

BYLAWS OF CONNECTICUT JUDO INCORPORATED

ARTICLE I NAME AND STATUS

- Section 1. Name
The name of the corporation shall be Connecticut Judo Incorporated. Connecticut Judo Incorporated may establish such acronyms or abbreviations as may be appropriate for business use, and may establish logos, service marks and trademarks as may be appropriate to further its purposes, mission, and goals.
- Section 2. Non-Profit Status
Connecticut Judo Incorporated (CJI) shall be a non-profit corporation incorporated and licensed pursuant to the laws of the state Connecticut. CJI shall be operated for charitable and education purposes, and it shall also have as its purpose to foster local and state amateur sports competition in the sport of Judo. CJI shall operate consistent with and shall maintain a tax-exempt status in accordance with section 501(c)(3) of the Internal Revenue Code.

ARTICLE II PURPOSE AND MISSION

- Section 1. Purpose
CJI exists for the purpose of serving as the state governing body for the sport of Judo in the state of Connecticut in accordance with these bylaws and as such, to be a member of USA Judo.
- Section 2. Mission
The mission of CJI shall be to grow the sport of Judo within the state of Connecticut in all facets through the development of its referees, coaches, athletes and clubs. This development will focus to achieve sustained competitive excellence in domestic and international Judo competitions, include but not be limited to: Olympic, Paralympic, Pan American, and World Championships competition and to promote and grow the sport of Judo within the state of Connecticut and United States.

ARTICLE III MEMBERSHIP

- Section 1. The membership of Connecticut Judo Incorporated (CJI) shall be confined to judo sports clubs and to any individual who is an athlete, coach, trainer, manager, administrator, or officials active in the sport of judo. Membership is limited to citizens of the United States. Individuals or organizations who do not qualify for membership in the categories listed above may nevertheless be associated with and recognized by CJI, through its Board of Directors, by virtue of their current or past activities in the affairs of Judo or of CJI.
- Section 2. Individual Membership
- a. Individual membership shall have the following categories:
 - 1) *General members.* General members are those individuals who are active in Judo/Jiu Jitsu. Individual membership athlete categories include, but not limited to:
 - Individual Judo
 - Individual Jiu Jitsu

- Dual (Judo/Jiu Jitsu)
- Police Athletics/Activities League
- Judo in Schools
- Military Clubs

2) *Coach members.* Coach members are those individuals who register and meet the required certifications to serve as an active coach determined by USA Judo.

Certifications include, but are not limited to, minimum rank of Shodan, USA Judo coaching certification, background screen, SafeSport certification, and Concussion Training.

3) *Referee members.* Referee members are those individuals who register and meet the required certifications to serve as an active referee as determined by USA Judo.

Certifications include, but are not limited to, National level certification or higher, IJF and/or PJC Referee certification, background screen, SafeSport certification and Concussion training.

4) Individual membership applications and fees must be received by the Registration Chairperson or Secretary 10 days prior to the semiannual meetings to be valid for voting purposes. Individual membership for counting votes will be based on the latest received membership roster from the National Office. Individual applications and fees received after the 10 days will not be counted for voting purposes at that meeting.

Section 3. Club Membership

a. All eligible Judo clubs who have joined together to advance the cause of Judo athletics, which permit the activities in Connecticut over which CJI has jurisdiction to be administered in a most expeditious and economical manner and having members in CJI.

b. A club membership must have a minimum of five members to be entitled to a vote on the Board of Directors. Each eligible club shall be entitled to one vote. If a decision is a tie, the President of the Board will be the deciding vote.

c. At least 33 1/3 percent of the total delegates of the Board of Directors shall be individuals who are actively engaged in athletic competition in Judo or who have represented the United States in national athletic Judo competition within the preceding ten years. Athletic delegates must be at least 18 years old.

d. Club membership applications and fees must be received by the Registration Chairperson or Secretary 10 days prior to the semiannual meetings to be valid for voting purposes. Individual membership for counting votes will be based on the latest received membership roster from the National Office. Club Applications and fees received after the 10 days will not be counted for voting purposes at that meeting.

