



Florida Judo, Inc.

BYLAWS OF FLORIDA JUDO, INC. (FJI)
AS ADOPTED ON AUGUST 15, 2009

Table of Contents

BYLAWS OF FLORIDA JUDO, INC. (FJI)	1
AS ADOPTED ON AUGUST 15, 2009.....	1
ARTICLE 1 – NAME & PURPOSE	4
Section 1.1 Name.....	4
Section 1.2 Non-Profit Purpose	4
ARTICLE 2 – OFFICES.....	4
Section 2.1 Business Offices.....	4
Section 2.2 Registered Office and Agent.....	4
ARTICLE 3 – MEMBERSHIP	4
Section 3.1 Eligibility	4
Section 3.2 Membership Type	4
Section 3.3 Club Admission	5
Section 3.4 Individual Admission.....	5
Section 3.5 Suspension and Termination.....	5
Section 3.6 Transfer of Membership	5
ARTICLE 4 – BOARD OF DIRECTORS	5
Section 4.1 General Powers	5
Section 4.2 Composition of Board.....	6
Section 4.3 Other Powers and Process.....	6
Section 4.4 Attendance	6
Section 4.5 Removal	7
ARTICLE 5 – EXECUTIVE COMMITTEE	7
Section 5.1 Executive Committee Powers.....	7
Section 5.2 Executive Committee Composition	7
Section 5.3 President.....	7
Section 5.4 Executive Vice-President.....	7
Section 5.5 Regional Vice-Presidents.....	8
Section 5.6 Secretary	8
Section 5.7 Treasurer	8
Section 5.8 Director of Operations	9
Section 5.9 Executive Director	9
Section 5.10 Officer Email Addresses	9
Section 5.11 Multiple Offices	9
Section 5.12 Attendance	9
Section 5.13 Vacancies	9
Section 5.14 Appointees	9
Section 5.15 Audits.....	9
Section 5.16 Officer Ethics	10
Section 5.17 Bond.....	10
Section 5.18 Elections of Officers	10
Section 5.19 Quorum	10
Section 5.20 Voting	10
ARTICLE 6 –BOARD OF DIRECTOR MEETINGS	11
Section 6.1 Location.	11
Section 6.2 Date and Time.....	11

Section 6.3 Canceled Meetings	11
Section 6.4 Agenda	11
Section 6.5 Credentials	12
Section 6.6 Other Interested Parties.....	12
Section 6.7 Quorum	12
Section 6.8 Voting	12
Section 6.9 Rules of Order.....	12
Section 6.10 Special Meetings.....	12
ARTICLE 7 - COMMITTEES	13
Section 7.1 Standing Committees	13
Section 7.2 Temporary Committees.	13
Section 7.3 Finance and Budget Committee.....	13
Section 7.4 Development Committee	13
Section 7.5 Law and Legislative Committee	14
Section 7.6 Registration Committee.	14
Section 7.7 Public Relations Committee	15
Section 7.8 Standards, Rules and Belt Rank.....	15
ARTICLE 8 - COUNSELOR	16
Section 8.1 Ability to Retain Counsel.....	16
Section 8.2 Ability to Advise.....	16
Section 8.3 Voting Prohibited.....	16
Section 8.4 Compensation	16
ARTICLE 9 - COMPLAINTS.....	16
Section 9.1 Notice and Internal Complaints	16
Section 9.2 Internal Complaints against the President.....	17
Section 9.3 Executive Committee Investigation of Internal Complaints.....	17
Section 9.4 Hearings on Internal Complaints	17
ARTICLE 10 - DUES, FEES AND ASSESSMENTS	18
Section 10.1 Board Powers	18
ARTICLE 11 – AMENDMENTS TO BYLAWS	18
Section 11.1 Vote Required at Regularly Scheduled Meeting	18
Section 11.2 Agenda	18
Section 11.3 Notice of Amendment.....	18
Section 11.4 Board May Change Proposed Amendment.....	19
Section 11.5 Bylaw Change by Proposed Amendment Outside of Meeting	19
ARTICLE 12 – SANCTIONING OF JUDO EVENTS.....	19
Section 12.1 Timing of Request.....	19
Section 12.2 Display Required	19
Section 12.3 Sanctioning Fees	19
Section 12.4 Tournament Director Responsibilities	19
ARTICLE 13 – VOTING OUTSIDE OF MEETINGS	20
Section 13.1 When an Outside Vote May Occur	20
Section 13.2 Process	20
ARTICLE 14 – SITUATIONS NOT COVERED UNDER THESE BYLAWS.....	20
Section 14.1 Executive Committee as Temporary Solution	20

ARTICLE 1 – NAME & PURPOSE

Section 1.1 Name

The name of the corporation is “Florida Judo, Inc.”, hereinafter referred to as “Florida Judo” or “FJI”. Florida Judo may establish such trade names, acronyms or abbreviations as may be appropriate for business use, and may establish logos, service marks, or trademarks as may be appropriate to further its purposes and goals.

Section 1.2 Non-Profit Purpose

Florida Judo is a non-profit corporation incorporated under State of Florida law. The specific purpose for which the corporation is organized is to educate the public regarding judo and to develop the sport throughout Florida. Florida Judo shall operate in accordance with Section 501(c)(3) of the Internal Revenue Code of 1986 and it shall maintain a tax-exempt status.

ARTICLE 2 – OFFICES

Section 2.1 Business Offices

As of the effective date of these bylaws, Florida Judo had not established a permanent business office location to conduct its business. Florida Judo may establish a principal business office anywhere in the State of Florida as decided by the Board of Directors. If at any time a permanent business office does not exist, the Executive Committee shall designate a temporary business office location.

Section 2.2 Registered Office and Agent

Florida law requires a registered office be located within the State of Florida. The location of the registered office may be changed from time to time by the Executive Committee, which will also designate the registered agent.

