

BY-LAWS
OF
JUDO OF NEW JERSEY, INC.

Section 1. Board of Trustees. The activities of the Corporation shall be managed by the Board which shall consist at its inception of six trustees (the "Board"). The Board shall hereafter be composed of not less than six trustees. Trustees shall be elected or appointed in the following manner:

a) each member club shall elect one trustee.

b) each member club having at least (30) thirty individual members in the organization shall elect one additional trustee for each thirty (30) individual members.

c) active judo athletes (Athletes Advisory Council) shall elect (1) trustee for each one hundred (100) individual members of the organization who are active judo athletes.

d) the President shall appoint at least five (5) Trustees. Said trustees shall be selected, to the extent possible, to provide that twenty percent (20%) of the trustees are active judo athletes in the State of New Jersey and that there is broad geographical representation on the Board.

Section 2. Regular Meetings. A regular meeting of the Board for the election of officers and such other business as may come before the meeting shall be held each year upon not less than ten (10) nor more than sixty (60) days' written notice of the time, place and purposes of the meeting, said meeting to be held at the New Jersey State Senior Championships or such other time and place as shall be specified in the notice of

meeting. The Board may provide for additional regular meetings which may be held without notice by resolution adopted at any meeting of the Board.

Section 3. Special Meetings of the Board. Special meetings of the Board for any purpose or purposes may be called at any time by the president or by any three of the trustees. Such meetings shall be held upon not less than two days' notice given personally or by telephone or telegraph, or upon not less than four days' notice given by depositing notice in the United States mails, postage prepaid. Such notice shall specify the time and place of the meetings.

Section 4. Waivers of Notice of Board Meetings; Adjournments. Notice of a meeting need not be given to any trustee who signs a waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior to the conclusion of the meeting, the lack of notice to such trustee of such meeting. Neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in the notice or waiver of notice of such meeting. Notice of an adjourned meeting need not be given if the time and place are fixed at the meeting adjourning and if the period of adjournment does not exceed ten days in any one adjournment.

Section 5. Action Without Meeting. The Board or any committee of the Board may act without a meeting if, prior or subsequent to such action, each trustee or committee member

shall consent in writing to such action. Such written consent or consents shall be filed with the minutes of the meeting.

Section 6. Meeting by Telephone. The Board or a committee of the Board may participate in a meeting of the Board or such committee, by means of a telephone conference call or any other means of communication by which all persons participating in the meeting are able to hear each other.

Section 7. Quorum. A majority of the trustee shall constitute a quorum of the Board for the transaction of business. The act of the majority of the trustee at a meeting at which a quorum is present shall be the act of the Board, except that the act of a majority of the entire Board shall be required with respect to any amendment to these by-laws or the Certificate of Incorporation of the making of any grant or distribution of funds.

Section 8. Committees of the Board. The Board, by resolution approved by a majority of the entire Board, may appoint from among the trustees one or more committees of one or more members (which may include persons who are not trustees, provided that at least one member of each committee shall be a trustee and that any act of any committee which has members which are not trustees shall be advisory, shall not bind the Board or the Corporation and shall be subject to Board approval) each of which, to the extent provided in the resolution, shall have and may exercise the authority of the Board, except that no such committee shall:

(a) Make, alter or repeal any by-law of the corporation;

(b) Elect or appoint any officer or trustee, or remove any officer or trustee;

(c) Make any grants or distribution of funds; or

(d) Amend or repeal any resolution previously adopted by the Board.

The Board, by resolution adopted by a majority of the entire Board, may:

(a) Fill any vacancy in such committee;

(b) Appoint one or more persons to serve as alternate members of any such committee, to act in the absence or disability of members of any such committee with all the powers of such absent or disabled members of a committee;

(c) Abolish any such committee at its pleasure; or

(d) Remove any members of such committee at any time, with or without cause.

A majority of each committee shall constitute a quorum for the transaction of business and the act of the majority of the committee members present at a meeting at which a quorum is present shall be the act of such committee. Each committee shall appoint from among its members a chairman unless the resolution of the Board establishing such committee designates the chairman, in which case, in the event of a vacancy in the chairmanship, the Board shall fill the vacancy.