Section 3. Athlete Delegates at large.

The President of CJI shall appoint athlete delegates to comply with Section 2 (c) by the recommendations of the Executive Committee. The criteria for recommendation shall be that the individual be actively engaged in athletic competition in judo or who have represented the United States in national athletic Judo competition within the preceding ten years and who are at least 18 years old.

ARTICLE IV

ADMISSION OF MEMBERS

Section 1. Admission to membership will be by application to the Registration Chairperson or Secretary and in the form approved by the Registration Chairperson or Secretary with payment of fees described in article of these bylaws.

ARTICLE V

DUTIES OF OFFICERS

- Section 1. 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 be, ex officio, a nonvoting member of all Committees and shall perform such duties as may be assigned by vote of the Board of Directors or of the Executive Committee or as assigned to the President by the Articles of Incorporation, the Bylaws and the President or his designee shall act as the CJI's representative to the USA Judo and other national entities.
- Section 2. The Vice President shall perform the duties of the President in case of the President's absence or inability to act. The Vice President shall discharge such other duties as may be assigned by vote of the Board of Directors or of the Executive Committee.
- Section 3. The Secretary of the CJI shall also be the Secretary of the Board of Directors and of the Executive Committee. The Secretary shall keep the seal and the records of the CJI: supervise the taking, making and distribution of minutes: attend to the publication of official reports; attest documents; 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 will be available on the website to each club member of the Board of Directors within thirty (30) days following the conclusion of a meeting.
- Section 4. The Treasurer shall manage the funds and books of account of the CJI. The Treasurer shall receive and deposit the funds of the CJI 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 render a financial report to the Board of Directors and to the Executive Committee at the annual and semiannual meeting and 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.

ARTICLE VI

BOARD OF DIRECTORS

- Section 1. CJI is governed by a Board of Directors consisting of:
- a. Delegates designated by their Club members
 - b. Athlete Members at Large (if delegate numbers do not meet the 33 1/3 percent requirement)
 - c. Officers of the CJI: President, Vice President, Secretary, and Treasurer specified in Article 1 of these Bylaws.
- Section 2. All delegates and members of the Board of Directors shall be citizens of the United States and at least 18 years old.
- Section 3. The Board of Directors has power and authority to:
- a. elect the officers of CJI and remove same for cause by a two-thirds (2/3) vote of its members voting, and fill vacancies that may exist among the officers and the Executive Committee;

- b. enact, revise, amend, or repeal the Articles of Incorporation and the Bylaws, as provide herein;
- c. admit members, reclassify and terminate the membership of members after receiving a report from the Secretary;
- d. receive and review the reports of the Executive Committee and of all other Committees or other persons concerning the activities or matters in which CJI may be interested;
- e. assume original and appellate jurisdiction, upon notice to those involved, in any matter where, in the opinion of two-thirds (2/3) of the Board members, the best interests of CJI will served thereby, and the decision of the Board of Directors after a full hearing shall be final and binding. The Board shall have the power to appoint from among its members or from other sources a hearing body of not less than five (5) members to conduct the hearing and make the necessary finding, including the necessary action to be taken, and make recommendations to the Board of Directors;
- f.
 - 1) provide procedures and other requirements concerning the organization, officiating and scoring for state and other tournaments in Connecticut in accordance with USA Judo sanctioning requirements;
 - 2) set forth the organization, functions, detail responsibilities, procedures and rules for operation of the committees;
- g. discipline members and impose, enforce, or remit penalties for any violation of the Bylaws, rules, regulations and procedures promulgated by CJI and /or USA Judo through their Boards of Directors, Executive Committees, Safe Sport, and other committees;
- h. by a two-thirds (2/3) vote removed from office on thirty (30) days written notice any member of the Board of Directors who, by neglect of duty or by conduct tending to impair usefulness as a member of the Board, shall be deemed to have forfeited the position;
- i. provide for, collect, and expend dues or funds of CJI;
- j. call regular and special meetings of Board of Directors and of the Executive Committee and fix the time and place for holding all meetings not fixed by these Bylaws;
- k. institute, locate, conduct, and manage all CJI tournaments and events through the members sponsoring the event;
- l. appoint or approve permanent committees from its own members;
- m. approve the rules, procedures, regulations, schedules, and activities of the Committees and Subcommittees of CJI;
- n. take such other action as is customary and proper on behalf of CJI, and be responsible for conducting all the affairs and business of CJI. Be vested with all powers of CJI and have authority to act on all organizational matters.

