

BYLAWS OF JUDO-MINNESOTA INC.

Amended and Restated – Adopted [May 1, 2012]

ARTICLE I
NAME AND STATUS

Section 1.1. Name. The Name of this Corporation is Judo Minnesota, Inc. (That does business under the name and is referred to in these Bylaws as “Judo Minnesota”). Judo Minnesota 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 for further its purposes, mission recognition or goals.

Section 1.2. Nonprofit Status. Judo Minnesota is a non-profit corporation incorporated under the laws of the State of Minnesota. Judo Minnesota shall be operated for charitable and educational purposes and it shall also have as its purpose to foster amateur sports competition in the sport of judo. Judo Minnesota has Group B membership in USA Judo and shall operate consistent with the bylaws in order to maintain its membership in accordance with the bylaws of USA Judo. Judo Minnesota shall operate consistent with Minn. Stat. Chapter 317A and shall maintain a tax exempt status in accordance with section 501 (c) 4 of the Internal Revenue Code of 1986, as amendment (IRS Code).

ARTICLE II
REGISTERED OFFICE

Section 2.1 Registered Office. The Registered Office is: 13612 Harwell Court, Apple Valley, MN 55124. Phone: 612.723.6540. The Registered Office is the same as the Business Office. The board of directors of Judo Minnesota may from time to time change the address of its registered or business offices. The Registered office may be, but need not be, the same as the principal business office.

ARTICLE III
PURPOSE AND MISSION

Section 3.1. Purpose. Judo Minnesota exists for the purpose of acting as the state of Minnesota governing body for the sport of Judo. In furtherance of its purpose, the mission of Judo Minnesota is to enable Minnesota athletes to excel in the sport by seeking competitive excellence in amateur judo competition and to promote the growth of the sport. This shall include promoting and increasing public awareness of the sport of judo with a focus on the health and welfare benefits to Minnesotans.

ARTICLE IV
RELATIONSHIP TO UNITED STATES JUDO, INC (USA JUDO, INC) THE NATIONAL GOVERNING BODY
FOR OLYMPIC JUDO

Section 4.1. Membership in the National Governing Body. Judo Minnesota, Inc. shall maintain and act as the designated Group B Organization representing the State of Minnesota to USA Judo, Inc. the organization recognized by the United States Olympic Committee as the designated National Governing Body for the sport of Judo. As such, Judo Minnesota, Inc shall maintain Group B membership per Article 5, Section 5.1 (b) of the USA Judo, Inc. bylaws which states that a group of organizations within a state that “have joined together to advance the

cause of amateur judo athletics, which permit the activities in that jurisdiction over which USA Judo has jurisdiction to be administered in a most expeditious and economical manner.

ARTICLE V MEMBERSHIP

Section 5.1. Membership. The membership of the Corporation shall be confined to amateur Judo clubs, to any individual who is an amateur athlete, Coach, trainer, manager, administrator or official active in the sport of Judo. Individuals or organizations who do not qualify for membership in the categories listed above may nevertheless be associated with, and be recognized by the Corporation, through its Board of Directors, by virtue of their current or past activities in the affairs of Judo or of the Corporation. To be eligible for membership in the Corporation, the individual must be a current member of USA Judo, Inc. (USAJudo).

Section 5.2. Group A — Amateur Judo Clubs. Members Eligible for Group A shall be those amateur Judo clubs having a minimum of five individual members registered with USAJudo.

Section 5.3. Group B — Individuals. Members Eligible for Group B membership shall be any individual who is an amateur Judo Athlete, Coach, Trainer, Manager, Administrator or Official active in Judo and a member of USAJudo.

Section 5.4. Membership fees. The board of directors may establish a membership fee schedule as deemed necessary for the support of the Corporation.

ARTICLE VI ADMISSION OF MEMBERS

Section 6.1. Admission to membership will be by application to the Membership Committee and in the form approved by said Committee by virtue of having an up-to-date USAJudo membership.