Actions taken at a meeting of any committee shall be kept in a record of its proceedings which shall be reported to the Board at its next meeting following such committee meeting, except that, when the meeting of the Board is held within two days after the committee meeting, such report shall, if not made at the first meeting, be made to the Board at its second meeting following such committee meeting.

Section 9. Compensation. Neither trustees, officers nor members shall receive any fee, salary or remuneration of any kind for their services as trustees and/or officers, provided however, that trustees and officers may be reimbursed for reasonable expenses incurred with approval of the Board upon presentation of vouchers.

Section 10. Members. Any Judo club or organization or any individual active in or interested in the sport of Judo may become a member of the corporation by completing an application and submitting it to the Secretary of the Corporation along with any reasonable dues required. Such individuals or clubs, though called members, are not members of the corporation within the meaning of the New Jersey Nonprofit Corporation Act and have no right to vote on any matter required to be voted upon by the Board of Trustees by law, the Certificate of Incorporation or the By-Laws. However, members may serve on committees within the confines of Section 8, may perform other delegated functions, shall be indemnified on the same terms as a corporate agent when

so serving or performing, and shall be included on the mailing lists and newsletters and other notices of special events.

Section 11. Officers. At its annual meeting, the Board shall elect a president, a vice president, a treasurer, a secretary and such other officers as it shall deem necessary. The president, treasurer and secretary shall be trustees; other officers may, but need not, be trustees. Any two or more offices may be held by the same person, but no officer shall execute, acknowledge, or verify any instrument in more than one capacity if such instrument is required by law or by these by-laws to be executed, acknowledged or verified by two or more officers. The Board, by resolution adopted by a majority of the entire Board, may remove any officers, with or without cause. The duties and authority of the officers shall be determined from time to time by the Board. Subject to any such determination, the officers shall have the following duties and authority:

(a) The president shall be chief executive officer of the corporation, shall have general charge and supervision over and responsibility for the affairs of the corporation, and shall preside at all meetings of the Board. Unless otherwise directed by the Board, all other officers shall be subjected to the authority and the supervision of the president. The president may enter into and execute in the name of the corporation contracts or other instruments not in the regular course of business which are authorized, either generally or specifically, by the Board.

The president shall have the general powers and duties of management usually vested in the office of president of a corporation. The president may delegate from time to time to any other officer, any or all of such ties and authority.

(b) The vice president shall have such duties and possess such authority as may be delegated to the vice president by the president or the Board of Directors.

(c) The treasurer shall have the custody of the funds and securities of the corporation and shall keep or cause to be kept regular books of account for the corporation. The treasurer shall perform such other duties and possess such other powers as are incident to the office or as shall be assigned by the president or the Board.

(d) Assistant treasurers, if elected, shall have such duties and possess such authority as may be delegated to them by the treasurer.

(e) The secretary shall cause notice of all meetings to be served as prescribed in these by-laws and shall keep or cause to be kept the minutes of all meetings of the Board. The secretary shall have charge of the seal of the corporation and shall perform such other duties and possess such powers as are incident to the office or as shall be assigned by the president or the Board.

(f) Assistant secretaries, if elected, shall have such duties and possess such authority as may be delegated to them by the secretary.

Section 12. Force and Effect of By-Laws. These by-laws are subject to the provisions of the New Jersey Nonprofit Corporation Act (the "Act"), the Certificate of Incorporation and the Amateur Sports Act of 1978 (36 U.S.C.A. §371 et seq.) as they may be amended from time to time. If any provision in these by-laws is inconsistent with a provision in the Act or the Certificate of Incorporation or the Amateur Sports Act of 1978, the provision of the Act or the Certificate of Incorporation or the Amateur Sports Act of 1978 shall govern to the extent of such inconsistency.

Section 13. Amendment to By-Laws. These by-laws may be altered, amended or repealed by the Board. Written notice of any such by-law change to be voted upon by the Board shall be given not less than 10 days prior to the meeting at which such change shall be proposed.