Section 4. The Board of Directors shall have the power when the need arises to amend these Bylaws upon a two-third (2/3) majority vote of its members present, and entitled to vote, after thirty (30) days previous written notice of the proposed amendment or amendments to all known voting delegates of CJI.

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

Section 6. At the conclusion of the interim procedures provided for in Article VIII of the Articles of Incorporation of CJI, the Board of Directors shall elect from among its members at the annual meeting every two years, the following officers, who shall be the officers of CJI:

- President
- Vice President
- Secretary

Treasurer

- Section 7. The officers shall be eighteen (18) years of age or older and shall be citizens of the United States.
- Section 8. The officers shall take office at the annual meeting at which elected and shall serve for a term of two (2) years. An officer may be reelected to successive terms of office.
- Section 9. At least once every year the Board of Directors, through its President, upon two-thirds (2/3) vote of the total members of the Board, shall make available a report on the CJI website to all known members of CJI of the financial position and activities of CJI.

ARTICLE VII

EXECUTIVE COMMITTEE

- Section 1. The Executive Committee shall discharge the functions of the Board of Directors on its behalf between meetings of the Board, and shall perform such other duties as are assigned to it by the Articles of Incorporation and Bylaws of CJI.
- Section 2. The Executive Committee shall consist of the officers of CJI.
- Section 3. Each member shall serve until such time as his or her successor shall have been elected, appointed, or selected.
- Section 4. In the event the same person should be named, elected, appointed or selected to more than one (1) position on the Executive Committee, he or she shall be entitled to hold such positions; however, the holder of such positions will be entitled to only one (1) vote.

ARTICLE VIII

MEETINGS

- Section 1. The Board of Directors shall hold the following regular meetings each year:
- a. an annual meeting to be held in the fourth quarter of the year, and
 - b. a semiannual meeting to be held in the first half of the year (January –June).
- Section 2. The Secretary shall give written notice of the time and place of each meeting to each member of the Board of Directors at least thirty (30) days prior to the meeting.
- Section 3. Agenda
- a. Any member of the Board of Directors, or Subcommittee Chairs may place before the Board, at the annual or semiannual meetings, any matter relating to the affairs or objectives of CJI. Matters so noticed shall be place on the agenda without requiring approval of the Executive Committee.
 - b. The Executive Committee may place any matter on the agenda at any time, but this power shall not be construed as a limitation of subsection a) of this section. Items placed on the agenda by the Executive Committee not in accordance with subsection a) of this section shall require a two-thirds (2/3) vote of the Board of Directors for approval.
- Section 4. Interested persons may, upon the discretion of the President, be allowed to attend a meeting as observers, but shall have no right to be heard, unless extended the privilege of the floor. The President, due to insufficient space, nature of a proposal, or to conduct an orderly meeting, may order a meeting closed to non-board members.

- Section 5. A quorum at meetings of the Board of Directors shall be obtained if those seated are authorized to cast at least a majority vote of the total votes of the Board.
- Section 6. The order of business at all meetings of the Board of Directors shall be as follows:
- a. Structure.
 - 1) Call meeting to order (date and time meeting started)
 - 2) Take roll
 - 3) Review and discuss minutes/agenda/new business
 - 4) Adjourn the meeting (date and time meeting ended)
- Section 7. In event of dispute, the latest edition of Robert's Rules of Order should govern the proceedings at all meeting of CJI in accordance with these Bylaws.
- Section 8. Special Meetings:
- a. The Executive Committee shall have the power to call special meetings of the Board of Directors for good and sufficient cause.
 - b. The President shall determine the time and place for special meetings with regard to the convenience of the members of the Board of Directors;
 - c. Notice of special meetings shall be sent out by the Secretary at least five (5) 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 embraced within the scope of the reasons specified in the notice.

