



**USA Judo Board of Directors Board Meeting Minutes
January 6, 2025, via Teleconference**

Attendees: Ari Berliner
Jeffrey Brentley
Joon Chi
Jerry Cypert
Ben Goodrich
Jeff LeForce
Ari Miller
Manny Montalvo
Gerry Navarro
Joe Ragan, Chair
Nicole Stout

USA Judo Staff: Keith Bryant, CEO
Bill Kellick, Board Secretary/Communications and Marketing Manager
Ed Liddie, Director of High Performance

- I. At 4:12 pm MDT, a quorum was established and introductions were made with the new board members being in attendance.
- II. Mr. Ragain asked for board members to state any conflicts of interest. Mr. LeForce indicated he was unable to confirm any conflicts at the time, citing an ambiguous agenda that was provided.
- III. Mr. Miller made a motion to hire new legal counsel, replacing Steve Smith with Mr. Dawes Cooke Jr. with support for Olympic & Paralympic matters by Howard Jacobs. Seconded by Mr. Navarro. Discussion was held regarding potential conflicts of interest citing these attorneys have previously represented and/or provided counsel to individual board members. The vote was called. Mr. Miller, Mr. Chi, Mr. Navarro, Mr. Berliner and Mr. Cypert voted in the affirmative. Mr. Brentley, Mr. Montalvo, Mr. Goodrich and Mr. LeForce voted in the negative. Ms. Stout and Mr. Ragan abstained. Motion passed 5-4 with two abstentions.
- IV. Meeting entered Executive Session at 4:45 pm MST.
- V. Executive Session ended at 6:29pm MST.
- VI. Ms. Stout presented the attached resolution (USA Judo, Inc. Board Resolution No. 2025-01 V2), seconded by Gerry Navarro. Mr. Ragan noted discussion was held in executive session. Jeff LeForce objected to calling for vote without public discussion. Public discussion was held. Vote was called. Mr. Miller, Mr. Chi, Mr. Navarro, Mr. Berliner, Ms. Stout and Mr. Ragan voted in the affirmative. Mr. Cypert, Mr. Brentley, Mr. Goodrich and Mr. LeForce voted in the negative. Resolution passed 6-4.

Ms. Stout made a motion to adjourn, seconded by Mr. Miller. Meeting adjourned at 6:50pm MDT.

USA Judo, Inc. Board Resolution

Resolution No. 2025-01

Date: January 6, 2025

Subject: Establishing the Authorities and Roles of the Chair of the Board of Directors, Interim President, Treasurer and others.

WHEREAS:

1. The Board of Directors of USA Judo, Inc. has determined that changes to the bylaws made in April 2022 were contrary to the governance requirements of USA Judo, Inc.
2. The Articles of Incorporation of USA Judo, Inc. require the existence of a President as an officer of the corporation, and this role is necessary for compliance with both the Articles and Texas nonprofit law.
3. Texas Business Organizations Code, Section 22.231, requires nonprofit corporations to maintain certain officers, including a President, to fulfill legal and governance obligations:
 - o "The officers of a corporation shall include a president and a secretary and may include one or more vice presidents, a treasurer, and other officers and assistant officers as considered necessary. Any two or more offices, other than the offices of president and secretary, may be held by the same person."
4. The 2022 changes to the bylaws eliminated the role of President and removed the Executive Committee, effectively amending the Articles of Incorporation without following the required process under the governing documents and Texas law, rendering such changes void.
5. The Board of Directors recognizes the need to restore proper governance in compliance with the Articles of Incorporation, the bylaws, and Texas nonprofit law, and to enhance the nonprofit's ability to fulfill its mission.
6. The CEO's contract has been extended while a replacement is sought, with the current focus on transitioning the organization to a new CEO.
7. Reviews are currently underway to realign and correct the bylaws with the Articles of Incorporation and governing procedures including the bylaws of the IJF.
8. The Board of Directors of USA Judo, Inc. has appointed Gerry Navarro as Interim President, Joe Ragan as Chair of the Board of Directors, and Nicole Stout as Treasurer, effective January 2, 2025.
9. The Board recognizes the need to establish clear bifurcated responsibilities for the Chair of the Board and the President to ensure effective governance and operational management.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of USA Judo, Inc. as follows:

1. Authority and Responsibilities of the Chair of the Board of Directors

The Chair shall oversee all functions related to Board operations, ensuring effective governance and compliance with USA Judo's Bylaws and policies. Specific responsibilities include, as stated in the Bylaws and not limited to:

- Calling and organizing Board meetings;
- Setting the agenda for Board meetings;
- Running Board meetings;
- Co-approve contracts on behalf of USA Judo in collaboration with the President.