ARTICLE VII Board of Directors

Section 7.1. The Corporation is governed by a board of directors constituted by registered individual members as elected every two years at the regular election meeting of the membership.

A. A maximum of two delegates at large, with a total of one vote each, who are elected by the membership in accordance with the following criteria;

1. Those who have served as coaches and managers of regional and national Judo teams or who are active Judo competitors.
2. Those who have special training or expertise that is needed or which can be useful in the management of the corporation.
3. Those who have contributed to the sport of Judo and who are presently engaged in Judo administration at the regional or national level.

B. The four elected officers of the Corporation.

Section 7.2. Board of Directors. Upon election at the Membership Election Meeting, the Membership shall;

- A. Elect the officers of the Corporation, who will also serve on the Board of Directors, and recruit and fill any vacancies that may exist on the board of directors if there are not sufficient elected directors at the annual meeting. The officers shall form an Executive Committee and by a majority vote of the members of executive committee shall have the power to:
- B. Remove officers of the Corporation, for cause, by a two-thirds majority vote of its members entitled to cast votes.
- C. Enact, revise, amend or repeal the Articles of Incorporation and the Bylaws, as provided herein.
- D. Establish ad – hoc committees as needed to govern the affairs of the organization.
- E. Admit registered clubs or individuals as members, reclassify and terminate the membership of members.
- F. Determine and certify the amateur status of Judo athletes.
- G. Receive and review the reports of the Executive Committee and all other committees and or other persons concerning the activities of the Corporation of matters in which the Corporation may be interested.
- H. Assume original and appellate jurisdiction, upon notice to those involved, in any matter where, in the opinion of two-thirds of the board members, the best interests of the Corporation will be served thereby, and the decision of the Board of Directors, after a full hearing of those involved wish to be heard, shall be final and binding unless the procedures provided for Article XXVI are invoked within 30 days. The Board shall have the power to appoint from among its members or from other sources a hearing body of not less than three 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.
- I. Enact, amend or repeal a sporting code which shall, in addition to other matters:
 - 1. Define an amateur athlete, amateur sports organization, and set out any other definition pertinent to the affairs and functions of the Corporation.
 - 2. Provide procedures and other requirements concerning the organization, officiating and scoring for national and other championships.
 - 3. Provide rules of competition.
- J. Discipline members and impose, enforce or remit penalties for any violation of the Bylaws, Sporting Code, and Rules, Regulations and Procedures promulgated by the Corporation through its Board of Directors, Executive Committee, and other committees;
- K. By a two-thirds vote remove from office on 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.
- L. Provide for, collect, and expend dues or funds of the Corporation.
- M. Call regular and special meetings of the Board of Directors and of the Executive Committee and fix the time and place for holding all meetings not fixed by these Bylaws.
- N. Institute, locate, conduct and manage all state Judo championships through the members sponsoring the event.

O. Appoint or approve permanent committees from its own members and from other persons or entities associated with the Corporation.

P. 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 7.3 Amendments to Bylaws. The Board of Directors shall have the power to amend these Bylaws upon a majority vote of its members present and entitled to vote, after sixty days previous written notice of the proposed amendment or amendments to all known members of the Corporation.

Section 7.4 Delegation of Powers. Board of Directors may, while retaining its responsibility, delegate power and authority to officers and/or committees and others associated with the Corporation.

Section 7.5 Elections of Officers. At the time of the Membership Election Meeting - every two years, the Membership shall elect from among the members of the Corporation, the Following officers who shall be officers of the Corporation:

- A. President
- B. Vice President
- C. Secretary
- D. Treasurer

Section 7.6 Qualifications. The Officers shall be eighteen years of age or over and shall be members of USA Judo, Inc and shall be citizens of the United States of America, residents of the State of Minnesota and domiciled therein.