ARTICLE IX

VOTE BY E-MAIL OR TELE-CONFERENCE

- Section 1. When an e-mail vote shall be directed by the President on any question to be decided by the Executive Committee, the Secretary shall e-mail or tele-conference each member of the Committee a statement of the question to vote upon and fix a reasonable time limit, not less than five (5) days from the date of e-mailing, within which votes shall be returned by e-mail.
- Section 2. The votes received shall be counted by the Secretary, unless otherwise directed by the Executive Committee. If proper votes are received totaling at least 80% of the total number of votes that can be cast, a Majority of the votes received shall be required to be the action or position of the Corporation.
- Section 3. The Secretary shall make exact minutes of the question, the number of votes received, and the vote; all of which, along with the votes received shall become a part of the permanent record of this Corporation. The Secretary shall notify all club members and the Executive Committee within two (2) weeks of the results of the e-mail or tele-conference vote and indicate the vote of each of the members.

ARTICLE VIII

PROXY VOTE

- Section 1. There shall be no voting by proxies.

ARTICLE IX **COMMITTEES**

- Section 1. The standing committees of CJI shall be:
- a. Promotion Committee
 - b. Referee Committee
 - c. Events Committee
- Section 2. The President, with the advice and consent of the Executive Committee, shall appoint the Chairs of the committees. All members of the committees must be members in good standing of CJI.
- Section 3. Each committee Chair shall appoint the members of the committee with the approval of the Executive Committee.
- Section 4. The Board shall have the authority to create and disband all temporary committees, appoint the members and Chairs thereof, and determine the size and duties of such committees.
- Section 5. Committee appointments, including the designation of committee Chairs, shall be made every two (2) years by the Board. Appointments shall be based on a combination of factors including each individual member's expertise, the needs of CJI, and these Bylaws. The terms for members shall be for two (2) years. No member shall serve for more than two (2) years.
- Section 6. Each committee shall take minutes of its meeting and submit them to the Secretary of CJI for posting on the CT JUDO website.
- Section 7. The Promotion Committee shall:
- a. develop guideline relative to process for promotion of rank within CJI;
 - b. oversee the promotion process of all shodan and above;
 - c. must be two (2) ranks above the nominee to have input in the process for promotion.
- Section 8. The Referee Committee shall:
- a. be Chaired amongst a IJF International Certified Referees.
 - b. develop the referee certification process at all relevant levels to include:
 - 1) Local referee
 - 2) Regional referee
 - 3) National referee
 - c. oversee the continuing education program for certified referees within CJI sponsored events.
- Section 9. The Events Committee shall:
- a. develop programs and/or events to promote CJI throughout the state of Connecticut;
 - 1) These programs consist of:
 - Open mats,
 - Scrimmages,
 - Fundraisers/Sponsorship,
 - Tournaments,
 - Training camps, and
 - Clinics.
 - b. conduct the planning, scheduling, and supervising the execution of all programs.

ARTICLE X

DUES, FEES AND ASSESSMENTS

- Section 1. The Board of Directors shall have the power to set and collect from the member all dues, fees and assessments required for conducting the affairs of CJI.
- Section 2. The annual dues shall be:
- a. Club \$100
 - b. Invoice
- Section 3. The annual dues, fees, and assessments shall be reviewed annually by the Executive Committee and may be increased by the Board of Directors when the need is justified for conducting the affairs of CJI, without the necessity of amending these bylaws.
- Section 4. Club dues shall be due and payable on May 1st.
- Section 5. Failure to pay all dues by June 1st in an applicable year shall suspend all membership privileges of delinquent members, including representation on the Executive Committee, the Board of Directors, and all Committees and Subcommittees until such arrearages are paid.