2. Authority and Responsibilities of the Interim President

The President shall oversee all functions outside of Board operations, ensuring Board approval for major actions or agreements. Specific responsibilities include:

- Interactions with the United States Olympic and Paralympic Committee (USOPC) and the International Judo Federation (IJF);
- Leading efforts with the IJF to bring international events to the United States;
- Co-approve contracts on behalf of USA Judo in collaboration with the Chair of the Board.

3. Interim Executive Committee Formation

- An Interim Executive Committee is hereby re-established, consisting of Joe Ragan, Gerry Navarro, and Nicole Stout.
- The Interim Executive Committee shall operate within the authority delegated by the Articles of Incorporation and Section 6.2 and Section 8.1 of the Bylaws, which grant the Board authority to create committees as needed. The Executive Committee was initially established in the Articles of Incorporation and removed in 2022; its reinstatement is deemed necessary by the Board to further proper governance and to aid in the transition of the employee CEO.
- This Interim Executive Committee will remain in effect until such time as the Bylaws are amended to reflect its formal creation, or until otherwise directed by the Board. This formation is explicitly intended as a temporary measure to address immediate governance and transitional needs, which aligns with good governance practices.

4. Committees

- An Interim Executive Committee, consisting of the Chair of the Board, President, and Treasurer, is hereby established to address governance and transitional needs during the CEO transition.
- The Board of Directors appoints Matt Williams (Chair), Derrick Glenn, and Jennifer Williams as the Ethics Committee to comply with the bylaws and independence requirements. This reconstitution resolves prior discrepancies, including the appointment of a former President as chair, which was contrary to governance standards.

5. Transition of CEO Authority

- The Board of Directors confirms the hiring of Corinne Shigemoto as Chief Executive Officer (CEO), effective as soon as January 13, 2025 subject to compliance with the Colorado Equal Pay and Equal Work Act and any other applicable law.
- During this transitional period, the CEO, Keith Bryant, shall focus on internal operations and the efficient transfer of responsibilities, to appropriate leadership under Board oversight.
- The CEO shall not enter into binding agreements, financial commitments or hire staff without prior Board approval to ensure organizational alignment and transparency.

- All strategic and external engagements must be reviewed and approved by the Board.
- The Board of Directors authorizes the engagement of The Quick Group, LLC to conduct a financial forensic review and advise on accounting practices and internal controls. This ensures transparency, compliance with financial standards, and alignment with governance requirements. Findings and recommendations will be presented to the Board for action.

6. Future Direction and Governance

- The Board acknowledges that these appointments and governance roles are interim measures, subject to review and adjustment to ensure compliance with the current Bylaws, Articles of Incorporation, and applicable state laws. These measures, including the establishment of the President position and the Interim Executive Committee, are in furtherance of governance best practices and compliance to address immediate organizational needs during this transitional period.
- The Board will revisit these appointments and governance roles following the formal approval of the Bylaws or any necessary amendments to ensure alignment with the long-term needs of USA Judo, Inc.
- All decisions and changes will comply with the Articles of Incorporation, Bylaws, and applicable state laws. The Board will have corporate counsel review proposed changes and governance measures to ensure alignment with all legal and governance requirements.

BE IT FURTHER RESOLVED:

The Board affirms its commitment to transparency, accountability, and compliance with all applicable laws and governing documents. This resolution is adopted to restore proper governance and to enhance the organization's ability to fulfill its mission.

Signatures:

Chair of the Board: _____
Secretary: William Q. Kellick