

BY-LAWS

OF

NEW YORK STATE JUDO, INC.

As Revised: September 7, 2014

BY-LAWS OF NEW YORK STATE JUDO, INC.

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BY-LAWS OF NEW YORK STATE JUDO, INC.

ARTICLE 1. MEMBERSHIP

SECTION 1. DEFINITIONS. The membership of the Corporation shall be confined to Judo clubs in New York State, and to any individual who is a Judo athlete, coach, manager, administrator, or official active in the sport of Judo residing in or attending school in New York State.

SECTION 2. CLUB MEMBERSHIP. Judo clubs eligible for club membership shall be those Judo clubs registered with New York State Judo, Inc. as per Article 1, Section 1.

SECTION 3. INDIVIDUAL MEMBERSHIP. Individuals eligible for membership shall be any individual who is a Judo athlete, coach, trainer, manager, administrator, or official active in Judo as per Article 1, Section 1.

ARTICLE 2. ADMISSION OF MEMBERS

SECTION 1. Admission to membership will be by application to the Registration Committee and on the form approved by the Registration Committee.

ARTICLE 3. BOARD OF DELEGATES

SECTION 1. COMPOSITION. The Corporation is governed by the Board of Delegates constituted as follows.

1. Each Member Club shall select their delegate(s) and alternate to represent the club at regular or special meetings of the Board of Delegates. A Member Club is defined as a registered club with a minimum of five registered members.

2. Each Member Club will be permitted votes based on its club charter and a minimum of five registered members. Only those clubs and individuals holding membership in the Corporation will be considered eligible for voting or to be counted in order to determine the "per club" votes.

3. For each registered Member Club, "per club" votes will be awarded as follows:

5 registered members - 1 vote	10 registered members - 6 - votes
6 registered members - 2 votes	11 registered members - 7 - votes
7 registered members - 3 votes	12 registered members - 8 - votes
8 registered members - 4 votes	13 registered members - 9 - votes
9 registered members - 5 votes	14 registered members - 10 - votes
15 - 24 registered members - 11 votes	
25 - 34 registered members - 12 votes	
35 - 44 registered members - 13 votes	

Each additional ten (10) registered members in a Member Club is awarded 1 additional vote.

4. Athlete Delegates. One athlete delegate may be appointed by each Member Club to cast one of that Member Club's vote, if eligible for more than one vote.

5. The names of the voting delegate, athlete delegate, and alternate for each club must be filed with the Secretary, in writing, a minimum of thirty (30) days prior to voting. If an alternate will be voting at a given meeting, written notice must be signed either by the club's regular delegate or by its chief instructor, and be submitted prior to the commencement of the meeting during which the voting will occur.

SECTION 2. POWER AND AUTHORITY. The Board of Delegates has the power and authority to:

1. Elect the officers of the Corporation and remove the same for cause, by a two-thirds (2/3) vote of its members voting with quorum present, and fill vacancies that may exist among the officers and the remainder of the Executive Board.

2. Enact, revise, amend, or appeal the Articles of Incorporation and the Bylaws as provided herein.

3. Receive and review reports of the Executive Board and of all other committees or other persons concerning the activities of the Corporation or matters in which the Corporation may be interested.

4. 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 the Corporation will be served thereby, and the decision of the Board of Delegates, working in concert with the Standards and the Law and Legislation Committees, after a full hearing of those involved who wish to be heard, shall be final and binding. The Board shall have the power to appoint from amongst its members or from other resources a hearing body of not less than three (3) members to conduct the hearing and make the necessary action to be taken, and make recommendations to the Executive Board.

5. Provide procedures, organization, officiating, and requirements for tournaments and provide rules of competition.

6. Discipline members and impose, enforce, or remit penalties for any violation of the Bylaws, rules, regulations, and procedures promulgated by the Corporation through its Board of Delegates, Executive Board or committees.

7. Remove from office, by a two-thirds (2/3) vote and on thirty (30) days notice, any member of the Executive Board, who, by neglect of duty or by conduct tending to impair usefulness, shall be deemed to have forfeited the position.

8. Provide for, collect, and expend dues or funds of the Corporation.

9. Call regular and special meetings of the Board of Delegates and of the Executive Board and fix the time and place for holding all meetings not fixed by these By-Laws.

10. Appoint or approve permanent committees from its own members.

11. Take such other action as is customary and proper on behalf of the Corporation, and shall be responsible for conducting all the affairs and business of the Corporation, and shall be vested with all the powers of the Corporation and have authority to act on all organizational matters.