ARTICLE XI

CODE OF CONDUCT

- Section 1. All members of the CJI are held to the highest standards of conduct and are accountable for acts in violation of these Bylaws. What may be considered acceptable conduct in some businesses may be inappropriate in service to CJI and USA Judo.
- Section 2. Those who serve CJI must do so without personal gain, to avoid any institutional loss or embarrassment and to behave in such a way that CJI's trust and public confidence are enhanced. It is important to avoid any real conflict of interest as well as to avoid even the appearance of a conflict of interest. CJI mission is to grow the sport of Judo within the state of Connecticut while operating as a charitable and educational purposes.
- Section 3. While no set of guidelines can guarantee acceptable behavior, the following guidelines shall serve as examples of or limitations on acceptable conduct:
- a. The business of CJI is to be conducted in observance of both the spirit and letter of applicable federal and state laws.
 - b. CJI properties, services, opportunities, authority, and influence are not to be used for private benefit.
 - c. All individuals who act on behalf of CJI or its Committees will be required to avoid all appearances of conflict of interest and shall maintain the confidentiality of all materials and information of the Committee on which they serve. All individuals will make full disclosure of the nature and extent of any actual or potential conflict of interest when they first become aware of a conflict. In the consideration of an issue, where possible conflicts exist, such individual will avoid evaluating, or in any other way influencing, directly or indirectly. Or voting on the matter involved and will be physically absent during the evaluation and vote and shall not take part in any of the discussion or processes of the committee that ultimately proffers a recommendation to

CJI. This includes, but is limited to, the award of contracts, the purchase of goods and services, and the allocation of CJI resources.

d. Gifts, travel, hotel accommodations, entertainment, or favors are neither to be given nor received, except in the normal course of business of CJI. The gifts of cash, given or received, are strictly prohibited with prior notice and approval of the Executive Committee of CJI. And all approved transactions shall go through the administrative process maintained by Secretary and Treasurer of CJI. The trading of pins and mementos is acceptable conduct. Gifts and favors of more than one hundred dollars (\$100.00) value should not be accepted or given. If circumstances render it awkward to refuse such a gift, the donor should be thanked and told that the gift is being accepted on behalf of and will be delivered to CJI. All gifts and favors accepted under the conditions above are to be reported with thirty (30) days to the Treasurer and Secretary of CJI for recording purposes.

e. Expenses incurred in the furtherance of CJI business are to be reasonable, necessary and substantiated by receipt in original form.

f. All members are expected to exhibit honesty, loyalty, candor and professional competence in their relationships with CJI and with each other.

g. All members have the responsibility to maintain and shall maintain the confidentiality of the organization in all matters of business in service to a committee. This includes both proprietary and sensitive information. The reporting agent of each committee shall be the chair of the committee, or a designee identified by written memo to the President of CJI prior to seating of the reporting designee of a committee.

h. All expenditures during normal business by an individual or committee of CJI shall be recorded and ledgered and shall be available monthly for review by the Executive Committee and President of CJI upon request. All expenditures more than one thousand dollars (\$1,000.00) must include documented bids from three (3) sources unless the source used is approved by the Executive Committee (e.g. domestic air transportation) or is pursuant to a contract approved by the Board or Executive Committee of CJI. All compensation paid to managers, coaches, referees, or staff shall be paid and documented via the Treasurer of CJI in accordance with the approved financial protocols of CJI.

i. No member of a committee of CJI should vote on an issue pending before that committee where there is a direct or indirect benefit to that member or to a member of his or her immediate family. Coaches and instructors should refrain from voting on issues affecting their own students.

j. Breach of terms of the Article may be grounds for immediate suspension from participation in the activities and membership of CJI. Violation of state or federal laws may result in civil or criminal prosecution.

ARTICLE XII

COMPLAINT PROCEDURES

Section 1. Any member of the Corporation or any interested party (a petitioner) may file a complaint in writing and signed under oath by the individual or by an officer of the group or organization making the complaint. The complaint shall be filed with the President by e-mail, with a copy

thereof served (mailed to) at the same time by e-mail on the individual or entity (respondent), if any whose action or lack thereof is alleged to be the cause of the complaint. The complaint shall set forth the factual allegation, and shall contain, at a minimum, the following:

- a. names and addresses of the parties;
- b. jurisdictional basis of the complaint;
- c. efforts shall made to rectify the issue prior to filing the complaint, exhaust available remedies or, if such remedies have not been exhausted, the grounds upon which the complainant alleges that exhaustion would result in unnecessary delay,
- d. the alleged ground of noncompliance; supporting evidence or documentation forming the basis of the complaint, and the relief sought.

- Section 2. The Executive Committee may on its own initiative investigate matters which come within its knowledge.
- Section 3. Upon receipt of a complaint, the President shall immediately have the complaint investigated by Executive Committee, unless the complaint is specifically within the jurisdiction of a committee by virtue of these Bylaws.
- Section 4. At any hearing conducted pursuant to the filing of a complaint, all parties shall be given a reasonable opportunity to present oral or written evidence, to cross examine witnesses, and to present such factual or legal claims as desired. Hearings shall be open to the public, unless the panel is of the opinion that the hearing is of such a nature that exposure to the public will not be in the best interest of the involved parties, of CJI, or of the sport of Judo. In addition, the proceedings shall be recorded and a verbatim transcript thereof made available to each interested party upon request and payment therefor. The rules of evidence shall not be strictly enforced; instead, rules of evidence generally acceptable in administrative proceedings shall be applicable.
- Section 5. The burden of proof shall be upon the challenger or complainant, 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 may move to dismiss for failure to sustain the burden of proof. If such motion to dismiss is denied, the respondent will then have the burden of going forward with the evidence in opposition to the challenge or complaint in its support of its position.
- Section 6. The panel shall render its decision, which shall be final, within thirty (30) days after the filing of the complaint. Any decision shall be report to USA Judo immediately.

ARTICLE XIII

OFFICIAL SEAL, EMBLEM, AND STAMP

The Corporation, through its Board of Directors, shall design, approve, and have constructed or manufactured an official Seal, Emblem, and Stamp. The form of or inscription on the official Seal, Emblem, or Stamp may be changed by the Board of Directors with a majority vote.

ARTICLE XIV

INDEMNIFICATION

- Section 1. CJI shall indemnify each of its present or former directors, officers, employees, or official representative, or any other person who is or was serving another corporation or any other entity

in any capacity at the request of CJI against all expenses actually and reasonably incurred by such person (including by not limited to judgments, costs, and legal fees) in connection with the defense of any pending or threatened litigation to which such person is or is threatened to be made a party because such is or was serving in such capacity. This right of indemnification shall also apply to expenses of litigation which are compromised or settled, including amounts paid in settlement, if the Board of Directors shall approve such settlement. Such person(s) shall be entitled to be indemnified if the person(s) acted in good faith and in a manner that the person(s) reasonably believed to be in and not opposed to the best interests of CJI. Determination of any litigation by judgment, order, settlement, conviction upon a plea of nolo contendere, or its equivalent, shall not of itself create a presumption that the person(s) did not act in good faith and in a manner that the person(s) reasonably believed to be in and not opposed to the best interests of CJI.

- Section 2. Any amounts payable as indemnification under this Article XVII shall be determined and paid by the Corporation pursuant to a determination by a majority vote of the quorum of the Board of Directors, other than those members who have incurred expenses in connection with litigation for which indemnification is sought, that such person(s) met the standards of conduct set forth in this Article.
- a. a majority vote of the members of the Executive Committee.
- Section 3. All expenses incurred by such person(s) in connection with the defense of all litigation may be paid by CJI in advance of a final disposition of such litigation upon receipt of an undertaking by such person(s) to repay such amount if it is determined under Section 2. hereof that such person(s) not be indemnified under this Article.
- Section 4. The right of indemnification under this Article shall be in addition to and exclusive of all other rights to which such person(s) may be entitled.
- Section 5. The Board of Directors may, at its discretion, authorize the purchase of insurance on behalf of any person(s) indemnifiable under this Article. Such insurance may include provisions for indemnification of such person(s) for expenses of a kind not subject to indemnification under this Article.

ARTICLE XV

ACCOUNTING PERIOD

The fiscal year of the Corporation shall be May 1 through April 30. The books and accounts of the Corporation shall be maintained on a fiscal year basis.