ARTICLE 3 – MEMBERSHIP

Section 3.1 Eligibility

The membership of FJI shall be confined to: Judo Clubs; to any individual who is an athlete; coach; trainer; manager; administrator; or official active and in good standing in the sport of Judo in Florida. Individuals or organizations who do not qualify for membership in the categories listed above may nevertheless be associated with, and recognized by Florida Judo, through its Board of Directors, by virtue of their current or past activities in the affairs of Judo or Florida Judo.

Section 3.2 Membership Type

Florida Judo will have the following membership types:

- a. **Club:** A Club is a legal entity recognized by the State of Florida as such and recognized by Florida Judo as a Judo Club. A Club with at least five (5) designated USA JUDO/FJI natural persons (individuals) will be eligible to vote if it is registered and in good standing with FJI. The term "Designated" refers to the "Club Represented" on an individual's USA JUDO/FJI registration form. Only one primary "Club" designation is acceptable, registrations specifying more than one primary designation will be officially registered as "Not Attached". Only Club and/or individual registrations remitted with the proper prevailing fee and processed by the FJI Registration Committee or USA JUDO national office are acceptable. Club Delegate(s) are appointed by Club Owner(s) and/or

Representative(s). Delegate(s) must be members of the Club. Club Owner(s) and/or Representative(s) is/are determined to be those specified on the annual USA JUDO/FJI Club registration form. Clubs must be chartered and registered at least 30 days prior to the regularly scheduled FJI meetings to obtain voting privileges. Each Club Owner or Representative receives one (1) Delegate vote. A Club having one hundred (100) additional designated USA JUDO/FJI club individuals receives one (1) additional Delegate. A Club shall not receive more than two (2) Delegate votes. A Delegate must be a Senior Individual Member. A Delegate cannot vote by proxy.

- b. Individual: An individual is a natural person. Florida Judo will have the following individual memberships:
 - a. Senior - For an individual who is at least seventeen (17) years old and is registered with USA JUDO and FJI.
 - b. Junior - For an individual who is at most sixteen (16) years old and is registered with USA JUDO and FJI.
- c. Other Memberships: Florida Judo may have the following individual memberships:
 - a. Sustaining - For an individual or legal entity interested in the purposes and programs of FJI.
 - b. Honorary - For an individual or legal entity recognized by FJI for distinguished service to the sport of Judo or FJI.

Section 3.3 Club Admission

Admission as a Club member will be by application on a form approved by FJI's Executive Committee. The Executive Committee shall accept or deny the application. The Executive Committee may assign this power to a person or committee. The Board of Directors may overturn the Executive Committee's decision by a majority vote of the Board.

Section 3.4 Individual Admission

Admission as an Individual member will be by application on a form approved by FJI's Executive Committee. The Executive Committee shall accept or deny the application. The Executive Committee may assign this power to a person or committee. The Board of Directors may overturn the Executive Committee's decision by a majority vote of the Board.

Section 3.5 Suspension and Termination

The Board of Directors may suspend or terminate a member with cause by a majority vote. The Executive Committee may suspend a member with cause by a majority vote. Procedures by the Standards, Rules and Belt Rank Committee or as outlined in Section 9 of these bylaws should be followed if applicable. In all other cases not applicable to the Standards, Rules and Belt Rank Committee procedures or Section 9 of these bylaws, the Board of Directors and/or Executive Committee should act in a fair and responsible manner.

Section 3.6 Transfer of Membership

A member may not transfer his/her/its membership.

ARTICLE 4 – BOARD OF DIRECTORS

Section 4.1 General Powers

Except as provided by the Bylaws, all corporate powers shall be exercised by or under the authority of the Board of Directors. The Board of Directors shall have the authority to override any decisions made by the

Executive Committee through a majority vote at any regularly and/or specially scheduled FJI meeting.

Section 4.2 Composition of Board

The composition of the Board of Directors is as follows:

- a. One Club Delegate as appointed by a Club Owner or Representative. A Club Delegate must be 18 years of age or older. A Club having at least one hundred five (105) individual members in any combination of the Senior and Junior types shall be entitled to one additional Club Delegate as appointed by the Club Owner or Representative for a maximum of two (2) votes per Club.
- b. Each officer of the Executive Committee shall have one vote.

Section 4.3 Other Powers and Process

This Section 4.3 enumerates other powers of the Board of Directors, but it does not limit the power described in Section 4.1.

- a. USA JUDO National Meeting
 1. The Board of Directors will appropriate funding for any and all delegates to USA JUDO National meetings as determined at the regularly scheduled FJI meeting prior to the USA JUDO meeting. The Board may choose the specific delegate(s) and the number of delegates to send, including the choice to send none.
 2. If a regularly scheduled FJI meeting is interrupted or canceled by an “Act of God”, the Board of Directors will decide whether to send any delegates by a vote by mail or other means as described in Article 13.
 3. The President of the FJI shall act as the primary delegate to any USA JUDO National meetings if any delegates are sent. If the President is unavailable as a primary delegate, the Board of Directors shall select the primary delegate.
 4. Any vote by the Board of Directors to determine the delegates sent to a USA JUDO National meeting that ends in a tie will be decided by the President.
 5. At each regularly scheduled FJI meeting where an upcoming meeting agenda has been published by USA Judo, the Board of Directors will discuss all items of interest appearing on the agenda of the upcoming USA JUDO meeting and task the FJI delegates with voting according to the majority vote of the Board. This includes, but is not limited to:
 - a. Determining which Candidates for USA JUDO elected office FJI supports;
 - b. Making National Tournament bids
 6. Any FJI delegate who votes at the USA JUDO meeting against the wishes of the Board will be suspended from FJI as a member for up to one (1) year. The Board will determine if the vote was or was not in accordance with its wishes and if suspension is warranted.