SECTION 3. AMENDMENTS. The Board of Delegates shall have the power to amend these By-Laws upon a majority vote of its members present and entitled to vote, after thirty (30) days previous written notice of the proposed amendment(s) to all known members of the Corporation.

SECTION 4. DELEGATION. The Board of Delegates may, while retaining its responsibility, delegate power and authority to officers, committees, and others associated with the Corporation.

SECTION 5. ELECTED OFFICIALS. The Board of Delegates shall elect the following at the annual meeting every two (2) years:

President	Development Chairman
Vice-President	Registration Chairman
Secretary	Standards Chairman
Treasurer	Law and Legislation Chairman
	Promotion Chairman

SECTION 6. TERM OF OFFICE. The elected officials shall take office at the annual meeting at which elected and shall serve for a term of two (2) years. An official may be re-elected to successive terms of office.

SECTION 7. ANNUAL REPORT. The Board of Delegates shall make available to all its members, the Annual Report of the financial position and activities of the Corporation.

ARTICLE 4. DUTIES OF THE OFFICERS

SECTION 1. PRESIDENT. The President shall be the Chief Executive Officer and shall preside at all meetings of the Board of Delegates and of the Executive Board. The President shall be, ex officio, a non-voting member of all committees, shared with the Vice-President, and shall perform such duties as may be assigned by vote of the Board of Delegates or of the Executive Board. The President will appoint a slate of sub-committee Chairs for the Development Committee with the approval of the majority of the Executive Committee and approval of the Board of Delegates..

SECTION 2. VICE-PRESIDENT. 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 be, ex officio, a non-voting member of all committees shared with the president. The Vice-President shall be the Executive Editor of all publications of the Corporation and shall discharge such other duties as may be assigned by the vote of the Board of Delegates or of the Executive Board.

SECTION 3. SECRETARY. The Secretary of the Corporation shall also be the Secretary of the Board of Delegates and of the Executive Board. 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, and perform such other functions as usually pertain to this office. The Secretary shall discharge such other duties as may be assigned by the vote of the Board of Delegates or of the Executive Board. A copy of the minutes of each meeting of the Board of Delegates and of the Executive Board will be sent to each Member Club of the Board of Delegates and the Executive Board within thirty (30) days following the conclusion of the meeting.

SECTION 4. TREASURER. The Treasurer shall have charge of the funds and books of account of the Corporation. The Treasurer shall receive and deposit the funds of the Corporation in such bank or banks as shall be designated by or under the authority of the Executive Board. The Treasurer shall disburse such funds in a manner designated by or under the authority of the Executive Board. The Treasurer shall render an annual financial report to the Board of Delegates and to the Executive Board and such special reports as may from time to time be called for by or under the authority of the Executive Board. The Treasurer shall discharge such other duties as may be assigned by the vote of the Board of Delegates of the Executive Board. The Treasurer shall secure a financial review on an annual basis.

SECTION 5. BONDING. All officers and employees handling funds of the Corporation shall be bonded in such amount as may be determined from time to time by the Executive Board. The expense of furnishing such bonds shall be paid for by the Corporation.

SECTION 6. AUDIT. The accounts and financial reports of the Treasurer and of any other person handling funds of the Corporation shall be reviewed by an independent certified public accountant selected by the Executive Board on an annual basis. Full audits will be conducted as needed, as determined by the Board of Delegates and the Executive Board.

ARTICLE 5. EXECUTIVE BOARD

SECTION 1. GENERAL. The Executive Board shall discharge the functions of the Board of Delegates on its behalf between meetings of the Board, subject to the direction and approval of the Board, and shall perform such other duties as are assigned to it by the Articles of Incorporation, By-Laws, and Constitution of the Corporation.

SECTION 2. SELECTION. The Executive Board shall be selected by the Board of Delegates in the manner provided in Section 3 of this Article.

SECTION 3. COMPOSITION. The Executive Board shall consist of the following members:

1. The President, Vice-President, Secretary, and the Treasurer of the Corporation.
2. The Chairmen of the Standards, Development, Registration, Law and Legislation, and Promotion Committees.

SECTION 4. TERM. Each member shall serve until such time as his or her successor shall have been elected or appointed. Elections will be held on a biannual basis in March or April of each odd year commencing in the year 2015.

SECTION 5. MULTIPLE POSITIONS. In the event that the same person should be named to more than one position on the Executive Board, he or she shall be entitled to hold one (1) position on the Executive Board, to be chosen by him or her, and the other position or positions shall be declared vacant.