Section 7.7 Terms. The officers shall take office at the biennial Membership Election meeting at which elected and shall serve a term of two years. An officer may be reelected to successive terms of office.

Section 7.8 Reports to Members. At least once every year the Board of Directors shall make available a report to all members of the Corporation of the financial position and activities of the Corporation.

ARTICLE VIII DUTIES OF OFFICERS

Section 8.1. 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 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 by the Articles of Incorporation or the Bylaws of the Corporation. The President shall serve as the representative to all meetings of the Board of Directors of USA Judo, Inc.

Section 8.2. 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 chair the Membership Committee and shall have lead responsibility for managing the annual state tournament. The Vice President shall discharge such other duties as may be assigned by vote of the Board of Director; or of the Executive Committee.

Section 8.3. Secretary. The Secretary of the Corporation shall also be Secretary of the Board of Directors and of the Executive Committee. The Secretary shall keep the Seal and the records of the Corporation; supervise the taking, making, and distribution of minutes; executive editor of all publications of the Corporation and shall chair the Public Relations Committee, attend to publication of official reports; attest documents. The Secretary is responsible for maintenance, tabulation, and administration of all membership records including the registration of all members of the Corporation. The Secretary shall work jointly with the Treasurer to promulgate procedures and prepare the necessary form etc., to establish and record the membership of the Corporation including investigate all applications for membership in the Corporation and making report thereon with recommendations for approval or rejection, to the Executive Committee and to the Board of Directors.

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 member of the Board of Directors within 30 days following the conclusion of the meeting.

Section 8.4. 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 authority of the Executive committee. The Treasurer shall render an annual financial report to the Board of Directors and to the Executive Committee and such reports as may from time to time be called for by or under the authority of the Executive Committee. At the annual meeting, the Treasurer shall maintain and deliver to the board of directors and the membership, a statement showing the financial result of all operations and transactions affecting income and surplus during its last annual accounting period and a balance sheet containing a summary of its assets and liabilities as of the closing date of the accounting period. The Treasurer shall discharge such other duties as may be assigned by vote of the Board of Directors or of the Executive committee.

ARTICLE IX EXECUTIVE COMMITTEE

Section 9.1. Executive Committee. The Executive Committee shall discharge the functions of the Board Directors 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, Bylaws, and general rules of the Corporation.

Section 9.2. Make up of Executive Committee. The Executive Committee shall consist of the following elected officers.

A. The President, the Vice President, the Secretary and the Treasurer of the Corporation.

B. Members of the Executive Committee shall serve until such time as his or her successor shall have been elected or appointed.

Section 9.3. Conflicts of Position. In the event the same person should, elected, appointed or selected to more than one position on the Executive committee, he or she shall be entitled to hold one position, to be chosen by him or her, and the other position or positions shall be declared vacant.

Section 9.4. Absence. In case of the temporary absence of an Executive Committee member in item B above, an alternate designated by the original electing or appointing group, member or

official, on written notice to the Secretary, may attend a meeting of the Executive Committee and receive thereon all the privileges of the absent member.

Section 9.5. Operations. The Executive Committee shall have oversight authority over all operations of the corporation and shall be responsible for reviewing all proposals for amendment to the Articles of Incorporation and Bylaws of the Corporation. The Executive Committee shall make a report with recommendations both as to substance and to form to the Board of Directors.

ARTICLE X MEETINGS

Section 10.1. Members of the Board of Directors. The Board of Directors shall hold regular meetings every two years for the purposes of elections that shall be at the call of the President.

Section 10.2. Notices. The Secretary shall give notice of the time and place of each meeting to each member of the Board of Directors at least 30 days prior to the meeting. Notice may be provided by email, telephone or in writing.

Section 10.3. Arrangements. Unless otherwise provided at the preceding meeting, the Executive Committee shall constitute a committee on meeting arrangements and shall be responsible for coordinating reservations and accommodations.

