

Additions are highlighted in yellow. Removals are in stricken in red.

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.

The Center (or SafeSport) - The U.S. Center for SafeSport is an independent nonprofit 501 (c)(3) committed to building a sport community where participants can work and learn together free of emotional, physical and sexual abuse and misconduct.

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, and grandchildren.

Designated Committee - As defined by the USOPC Bylaws, and the following USA Judo committees:

- i. Allocation of USOPC- and/or NGB-provided resources (if not encompassed below)
- ii. Audit and Finance
- iii. Ethics and Grievance
- iv. Nominating and Governance
- v. High Performance
- vi. Coaching
- vii. Referee

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 that 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 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.

President – Is the head of the Board of USA Judo.

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.

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.

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 – 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

US Center for SafeSport (the Center) – 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 4. CERTIFICATION AS NATIONAL GOVERNING BODY.....

Section 4.1. Certification as a National Governing Body

Governance and Compliance

Financial Standards and Reporting Practices

Athlete Safety

Sport Performance.....

Operational Performance

4.2. National Governing Body SafeSport and Anti-Doping Obligations
Compliance with the USOPC and U.S. Center for SafeSport (~~USCSS~~) Policies and Procedures

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:

Governance and Compliance.

- i. fulfill all responsibilities as an NGB as set forth in the Act
- ii. adopt and maintain governance and athlete representation policies complying with the requirements of these Bylaws
- iii. adopt and maintain an Athletes Advisory Council as a part of its overall governance structure
- iv. adopt and maintain appropriate good governance practices
- v. be recognized by the Internal Revenue Service as a tax-exempt organization under the Internal Revenue Code
- vi. adopt and enforce a code of conduct for its employees, members, board of Directors, and officers including clear conflicts of interest principles
- vii. adopt and enforce ethics policies and procedures
- viii. demonstrate an organizational commitment to diversity and inclusion
- ix. submit to binding arbitration in any controversy involving--
 - a) its certification as a national governing body, upon demand of the USOPC; and
 - b) the opportunity of any amateur athlete, coach, trainer, manager, administrator, or official to participate in amateur athletic competition, upon demand of the USOPC or any aggrieved amateur athlete, coach, trainer, administrator, or official
 1. Such arbitration shall be conducted in accordance with the standard commercial arbitration rules of an established major national provider of arbitration

and mediation services based in the United States and designated by the USOPC with the concurrence of the USOPC AAC and the National Governing Bodies Council.

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

Financial Standards and Reporting Practices.

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

Athlete Safety.

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

Performance.

- i. maintain and execute on a strategic plan that is capable of supporting athletes in achieving sustained competitive excellence, and in growing the sport

- ii. establish clear athlete, team, and team official selection procedures approved by a Designated Committee (as defined in the USOPC Bylaws, and by the USOPC, for Delegation Event teams as applicable, and timely disseminate such procedures to the athletes and team officials
- iii. effectively conduct, in accordance with such selection procedures, a selection process, including any trials (as approved by the USOPC), to select athletes for Delegation Event teams
- iv. competently and timely recommend to the USOPC athletes, teams, and team officials for Delegation Event teams as applicable
- v. maintain and implement effective plans for successfully training Delegation Event athletes
- vi. satisfy such other requirements as are set forth by the USOPC

Operational Performance.

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

5.2 National Governing Body SafeSport and Anti-Doping Obligations.

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

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

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

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

Section 6.1. Categories of Membership.

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

a. Individual Membership Categories –

1. *General Members.* General Members are those individuals who register as actively competing members and are eligible for competition in Judo or are otherwise interested in being a member. Individual Membership athlete categories include, but are not limited to:

6.2

Any organization interested in becoming a National Affiliated Organization must apply in writing to the USA Judo CEO Board for review cognition and to prove their organization meets the above criteria. If the criteria are met, the CEO will provide a review of the application to the Board for and decision of and acceptance as a National Affiliated

Organization. Will be decided by a majority vote of the Board of Directors **is necessary for acceptance**. Applications will be due each year by November 1.

Contributing Organization Members

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

Section 6.4. Membership SafeSport and Anti-Doping Obligations.