SECTION 6. VACANCY. A vacancy in the Executive Board membership in Section 3 items 1 or 2 above may be created at any time upon written notice to the Secretary by action of the Organization which elected or appointed the member, and such vacancy may be filled in the same manner

SECTION 7. TEMPORARY ABSENCE. In the case of a temporary absence of an Executive Board member in Section 3 items 1 or 2 above, an alternate designated by the original electing or appointing group member, or official or the appropriate sub-committee may, on written notice to the Secretary, attend a meeting of the Executive Board and receive thereon all the privileges of the absent member.

ARTICLE 6. MEETINGS

SECTION 1. REGULAR MEETINGS. The Board of Delegates shall hold two regular meetings each year as follows:

1. An annual meeting to be held on a Saturday or Sunday in March or April commencing in the year 2015.
2. A semi-annual meeting to be held on a Saturday or Sunday in September or October commencing in the year 2015.

SECTION 2. NOTIFICATION. The Secretary shall give written notice to the time and place of each meeting to each Member Club of the Board of Delegates at least sixty (60) days prior to the meeting.

SECTION 3. ARRANGEMENTS. Unless otherwise provided at the preceding meeting, the Executive Board shall constitute a committee on arrangement and shall be responsible for coordinating reservations and accommodations

SECTION 4. AGENDA.

4.1 Any member of the Board of Delegates or Committee Chairman may place before the Board, at the annual or semi-annual meetings, any matter relating to the affairs or objectives of the Corporation, provided that, at least forty-five (45) before the date of the meeting, written notice is submitted to the Secretary describing specifically the matter desired to be placed before the Board and stating the proposal with respect to such matter. Matters so noticed shall be placed on the agenda without requiring the approval of the Executive Board.

4.2 The Executive Board may place any matter on the agenda at any time, but this power shall not be construed as a limitation of subsection 4.1 of this section. Items to be placed on the agenda by the Executive Board not in accordance with subsection 4.1 of this section shall require a two-thirds (2/3) vote of the Board of Delegates for approval.

4.3 The Executive Board shall hold an agenda meeting before each meeting of the Board of Delegates 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 meeting may be held by mail, in which case an affirmative vote of the majority of the Executive Board members shall suffice to approve matter for the agenda.

4.4 At least thirty (30) days prior to each meeting, the Secretary shall distribute, to each of the Member Clubs of the Board of Delegates and the members of the Executive Board, a copy of the tentative agenda.

SECTION 5. CREDENTIALS.

5.1 The officers of the Corporation shall act as a committee on credentials to determine the qualifications of each voting member and alternate to be seated for voting at a meeting, and the votes possessed either as a voting representative or as an alternate. Only duly certified voting representatives and alternates shall be eligible to vote.

5.2 Alternates, committee or sub-committee chairmen, and any other interested persons are encouraged to attend a meeting as observers, and give input in accordance with the agenda. Input must be brief and productive.

SECTION 6. QUORUM. A quorum at meetings of the Board of Delegates shall constitute ten (10) percent of the total number of member Clubs..

SECTION 7 ABSENCE. If a voting representative is not present, Article 3, Section 5 of the By-Laws will be adhered to.

SECTION 8. ORDER OF BUSINESS. The order of business at all meetings of the Board of Delegates shall be in accordance with the latest edition of *Roberts' Rules of Order*.

SECTION 9. SPECIAL MEETINGS.

9.1 The Executive Board shall have the power to call special meetings with due regard to the convenience of the members of the Board of Delegates.

9.2 The President shall determine the time and place for special meetings with due regard to the convenience of the members of the Board of Delegates.

9.3 Notice of special meetings shall be sent out by the Secretary at least thirty (30) days in advance of such meetings. 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 unless consideration of such business is first approved by thirty-three (33) percent plus one vote of the total vote of the Board of Delegates.

ARTICLE 7. PROXY VOTE

There will be no voting by proxy.

ARTICLE 8. COMMITTEES

SECTION 1. STANDING COMMITTEES. The standing committees of this Corporation, whose members and chairman shall be appointed by the President subject to the approval of the Board of Delegates, unless otherwise provided herein, shall be as follows:

Promotion	Standards
Development	Registration
Law and Legislation	

SECTION 2. TEMPORARY COMMITTEES. The President shall have the authority to create and disband all temporary committees, appoint the members and chairman thereof, and determine the size and duties of such committees.

ARTICLE 9. PROMOTION COMMITTEE

SECTION 1. DUTIES AND RESPONSIBILITIES.

1.1 The Promotion Committee shall be responsible for developing, creating, administering, and sharing out promotion criteria for Dan rank promotion.