Section 10.4. Agenda Development. A. Any member of this Corporation 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 seven calendar days before the point at which the notice of the meeting must be distributed to the membership. An email or mailed written notice is submitted to the Secretary describing specifically the matter desired to be placed before the Board and stating the proposal respect to such-matter. Matters so noticed shall be placed on the agenda without requiring approval of the Executive Committee.

B. The Executive Committee may plan 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 may be placed on the agenda by the Executive Committee or at the request of a membership if not submitted in accordance with subsection A of this section but placement on the meeting agenda shall require a two-thirds vote of the Board of Directors for approval.

C. The Executive Committee shall hold an agenda meeting before each meeting of the Board of Directors and draw up an 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 email or mail or conference using available media such as the telephone, in which case an affirmative vote of the committee members answering shall suffice to approve matters of for the agenda.

Section 10.5. Credentials. A. 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 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 seated.

B. Alternates, committee chairman, and any other interested persons may be allowed to attend the 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.

Section 10.6. Quorum. A quorum is necessary for the transaction of business at meetings. A meeting shall meet quorum of 33 percent of the members are in attendance. If a quorum is not present, a meeting may be adjourned from time to time for that reason. If a quorum has been present at a meeting and members have withdrawn from the meeting so that less than a quorum remains, the members still present may continue to transact business until adjournment.

Section 10.7. Voting. If a voting representative is not present, that representative's vote shall be cast by the designated alternate. If there are no such delegates or alternates present, the Group member which they would have represented had they been present will not be represented. In case a group member is entitled to two delegates and only one delegate appears, the group member is entitled to only one vote. This rule is known as one delegate - one vote, two delegates - two votes.

Section 10.8. Order of Business. The order of business at all meetings of the Board of Directors shall be conducted according to the latest edition of Robert's Rules of Order. In the event of dispute, the latest edition of Robert's Rules of Order should govern the proceedings of all meetings of the Corporation.

Section 10.9 Special Meetings. The Executive Committee shall have the power to call special meetings for good and sufficient cause:

A. 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.

B. Notice of special meetings shall be sent out by the Secretary at least thirty days in advance of such meetings. The notices shall specific the reasons for calling the meetings. No business shall be transacted at a special meeting 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 percent plus one vote of the total vote of the Board of Directors.

Section 10.10. Finances. The Executive Committee shall over see the organization's finances including:

A. Administering plans and procedures on a regional and local basis for the raising of funds to finance the operations of the Corporation.

B. Advise and assist the Treasurer in the performance of his duties.

C. Transmit a budget that includes the projected income and expenses of the Corporation for approval by the Board of Directors.

D. Prepare annual or other periodic recommendations for modification of the budget for approval of the Board of Directors.

E. Maintain a ledger of expenses and income for tax purposes and budget status reports.

ARTICLE XI VOTING

Section 11.1. Voting. When an email, mail or phone vote on any question shall be directed by the Board of Directors or by the Executive Committee, the Secretary shall send an email, mail form or arrange for a conference call to document each voting delegate of the Board of

Directors statement of the question to be voted upon and fix a reasonable time limits not less than ten days from the date of email, mail or telegraphing, within which ballots shall be returned by mail or telegraph.

Section 11.2. Process. The ballots received shall be counted by the Secretary, unless otherwise directed, by the Executive Committee. If properly marked ballots are received totaling at least thirty—three percent of the total votes that can be cast, two—thirds of the ballots received shall be required to be the action or position of the corporation.

Section 11.3. Ballots. Each ballot shall bear a notice that it shall not be counted unless signed by the person casting the vote. No ballot shall be counted unless signed. Each ballot shall count as only one vote.

Section 11.4. Alternates. No alternates may vote by email, mail or telegraph.

Section 11.5. Documentation of Vote. The Secretary shall make exact minutes of the question, the number of email, mail or telephone ballots received, the vote, all of which, along with the ballots received, shall become a part of the permanent records of this corporation.