Individual Members

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

reservation or condition, to the jurisdiction of **the Center** ~~USCSS~~ for the resolution of any alleged violations of those rules, policies and procedures, as may be amended from time to time, to the extent the alleged violation falls within the jurisdiction of **the Center** ~~USCSS~~. Each USA Judo member and each athlete, coach, trainer, agent, athlete support personnel, medical personnel, team staff, official and other person who participates in USA Judo or USA Judo events (whether or not a USA Judo member) also agrees to comply with and be bound by the athlete safety rules, policies and procedures of USA Judo, and to submit, without reservation or condition, to the jurisdiction of USA Judo for the resolution of any alleged violations of the Center's rules or of USA Judo's rules that do not fall within **the Center's** ~~USCSS~~ exclusive jurisdiction and over which **the Center** ~~USCSS~~ declines to exercise discretionary jurisdiction. To the extent any USA Judo rule is inconsistent with the rules of **the Center**, ~~USCSS~~ 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~~including the USOPC National Anti-Doping Policy~~. Athlete members agree to submit to drug testing by the IJF and/or USADA or their designees at any time and understand that the use of methods or substances prohibited by the applicable anti-doping rules make them subject to penalties including, but not limited to, disqualification and suspension. If it is determined that a member may have committed 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

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 6.5. 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.

6.6

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

6.6 d Regional Directors (4).

The previously known At Large Directors will be phased out and replaced with four (4) Regional Directors. Such Regional Directors will serve a four (4) year term and be elected on an alternating basis such that two (2) members shall stand for election during each regularly scheduled election (i.e., 2026 and 2028). The geographical regions (i.e., West, South, Central and North) 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 West and South Regional Directors shall be elected in the 2026 election process and the Central and North Regional Directors shall be elected in the 2028 election process. At an appropriate time, the Nominating and Governance Committee will solicit nominations of individuals to serve as the Regional Directors to be elected, using whatever process the Nominating and Governance Committee determines to be appropriate. The nominees will be considered by the Nominating and Governance Committee, with input from the Board of Directors, which shall select at least three (3) individuals from among nominated individuals (or, in the event there are fewer than three (3) qualified nominees, the names of all qualified nominees) who shall stand for election. All current USA Judo State Members in good standing in the region may vote. States with 1-25 clubs shall receive one (1) vote, 26-50 clubs shall receive two (2) votes, 51-75 clubs three (3) votes, 76+ clubs four (4) votes. Clubs in states that are not in good standing may request assistance from USA Judo to hold an election with clubs in good standing to vote for their regional director and will receive the number of votes based on the number of clubs in the state and put toward the candidate who obtains the majority vote. The individual within the region with the highest vote total is elected.

b.

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 8.6. Term Limits.

~~The President and Treasurer may only serve two (2) consecutive terms. There are no term limits for service as the Chair of the Board or as Treasurer, except that the Chair and Treasurer have to be Directors and so if their position as a Director terminates, then their position as an officer will also terminate.~~

SECTION 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 Procedures

USA Judo shall adopt Complaint 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 ~~for SafeSport~~ related to sexual misconduct; and/or b) was convicted of a crime involving sexual misconduct with a minor in violation of applicable law or the policies and procedures of the ~~U.S.~~ Center ~~for SafeSport~~.

Section 7.6. Election/Selection.

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

- a. **President (1).** The President of the Organization shall be elected every four (4) years beginning in the election process in 2026. The President will

come from nominations made by USA Judo Individual Members in good standing. At the appropriate time, the Nominating and Governance Committee will solicit nominations of members to serve as President, in accordance with procedures to be established by the Nominating and Governance Committee. The nominees will be considered by the Nominating and Governance Committee to determine that they each qualify to serve if elected. The Nominating and Governance Committee will then timely present the names of at least three (3) qualified nominees to the Individual Members for election (or, in the event there are fewer than three (3) qualified nominees, the names of all qualified nominees). All current USA Judo Individual Members in good standing shall then vote for the President in accordance with procedures to be established by USA Judo. Each USA Judo member in good standing shall have one (1) vote. Individual Members will cast votes within their respective state elections organized by the state governing body prior to the USA Judo Annual General Assembly in the year of the Presidential election. The state governing body President or delegate will cast their respective state vote for their candidate at the Annual General Assembly.

Each state will receive (TBD) (the number of votes respective of the votes held in the Regional Director Election voting).

b. **Independent Director (1).** The Independent Director position expiring in 2026 will not be filled as such position is being repurposed for the President position. Beginning in 2028, the Nominating and Governance Committee will solicit nominations for individuals to serve as an Independent Director, in accordance with procedures to be established by the Nominating and Governance Committee. The nominees will be considered by the Nominating and Governance Committee to determine that they each qualify to serve if elected and meet the definition set forth in Section 7.7. The Nominating and Governance Committee will then select the Independent Director. ~~The Nominating and Governance Committee shall select, using whatever process the Nominating and Governance Committee determines to be appropriate, two (2) Directors from among individuals considered to be Independent Directors, as that term is defined in Section 6.7.~~

c. **Athlete Directors (4).** At least thirty-three percent (33%) ~~one third~~ of the total number of Directors shall be Athlete Directors. All Athlete Directors shall be directly elected by ~~10 Year Athlete~~. ~~The voting pool of~~

~~member athlete4s that meet 10-Year Athlete eligibility.~~ 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:*

1. USA Judo's representative to the Team USA AC ~~USOPC Athletes' Advisory Council~~ shall be one of the Athlete Directors on the Board of Directors.
2. USA Judo alternate representative to the Team USA AC ~~USOPC Athletes' Advisory Council~~ shall be one of the Athlete Directors on the Board of Directors.
3. 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 ~~if the alternate is a voting member~~ shall count towards the twenty (20) percent 10 Year Athlete requirement.
4. At least one **(1)** of the athlete directors of the Board of Directors ~~composing 1/3~~ is to be represented by a Paralympic Athlete.
5. 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.

Section 6.6. Election/Selection.

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

~~d.b.~~ **Independent Directors (2).** The Nominating and Governance Committee shall select, using whatever process the Nominating and Governance Committee determines to be appropriate, two (2) Directors from among individuals considered to be Independent Directors, as that term is defined in Section 6.7.

~~d.c.~~ **Athlete Directors (4).** At least one third of the total number of Directors shall be Athlete Directors. All Athlete Directors shall be directly elected by the voting pool of

member athletes that meet 10-Year Athlete eligibility. *Such Athlete Directors will include:*

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

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

~~10-Year Athletes~~

- ~~• USA Judo shiai participants in a "Delegation Event" meaning individually or collectively as applicable, the Olympic Games, the Paralympic Games, the Pan American Games and the Parapan Am Games;~~
- ~~• USA Judo shiai or kata participants in a "Protected Competition" meaning:~~
 - ~~○ any international competition between athlete(s) officially designated by USA Judo as representing the United States, either individually or as part of a team, and any athlete(s) representing any foreign country where:~~
 - ~~• the terms of such competition require that the entrants be individuals or teams representing their respective nations;~~
 - ~~• the athlete(s) representing the United States are organized and supported by USA Judo in accordance with a defined selection or tryout procedure that is open to all and publicly announced in advance except for domestic amateur athletic competition, which, by its terms, requires that entrants be expressly restricted to members of a specific class of athletes such as those referred to in Section 220526(a) of the Act (i.e., high school students, college students, members of the Armed Forces, or similar groups or categories)~~

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

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

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

- ~~• USA Judo shiai or kata participants in a “Delegation Event” meaning individually or collectively as applicable, the Olympic Games, the Paralympic Games, the Pan American Games and the Parapan Am Games:~~
- ~~• USA Judo shiai or kata participants in a “Protected Competition” meaning
 - ~~○ any international competition between athlete(s) officially designated by USA Judo as representing the United States, either individually or as part of a team, and any athlete(s) representing any foreign country where:~~
 - ~~• the terms of such competition require that the entrants be individuals or teams representing their respective nations;~~
 - ~~• the athlete(s) representing the United States are organized and supported by USA Judo in accordance with a defined selection or tryout procedure that is open to all and publicly announced in advance except for domestic amateur athletic competition, which, by its terms, requires that entrants be expressly restricted to members of a specific class of athletes such as those referred to in Section 220526(a) of the Act (i.e., high school students, college students, members of the Armed Forces, or similar groups or categories)~~~~

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

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

- d. Referee Board Member (1).** The Referee Board Member will come from nominations made by Referee Members of USA Judo who are in good standing. At the appropriate time, the Nominating and Governance Committee will solicit nominations of referees who are Referee Members, in

accordance with procedures to be established by the Nominating and Governance Committee. The nominees will be considered by the Nominating and Governance Committee to determine ~~if that they~~ **each** qualify to serve if elected. The Nominating and Governance Committee will then timely present the names of at least three (3) qualified nominees ~~(or, in the event there are fewer than three (3) qualified nominees, the names of all qualified nominees)~~ who shall then stand for election. All current USA Judo Referee Members (as defined in Section 6.1.(a)(3). of these Bylaws) ~~(including Emeritus and Honorary)~~ in good standing shall have one (1) vote ~~then~~ for the Referee Board Member in accordance with procedures to be established by USA Judo. ~~Each USA Judo Referee Member in good standing shall have 1 vote.~~ The individual with the highest vote total is elected.

- e. **Coach Board Member (1).** The Coach Board Member will come from ~~Nominating and Governance Committee shall solicit nominations of coaches from the population of current~~ USA Judo ~~member~~ 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, in accordance with procedures to be established by the Nominating and Governance Committee. The nominees will be considered by the Nominating and Governance Committee to ~~determine if they qualify to serve if elected.~~ 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 ~~or in the event there are fewer than three (3) qualified nominees, the names of all qualified nominees).~~ All current USA Judo ~~member~~ Coach Members (as defined in Section 6.1.(a)(2) of these Bylaws) in good standing shall ~~then~~ have one (1) vote for the Coach Board Member ~~in accordance with procedures to be established by USA Judo.~~ ~~Each USA Judo member coach shall have one (1) vote.~~ The individual with the highest vote total is elected.

- f. **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.

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

Section 7.7. Independent Director(s)

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: ~~Five (5)~~

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.

- a. the candidate/Director is/was employed by or held any governance position (whether a paid or volunteer position) with USA Judo, the IJF, ~~international federation of judo~~ 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, ~~international federation of Judo~~ 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; or
- j. the **candidate**/Director **is**/was the parent, Close Family Member, or coach of an athlete that has competed in a Protected Competition. ~~Or member of USA Judo.~~

Section 9.3. Number.

~~In most instances~~ Membership on committees shall be between ~~would not exceed~~ six (6) and nine (9) individuals. USA Judo committees shall be of the minimum number and size possible to permit both conduct of the sport and appropriate board governance. Membership on task forces should not exceed six (6) individuals. Exceptions may be made by the Board of Directors and/or the CEO when deemed in the best interest of USA Judo.

Athlete representatives shall equal at least **thirty-three percent (33%)** ~~one-third~~ of the membership of all Committees, **unless there has been an approved exception by the 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.** ~~Elite Athlete eligibility requirements listed in Section 6.6 (b)~~ At least half of the athlete representatives on Designated Committees must be 10 Year Athletes; the remainder may be 10 Year Athletes or 10 Year+ Athletes.

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

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

USA ~~Judo~~ ~~AAC~~ to and the Nominating and Governance Committee. Athletes must be selected after the vetting process is complete.

~~For As long as USA Judo oversees visually impaired/Paralympic Judo, Paralympic athlete representatives shall equal at least twenty (20) percent of any Designated Committee(s) that which 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 Paralympic Games or Parapan American Games Team. This can either be accomplished by including twenty (20) percent Paralympic athlete 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 . Elite Athlete Requirements set forth in Section 6 (b):~~

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 Board, if appointed by the Board or to the Chief Executive Officer, if appointed by the Chief Executive Officer. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

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

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

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

Athlete representative positions on committees may only be removed by the AAC provided; however, the Board and/or relevant committee may provide a

recommendation to the AAC for such removal.

Section 9.13. Audit and Finance Committee.

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

- a. 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, ~~all of whom shall be Directors of the Board (Athlete representatives shall be selected and approved according to Section 8.4) An Independent Director of the Board with financial experience shall be on the Audit and Finance Committee.~~