1.2 The Promotion Committee shall set dates for regionally administered promotion examinations on a semiannual basis.

1.3 The Promotion Committee shall coordinate results (passes and failures) of regionally administered promotion examinations to prevent duplication, and unethical testing attempts, and to ensure prompt and accurate submission to the NGB Promotion Committee.

ARTICLE 10. DEVELOPMENT COMMITTEE

SECTION 1. PURPOSE. The Development Committee shall advise and assist the Executive Board and the Board of Delegates and all other components of the Corporation in all matters concerning the long-range development of Judo in New York State. The Development Committee shall coordinate the development of activities of, and shall maintain close liaison with, and work through the clubs.

SECTION 2. RESPONSIBILITIES.

2.1 The Development Committee shall foster the long-term development, in cooperation with USA Judo, Inc., of an adequate pool of athletes in Judo from which may be selected competent representatives for New York State in National Competition and by USA Judo Inc. for international competition.

2.2 The Development Committee shall foster the closest possible cooperation between all private and public organizations, such as academic institutions, nonacademic centers, and government agencies, which may contribute to the building and maintenance of improved physical facilities for training and competition and to the upgrading of coaching skills and similar matters.

2.3 The Development Committee shall develop and coordinate the following working sub-committees: Kata, Coach Development, Referee Development, Athletes Advisory, and Athletes Fund. The President will appoint a slate of sub-committee chairs for the Development Committee with the approval of the majority of the Executive Board and approval of the Board of Delegates.

ARTICLE 11. LAW AND LEGISLATION COMMITTEE

SECTION 1. DUTIES AND RESPONSIBILITIES.

1.1 The Law and Legislation Committee shall review all proposals for amendments of the Articles of Incorporation and the By-Laws of the Corporation and of making a report thereon, with recommendations both as to substance and as to form, to the Executive Board and to the Board of Delegates. Any such amendment which has or may have an impact on any standing committee before being considered by the Law and Legislation Committee.

1.2 The Law and Legislation Committee shall advise and assist the President, the Board of Delegates, and the Executive Board in regard to the determination of legal and legislative policy.

1.3 The Law and Legislation Committee shall assist the President, the Board of Delegates, and the Executive Board in the formation of rules of conduct.

1.4 The Law and Legislation Committee shall advise and assist the President, the Board of Delegates, and the Executive Board in the formulation and determination of the Corporation's future rights and duties.

1.5 The Law and Legislation Committee shall, in coordination with the Board of Delegates, the Executive Board, and other committees of the Corporation, and with other entities interested in the promotion of Judo, aid in the drafting of legal instruments and legislation.

SECTION 2. PARLIAMENTARIAN. The Chairman of the Law and Legislation Committee shall serve as the parliamentarian for the Corporation.

ARTICLE 12. STANDARDS COMMITTEE

SECTION 1. DUTIES AND RESPONSIBILITIES. The Standards Committee shall seek to maintain high standards of performance amongst the members of this Corporation in all matters pertaining to Judo and shall investigate questions of improper conduct and performance by members and report its findings and recommendations to the Executive Board. It shall investigate and report to the Executive Board any condition, practice, or abuse by members or non-members tending to mislead, impose upon, or endanger the

public, or otherwise bring Judo or this Corporation into disrepute, and with the approval of the Executive Board, take steps to correct such conditions, practices, and abuses.

SECTION 2. SPORTING CODE. The Standards Committee shall seek to maintain and enforce the Sporting Code as promulgated by this Corporation. Whenever practical, the committee shall work in close harmony with other organizations interested in the status of athletes.

ARTICLE 13. REGISTRATION COMMITTEE

SECTION 1. DUTIES AND RESPONSIBILITIES.

1.1 The Registration Committee shall be responsible for the maintenance, tabulation, and administration of all membership records.

1.2 The Registration Committee shall be responsible for the registration of all members of the Corporation.

1.3 The Registration Committee shall promulgate procedures and prepare the necessary forms to establish and record the membership of the Corporation.

1.4 The Registration Committee shall receive and investigate all applications for membership in the Corporation and shall make a report thereon, with recommendations for approval or rejection to the Executive Board and to the Board of Delegates.

1.5 The Registration Committee shall coordinate with the Secretary to ensure that proper voting protocol is strictly adhered to.

ARTICLE 14. COMPLAINT PROCEDURES

SECTION 1. PROCEDURE. Any member of the Corporation or any interested party may file a notarized complaint by the individual or by an officer of the group or organization making the complaint. The complaint shall be filed with the Standards Chairman by registered or certified mail, with a copy thereof served at the same time by registered or certified mail on respondents, if any.