Section 4.4 Attendance

Delegates and Officers are expected to attend the regularly scheduled Board of Directors meeting in person. FJI follows the annual scheduling of USA Judo and its national “meetings” or “assemblies” where FJI delegates would vote on USA Judo issues. USA Judo may change its schedule in the future and vary the annual meetings from one to several. These bylaws encourage a FJI Board of Directors meeting to be held prior to the first “meeting” or “assembly” of USA Judo in an annual year or as appropriate if the USA Judo gathering is held in

January. FJI may have more than one Board of Directors meeting in an annual year, but under no circumstances shall it have less than one.

Executive Committee Officers may attend the regularly scheduled FJI meeting through electronic or other relevant means and be heard as determined by the Rules of Order. However, Executive Committee Officers who do not attend a regularly scheduled FJI meeting in person shall not be present for purposes of quorum and may not vote.

Club Delegate(s) may attend the regularly scheduled FJI meeting through electronic or other relevant means and be heard as determined by the Rules of Order. However, Club Delegate(s) who do not attend a regularly scheduled FJI meeting in person shall not be present for purposes of quorum and may not vote. An Alternate may appear in person for a delegate and have full privileges if the Alternate was properly designated according to FJI's registration process.

Section 4.5 Removal

Any member of the Board of Directors may be removed from office with or without cause by the vote or agreement in writing by a majority of all votes of the Board of Directors. The notice of a meeting of the members to recall a member or members of the Board of Directors shall state the specific directors sought to be removed. A proposed removal of a director at a meeting shall require a separate vote for each Board member sought to be removed. Any director who is removed from the Board shall not be eligible to stand for reelection until the next annual regular FJI. Any director removed from office shall turn over to the board of directors within 72 hours any and all records of Florida Judo in his or her possession.

ARTICLE 5 – EXECUTIVE COMMITTEE

Section 5.1 Executive Committee Powers

The Executive Committee shall have power to discharge the functions of the Board of Directors on its behalf between meetings of the Board, subject to the general direction and approval of the Board at the next Board of Directors meeting, and shall perform such other duties as are assigned to it by the Articles of Incorporation, Bylaws, and General Rules of Florida Judo. Executive Committee officers shall not be compensated for holding office, but may be reimbursed for reasonable expenses. The Executive Committee may meet in a manner of its own choosing and as often as needed or desired.

Section 5.2 Executive Committee Composition

The Executive Committee of Florida Judo shall consist of the following officers: President, Executive Vice-President, Northern Region Vice-President, Central Region Vice-President, Southern Region Vice-President, Secretary, Treasurer, and Director of Operations. An officer must be 18 years of age or older. An officer is also a Director.

Section 5.3 President

The President shall be the Chief Executive Officer and shall preside at all meetings of the Board of Directors and of the Executive Committee. The President shall perform duties customary for a Chief Executive Officer. The President shall also be a voting member of all committees and shall perform duties as may be assigned by majority vote of the Board of Directors. The President may also be the Secretary or Treasurer.

Section 5.4 Executive Vice-President

The Executive Vice-President shall oversee Public Relations for FJI and shall perform duties as may be

assigned by a majority vote of the Board of Directors. The Executive Vice-President shall perform the duties of the President in the President's absence or inability to act. The Executive Vice-President may also be the Secretary or Treasurer.

Section 5.5 Regional Vice-Presidents

There shall be a Northern Region Vice-President, Central Region Vice-President, and Southern Region Vice-President. A Region's Vice-President may also be the Secretary or Treasurer. The three (3) Regional Vice-Presidents' duties shall be to represent their district on the executive committee. Regional Vice-Presidents will be elected by a majority of Delegates from the geographic region. Only Delegates may vote for Vice-Presidents. One will be elected from each of the three regions, which are as follows:

NORTHERN REGION: Escambia, Santa Rosa, Okaloosa, Walton, Holmes, Washington Bay, Jackson, Calhoun, Gulf, Gadsden, Liberty, Franklin, Leon, Makulla, Jefferson, Madison, Taylor, Hamilton, Suwannee, Lafayette, Dixie, Columbia, Hillcrest, Levy, Baker, Union, Bradford, Alachua, Marion, Nassau, Duval, Clay, Putnam, St John's and Flagler Counties.

CENTRAL REGION: Hernando, Pasco, Pinellas, Citrus, Hillsboro, Sumter, Polk, Lake, Orange, Osceola, Volusia, Seminole, Brevard, Indian River, Manatee, Sarasota, Charlotte, Lee, Collier, Hardee, De Soto, Highlands, Glades and Henry Counties.

SOUTHERN REGION: Okeechobee, St Lucie, Martin, Palm Beach and Broward Counties, Monroe and Miami-Dade Counties.

Regional Vice-Presidents will be the Officers tasked with the general promotion of Judo within their geographic region. If a Director of Development is appointed for any given year, the Regional Vice-Presidents are expected to assist the Director of Development with athlete promotion and development in their geographic region. Regional Vice-Presidents are also FJI's representative at FJI Sanctioned Judo Tournaments in their geographic region.

Section 5.6 Secretary

The Secretary of Florida Judo shall also be the Secretary of the Board of Directors and of the Executive Committees. The Secretary shall keep the seal and the records of the Corporation; supervise the taking, making, and distribution of minutes; attend to the publication of official reports; attest documents; give proper notice for any type of meeting; and perform such other functions as usually pertain to this office. The Secretary shall discharge such other duties as may be assigned by vote of the Board of Directors or of the Executive Committee. A copy of the minutes of each meeting of the Board of Directors and of the Executive Committee will be sent to each registered club no more than thirty (30) days following the conclusion of a meeting. Minutes and all records of FJI shall be made by electronic means in a common format for easy distribution. The Secretary may also be the Treasurer.

