categories include, but are not limited to:
    - Individual Judo
    - Individual Jiu Jitsu
    - Dual (Judo/Jiu Jitsu)
    - Family
    - Police Athletics/Activities League
    - Judo in Schools
    - Lifetime
    - Trial

b. Coach Members. Coach Members are those individuals who register and meet the required certifications to serve as an active coach as determined by USA Judo. Certifications include, but are not limited to, minimum rank of Shodan, USA Judo Coaching Certification, Background Screen, SafeSport Certification and Concussion Training.

c. Referee Members. Referee Members are those individuals who register and meet the required certifications to serve as active referees as determined by USA Judo. Certifications include, but are not limited to, National level certification or higher, IJF and/or PJC Referee Certification, Background Screen, SafeSport Certification and Concussion Training.

d. Honorary Members. Honorary Members are those individuals to which USA Judo deems appropriate to bestow an honorary title, if any.

6.1.2. Organization Membership Categories – Club Members.

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

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

   Requirements to be approved as a National Affiliated Organization include, but are not limited to, the following:
    - must have a process for selecting athletes on a level of proficiency

appropriate for selection of athletes to represent the United States in international amateur athlete competition;

- that selection occurs through a national program or regular national amateur athletic competition in Judo that reflects the nature, scope, quality, and strength of the Judo programs and competitions of that amateur sports organization in relation to all other Judo programs and competitions in the United States.

- Programs and resources recognized by USA Judo as being contributory to the development of athlete, coaches and referees in the United States. Programs and resources may include, but not be limited to hosting camps, clinics, financial support and events that meet USA Judo Standards.

- Insurance coverage equivalent to or better than the insurance standards required of USA Judo when reciprocal participation and/or point and coaching agreements are in place.

- SafeSport and safety guidelines for members equivalent to those implemented by USA Judo, including reciprocal acceptance and publishing of disciplinary actions related to criminal and/or SafeSport-related incidents. Individual organizational governance-related disciplinary actions may or may not be accepted as reciprocal by USA Judo and will be determined by the USA Judo Board of Directors, in consultation with the USA Judo CEO.

- Named officers must be current USA Judo Members in good standing.

- Proof of current bylaws.

- Proof of leadership and governance structure.

- Results from prior year's strategic plan (template to be provided).

- Basic strategic plan including initiatives and goals for following year (template to be provided).

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

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

b. Contributing Organization Members. Contributing Organization Members are those amateur sports organizations that conduct athletic programs or activities that further the sport of Judo in the United States or which otherwise support the sport of Judo in the

United States and that register as Contributing Organizations.

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

- Programs and resources recognized by USA Judo as being contributory to the development of athlete, coaches and referees in the United States. Programs and resources may include, but not be limited to hosting camps, clinics, financial support and events that meet USA Judo Standards.

- Insurance coverage equivalent to or better than the insurance standards required of USA Judo when reciprocal participation and/or point and coaching agreements are in place.

- SafeSport and safety guidelines for Members equivalent to those implemented by USA Judo, including reciprocal acceptance and publishing of disciplinary actions related to criminal and/or SafeSport-related incidents. Individual organizational governance-related disciplinary actions may or may not be accepted as reciprocal by USA Judo and will be determined by the USA Judo Board of Directors, in consultation with the USA Judo CEO.

- Named officers must be current USA Judo Members in good standing.

- Proof of current bylaws.

- Proof of leadership and governance structure.

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

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

- Proof of current bylaws.

- Proof of leadership and governance structure with latest election results.
- All named officers must be current USA Judo Members in good standing.

To receive recognition as a State Member of USA Judo, required documentation must be submitted to USA Judo by November 1 for review by USA Judo.

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

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

Section 6.2. Voting Rights.

Individuals belonging to the following membership categories shall be entitled to vote in applicable elections:

6.2.1. Athlete Directors. Athletes meeting the 10 Year Athlete definition shall have one (1) vote in the Athlete Director election(s), AAC election(s) and Team USA AC election(s).

6.2.2. Referee Director. Members who are USA Judo Referee Members (including Emeritus and Honorary) and in good standing at the time of the vote shall have one (1) vote in the Referee Director election.

6.2.3. Coach Director. Members who are USA Judo Coach Members and in good standing at the time of the vote shall have one (1) vote in the Coach Director election.

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

- **Regional Directors.** Organizations who are USA Judo Club Members and are in good standing shall have one (1) vote in the Regional Director election in such club's region.

- **President**. Every individual member in good standing in a state that has a current USA Judo State Membership in good standing will have one (1) vote in the President primary vote held by such state. The winner of such primary vote will be the selection by the selected USA Judo State Membership representative, who will then have one (1) vote in the final election for President.

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

An individual may belong to more than one (1) of the above-mentioned membership categories. However, an individual is only eligible to vote in one (1) membership category when two (2) or more of their membership categories are contested concurrently in any given election; provided that this exclusion does not prohibit an Individual Member from voting for a President (i.e., a person may vote for a President and in the membership category designated as set forth above). Any individual who is a member of more than one (1) concurrently contested membership category shall

designate the membership category in which he or she shall vote.

If an individual is a 10 Year Athlete and wishes to vote in the Athlete Director election(s), they must disclose the same and are ineligible to vote in the other Individual Member elections; provided that this exclusion does not prohibit a 10 Year Athlete from voting for a President (i.e., a person may vote for a President and in the Athlete Director election(s)) .

- **Independent Director**. The members of the USA Judo Nominating and Governance Committee shall appoint the Independent Director.

Section 6.3 General Voter Qualifications: An individual must be a citizen of the United States and at least eighteen (18) years of age in order to be eligible to vote in an election. Notwithstanding these restrictions on voting, non-voting membership in USA Judo is open to individuals who are less than eighteen (18) years of age and to individuals who are not citizens of the United States.

An individual shall be a member of USA Judo at least sixty (60) days prior to the date of the election (record date) in order to be eligible to vote in an election. The USA Judo membership requirement for voting does not apply for the Athlete Director election(s), but does apply to the President election. Organizations shall be a member of USA Judo at least sixty (60) days prior to the date of the election in order to be eligible to vote in an election.

No other voting privileges are conferred upon these members.

Except as set forth above, individuals and organizations belonging to the following membership categories have no voting privileges:

- Supporting Organization Members
- Contributing Organization Members

Section 6.4. 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 membership requirements, which may include background checks, SafeSport education and training, and dues as the Board shall deem necessary or appropriate. All members must abide by USA Judo policies and procedures and maintain membership status in good standing. Further, the CEO may establish such rules and procedures for the manner and method of payment of dues, the collection of delinquent dues and the proration or refund of dues, as the CEO deems necessary or appropriate. No privilege of membership shall be available until all membership requirements are satisfied and all dues are paid in full.

Section 6.5. Membership SafeSport and Anti-Doping Obligations.

6.5.1 Individual Members: As a condition of membership in USA Judo and a condition for participation in any competition or event sanctioned by USA Judo or its member organizations, each USA Judo member and each athlete, coach, trainer, agent, athlete support personnel, medical or para-medical personnel, team staff, official and other person who participates in USA Judo or USA Judo events (whether or not a USA Judo member), agrees to comply with and be bound by the safe sport rules, policies and procedures of the U.S. Center for SafeSport and to submit, without reservation or condition, to the jurisdiction of the Center for the resolution of any alleged violations of those rules, policies and procedures, as may be amended from time to time, to the extent the alleged violation falls within the jurisdiction of the Center. Each USA Judo member and each athlete, coach, trainer, agent,

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

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

6.5.2 Organizational Members: It is the duty of all Athletes, Athlete Support Personnel and other Persons (as those terms are defined in the World-Anti Doping Code), by virtue of their participation in the Olympic, Paralympic, Pan American, Parapan American or Youth Olympic Games, participation in an Event or Competition organized or sanctioned by an NGB, Paralympic Sport Organization (the "PSO") or High Performance Management Organization (the "HPMO"), participation on a national team, utilization of a USOPC Training Center, receipt of benefits from the USOPC or USA Judo, inclusion in the Registered Testing Pool, or otherwise subject to the World Anti-Doping Code to comply with all anti-doping rules of WADA, the IJF, the USOPC, and of the U.S. Anti-Doping Agency (USADA), including the USADA Protocol for Olympic and Paralympic Movement Testing (USADA Protocol) and all other policies and rules adopted by WADA, the IJF and USADA. If it is determined that an Athlete, Athlete Support Personnel, or other Person may have committed a doping violation, the individual agrees to submit to the results management authority and processes of USADA, including arbitration under the USADA Protocol, or to the results management authority of the IJF, if applicable or referred by USADA. In addition, Athletes agree to submit to drug testing by the IJF and/or USADA or their designees at any time and understand that the use of methods or substances prohibited by the applicable anti-doping rules make them subject to penalties including, but not limited to, disqualification and suspension.

Section 6.6. Suspension and Termination of Membership.

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

The U.S. Center for SafeSport may also designate various membership and/or participation statuses as set forth in the SafeSport Code.

Section 6.7. Transfer of Membership.

Members may not transfer their membership in USA Judo. Members shall have no ownership

rights or beneficial interests of any kind in the property of USA Judo.

SECTION 7. BOARD OF DIRECTORS

Section 7.1. General Powers.

Except as otherwise provided in these Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of USA Judo shall be managed by, its Board of Directors. All decisions shall be made by a simple majority, except for Bylaw modification and the dissolution of USA Judo.

Section 7.2. Function of the Board.

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

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

Section 7.3. Diversity of Discussion.

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

Section 7.4. Qualifications.

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

A Director should (i) have the highest personal and professional integrity, (ii) have demonstrated exceptional ability and judgment, and (iii) be effective, in conjunction with the other Directors, in collectively serving the long-term interests of USA Judo. Each Director shall have passed a background check, completed SafeSport education and training, and have no record of SafeSport violations.

Directors should have a high level of experience and capability in Board oversight responsibilities, including in the areas of finance, marketing, fundraising, audit, management, communications, and sport. At least one (1) of the independent Directors, who shall also serve on the Audit and Finance Committee, should have Financial Expertise.

All Directors must meet the applicable eligibility requirements, and comply with the conflict of interest policies.

In addition to the above, Athlete Directors must also abide by the codes of conduct of bodies they belong to related to their board service (i.e., the Team USA Athletes' Commission and/or U.S. Olympians and Paralympians Association).

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

Section 7.5. Number.

The Board of Directors shall consist of twelve (12) Directors at least one (1) of whom shall be an Independent Director, at least one third of whom shall be Athlete Directors, and the rest of whom should be drawn from appropriate representation in the United States Judo community.

Section 7.6. Election/Selection.

7.6.1 Election Rules: The USA Judo Board of Director elections will be administered with a process established by the Nominating & Governance Committee (and in the case of athlete directors, established with the NGC and AAC) that ensures they are managed fairly, consistently and appropriately (e.g., free of conflicts, voter eligibility is reviewed and validated, election procedures are followed consistently, etc.).

7.6.2 Nominations: At the appropriate time, the Nominating and Governance Committee will solicit nominations of members to serve in the seat(s) being elected. Prior to being placed on a ballot, the Nominating and Governance Committee will ensure each candidate meets all applicable eligibility

requirements to serve if elected, including assessing any disqualifying conflicts or periods of ineligibility from the Center or USADA.

7.6.3 Ballot: The Nominating and Governance Committee will then timely present the names of at least three (3) qualified nominees to the applicable voting members for election (or, in the event there are fewer than three (3) qualified nominees, the names of all qualified nominees).

7.6.4 Voting Rights: The voting rights for each election are set forth in Section 6.2.

7.6.5 Equal Opportunity: All Directors/Board Members shall be elected/selected without regard to race, color, national origin, gender, age, religion, gender identity or expression, disability, or sexual orientation, and should provide for reasonable representation of both males and females on the board of directors or other governing board.

Section 7.7. Seats.

7.7.1. President (1 seat): The President Director will take the place of one At-Large seat that is currently vacant. This position shall be elected beginning in the election process in 2026 in a two (2) step process.

Step 1: Each state that has a State Organization in good standing is eligible to and shall run the first election as a primary election. In such election, all current USA Judo Individual Members in good standing who are members of the State Organization may vote for the President. The highest vote getter will be voted on in Step 2.

Step 2: USA Judo shall run the second final election, in which the State President may cast a vote for the President, which vote shall be the winner of the primary election in such state. The highest vote getter shall be the President.

7.7.2. Athlete Directors (4 seats): At least thirty-three percent (33%) of the total number of Directors shall be Athlete Directors. All Athlete Directors shall be directly elected by 10 Year Athletes . Additionally Team USA Advisory Commission ("Team USA AC") (f/k/a USOPC Athletes' Advisory Council) representative and alternate will be elected consistent with the Team USA AC Bylaws. Such Athlete Directors will include:

- USA Judo's representative to the Team USA AC shall be one of the Athlete Directors on the Board of Directors.

- USA Judo alternate representative to the Team USA AC shall be one of the Athlete Directors on the Board of Directors.

- No less than twenty percent (20%) of the total board representation shall be 10 Year Athletes, as defined in the USOPC Bylaws. The remaining Athlete Directors may be comprised of 10+ Year Athletes, as defined in the USOPC Bylaws. The USA Judo representative to the USOPC Athletes' Advisory Council and alternate shall count towards the twenty (20) percent 10 Year Athlete requirement.

- At least one (1) of the athlete directors of the Board of Directors is to be represented by a Paralympic Athlete.

- All athlete representatives are subject to the conflict of interest policies, and code(s) of conduct of all relevant stakeholders (i.e., USA Judo, Team USA Athletes' Commission, and/or USOPA) apply in determining eligibility of a candidate.

7.7.3. Regional Directors (3 seats): The remaining three (3) At Large Directors will be phased out and replaced with three (3) Regional Directors. Such Regional Directors will be elected such that two (2) members shall stand for election in 2026 as two (2) At Large seats expire, and one (1) will be elected in 2028 when the other At Large seat expires. The geographical regions will be determined/reallocated by the Board of Directors based on a fair and equitable distribution of the population of the voting members of USA Judo throughout the United States and as set forth in a Regional Policy adopted by the Board by the end of January of the year in which a Regional Director is to be elected; provided however, when possible a region shall remain intact for a four (4) year cycle. The individual within the region with the highest vote total is elected.

7.7.4. Referee Board Member (1 seat): The Referee Board Member will come from nominations made by Referee Members of USA Judo who are in good standing. At the appropriate time, the Nominating and Governance Committee will solicit nominations of referees who are Referee Members. The Nominating and Governance Committee will then timely present the names of at least three (3) qualified nominees (or, in the event there are fewer than three (3) qualified nominees, the names of all qualified nominees) who shall then stand for election. The individual with the highest vote total is elected.

7.7.5 Coach Board Member (1 seat): The Coach Board Member will come from USA Judo Coach Members who are in good standing. At the appropriate time, the Nominating and Governance Committee will solicit nominations of coaches who are Coach Members. The Nominating and Governance Committee will then timely present the names of at least three (3) qualified nominees (or, in the event there are fewer than three (3) qualified nominees, the names of all qualified nominees) who shall then stand for election. The individual with the highest vote total is elected.

7.7.6. Independent Members (2 seats): The independent seat up for re-election in 2026 shall be re-seated as set forth in Section 7.8. The other seat is occupied and will be filled when that seat expires in 2028.

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

Section 7.8. Independent Directors (2 seats):

The Board, through its Nominating and Governance Committee, shall affirmatively make a determination as to the independence of each candidate for an Independent Director position and/or a current 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 and Governance Committee, it would interfere with the Director’s independent judgment. To assist it in determining whether a Director is independent, the Board shall adopt the guidelines set forth below, which shall be applied on a case-by-case basis by the

Nominating and Governance Committee.

A Director shall not be considered independent if, within the preceding two (2) years:

a. the candidate/Director is/was employed by or held any governance position (whether a paid or volunteer position) with USA Judo, the IJF, the international regional sport entity of Judo, PanAmerican Judo Confederation ("PJC"), or any other sport family entity connected to USA Judo;

b. an immediate family member of the candidate/Director is/was employed by or held any governance position (whether a paid or volunteer position) with USA Judo, the IJF, the international regional sport entity of Judo, PJC, or any other sport family entity connected to USA Judo;

c. the candidate/Director is/was affiliated with or employed by USA Judo's outside auditor or outside counsel;

d. an immediate family member of the candidate/Director is/was affiliated with or employed by USA Judo's outside auditor or outside counsel as a partner, principal or manager;

e. the candidate/Director is/was a member of USA Judo's Athletes' Advisory Council;

f. the candidate/Director is/was a member of any constituent group with representation on the Board;

g. the candidate/Director receives or received any compensation from USA Judo directly or indirectly;

h. the candidate/Director is/was an executive officer, controlling shareholder, or partner of a corporation or partnership or other business entity that does business with USA Judo;

i. the candidate/Director is/was a member of the NGB in a membership category that participates in Protected Competitions;

j. the candidate/Director is/was the parent, Close Family Member, or coach of an athlete that has competed in a Protected Competition; or

An independent member is excepted from the requirement prohibiting them from holding any governance position with USA Judo, IJF, international regional sport entity, or sport family entity connected to USA Judo, provided the governance position they hold is their board position or related to their board position (e.g., a board member does not lose their independence as a result of serving successive terms or serving as a board liaison to the IJF).

A serving independent member is exempt from the requirement prohibiting them from accepting any payment from the NGB, provided that all payments received are reimbursements for approved expenses reasonably incurred as part of their board duties.

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

Governance Committee.

Individuals serving as an independent member of a USA Judo committee may continue to be considered as having an independent perspective if they stand for election/selection to a board seat reserved for a member with an independent perspective following committee service without stepping away from the USA Judo for two (2) years if they have continued to meet all other criteria for an independent perspective.

Section 7.9. Staggered Board.

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

Section 7.10. Board Term.
Unless otherwise stated herein, the term of office for a Director of the Board shall be four (4) years. A Director's term shall end and new Director's term shall begin upon Certification of an Election applicable to the position, which shall occur as soon as possible after the election by the Nominating and Governance Committee. In the event of a Director's resignation, removal, incapacity, disability or death, USA Judo shall nominate and elect a successor Director within sixty (60) days, or, at the latest, shall elect a successor Director at the next regularly scheduled Board meeting.

If requested by the Board, an outgoing Director should assist with the transition of duties to the incoming Director.

Section 7.11. Board Term Limits.

No Director of the Board may serve more than two (2) consecutive terms in the same position.

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

Section 7.12. Director Attendance.

Directors of the Board are expected to attend in person two (2) regularly scheduled Board meetings (currently held at Senior Nationals and the President's Cup), although for exigent circumstances a Director may participate in a meeting by video conference or telephone. All other meetings shall be by video conference. Directors shall be required to attend no less than one half (1/2) of all regularly scheduled Board meetings.

Section 7.13. Resignation, Removal and Vacancies.

7.13.1. Vacancy. A Director's position on the Board shall be declared vacant upon the Director's resignation, removal, incapacity, disability or death, or upon the expiration of the Director's term. Any Director shall resign at any time by giving written notice to the President, except the President's resignation shall be given to the Board of Directors. Such resignation shall take effect at the time specified in the written notice, and unless otherwise specified in the

written notice, the acceptance of such resignation shall not be necessary to make it effective.

7.13.2. Failure to Attend. Except for Athlete Directors, all other Directors may be removed by the Board if they fail to attend more than one half (1/2) of the regular meetings of the Board during any twelve (12)-month period, unless they are able to demonstrate to the other Directors of the Board that the presence of exigent circumstances caused and excused the absences. In such circumstances, the absent Directors shall be removed by the affirmative vote of a majority of the voting power of the Board (not including the voting power of the absent Director and any vacancies).

7.13.3. Removal for Cause. Any Director may be removed by the Board for cause at any duly noticed (i.e., reasonable notice of the date, time and location) meeting of the Board, and after being provided an opportunity for the Director to be heard by the Board, upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board (excluding the voting power of the Director in question and any vacancies).

7.13.4. Removal Without Cause. Any Director may be removed by the Board without cause at any duly noticed (i.e., reasonable notice of the date, time and location) meeting of the Board, and after being provided an opportunity for the Director to be heard by the Board, upon the affirmative vote of at least three-fourths (3/4) of the total voting power of the Board (excluding the voting power of the Director in question and any vacancies).

7.13.5. Directors elected to the Board by constituents: May also be removed with or without cause at any duly noticed removal vote, upon the affirmative vote of at least three-fourths (3/4) of the applicable voting constituency (excluding the voting power of the Director in question). Such removal should not occur until the Nominating and Governance Committee provides a Certification of the Election and the Board approves the removal by a majority vote.

Any vacancy occurring in the Board shall be filled as set forth for the election of the Director of the Board. A Director elected to fill a vacancy shall be elected for the unexpired term of such Director's predecessor in office.

For the Team USA AC Athlete Director position on the Board, if the seat becomes vacant (e.g., by resignation), then the alternate USA Judo Athletes' Advisory Council representative shall become the Team USA AC representative and hold such Athlete Director's seat on the Board. If the Athlete Director who is USA Judo's Team USA AC representative is removed from the Board by vote of the Board, such removal shall have no impact on the individual's status as USA Judo Athletes' Advisory Council representative, unless removed as set forth in the Team USA AC Bylaws.

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

Section 7.14. Regular and Special Meetings.

USA Judo's Board shall meet at regularly scheduled meetings at least four (4) times per year, and such meetings shall be spaced throughout the year.

Directors shall participate in regularly scheduled Board meetings in- person as set forth in Section 7.11 above, unless pre-approved by the President based on exigent circumstances, in which case participation by telephone or videoconference is permitted.

The Board may meet for Special Meetings at such other frequency as is appropriate for the Board to meet given the circumstances. Special meetings of the Board shall be held upon the call of the President or upon the written request of not less than fifty (50) percent of the Board.

Directors may participate in special meetings of the Board by telephone or video conference. For special meetings for the purpose of a Board vote, the meeting and voting may take place orally or by electronic mail.

Section 7.15. Notice of Meetings.

Notice of each meeting of the Board of Directors stating the date, time and place of the meeting, and in the case of a special meeting the purpose for which the meeting is called, shall be given to each Director of the Board by or at the direction of the President of the Board. Notice may be given either in writing or orally. Written notice may be delivered either personally, by mail, by private carrier or by electronic transmission. Such notice shall be delivered to the Director's business or residential address (or to such other address provided by the Director for such purpose), to the Director's facsimile telephone number or to the Director's email address. For regularly scheduled meetings, notice may be by electronic mail or orally. In either case, notice shall be delivered at least five (5) business days before the date of the meeting. Notice for special meetings will be as soon as possible given the circumstances. The method of notice need not be the same as to each Director. USA Judo shall also post notice of the regular meetings on USA Judo's website at least forty-eight (48) hours in advance of the meeting and will attempt to do the same in the event of a special meeting.

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 7.16. Quorum.

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

Section 7.17. Action of the Board/Consent.

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

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

Section 7.18. Voting by Proxy.

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

Section 7.19. Presumption of Assent.

A Director who is present at a meeting of the Board at which action on any corporate matter is taken

shall be presumed to have assented to the action taken unless such Director's dissent shall be entered in the minutes of the meeting or unless the Director shall file a written dissent to such action with the individual acting as the Secretary of the Board before the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action. For purposes of voting, votes may be taken orally. A motion for a roll call vote may be made, and if passed by the majority of the Directors, will be utilized. Votes that occur during executive session will be documented in the regular minutes.

Section 7.20. Action Without a Meeting.

Except as otherwise provided in these Bylaws, a specific question or matter that might be considered at a meeting of the Board may be submitted to a vote by mail, facsimile, email or other means at the discretion of the President of the Board or upon resolution of the Board of Directors, unless one or more directors makes an effective written demand that such action not be taken without a meeting. In the conduct of such votes, the Secretary shall provide notice thereof to each member of the Board of Directors containing a clear statement of the question to be voted upon and the date on which voting shall be closed, with a request that each member cast their vote thereon and communicate it to the Secretary and the President of the Board prior to the closing date. The notice shall also state that a failure to respond will have the same effect as abstaining in writing. The closing date shall be not less than three business days after the provision of notice of the vote to be taken. The question or matter submitted for decision under this Subsection shall be approved if the affirmative votes equal or exceed the minimum number of votes that would be necessary to take such action at a meeting at which all of the directors then in office were present and voted.

Section 7.21. Transacting Business by Mail, Electronic Mail, Video Conference or Telephone .

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

Section 7.22. Agenda.

The agenda for a meeting of the Board shall be set by the President of the Board after consultation with the Chief Executive Officer and should be sent at least five (5) business days in advance of a meeting. A Director may request that items be placed on the Board agenda. In exigent circumstances the agenda may be changed before or at the meeting with the approval of the majority of the Directors present at the meeting.

Section 7.23. Questions of Order and Board Meeting Leadership.

Questions of order shall be decided by the President of the Board unless otherwise provided in advance by the Board. The President shall 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 Director of the Board to preside. If the President is unable to make or has not made such a designation, the Board may choose another Director to serve as presiding officer for that meeting.

Section 7.24. Effectiveness of Actions.

Actions taken at a meeting of the Board of Directors shall become effective immediately following the adjournment of the meeting, except as otherwise provided in these Bylaws or

when a definite effective date is recited in the record of the action taken.

Section 7.25. Open and Executive Meeting Sessions.

Ordinarily, all meetings of the Board of Directors shall be open to USA Judo members. In the event the President of the Board, with the consent of a majority of the Directors of the Board in attendance, deems it appropriate: (i) to exclude members at an open meeting for any reason, then the 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. Further, the President of the Board may open a meeting of the Board to non-members, with the consent of a majority of the Directors of the Board in attendance.

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

Section 7.26. Minutes of Meetings.

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

Section 7.27 Compensation.

Directors are disqualified from receiving compensation for services rendered to or for the benefit of USA Judo in any other capacity, unless such services are necessary, priced competitively, and pre-approved by the Board. The reasonable expenses of the Directors may be paid or reimbursed in accordance with USA Judo's financial policies, if pre-approved in writing by the CEO and President.

Additionally, Athlete Directors, however, shall be entitled to obtain compensation from USA Judo in connection with their capacity as athletes, including all benefits to which all Elite Athletes are eligible, such as Elite Athlete Health Insurance, Direct Athlete Support, Operation Gold, reasonable compensation for marketing efforts requested by USA Judo and outside of that stated in USA Judo's Athlete Agreement . USA Judo will cover all Athlete Directors' travel costs associated with attending in-person Board Meetings.

SECTION 8. OFFICERS

Section 8.1. Designation.

The officers of USA Judo shall be a President, a Treasurer and a Secretary.

Section 8.2. Election/Selection and Duties.

The USA Judo Officer elections will be administered after the Board of Director elections and with a process established by the Nominating & Governance Committee that ensures they are managed fairly, consistently and appropriately (e.g., free of conflicts, voter eligibility is reviewed and validated, election procedures are followed consistently, etc.). All candidates will have already been elected to the Board with applicable eligibility requirements confirmed. The voting rights for each election are set forth below.

President
The President shall be elected as set forth in Section 6.2.

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

Secretary General
The Chief Executive Officer shall be the Secretary General and shall be a non-voting member of the Board.

Treasurer
The Treasurer shall be elected by and from the Board beginning in the election process in 2026. Board members may either nominate themselves or be nominated by their fellow Board members.

Secretary
The Chief Executive Officer shall designate, one member of the staff to serve as USA Judo's corporate Secretary and shall be a non-voting member of the Board.

Section 8.3. Term.

The term of office of the President and Treasurer shall be the earlier of four (4) years or until the end of their term on the Board, if a different time period. The newly elected President and Treasurer shall take office immediately. The President and Treasurer shall hold office until the President or Treasurer's successor is elected and qualified, or until the President or Treasurer's earlier resignation, removal, incapacity, disability or death. USA Judo shall solicit nominations of a successor President and hold an election as set forth in Section 7.6(a) and shall nominate and elect a successor Treasurer, at the latest, by the end of the term, to ensure that a successor President or Treasurer is able to take office immediately upon the end of the prior President's or Treasurer's term. If a President or Treasurer resigns, is removed from office, is incapacitated or disabled, or dies prior to the end of the term, then USA Judo shall follow the applicable process to nominate and elect a successor within sixty (60) days of the date of the President's or Treasurer's resignation, removal, incapacity, disability or death, or, at the latest at the next regularly-scheduled Board meeting.

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

Section 8.4. Authority and Duties of Officers.
The officers of USA Judo shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the Board of Directors or these Bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law:

8.4.1. President of the Board: The President shall also be the Chair of the Board and: (i) set all meeting and meeting agendas, (ii) preside at all meetings of the Board, (iii) see that all Board Commitments, resolutions and oversight are carried into effect, (iv) have primary responsibility for ensuring that the USA Judo Board carries out its responsibilities under these Bylaws and applicable laws, (v) work with the CEO on a cooperative basis as necessary to manage key international relationships (including, without limitation, by executing cooperation and other international agreements on behalf of the corporation as appropriate), with the allocation of international responsibilities between the CEO and the President to be determined by the USA Judo Board in the event of a conflict between the two, (vi) serve as required on commissions and other governance bodies of international judo organizations, (vii) be referred to internationally as the President of USA Judo; and (viii) have and may exercise such powers and perform such other duties as may be specified in these Bylaws and/or assigned from time to time by the USA Judo Board.

Recognizing the significance of the President in international matters, the President shall exercise ceremonial or representational functions in the international context.

8.4.2. Secretary General: The Secretary General shall be responsible for all operational aspects of relations with international and other organizations, including, but not limited to the International Judo Federation, the Pan American Judo Confederation, and the USOPC. Other CEO duties are set forth in Section 14.

8.4.3. Treasurer. The Treasurer shall: (i) have general oversight of the financial affairs of USA Judo, including preparation of the annual budget, (ii) ensure the preparation of USA Judo's financial reports on an annual or more frequent basis; (iii) present financial reports to the Board as the Board may request; (iv) ensure that an annual audit is conducted of USA Judo, and (v) perform all duties incident to the office of Treasurer.

Recognizing the significance of the Treasurer in financial matters, the Treasurer should have a financial background enabling him or her to fulfill the required duties.

8.4.4. Secretary. The Secretary shall: (i) Keep the minutes of the proceedings of the Board and ensure that such meetings are published to the USA Judo website; (ii) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (iii) be custodian of the corporate records; and (iv) perform all duties incident to the office of Secretary.

Section 8.5. Restrictions.

Officers of USA Judo shall perform their functions with due care. No individual may serve simultaneously as an officer of USA Judo and as an officer of an organization holding membership

in USA Judo or as an officer of another amateur sports organization that is recognized by the USOPC as a National Governing Body.

Section 8.6. Term Limits.

The President and Treasurer may only serve two (2) consecutive terms.

Section 8.7. Resignation, Removal and Vacancies.

An officer's position with USA Judo shall be declared vacant upon the officer's resignation, removal, incapacity, disability or death. The President or Treasurer may resign at any time by giving written notice to the Board. The Secretary may resign at any time by giving written notice to the Chief Executive Officer. Such resignation shall take effect at the time specified in the notice, and, unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.

The President and/or Treasurer will be removed if they are removed from the Board as set forth in Section 7.13.

The President and/or Treasurer may be removed without cause at any duly noticed removal vote (defined above), upon the affirmative vote of at least three-fourths (3/4) of the applicable voting constituency (excluding the voting power of the Director in question). Such removal should not occur until the Nominating and Governance Committee provides a Certification of the Election.

The Secretary General will be removed if their employment with USA Judo terminates.

The Secretary may be removed by the Chief Executive Officer, with or without cause. The removal of an officer from his or her position as officer does not necessarily require removal from his or her position on the Board.

Any vacancy occurring in the President or the Treasurer shall be filled as set forth in Section 8.2. A President or Treasurer elected to fill a vacancy shall be elected for the unexpired term of such President or Treasurer's predecessor in office. A vacancy in the office of Secretary shall be filled by the Chief Executive Officer.

Section 8.8. Compensation.

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

SECTION 9. COMMITTEES

Section 9.1. Designation.

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

USA Judo shall have the following Designated Committees: Audit and Finance Committee, Ethics and Grievance Committee, Athlete High Performance Committee, and Nominating and Governance Committee.

USA Judo shall have the following standing committees: Coach Education Committee, Referee Committee, and Rank and Certification Committee.

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

Section 9.2. Appointments.

Designated Committee appointments, including the designation of committee Chairs, and other committees established to support the Board, shall be made by the Board.

Standing Committee appointments, including the designation of committee Chairs, and other committees established to support the CEO and office operations shall be made by the CEO.

All athlete representatives, whether for a Designated Committee or Standing Committee shall be selected by the USA Judo AAC as set forth in Section 9.4.

All Committee candidates shall be identified and vetted through a process agreed upon by the Nominating and Governance Committee. Appointments shall be made based on a combination of factors including each individual member's expertise and the needs of USA Judo, and these Bylaws, and serve at the pleasure of the Board and/or CEO.

Committee meetings and agendas shall be developed by the Committee Chair in consultation with the CEO and/or Board. Participation by telephone or video conference is acceptable.

Section 9.3. Number.

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

Athlete representatives shall equal at least thirty-three percent (33%) of the membership of all Committees, unless there has been an approved exception by the USOPC's AARWG.

Section 9.4. Athlete Representation Qualifications.

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

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

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

Athletes must be selected after the vetting process is complete.

For "Designated Committee(s)" that oversee the selection of athletes, coaches, and/or staff for a Para sport Protected Competition, at least half of the athlete representatives must have gained eligibility from the Paralympic equivalent to the 10 Year Athlete definition .

Section 9.5. Term.

The term for all committees shall be four (4) years starting with committee selections in 2025; provided, however, if a person was placed on a committee prior to 2025 and has served longer than four (4) years, such person may stay on the Committee until 2030. A committee member shall remain on the committee until the committee member's successor is appointed, or until the committee member's earlier resignation, removal, incapacity, disability or death.

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

Section 9.6. Term Limits.

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

Section 9.7. Committee Member Attendance.

Committee and task force members are expected to attend all regularly scheduled committee and task force meetings of which they are a member.

Each committee or task force member should attend a minimum of at least one half (1/2) of the committee or task force meetings of which they are a member during any twelve (12) month period.

Section 9.8. Resignation, Removal and Vacancies.

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

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

Committee members may also be removed for cause upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board (excluding the voting power of the committee member in question, if also a Director), or upon the determination of the Chief Executive Officer, if appointed by the Chief Executive Officer.

Committee members may also be removed not for cause upon the affirmative vote of at least three-fourths (3/4) of the total voting power of the Board (excluding the voting power of the Director in question, if also a Director), or upon the determination of the Chief Executive Officer, if appointed by the Chief Executive Officer.

Athlete representative positions on committees may only be removed by the AAC provided; however, the Board, CEO and/or relevant committee may provide a recommendation to the AAC for such removal.

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 9.9. Procedures.

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

Section 9.10. Open and Executive Meeting Sessions.

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

Section 9.11. Meeting Cadence, Minutes of Meetings, Reports.
Each committee and task force shall meet no less than once per quarter and take minutes of its meetings and submit them to the USA Judo CEO for posting on the USA Judo Website.

Each committee shall prepare reports on progress, all of which shall be forwarded to the CEO in a reasonable time frame after a request.

Section 9.12. Compensation.

Committee and task force members shall not receive compensation for their services as committee or task force members, although the reasonable expenses of committee and task force members may be paid or reimbursed in accordance with USA Judo's policies. Committee and task force members who are not Directors of the Board may receive compensation for professional services rendered to or for the benefit of USA Judo in any other capacity, provided services are necessary, priced competitively, and pre-approved by the Board.

Each committee and task force member shall be bound by USA Judo's Conflict of Interest Policy.

Section 9.13. Audit and Finance Committee.

9.13.1. Appointment: Except for athlete representatives (who shall be selected as set forth in Section 9.4 and must be members of the Board), the Board of Directors shall appoint the members of the Audit and Finance Committee and its chair; provided, however, the Treasurer shall automatically be a member of the Committee.

9.13.2. Responsibilities:

a. be responsible, in cooperation with the Treasurer and Chief Executive Officer, for recommending the annual budget for operations of USA Judo, reviewing monthly financial statements, internal financial policies and procedures, and for making recommendations for investment of excess operating funds;
b. recommend the independent auditors of USA Judo to the Board for approval, review the report of the independent auditors and management letter, and recommend action as needed;
c. investigate matters of financial controls and disclosure and such other matters as directed by the Board;
d. be responsible in conjunction with USA Judo for justifying the use of IJF funds or material support received from the IJF, if any, and will create accounting statements and supporting documents for the CEO to report to the IJF, if applicable; and
e. perform such other duties as assigned by the Board.

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

Section 9.14. Ethics & Grievance Committee.

9.14.1. Appointment: Except for athlete representatives (who shall be selected as set forth in Section 9.4), the Board of Directors shall appoint the members of the Ethics and Grievance Committee and its chair. At least thirty three

percent (33%) of the non-athlete members of the Ethics and Grievance Committee (and the Chair) shall satisfy the standards of independence for "Independent Directors" as set forth in these Bylaws, and when possible members will have a background in due process rights. No Director of the Board shall be appointed to the Ethics & Grievance Committee.

9.14.2. Responsibilities:

a. oversee implementation of, and compliance with, USA Judo's Code of Conduct and Conflict of Interest Policy; and oversee administrative grievances, right to compete matters, and disciplinary matters filed with USA Judo as set forth in USA Judo's Complaint Resolution and Hearing Procedures Policy;
b. generally administer and oversee all grievances related to any alleged violation of the Center's rules, polices, and procedures over which the Center has not exercised jurisdiction, pursuant to USA Judo's Complaint Resolution and Hearing Procedures Policy;
c. generally administer and oversee all grievances related to any alleged violation of USA Judo's Athlete Safety Policy over which the Center has not exercised jurisdiction as set forth in USA Judo's Complaint Resolution and Hearing Procedures Policy;
d. identify individuals who would be fair and impartial and who would have the qualifications and ability to serve on Hearing Panels;
e. appoint a panel of independent individuals to hear and render a decision on grievances and disciplinary matters;
f. if disinterested, sit on hearing panels; and
g. report to the Board on all ethical issues;
h. develop, and review for Board approval, on an annual basis, a Conflict of Interest Policy for the Board, officers, staff members, committee and task force members, volunteers, and member organizations for adoption by the Board;
i. review and investigate matters of ethical impropriety and make recommendations on such matters to the Board;
j. review and provide guidance on ethical questions presented to it by the Board, officers, committee and task force members, volunteers, staff and USA Judo members;
k. review annual and periodic Conflict of Interest disclosure forms of the Board and CEO and determine if a conflict of interest exists as to any particular transaction, relationship, or matter involving USA Judo (all other disclosure forms will be reviewed and monitored by staff);
l. evaluate requests for approval under USA Judo's Gift and Entertainment Policy; and
m. perform such other duties as assigned by the Board.

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

Section 9.15. Nominating and Governance Committee.

9.15.1. Appointment: Except for athlete representatives (who shall be selected as set forth in Section 9.4), the Board of Directors shall appoint the members of the Nominating and Governance Committee and its chair. At least thirty three percent (33%) of the non-athlete members of the Ethics and Grievance Committee (and the Chair) shall satisfy the standards of independence for "Independent Directors" as set forth in these Bylaws). No

individual shall serve for more than two (2) consecutive terms and. No individual shall be eligible to be a member of the Nominating and Governance Committee if that individual is a current member of the Board of Directors. No individual who serves on the Nominating and Governance Committee may serve or be eligible to serve on the Board of Directors for a period of two (2) years. Members of the Nominating and Governance Committee shall be precluded from serving in any other USA Judo capacity, whether governance or on staff, while serving on the NGC and for a period of one (1) year after their service on the Nominating and Governance Committee ends.

9.15.2. Responsibilities:

a. identify and evaluate prospective candidates for the Board;
b. select individuals to serve on the Board as provided in these Bylaws;
c. recommend as requested by the Board individuals to serve on various committees and task forces;
d. consult with the Ethics Committee with respect to vetting all nominations for potential conflict of interest or other problematic background issues;
e. develop and recommend to the Board for its consideration an annual self-evaluation process of the Board and its committees and task forces;
f. review policies and governance practices and make recommendations to the Board for ongoing improvement;
g. perform such other duties as assigned by the Board; and review the application of Board members for election by membership or a constituency to ensure eligibility of candidates in relation to these Bylaws, the Act or USOPC regulation.
h. In considering a candidate for nomination to the Board, the Nominating and Governance Committee takes into consideration:
    - the candidate's contribution to the effective functioning of USA Judo;
    - any potential or impending change in the candidate's principal area of responsibility with his or her company or in his or her employment;
    - whether the candidate continues to bring relevant experience to the Board;
    - whether the candidate has the ability to attend meetings and fully participate in the activities of the Board;
    - the candidate's reputation for personal integrity and commitment to ethical conduct;
    - whether the candidate has passed a mandatory background check and SafeSport training as required; and
    - whether the candidate has developed any relationships with another organization, or other circumstances have arisen, that might make it inappropriate for the Director to continue serving on the Board.

Section 9.16. Athlete High Performance Committee.

9.16.1. Appointment: Except for athlete representatives (who shall be selected as set forth in Section 9.4), the Board of Directors, with input from the Director of High Performance, shall appoint the members of the Athlete High Performance Committee and its chair. If the Chair of the Athlete High Performance Committee is not the High Performance Director, the Athlete High Performance Director will be appointed as the staff liaison to the Athlete High Performance Committee.

As long as USA Judo oversees visually impaired/Paralympic Judo, Paralympic athlete representatives shall equal at least twenty (20) percent of any "Designated Committee" that prepares, approves or implements selection to an IPC-recognized event, Paralympic Games or Parapan American Games Team. This can either be accomplished by including twenty (20) percent Paralympic athlete representation on an existing committee or by creating a new committee with the appropriate representation. Eligibility requirements for Paralympic athlete representatives to serve on such a Designated Committee must comply with the Paralympic equivalent to the 10 Year Athlete definition.

9.16.2. Responsibilities:

a. provide advice and recommendations to the CEO (and to the Board of Directors when requested);
b. develop procedures relative to conduct and administration of national training camps, programs and clinics, including staffing;
c. develop a suitable system for selection of competitors;
d. plan, schedule and supervise the execution of national grassroots development programs;
e. develop schedules for international competitions; and
f. other duties as assigned by the Board of Directors.

Section 9.17. Coach Education Committee (Standing Non-Designated Committee).

9.17.1. Appointment: The Coach Education Committee shall be appointed as set forth in Section 9.2.

9.17.2. Responsibilities:
The Coach Education 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 and/or CEO:

a. Development of a coaches' certification system at all relevant levels; and
b. Oversight of a continuing education program for certified coaches.

Section 9.18. Referee Committee (Standing/Non-Designated Committee).

9.18.1. Appointment: The Referee Committee shall be appointed as set forth in Section 9.2 from amongst the IJF International Certified Referees.

9.18.2. Responsibilities:
The Referee Committee shall provide advice and recommendations to the CEO (and to the Board of Directors when requested) as to the following matters and shall perform such other duties as assigned by the Board of Directors and/or CEO:

a. Promulgation of standards and criteria for the selection and evaluation of referees;
b. Development of a certification system for all national class referees;
c. 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
d. Recommendation of referees to participate in national and international events.

Section 9.19. Rank and Certification Committee (Standing/Non-Designated Committee).

9.19.1. Appointment: The Rank and Certification Committee shall be appointed as set forth in Section 9.2.

9.19.2. Responsibilities:
To oversee and ensure that grades and dan ranks are issued in full compliance with the IJF Grades and Dan regulations. A grade or dan rank can only be officially recognized if it is awarded by an IJF member, and only when it is granted in accordance with these regulations. No individual may claim an international grade or dan rank unless it has been issued by an IJF member.

SECTION 10. ANNUAL USA JUDO ASSEMBLY

Section 10.1. Purpose.

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

Section 10.2. Place.

The annual USA Judo Assembly may be held in conjunction with a meeting of the Board.

Section 10.3. Notice.

Notice of the annual USA Judo Assembly stating the place, agenda, date and time of the Assembly should be posted on the website of USA Judo at least thirty (30) days before the date of the meeting.

SECTION 11. USA JUDO ATHLETES' ADVISORY COUNCIL

Section 11.1. Purpose

The USA Judo Athletes' Advisory Council exists to support the mission of USA Judo, with the primary focus of ensuring productive, open, and a comprehensive means of communication between athletes and USA Judo staff and Board members. The USA Judo Athletes' Advisory Council shall seek to achieve these objectives and support the mission of the USA Judo by: a. maintaining positive relationships with USA Judo athletes, staff, and Board members; b. representing an accurate and aggregated athlete voice to inspire and drive positive change; c. staying current with USOPC and USA Judo resources and enhancing athlete awareness of the resources available to them; d. protecting the interests of athletes and advocating for their interests; e. reporting to the Board on its activities; f. providing input to USA Judo policies, procedures, athlete representation on committees and/or other matters as requested by USA Judo committees, staff and Board; and, g. staying faithful to the Team USA ideals of excellence, friendship, and respect.