1.1 The complaint shall set forth the factual allegations in numbered paragraphs, each paragraph containing a single factual allegation, and shall contain, at minimum, the following:

1.1a. Names and addresses of the parties;

1.1b. Jurisdictional basis of the complaint;

1.1c. Efforts made to exhaust available remedies, or if such remedies have not been exhausted, the grounds upon which the complaint alleges the exhaustion would result in unnecessary delay;

1.1d. The alleged ground of noncompliance;

1.1e. Any supporting evidence of documentation forming the basis of the complaint;

1.1f. The relief sought.

SECTION 2. EXECUTIVE BOARD. The Executive Board may, on its own initiative, investigate matters which come within its knowledge without following the formalities outlined in Section 1 of this Article 14.

SECTION 3. INVESTIGATIVE PANEL. Upon receipt of a complaint, the Standards Committee shall immediately have the complaint investigated and shall appoint a panel of three (3) disinterested persons, unless the complaint is specifically within the jurisdiction of another committee by virtue of these By-Laws.

SECTION 4. HEARING. At any hearing conducted pursuant to the filing of a challenge or 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 sensitive nature that exposure to the public will not be in the best interest of the parties involved. The rules of evidence generally acceptable in administrative proceedings shall be applicable.

SECTION 5. BURDEN OF PROOF. The burden of proof shall be upon the challenger or the complainant, who shall 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 a 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 support of its position.

SECTION 6. DECISION. The panel shall render its decision, which shall be final, within thirty (30) days after the filing of the complaint.

ARTICLE 15. DEFINITIONS

SECTION 1. JUDO COMPETITION means a contest, game, meet, match, or other event in which registered Judo athletes compete.

SECTION 2. AMATEUR ATHLETIC ORGANIZATION means a not-for-profit corporation, club, federation, union, association, or other group organized in the United States which sponsors or arranges any amateur athletic competition.

SECTION 3. CORPORATION means New York State Judo, Inc.

SECTION 4. INTERNATIONAL COMPETITION means any Judo competition between and Judo athlete or athletes representing the United States, either individually or as part of a team, and Judo athlete or athletes representing any foreign country

SECTION 5. NATIONAL GOVERNING BODY (NGB) means a national sports organization which is recognized by the United States Olympic Committee, currently *USA Judo Inc.*.

SECTION 6. SANCTION means a certificate of approval issued by an NGB.

ARTICLE 16. DUES, FEES, AND ASSESSMENTS

SECTION 1. POWER. The Board of Delegates shall have the power to set and collect from the members all dues, fines, and assessments required for conducting the affairs of the Corporation.

SECTION 2. ANNUAL DUES. The annual dues shall be as in the following paragraphs.

2.1 CLUB MEMBERS. The annual dues for a club member shall be collected on an annual basis as set by the Board of Delegates.

2.2 INDIVIDUAL MEMBERS.

2.2a SENIOR MEMBER. The annual dues for an individual member age seventeen (17) or over shall be collected on an annual basis as determined by the Board of Delegates.

2.2b JUNIOR MEMBER. The annual dues for an individual member age sixteen (16) or under shall be collected on an annual basis as determined by the Board of Delegates.

SECTION 3. REVISIONS. The annual dues, fees, and assessments shall be revised annually by the Executive Board and may be increased by the Board of Delegates when the need is justified for conducting the affairs of the Corporation without the necessity of amending these By-Laws.

SECTION 4. DUE DATE. Club membership dues shall be due and payable on January 1st of each year, and expire on December 31 of each year. Individual membership dues may be paid at any time and are valid for one full year from the date of payment.

SECTION 5. FAILURE TO PAY. Failure to pay all club membership dues or to have valid individual membership by February 1st or the date of the annual meeting of the Board of Directors in an applicable year shall suspend all membership privileges of delinquent members, including representation on the Executive Board, the Board of Delegates, and all committees, until such arrears are paid. Membership shall be terminated automatically if the delinquent member remains in arrears for dues by May 1st of each year.

ARTICLE 17. INDEMNITY

The Corporation shall, to the fullest extent permitted by Article 7 of the Not-for-Profit Corporation Law, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said Article from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said Article and, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which any person may be entitled under any by-law, resolution of members, resolution of directors, agreement, or otherwise, as permitted by said Article, as to any action in any capacity in which such person served at the request of the Corporation.

The personal liability of the directors of the Corporation is eliminated to the fullest extent permitted by the provisions of Section 720 of the Not-for-Profit Corporation Law, as the same may be amended and supplemented.

Any repeal or modification of this Article by the members of the Corporation shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification.