

JUDO AFFILIATES of MICHIGAN, INC. CONSTITUTION

Article I

The name of the corporation is “Judo Affiliates of Michigan, Inc” (JAM)

Article II

The purposes for which this corporation is formed are as follows:

- A. Said corporation is organized to serve the Michigan division of the United States Judo, Inc. in compliance with the Amateur Sports Act of 1978.
- B. Said corporation is organized exclusively for charitable and educational purposes. Such purposes include, the making of distributions to organizations that qualify as exempt under 501(s) (3) of the Internal Revenue Code of 1995 (or corresponding provision of any future United States Internal Revenue Law) and educating the public and, in particular, the youth of the community in the physical, cultural, and character-building features of the sport of judo through programs and courses conducted at public and private schools, colleges, demonstrations and instruction programs for law enforcement officials and various civic groups.
- C. No part of the net earnings of the corporation shall inure to the benefit of or be distributed to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attending to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) a political campaign on behalf of any candidate for office. Notwithstanding, any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on.

A board of Trustees, elected by the membership, as its biannual meetings shall govern this corporation.

The term of office of the Trustees shall be for two (2) years.

The board of Trustees shall meet at least three (3) times per year.

Article III

The membership of this corporation shall be open to all persons and groups interested in the sport of judo, regardless of race, color, religion, or other judo affiliations.

Article IV

This corporation shall not discriminate in any fashion against any person, persons or group, regardless of race, color, religion, judo affiliation or judo rank.

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Article V

The Trustees of this corporation shall have the power to, in the name of the corporation, borrow monies, buy-sell-hold real and personal property and to enter into contracts for such purposes, which are in the best interest of the corporation.

Article VI

Upon the dissolution of the corporation, the board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation shall dispose of the remainder of the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organizations, organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the board of Trustees shall determine. Any of such assets not so disposed of shall be disposed of by the Probate Court for the county in which the principal office of the corporation is then located, exclusively for such purpose or to such organization or organizations, as said court shall determine, which are organized and operate exclusively for such purposes.

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Article I Board of Trustees

- A. A board of Trustees consisting of at least seven (7) members shall manage this corporation.
- B. The term of office of the Trustees shall be for two (2) years.
- C. The Trustees shall be chosen one each from each of the special membership divisions, when such divisions are organized and constitute five (5) members or more. In lieu of such qualified divisions the remaining positions will be chosen by the general membership at the biannual meetings by a majority of those present.
- D. The board of Trustees shall have the control and management of the affairs, policies and business of this corporation.
- E. The board of Trustees may make such rules and regulations covering its meetings as it may deem necessary. The President of the corporation shall be chairman of the board of Trustees.

Article II Meetings of the board of Trustees

- A. The board of Trustees of this corporation shall meet at least three (3) times per year.
- B. The President at his/her discretion may call a Special meeting of the Board of Trustees. Notice of such meetings shall be mailed to all members of the board of Trustees at least five (5) days prior to the scheduled meeting date. Such notice shall state:
 - 1. The reason for the meeting.
 - 2. The business to be transacted.
- C. The President shall cause a special meeting to be called at the request of the three-fifth (3/5) of the members of the Board of Trustees. Such request must be made in writing to the President at least ten (10) days before the requested scheduled meeting date.
- D. No other business other than that specified in the notice shall be transacted such special meeting except that any taken unspecified business may be subsequently ratified be the individual endorsement of a majority of the members of the board of Trustees.
- E. Vacancies on the Board may be filled by the remaining members of the board until the next annual meeting.

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Article II (cont.)

- F. A Trustee may be removed with or without cause by two thirds (2/3) vote of the members of the board of Trustees at a regular or a special meeting called for that purpose.
- G. The general membership, at the biannual meeting shall elect from the general membership a President, Vice-President, Secretary, and Treasurer. Their term shall be for two (2) years.
- H. The board of Trustees shall have the authority to appoint or employ an Executive Director and the office staff.

Article III Officers

The **President** shall preside at all membership meetings; he/she shall appoint, with the approval of the board of Trustees, all committees and he/she shall be an ex officio of all the committees with the exception of the nominating committee; he/she may be one of the officers authorized so sign papers or countersign checks or drafts in the name of the corporation; he/she shall see that the responsibilities of the corporation are adequately provided for; and he/she shall have such powers as may be reasonably construed as belonging to the chief executive of a corporation and may delegate such duties to an executive director appointed by the board of Trustees.

The **Vice President** shall exercise the office of President in the President's absence.

The **Secretary** shall keep the minutes and records of the corporation; he/she shall serve all notices to members; he/she may be one of the officers authorized to countersign checks or drafts of the corporation; he/she shall prepare and file any certificates, papers or other documents required of the corporation through action of the corporation or by law. Duties attending correspondence may be delegated to a corresponding secretary duly appointed by the board.

The **Treasurer** shall have the care and custody of all monies belonging to the corporation and shall cause such monies to be deposited in a regular bank or trust company. He/She shall be one of the officers signing checks or drafts of the corporation; and he/she shall exercise all duties incident to the office of treasurer. Also, the treasurer shall issue an annual financial report.

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Article IV Compensation

No officer or member of the board of Trustees shall receive any salary or compensation by reason of the office, but nothing herein contained shall be construed to prevent an officer or Trustee from receiving compensation from the corporation for duties other than as an officer or Trustee. It is anticipated that an executive director, if appointed, will be compensated for services rendered, if, as and when such services are rendered.

Article V Committees

The board of Trustees shall choose all committees of this corporation.

All committees shall act on their own initiative as much as possible and these By Laws shall be construed as providing plenary powers to all committees within their appointed agencies unless otherwise herein restricted or contrary to law.

Article VI Membership

Membership in this corporation will be open to any person interested in the sport of judo.

Class A Membership

Class A Membership shall be open to any group (club, school, lodge, etc.) actively participating in the sport of judo.

Class B Membership

Special Division Membership: constitutes groups of five (5) or more persons whose primary interest in the various area(s) of judo participation such as, but not limited to:

- | | |
|-----------------------------|-----------------|
| a. Competitors | h. Self defense |
| b. Non-competitors (adults) | i. Sponsors |
| c. Ladies kata | j. Boosters |
| d. Men's kata | k. Scouts |
| e. Junior competitors | l. Instructors |
| f. Junior non-competitors | m. Others |
| g. Law enforcement | |

Article VII Voting at the Biannual Meeting

Class A membership shall have one (1) vote per club.

Class B membership shall have one (1) vote per special division.

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Article VIII Dues

The Trustees shall set all dues and fees.

Article IX Amendments

These By Laws may be altered, amended, repealed or added to be an affirmative vote of not less than three fourth (3/4) of the members of the board of Trustees at any regular meeting or special meeting called for this purpose.