The USA Judo Athletes' Advisory Council will also lead, serve, and engage athletes to communicate the interests and protect the rights of athletes, and be a conduit to USA Judo. The USA Judo Athletes' Advisory Council shall:

a. Serve as a vehicle for athlete engagement;
b. Endeavor to protect the rights of athletes;
c. Provide athlete feedback;
d. Build and establish relationships among the athletes of USA Judo;
e. Assist in identifying potential future athlete board representative candidates and introduce athletes to USA Judo's governance structure;
f. Serve as SafeSport and USADA ambassadors and advocates; and
g. Develop pathways for athletes within the structure of USA Judo. The AAC will operate in accordance with Bylaws adopted by the members of the AAC, which shall not contradict these Bylaws. The AAC bylaws can be found here _____.

Section 11.2. Designation.

USA Judo shall have an Athletes' Advisory Council of the seven (7) individuals as follows: a. One (1) Elected Team USA Athletes' Commission representative b. One (1) Elected Team USA Athletes' Commission alternate. c.:

Two (2) Para (10 Year Athletes) One (1) Kata representative (10 year Athlete) One (1) Veterans representative (10 year athlete), One (1) U23 IJF Junior (10 year athlete)

At least 80% of the AAC membership shall be USA Judo 10 Year Athletes and the remainder may be USA Judo 10 Year or 10 Year+ Athletes.

Section 11.3. Qualifications.

To be eligible to serve on the NGB Athletes' Advisory Council, athlete representatives must be a 10 Year Elite Athlete as defined in 6.6 of these Bylaws, must a US citizen, be at least eighteen (18) years of age, and must comply with USA Judo's conflict of interest and code of conduct policies as well as those of the relevant stakeholders (e.g., Team USA AC and/or USOPA).

Section 11.4. Election.

Athlete Directors from the Board, previously elected by athletes, may also serve on the NGB Athletes' Advisory Council, but cannot hold the Chair position.

Athlete representatives on the AAC shall be directly elected by 10 Year Athletes. The USA Judo AAC and the Nominating and Governance Committee shall jointly develop a process to identify and vet nominees to develop a slate of candidates for 10 Year Athlete vote, taking into consideration the representation requirements enumerated above and the staggered council requirements below. Ideally, at least two (2) individuals shall be placed on the ballot for each open AAC position. All candidates and voters shall be a citizen of the United States and at least eighteen (18) years of age at the time of the election. The elections shall take place after the scheduled conclusion of the Summer Olympic and Paralympic Games, but prior to January 1 of the year following the scheduled conclusion of the Summer Olympic and Paralympic Games, as required by the Team USA Athletes' Commission; and on an alternate two (2) year cycle, as outlined below. The USA Judo AAC elections will be conducted according to the Team USA Athletes' Commission Bylaws and the USA Judo AAC Bylaws; provided, however, in the case where the AAC Bylaws conflict with the USA Judo Bylaws, the USA Judo Bylaws shall control. Similarly, where such election procedures require unreasonable funding or expenditures by USA Judo, such elements may not be followed by USA Judo.

Section 11.5. Term.

The term for members of the Athletes' Advisory Council shall be for four (4) years.

Section 11.6. Term Limits.

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

Section 11.7. AAC Leadership

Except as set forth in Section 11.4, the Athletes' Advisory Council shall elect from among its members, by majority vote, AAC leadership. The AAC Bylaws will outline the election procedures for its leadership team including a chair and vice chair. These procedures must be based on elections of candidates solely from among AAC members, a full and fair opportunity for candidates to make their candidacies known and understood to all AAC members, and a full and fair vote conducted among all such members. The term for members of the AAC chair and vice chair shall be two (2) years. The leaders of the AAC may be elected to serve in their elected role for four (4) terms.

Section 11.8. Procedures.

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

Section 11.9. Open and Executive Meeting Sessions.

Ordinarily, all Athletes' Advisory Council meetings should be open to USA Judo athlete members, and, where appropriate, to USA Judo members. In the event the Athletes' Advisory Council chair, with the consent of a majority of the Athletes' Advisory Council members in attendance, deems it appropriate: (i) to exclude athlete members or USA Judo members at an

open meeting for any reason, then the chair may declare that the meeting is closed, or (ii) to convene an executive session to consider and discuss matters relating to individuals, nominations, discipline, budget/funding, litigation or other sensitive matters, then the chair may specifically designate and call an executive session. Further, the chair may open a meeting of the Athletes' Advisory Council to non-members, with the consent of a majority of the members of the Council in attendance.

Each member of the AAC shall be bound by USA Judo's Conflicts of Interest Policy, confidentiality and fiduciary obligations.

Section 11.10. Compensation.

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

SECTION 12. USOPC TEAM USA ATHLETES' COUNCIL

Section 12.1. Designation.

USA Judo shall have a representative and an alternate representative to the Team USA AC.

Section 12.2. Qualifications.

To be eligible to serve on the Team USA AC, athlete representatives must meet the qualifications set forth in the Team USA AC Bylaws found here. [Link to Team USA AC Bylaws.]

Section 12.3. Election.

Athlete representatives on the Team USA Athletes' Commission shall be directly elected by athletes who are eligible to run.

USA Judo and the USA Judo AAC shall adhere to the election procedures contained in the Team USA Athletes' Commission Member Election and Voting Policy; whereby eligible athletes shall elect a representative and an alternate representative to the Team USA Athletes' Commission; provided, however, in the case where they conflict with the USA Judo Bylaws, the USA Judo Bylaws shall control. Similarly, where such election procedures require unreasonable funding or expenditures by USA Judo, such elements may not be followed by USA Judo.

The election shall take place after the conclusion of the Summer Olympic and Paralympic Games, but prior to January 1 of the year following the Summer Olympic and Paralympic Games. The individual with the highest vote total will be elected as the representative to the Team USA Athletes' Commission. The individual with the second highest vote total shall be elected as the alternate representative. Both the representative and the alternate representative shall automatically become members of the AAC.

Section 12.4. Term.

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

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

Section 12.5. Term Limits.

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

SECTION 13. USOPC NATIONAL GOVERNING BODIES' COUNCIL

Section 13.1. Designation.

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

Section 13.2. Election/Selection.

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

SECTION 14. CHIEF EXECUTIVE OFFICER

Section 14.1. Designation.

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

The Board shall hire and oversee the Chief Executive Officer, who shall be responsible as outlined below in Section 14.4, in addition to overseeing the hiring and firing of all staff and the staff's ethical and competent implementation of the Board's policies, guidance and strategic direction of USA Judo, determine the size and compensation of, hire, and terminate the professional staff, in accordance with USA Judo compensation policies and guidelines.

Section 14.2. 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 14.3. Secretary General.

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

Section 14.4. Responsibilities.

The Chief Executive Officer shall:

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

SECTION 15. COMPLAINTS AND GRIEVANCES

Section 15.1. Designation of Complaints

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

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

b. Right to Compete. Any athlete, coach, trainer, manager, administrator or official may file a complaint pertaining to any alleged denial, or alleged threat to deny, of that individuals' opportunity to compete in a USA Judo sanctioned competition or in a protected competition as referred to in the Sports Act and the USOPC Bylaws.

c. 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 Center, and the Center 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 15.2. Jurisdiction.

Any member of USA Judo, by reason of membership, agrees to be subject to this complaint section as well as the USA Judo's Complaint Resolution and Hearing Procedures setting forth the types of complaints that USA Judo may be asked to resolve, the processes and procedures for hearing and resolving such complaints, and the remedies and sanctions available.USA Judo's Complaint Resolution and Hearing Procedures are available at https://www.usajudo.com/about-us/governance/usa-judo-policies

Section 15.3. Administration.

The Ethics and Grievance Committee or the CEO shall administer and oversee all Complaints filed with USA Judo as set forth in the Complaint Resolution and Hearing Procedures.

SECTION 16. SANCTIONING EVENTS

Section 16.1. 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 16.2. Standard for Review.

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

Section 16.3. Requirements for Holding an International or National Amateur Athletic Competition in the United States.

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

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

Section 16.4. Requirements for Sponsoring United States Judo Athletes to Compete in An International Athletic Competition Held Outside the United States.

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

a. submits, in the form required by USA Judo, an application to hold such competition;

b. pays to USA Judo the required sanctioning fee, provided that such fee shall be reasonable and nondiscriminatory;

c. submits a report of the most recent trip to a foreign country, if any, that the amateur sports organization or person sponsored for the purpose of having United States amateur athletes compete in international amateur athletic competition; and

d. submits a letter from the appropriate entity that will hold the international amateur athletic competition certifying that –
    1. appropriate measures have been taken to protect the amateur status of athletes who will take part in the competition and to protect their eligibility to compete in amateur competition;
    2. appropriate provision has been made for validation of records which may be established during the competition;
    3. due regard has been given to any international amateur athletic requirements specifically applicable to the competition;
    4. the competition will be conducted by qualified officials;
    5. proper medical supervision will be provided for athletes who will participate in the competition;
    6. proper safety precautions have been taken to protect the personal welfare of the athletes and spectators at the competition; and
    7. appropriate measures have been taken to prevent abuse of athletes, including emotional, physical, child and sexualized abuse.

SECTION 17. RECORDS OF THE CORPORATION

Section 17.1. Minutes.

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

Section 17.2. Accounting Records.

USA Judo shall maintain appropriate accounting records.

Section 17.3. Membership List.

USA Judo shall maintain and keep current 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 17.4. 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 17.5. Website.

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

Section 17.6. Records Maintained at Principal Office.

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

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

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

Section 17.7. 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 17.6, provided that the member gives USA Judo written demand including the proper purpose for such demand at least ten (10) business days before the date on which the member wishes to inspect and copy such records.
b. *Financial Statements.* Upon the written request of any member, USA Judo shall mail to such member either a hard copy or electronic copy of its most recent annual financial statements showing in reasonable detail its assets and liabilities and results of its operations.
c. *Membership List.*
    i. Preparation of Membership Voting List. After determining the members entitled to vote in an election, USA Judo shall prepare, by class, an alphabetical list of the names of all members who are entitled to vote. The list shall show for each member entitled to vote, that member's name and address, and the number of votes the member is entitled to cast.
    ii. Right of Inspection. A member shall be entitled to inspect and copy, during regular business hours at USA Judo's principal office, a list of member names who are entitled to vote in an election, provided that
        (a) the member has been a member for at least sixty (60) days (not applicable for athlete elections) immediately preceding the demand to inspect or copy; (ii) the demand is made in good faith and for a proper purpose reasonably related to the member's interest as a member;
        (b) the member gives USA Judo written demand including a proper purpose for such demand at least ten (10) 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 17.7.c.3.

(c) 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.

i. *Agent or Attorney.* The member's duly authorized agent or attorney has the same inspection and copying rights as the member.
ii. *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.
iii. *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.

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

SECTION 18. POLICIES

Section 18.1. Gifts & Entertainment Policy.

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

Section 18.2. Conflicts of Interest Policy.

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

Section 18.3. Code of Conduct.

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

Section 18.4. Athlete Safety Policy.

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

Section 18.5. Complaint Resolution and Hearing Procedures

USA Judo shall adopt Complaint Resolution and Hearing Procedures as set forth in Section 15 above.

Section 18.6. Job Reference Policy

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

Section 18.7. If USA Judo does not have its own Code of Ethics, it shall apply the IJF Code of Ethics or IOC Code of Ethics.

Section 18.8. Other Policies.

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

SECTION 19. FIDUCIARY MATTERS

Section 19.1. Indemnification.
USA Judo will indemnify each of its present or former directors, officers, employees, committee members or official representatives, or any person who is or was serving another corporation or other entity in any capacity at the request of the USA Judo, against all expenses actually and reasonably incurred by such person (including, but not limited to, judgments, costs and reasonable counsel fees) in connection with the defense of any 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 will also apply to expenses of litigation that is compromised or settled, including amounts paid in settlement, if USA Judo will approve such settlement as provided in Section 19.2 of these Bylaws. Such person will be entitled to be indemnified if: (a) they acted in good faith, (b) in a manner they reasonably believed to be in, and not opposed to, the best interests of USA Judo, and (c) they immediately notified USA Judo of the issue, (d) USA Judo is involved in selecting counsel, (e) and they follow other reasonable rules established by USA Judo. The termination of any litigation by judgment, order, settlements, conviction, or upon a plea of nolo contendere or its equivalent, will not, of itself, create a presumption that the person did not act in good faith and in a manner reasonably believed to be in, and not opposed to, the best interests of USA Judo.

Section 19.2. Determination of Payment.
Any amount payable as indemnification under this Section 19 will be determined and paid by USA Judo pursuant to a determination by a majority vote of a quorum of the USA Judo Board, consisting of members of the USA Judo Board who have not incurred expenses in connection with the litigation for which indemnification is sought, that such person seeking indemnification has met the standards of conduct set forth in this Section 19. If such a quorum is not obtainable, or even if obtainable, a quorum of disinterested directors so directs, such determination will be made either:
by USA Judo Board upon the opinion in writing of independent legal counsel that indemnification is proper in the circumstances because the applicable standard of conduct set forth in this Section 19 has been met; or by a majority vote of the members of the USA Judo Board upon a finding that the person seeking indemnification has met the applicable standard of conduct set forth in this Section 19.

Section 19.3. Advance Payment of Litigation Expenses.
Any expenses incurred by such person in connection with the defense of any litigation may be made by USA Judo in advance of a final disposition of such litigation upon receipt of an undertaking by such person to repay such amount if it is determined under Section 19.2 of these Bylaws that such person is not entitled to be indemnified under this Section 19.

Section 19.4. Other Rights.
The right of indemnification under this Section 19 will be in addition to, and not exclusive of, all other rights to which such person may be entitled.

Section 19.5. 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, rather than themselves. Directors of the Board and officers have a duty of loyalty, care, good faith and confidentiality to USA Judo.

Section 19.6. Conflicts of Interest.

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

Section 19.7. Prohibited Loans.

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

SECTION 20. FINANCIAL MATTERS

Section 20.1. Fiscal Year.

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

Section 20.2. Budget.

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

Section 20.3. Audit

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

Section 20.4. 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 20.5. 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.

Prior to any dissolution, USA Judo shall convene an Assembly of the members to discuss. The dissolution of USA Judo shall require a two-thirds (2/3) majority of the votes cast by the Board of Directors. USA Judo shall also immediately notify the IJF General Secretariat. Upon the dissolution or winding up of USA Judo, its assets remaining after payment, or provision for payment, of all debts and liabilities of USA Judo shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated for charitable purposes, and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code, as amended.

SECTION 21. MISCELLANEOUS PROVISIONS

Section 21.1. Severability and Headings.

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

Section 21.2. Saving Clause.

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

Section 21.3. Applicable Law

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

SECTION 22. AMENDMENTS OF BYLAWS

Section 22.1. Amendments

These Bylaws may be amended, repealed, or altered, in whole or in part, and new Bylaws may be adopted by a two-thirds (2/3) majority of votes cast by Directors of the Board at any meeting duly called and at which a quorum is present. Amendments will take effect at the close of such meeting except in such cases where it may be specified in the resolution approving the amendment that the amendment will take effect during the meeting or at a later time.