Section 11.6. Results. The Secretary shall notify all members of the Board of Directors and of the Executive Committee within one week of the results of the email, mail or telephone vote and indicate the vote of each of the members.

ARTICLE XII PROXY VOTE

Section 12.1. Proxy. There will be no voting by proxy.

ARTICLE XIII COMMITTEES

Section 13.1. Committees. In addition to the Executive Committee, the standing committee(s) of this Corporation, whose members and chairmen shall be appointed by the president subject to the approval of the Board of Directors unless otherwise provided herein, shall be as follows:

- A. Tournament Committee
- B. Standards Committee
- C. Development Committee

Section 13.2. Forming Committees. The President shall have the authority to create and disband all temporary committees, appoint the members and chairmen thereof, and determine the size and duties of such committees.

ARTICLE XIV COMMITTEE DUTIES

Section 14.1. Tournament Committee. The Purpose of the Membership Committee shall;

- A. Plan, organize and administer the annual JMI State Judo Tournament.
- B. The Vice President shall serve as the Chair of this Committee. The chair shall act as the State Championship Tournament director and oversee the finance, operations and conduct of the event. The Committee shall have no more than five members including the chair.

Section 14.2. Standards Committee. The Standards Committee shall seek to maintain high standards of conduct and performance among the members of this Corporation in all matters pertaining to Judo, and shall investigate questions of improper conduct and performance by members including improper promotions or assertions of rank, and report its findings and recommendations to the Executive Committee. It shall investigate and report to the Executive Committee any conditions, practices or abuses by members or nonmembers 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 Committee take steps to correct any such conditions, practices and abuses.

A. The Standards Committee shall supervise the training, examination and certification of judges, referees and other tournament officials in Minnesota.

B. The Standards Committee shall oversee all of the promotions in Judo Minnesota Inc. In particular it will review and approve all promotions above Ikkyu. The committee may delegate the actual promotion test to designated (qualified) individuals but at least one member other than the candidate's instructor must be present at the test. All promotions above Shodan will require an examination by the Standards Committee.

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

C. The chair of the standards committee shall be appointed by the President. The Committee shall have no more than Seven committee members including the chair. Committee members must be at least Sandan in rank.

Section 14.3. Development Committee. The Development Committee shall advise and assist the Executive Committee and the Board of Directors and all other component of the Corporation in all matters concerning the long range develop of Judo in Minnesota. The Development Committee shall coordinate the development activities of, and shall maintain close liaison, and work through the clubs.

A. The responsibility of the Development Committee shall be a follows:

Foster the long—term development, in cooperation with United State Judo, Inc. of an adequate pool of athletes; in Judo from which may be selected representatives from Minnesota in national competition.

B. Have the primary responsibility for the organization to foster the closest possible cooperation between all private and public organizations, with a particular focus on public and private academic institutions, nonacademic centers, and government agencies, which may contribute to the building and maintenance of approved physical facilities for training and competition and to the upgrading of coaching skills and similar matters, the use of Judo in health and wellness activities and the promotion of the sport of Judo in both K-12 and higher education institutions.

C. The chair will be appointed by the President and the Development Committee shall have no more than five members including the Chair.

ARTICLE XV EXECUTIVE DIRECTOR

Section 15.1. Executive Director. At its discretion, the Corporation may employ an executive director, who shall serve as the chief administrative official of the Corporation. The Executive Director shall be nominated by the officers and elected by a majority vote of the Executive Committee. The Executive Director may be removed at any time with or without cause, by a majority vote of the Executive Committee. No contracts shall be executed with said Executive Director on behalf of the Corporation that are in conflict with these bylaws.

Section 15.2. Correspondence. All official notices or other correspondence intended for the Corporation, its Executive Committee or any of its officers may be addressed in care of the Executive Director, who will be responsible for prompt attention thereto.

Section 15.3. Status. The Executive Director shall not have the status of an office; of the Corporation, but shall be entitled to attend all meetings of the Board of Directors and of the Executive Committee and those of any and all committees and shall be a nonvoting member of all committees.

ARTICLE XVI COMPLAINT PROCEDURES

Section 16.1. Complaint. Any member of the Corporation or any interested party 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 email, telephone or mail. The complaint shall set forth the factual allegations in numbered paragraphs, each paragraph containing a single factual allegation, and shall contain, at a minimum, the following:

- A. Names and addresses of the parties.
- B. Basis of the complaint.
- C. Efforts that have been 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 allegation.
- E. Any supporting evidence or documentation.
- F. The relief sought by the member or interest party filing the complaint.

Section 16.2. Investigation Authority. The Executive Committee may at its discretion investigate matters which come within its knowledge without following the formalities outlined in Section 1.

Section 16.3. Investigation Process. The President shall immediately have the complaint investigated and if deemed necessary, may appoint a panel of three to conduct a hearing on the allegation. This may include taking testimony and receiving evidence. The panel shall render a decision.

Section 16.4. Conduct at Hearing. At any hearing conducted under Section 16.3, the parties shall be given a reasonable opportunity to present oral or written evidence, to cross examine witnesses, and to present such factual or 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 parties, of the corporation or to the sport of Judo. The proceedings shall be recorded and transcripts made available to interested parties upon request and after payment for the production of said transcripts is received by the corporation. The

rules of evidence are not required to be strictly enforced, instead rules of evidence generally acceptable in administrative practices shall be applicable.

Section 16.5. Burden of Proof. The burden of proof shall be upon the complainant.

Section 16.6. Appeal Rights. Rulings shall be subject to appeal pursuant to arbitration proceedings pursuant to Article XIX of these bylaws.

ARTICLE XVII DEFINITIONS

Section.17.1. "Amateur athlete" means any athlete who meets the eligibility standards established by USA Judo and further defined by the Membership Committee.

Section 17.2. "Amateur sports organization" means a not-for—profit corporation club, federation, association or other group organized in the United State of America which sponsors or arranges any amateur athletic competition.

Section 17.3. "Corporation" means the Judo Minnesota, Inc.

Section 17.4. "International amateur athletic competition" means any amateur athletic competition between any athlete or athletes representing the United States of America, either individually or as part of a team, and any athletes representing any foreign country.

Section 17.5 "National Governing Body" means an amateur sports organization which recognized by the United States Olympic Committee.

Section 17.6. "Sanction" means a certificate of approval issued by a National Governing Body. determined under Section 2, hereof that such person(s) not be indemnified under this article.

ARTICLE XVIII ARBITRATION

Section 18.1. Procedures for Arbitration. In any claim or controversy wherein the claim is material to the bylaws of the National Governing Body's rules or regulations, and in which the Corporation, through it's officers, Board of Directors, Executive Committee or any of it's duly constituted representatives, rules adverse to a party who file an action, claim, controversy or complaint, the complainant may submit such action, claim, controversy or complaint to USA Judo, Inc. for binding arbitration under it's arbitration rules. However such action shall be filed no later than one year after the final ruling of the Corporation.

Section 18.2. Expedited Proceeding. USA Judo, Inc., notwithstanding the provisions of Section 18.1, is authorized upon forty-eight hours notice to the parties concerned and to the President of the Corporation to hear and decide a claim or controversy under such expedited procedures as USA Judo, Inc. deems appropriate if USA Judo, Inc. determines that it is necessary to expedite such arbitration in order to resolve a matter which is so scheduled that compliance with regular procedures would not be likely to produce a sufficiently early decision to do justice to the affected parties.

ARTICLE XIX ACCOUNTING PERIOD

Section 19.1. Fiscal Year. The fiscal year of the Corporation shall be the same as a calendar year; to-wit, January 1 through December 31. The books and accounts of the Corporation shall be maintained on a fiscal year basis.