Section 5.7 Treasurer

The Treasurer shall be Florida Judo's Chief Financial Officer in charge of the funds and books of account. The Treasurer shall receive and deposit the funds of the Corporation in such bank or banks as shall be designated by or under authority of the Executive Committee. The Treasurer shall disburse such funds in the manner designated by or under the authority of the Executive Committee. The Treasurer shall not disburse more than five hundred (\$500.00) dollars at any time without the approval of the executive committee. The Treasurer shall render an annual financial report no more than 30 days after the annual report is sent to the State of Florida to the Club members and to the Executive Committee. The Treasurer shall render such special reports as may from time to

time be called for by or under the authority of the Executive Committee. The Treasurer shall discharge such other duties as may be assigned by vote of the Board of Directors or of the Executive Committee. The Treasurer may also be the Secretary.

Section 5.8 Director of Operations

The Director of Operations shall oversee the operations of all FJI tournaments and participate in the planning and technical issues of said tournaments, including the oversight of Regional Vice-Presidents' FJI sanctioned Judo Tournament duties. The Director of Operations may designate the Regional Vice-President as his/her representative at a FJI sanctioned Judo Tournament or another person if the Regional Vice-President is unavailable. The Director of Operations shall discharge such other duties as may be assigned by vote of the Board of Directors or of the Executive Committee. The Director of Operations may also be the Secretary or Treasurer.

Section 5.9 Executive Director

Florida Judo may employ a compensated Executive Director, but it is not required. The Executive Director shall serve as the chief administrative official of FJI supervised by the Executive Committee and subject to the Power of the Board of Directors. The Executive Director shall be nominated by FJI's officers and hired by a majority vote of the Executive Committee. Employment will be "at-will" if the Executive Director is hired by a majority of the Executive Committee. The Board of Directors may authorize an employment contract, but the term of any contract will not exceed twelve (12) months.

Section 5.10 Officer Email Addresses

All officers of the corporation agree to supply the Secretary with an email address designated for FJI business-related matters within 10 days of taking office.

Section 5.11 Multiple Offices

An officer shall only hold one office, unless otherwise stated in these bylaws.

Section 5.12 Attendance

Executive Committee Officers must attend each regularly scheduled FJI Executive Committee meeting or have an absence excused by Florida Judo's President. An Executive Committee Officer may attend by electronic or other relevant means, such as teleconferencing or video conferencing. An Officer who has an unexcused absence automatically vacates the office. The Board of Directors may hear an appeal from an Officer with an unexcused absence and overturn the President's decision. The Board of Directors will elect a replacement officer at the next regularly scheduled meeting.

Section 5.13 Vacancies

A vacancy in the Executive Committee may be created at any time upon written notice to the President and Secretary of the corporation and such a vacancy may be filled on an interim basis by majority vote of the executive committee by appointment until a special election meeting can be called for the entire Board of Directors or until the next regularly scheduled FJI meeting.

Section 5.14 Appointees

Appointees to any committees must attend at least one (1) FJI meeting per year to be allowed to remain on the committee. An Appointee may attend by electronic or other relevant means, such as teleconferencing or video conferencing.

Section 5.15 Audits

The accounts and financial reports of the Treasurer and of any other person handling funds for FJI may be

audited by an independent and unaffiliated Certified Public Accountant (CPA) selected by the Board of Directors. Any time an independent and unaffiliated CPA is involved in an audit, the expense shall not be incurred until approved by the Board of Directors, unless an emergency action by the Executive Committee. A yearly review of the financial records of the Corporation will be performed by the Finance and Budget Committee with or without the assistance of an independent and unaffiliated CPA.

Section 5.16 Officer Ethics

All FJI officers will perform their duties under the highest ethical and moral standards.

Section 5.17 Bond

All officers and employees handling funds of FJI shall be bound in such amounts as may be determined from time to time by the Executive Committee. The expense of furnishing such bonds shall be paid by Florida Judo.

Section 5.18 Elections of Officers

The Executive Committee Officers shall be elected by a majority vote of FJI Board of Directors in the following manner for a two-year (2) term.

Elections shall occur at a FJI Board of Directors meeting held in a calendar year during the final term year of Executive Committee Officers. The FJI election meeting shall be prior to the USA JUDO national “meeting” or “assembly” of the same calendar year.

All candidates for office must be present at a regularly scheduled election meeting to accept a nomination prior to any vote. No nominations by proxy will be accepted.

Speeches may be allowed by the Board of Directors during an election meeting, but will be limited to 10 minutes. If speeches are allowed, a maximum of five (5) follow-up questions in total may be allowed of each candidate and only asked by those individuals with voting power. Only one follow-up question is allowed per person with voting power. Two minutes will be allowed for candidate response to each follow-up question asked.

Newly elected officers will take office immediately following the conclusion of the election.

Each officer of the Executive Committee shall serve until a successor shall have been elected or appointed.

The majority vote of the Board of Directors will govern, unless otherwise stated in these bylaws. In the event of a tied vote, the current-serving President will make the final decision.

Section 5.19 Quorum

Quorum at an Executive Committee meeting shall consist of the Officers present with voting authority, however, quorum cannot be less than one-third (1/3) of the total number of officers. No individual officer may hold more than one vote or counted more than once for quorum. This means for those officers holding multiple offices, he/she will only have one vote and be counted for quorum only once.

Section 5.20 Voting

The majority vote of all officers constituting a quorum will govern Executive Committee business, unless otherwise stated in these bylaws. In the event of a tied vote, the President will make the final decision.

ARTICLE 6 –BOARD OF DIRECTOR MEETINGS

Section 6.1 Location.

The Board of Directors shall hold at least one regularly scheduled FJI meetings at an easily accessible location in the state of Florida. It may be in the same location and time as a judo tournament or judo clinic, if it will not interfere with tournament operations. The Executive Committee shall determine the location.

Section 6.2 Date and Time

The date and time of Board of Director meetings shall be in accordance with Sections 4.3 and 4.4 of these bylaws. The date will always be no less than 45 days prior to the first USA JUDO national “meeting” or “assembly” of the relevant calendar year. The Board of Directors may schedule other regularly scheduled FJI meeting at any time of the year, even if there are no further USA JUDO national “meetings” or “assemblies” for the relevant calendar year. If however, USA JUDO schedules a second or several “meetings” or “assemblies”, the Board of Directors will meet on a date, which is no less than 45 days prior to the second or additional USA JUDO national “meeting” or “assembly”. The Executive Committee will determine the date and starting time of any type of meeting.

Section 6.3 Canceled Meetings

Any Board of Directors' meeting canceled through an "act of God" or similar circumstance will be rescheduled at the earliest convenient date. If the canceled meeting had been originally scheduled due to a USA JUDO national “meeting” or “assembly”, then the rescheduled meeting will occur at a time prior to the relevant USA JUDO national “meeting” or “assembly”. In any case, notice of the rescheduled meeting shall be given at least seven (7) days in advance, but every effort will be made to give as much notice as possible.

The canceled meeting's agenda will be used at the rescheduled meeting.

If it is not reasonable or possible to reschedule a meeting before the relevant USA JUDO national meeting, then a meeting may occur by telephone conferencing, video conferencing, or other similar means by which the Board of Directors may discuss and conduct business.

Section 6.4 Agenda

Any FJI member may place before the Board of Directors any matter relating to the affairs or objectives of Florida Judo provided that at least 21 days before the date of the meeting, a written notice is submitted to the Secretary describing specifically the matter to be placed before the Board and specifically stating the proposal with respect to such matter. Matters so noticed shall be placed on the agenda without requiring approval of the Executive Committee.

The Executive Committee may place any matter on the agenda.

The Executive Committee shall hold an agenda meeting before each meeting of the Board of Directors and draw up the agenda for the meeting. An affirmative vote of the majority of the Committee members present shall suffice to approve matters for the agenda. The agenda may be set by correspondence or other similar means, in which case an affirmative vote of the majority of the Committee members answering shall suffice to approve matters for the agenda.

The Secretary shall distribute to each of the Club members a copy of a tentative agenda at least 14 days before each regularly scheduled meeting.

Section 6.5 Credentials

The Executive Committee shall act as a committee to determine the qualifications of each Delegate to be seated at a meeting and the voting authority possessed. Only duly certified Delegates shall be seated with voting power.

Section 6.6 Other Interested Parties

Any and all other interested persons may, upon discretion of the President, be allowed to attend a meeting as observers, but shall have no right to be heard except in accordance with the agenda. The President, due to insufficient space, nature of a proposal, or in order to conduct an orderly meeting, may order a meeting closed for the time needed to discuss such matters.

Section 6.7 Quorum

Quorum at a Board of Directors meeting shall consist of the directors (Delegates and the Officers) present with voting authority, however, quorum cannot be less than one-third (1/3) of the total number of directors. No individual director may hold more than one vote.

Section 6.8 Voting

Voting by proxy is not allowed.

Executive Committee Officers may vote. However, Executive Committee Officers who do not attend in person a regularly scheduled FJI meeting in person shall not be present for purposes of quorum and may not vote.

Club Delegate(s) may vote. However, Club Delegate(s) who do not attend in person a regularly scheduled FJI meeting in person shall not be present for purposes of quorum and may not vote. An Alternate may appear in person for a delegate and have full privileges if the Alternate was properly designated according to FJI's registration process.

Delegates and Officers not physically present at a Board of Directors meeting may still participate and be heard except in candidate questioning. This section is not meant to circumvent Article 13.

Section 6.9 Rules of Order.

The conduct of business at all Board of Directors meetings shall be in the spirit of Roberts Rules of Order, but will be informal. In the event of dispute, the present members of the executive committee will decide by majority vote how to proceed.

Section 6.10 Special Meetings.

The Executive Committee shall have the power to call special meetings of the Board of Directors for good and sufficient cause. The President shall determine the time and place for special meetings, with due regard to the convenience of the members of the Board of Directors. Notice of Special Meetings shall be sent out by the Secretary at least 14 days in advance of such meetings. The notices shall specify the reasons for calling the meeting. No business shall be transacted at Special Meetings that is not within the scope of the reasons specified in the notice, unless consideration of such business is first approved by two-thirds (2/3) of the total vote of the Board of Directors.

ARTICLE 7 - COMMITTEES

Section 7.1 Standing Committees

The standing committees of Florida Judo unless otherwise provided herein, shall be as follows:

Finance and Budget Committee
Development
Law and Legislative Committee
Registration Committee
Public Relations Committee
Standards, Rules and Belt Rank Committee

Each committee must have two or more members who serve at the pleasure of the Board of Directors. The Executive Committee will nominate and appoint, by majority vote, members of committees in accordance with these bylaws. If the bylaws are silent as to who is the chairperson of the committee, the President will appoint the chair. When committees vote the majority will rule. In the event of a tie, the chairperson will cast the deciding vote.

Section 7.2 Temporary Committees.

The President shall have the authority to create and disband all temporary committees, appoint the members and chairpersons thereof, and determine the size and duties of such committee. When committees vote the majority will rule. In the event of a tie, the chairperson will cast the deciding vote.

Section 7.3 Finance and Budget Committee

In collaboration with the Executive Committee the Finance Committee shall be:

- A. Responsible for developing and administering plans and procedures for Florida Judo fundraising;
- B. The Finance Committee may coordinate the fundraising efforts of Florida Judo members;
- C. Advise and assist the Treasurer in the performance of his duties;
- D. Advise and assist the officers, the Executive Committee, and the Board of Directors with respect to the acquisition and disbursement of funds and the maintenance of a sound financial condition;
- E. Transmit a budget of upcoming expenses of the Corporation for approval by the Board of Directors.
- H. Monitor performance of the operating units of the Corporation on both income and expenses in relation to the budget approved by the Board of Directors;
- I. Prepare annual or other periodic recommendations for modification of the budget, if necessary, for approval of the Board of Directors.
- J. Audit the accounts of the Corporation and make annual reports to the Board of Directors and to the Executive Committee.
- K. Have as Chairperson the Treasurer.

The Finance and Budget Committee shall consist of the Treasurer and at least two (2) individual members from different regions of the state as the treasurer.

Section 7.4 Development Committee

The Development committee shall advise and assist the Executive Committee and the Board of Directors and all other components of Florida Judo in all matters concerning the long-range development of Judo in the State of Florida. The Development committee shall coordinate the development activities and shall maintain close liaison with the Northern, Southern, and Central Regional areas.

The responsibilities shall be as follows:

- (a) Foster short-term and long-term development, in cooperation with USA JUDO, of world-class Judo athletes;
- (b) Foster the closest possible cooperation between all private and public organizations, which may contribute to the building and maintenance of improved physical facilities for training, competition, coaching and similar matters;
- (c) Encourage, establish, assist and support the sport of Judo among all places of learning from Elementary school to Universities within the State of Florida to grow judo on all age levels.

The Development committee shall consist of no less than three (3) individual members, one of which will be appointed as Director of Development by the President.

Section 7.5 Law and Legislative Committee

The Law and Legislative Committee shall:

- (a) Review all proposals for amendment of the Articles of Incorporation and Bylaws of the Corporation and make a report to the Executive Committee and to the Board of Directors with recommendations both as to substance and as to form of the proposal. Any such amendments that have or may have an impact on any standing committee shall be submitted to such standing committee before being considered by the Law and Legislative Committee.
- (b) Advise and assist the President, the Board of Directors, and the Executive Committee in regard to the determination of legal and legislative policy;
- (c) Advise on rules of order;
- (d) Advise and assist the President, the Board of Directors, and the Executive Committee in the formulation and determination of FJI's future rights and duties;
- (e) In coordination with the Board of Directors, the Executive Committee, and other committees of FJI, and with other entities interested in the promotion of Judo, aid in the drafting of legal instruments and legislation.

The Chairman of the Law and Legislative Committee shall serve as Parliamentarian for FJI.

The Law and Legislative Committee shall consist of three (3) members from different Clubs.

Section 7.6 Registration Committee.

The Registration Committee shall:

- (a) Promulgate procedures and prepare the necessary documents to establish and record Florida Judo membership;
- (b) Receive, process, and report with recommendations on all applications for Florida Judo membership;
- (c) Oversee compliance by FJI members, which includes individual athletes, with the national and international rules of eligibility as defined by the United States Judo, Inc.
- (d) Shall investigate, hear, and rule upon all matters concerning the eligibility of amateur athletes to compete.
- (e) Attend or send a qualified representative to FJI sanctioned events within Florida to assist in registration of new members.

The Registration committee shall be comprised of an appointed Registrar, who shall act as the Chairman and who may add more committee members as necessary.

Twenty-one (21) days prior to each regularly scheduled Board of Directors meeting, the Registrar shall determine and distribute to the Board of Directors the total number of delegate votes available to each Club member and determine the total number of delegate votes available for Florida Judo.

Section 7.7 Public Relations Committee

The Public Relations Committee shall promote Judo to those outside FJI. The promotion emphasis will be on the benefits derived from Judo participation and alliance with FJI. The committee shall advise and assist the Executive Vice President in connection with all Florida Judo publications and shall make recommendations to the Board of Directors and to the Executive Committee how to increase the effectiveness and prestige of Florida Judo. It shall advise and assist members in public relations matters.

The Public Relations Committee shall be comprised of the Executive Vice President, who shall act as the Chairman; and not less than two (2) other individual members.

Section 7.8 Standards, Rules and Belt Rank

The Standards, Rules and Belt Rank Committee shall:

(a) Seek to maintain high standards of conduct and performance among the members in all matters pertaining to Judo, and shall investigate questions or improper conduct and performance by members, including improper promotions or assertions of rank recommendations, and report its findings and recommendations to the Board of Directors and the Executive Committee. It shall investigate and report to the Executive Committee any condition, practices, or abuses by members or nonmembers tending to mislead, impose upon, or endanger the public, or otherwise bring Judo or FJI into disrepute; and, with the approval of the Board of Directors or the Executive Committee, take steps to correct any such conditions, practices, or abuses.

(b) Seek to maintain and enforce the Sporting Code as promulgated by Florida Judo. Whenever practical, the Committee shall work in close harmony with other organizations interested in the amateur status of athletes.

(c) Establish and maintain uniform, nondiscriminatory standards, rules, policies and procedures governing the sport of Judo, including but not limited to such aspects of the sport as: the opportunity to compete, referee, judge, manage, or coach; referee certification; instructor certification, kata judge certification; sanction of tournaments; recommendation of belt rank; competition awards; fund allocations; athlete representation; and competitive standards and rules.

The Standards, Rules and Belt Rank Committee will be the jurisdictional body for all incidents resulting in violence or credible threats of violence at FJI Sanctioned events. The Standards committee will establish disciplinary measures including, but not limited to:

(a) Any violent act perpetrated on anyone involved with FJI will call for immediate expulsion from the event and from partaking in any FJI business for a period of one (1) year

(b) Any and all credible threats of violence will be referred to committee with a notification of any disciplinary action taken coming within thirty (30) days following the incident.

The standards, rules, policies, procedures and certifications established under this Section shall be in effect at all Judo events, but shall not prevent any other non-FJI Judo organization from employing its own internal standards, rules, policies, procedures and certifications for any other purpose.

The Standards, Rules and Belt Rank Committee shall be composed of at least three (3) members from different Clubs. The Promotion Chairperson serves as chair of this committee.

No standard, rule, policy, procedure, certification, decision, or other action by FJI and/or FJI Committees, affecting the sport of Judo may be based in whole or in part on the possession of belt rank.

ARTICLE 8 - COUNSELOR

Section 8.1 Ability to Retain Counsel

The Board of Directors may hire a Counselor, a lawyer licensed in the State of Florida, who can act as the chief legal advisor of FJI. The Counselor shall be nominated by the officers and elected by a majority vote of the Board of Directors. This Section shall not prohibit FJI from retaining counsel in Florida or other foreign jurisdictions to address specific legal matters.

Section 8.2 Ability to Advise

The Counselor shall be eligible to attend all FJI meetings and to act in an advisory capacity, including initiating advice whenever the Counselor deems it desirable, but shall be ineligible to serve on the Board of Directors and shall have no right to vote or to make motions.

Section 8.3 Voting Prohibited

In the event an Officer, Delegate, or other Board of Director Member is selected to serve as Counselor, the selected person shall not be eligible to vote at any meeting of the Board of Directors. This Section does not prohibit the Counselor from performing the other functions of office. The Counselor may be heard at Board meetings and may make motions although the Counselor is prohibited from voting.

Section 8.4 Compensation

A Counselor and other retained counsel may be compensated as decided by the Board of Directors.

ARTICLE 9 - COMPLAINTS

Section 9.1 Notice and Internal Complaints

Notice of complaints must be in writing, unless oral notice is expressly authorized by the Articles of Incorporation or the bylaws. Notice may be delivered in person, by postal service, by electronic transmission, or by telephone (where oral notice is permitted) to a person or location for which delivery has been authorized.

(1) Written notice, if in a comprehensible form, is effective at the earliest date of the following:

- (a) When received;
- (b) Five days after its deposit in the United States mail, as evidenced by the postmark, if mailed and correctly addressed; or
- (c) On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.

(2) Oral notice is effective when communicated if communicated directly to the person to be notified in a comprehensible manner.

(3) An affidavit of the secretary, an assistant secretary, the transfer agent, or other authorized agent of the corporation that the notice has been given by a form of electronic transmission is, in the absence of fraud, prima facie evidence of the facts stated in the notice.

FJI shall investigate and respond to any complaint against FJI by any of its members. The Standards, Rules and Belt Rank Committee will still be the jurisdictional body for all incidents resulting in violence or credible threats of violence at FJI Sanctioned events. FJI may investigate and may respond to any complaint against or

between any of FJI's members. The complaint shall be filed with the President. Upon receipt of a complaint, the President shall appoint a panel of three (3) disinterested persons who shall begin the complaint investigation within seven (7) business days of receipt. The panel of disinterested persons may conduct on its own initiative a hearing after an investigation and shall conduct a hearing after an investigation if required by the complaining party. A hearing shall include taking testimony and receiving evidence by the panel of disinterested persons. The panel shall act as the investigator and jury, which will render a decision. The President shall preside at the hearing to keep order, but will not participate in deliberations or decision. The President may designate another officer, the Counselor, or member of the Law and Legislative Committee to preside at a hearing, if the designee accepts the appointment.

The complaint should set forth the factual allegations and contain, at a minimum, the following:

- (a) Names and addresses of the parties;
- (b) Jurisdictional basis of the complaint;
- (c) Efforts made to exhaust available remedies or, if such remedies have not been exhausted, the grounds upon which the complaint alleges that exhaustion would result in unnecessary delay;
- (d) The alleged ground of noncompliance;
- (e) Any supporting evidence or documentation forming the basis of the complaint; and
- (f) The relief sought.

Section 9.2 Internal Complaints against the President

Should a complaint be made against the President of FJI, the complaint shall be immediately sent to the FJI Standards, Rules and Belt Rank Committee for referral to a panel of three (3) disinterested parties who shall begin the complaint investigation within seven (7) business days of receipt. The panel of disinterested persons may conduct on its own initiative a hearing after an investigation and shall conduct a hearing after an investigation if required by the complaining party. A hearing shall include taking testimony and receiving evidence by the panel of disinterested persons. The panel shall act as the investigator and jury, which will render a decision. The Chair of the Standards, Rules and Belt Rank Committee shall preside at the hearing to keep order, but will not participate in deliberations or decision. The Chair of the Standards, Rules and Belt Rank Committee may designate an officer, the Counselor, or member of the Law and Legislative Committee to preside at a hearing, if the designee accepts the appointment. The complaint should contain the information described in Section 9.1.

Section 9.3 Executive Committee Investigation of Internal Complaints

The Executive Committee may on its own initiative investigate matters that come within its knowledge without following the formalities outlined in Section 9.1, unless the subject of the investigation is the President. Any such investigation, not concerning the President, shall take no more than 10 business days. If the President is the subject of a complaint, the process in Section 9.2 shall be followed.

Section 9.4 Hearings on Internal Complaints

At any hearing conducted pursuant to the filing of an internal complaint, all parties shall be given a reasonable opportunity to present oral and/or written evidence, to cross-examine witnesses, and to present such factual or legal claims as desired. Hearings shall be open to the public, and may be completed using conference calling or similar means, unless the panel is of the opinion that the hearing is of such a nature that exposure to the public will not be in the best interest of the parties, of FJI, or the sport of Judo. In addition, the proceedings shall be electronically recorded and verbatim transcript thereof made available to each interested party upon request and payment therefore. The rules of evidence shall not be strictly enforced; instead, rules of evidence generally acceptable in administrative proceedings shall be applicable.

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

The panel shall render its decision, which shall be final, within thirty (30) days after the filing of the complaint.

If a member resorts to a court action or proceeding to enforce the rights of members provided in this subsection and if the member prevails in such action or proceeding, the court shall allow such member the cost of his/her action or proceeding, including reasonable attorney's fees.

ARTICLE 10 - DUES, FEES AND ASSESSMENTS

Section 10.1 Board Powers

The Board of Directors shall have the power to set and collect from the members all dues, fees and assessments required for conducting the affairs of the Corporation. The annual dues, fees and assessments shall be reviewed annually by the Executive Committee and may be changed by the Board of Directors when the need is justified for conducting the affairs of the Corporation.

ARTICLE 11 – AMENDMENTS TO BYLAWS

Section 11.1 Vote Required at Regularly Scheduled Meeting

Amendments to the bylaws may be made by majority of the votes cast at a regularly scheduled meeting of the Board of Directors. Amendments shall take effect at the close of such meeting except in such case where it may be specified at the time of approval of the amendment that the amendment will take effect during the meeting or at a later time. All Amendments dealing with term limits of office shall not take effect until the term limit has been reached.

Section 11.2 Agenda

All proposed amendments must be in writing and transmitted by electronic means or be postmarked to the Secretary at least 28 days before the regularly scheduled meeting of the Board of Directors to be eligible for the meeting's agenda. The Executive Committee will review all proposed amendments at least 21 days before the meeting of the Board of Directors.

Section 11.3 Notice of Amendment

Not later than 14 days before the date of any meeting of the Board of Directors at which amendments are to be considered, a general notice of the proposed amendment to the bylaws shall be distributed by the Secretary to all Club members and the Executive Committee, setting forth the text or substantive terms of the proposed amendments, the time and place of the meeting at which such amendments are to be voted upon, and a provision informing interested persons that they may submit materials for consideration by the Board of Directors at such meeting by delivering to the Secretary, not less than seven (7) days before the meeting, written data, views or arguments concerning the proposed amendments. At the discretion of the President, an interested person may be invited to make any additional written or oral presentation for consideration at the meeting, and all persons who submit material under this section shall be mailed a copy of any amendment that may be adopted at the meeting.

Section 11.4 Board May Change Proposed Amendment

If one amendment or more than one amendment has been proposed on the same subject matter, the Board of Directors may alter or adopt a compromise of substance as well as form. If the adoption of an amendment as proposed, as altered, or adopted is inconsistent or in conflict with other parts of the Articles of Incorporation or bylaws, the Board of Directors may adopt conforming amendments appropriate to the case.

Section 11.5 Bylaw Change by Proposed Amendment Outside of Meeting

Amendments to the bylaws may also be made pursuant to Article 13 provided the proposed amendments are distributed to the Board of Directors together with a statement of the reasons for the vote pursuant to Article 13 and provided the provisions described in Section 11.2 are followed. The notice will include the deadline date for receipt of any data, views or arguments to be considered for distribution to the members with the mail vote. Members will have seven (7) days from the date of mailing of the proposed amendments to file with the Secretary written comments for or against the proposed amendments. Amendments proposed under this section may be adopted upon the affirmative vote of two-thirds (2/3) of all votes entitled to be cast at a meeting of the Board of Directors and shall be effective as of the closing date for the casting of votes, or at such other time as may be specified in the proposal.

ARTICLE 12 – SANCTIONING OF JUDO EVENTS

Section 12.1 Timing of Request

Sanction certificates for Judo events within the boundaries of the State of Florida shall be issued in accordance with the policies of USA JUDO, the National Governing Body of Judo in the United States. Requests for sanctions are to be submitted to the Director of Operations no less than 30 days before the event is to be held. The Director of Operations may appoint a person to assist with Sanctioning of Judo events.

Section 12.2 Display Required

Sanction certificates must be displayed at all events.

Section 12.3 Sanctioning Fees

The Board of Directors shall have the power to set and collect sanctioning fees for Judo events. The sanctioning fees shall be reviewed annually by the Executive Committee and may be changed by the Board of Directors when the need is justified.

Section 12.4 Tournament Director Responsibilities

Tournament Directors must sign and abide by all sanctioning requirements. This includes:

- (a) Remittance of tournament fees with sanction application
- (b) Remittance of injury reports (if any) within 5 days of the event
- (c) Remittance of clinic entrant fees (if any) within 5 days of the event. Clinic entrant fees are on a per person basis.

Tournament Directors will work with the Standards, Rules and Belt Rank Committee should any incident of violence occur. The Tournament Director's responsibilities include, but are not limited to:

- (a) Taking immediate action to provide for the safety of all persons at their event. These actions include but are not limited to: calling the police as necessary; filing an incident report; escorting the perpetrator out of the building.
- (b) Accepting statements from and supplying the Standards, Rules and Belt Rank Committee with all

statements from victims of a violent acts or credible threats of violence within 3 days of the event.

ARTICLE 13 – VOTING OUTSIDE OF MEETINGS

Section 13.1 When an Outside Vote May Occur

A vote may happen outside a meeting due to an “Act of God” or other extraordinary circumstance as determined by the governing body of the meeting.

Section 13.2 Process

The Secretary shall serve a copy of the matter to be voted upon and ballot by postal service, email, fax, or other similar means to each voting member of the meeting. A reasonable time limit, not less than 14 days from the date of mailing or transmission, will be given to receive the vote response. Each ballot shall bear a notice that it shall not be counted unless signed by the person casting the vote. Votes through electronic transmission are considered to have an electronic signature.

The Secretary shall count the votes, unless otherwise directed by the governing body of the meeting. The Secretary shall make exact minutes of the question, the number of ballots received, and the vote, which along with the ballots received, shall become a part of the permanent records of FJI. A majority vote of the ballots received within the time limit shall decide the matter. Neither alternates nor proxies may vote.

The Secretary shall notify all Club members and the Executive Committee within 28 days the results of the vote and indicate the vote of each voting party.

ARTICLE 14 – SITUATIONS NOT COVERED UNDER THESE BYLAWS

Section 14.1 Executive Committee as Temporary Solution

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