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BYLAWS OF THE UNITED STATES JUDO FEDERATION, INC.
(Amended & Restated 10/25/94, and Amendments Through April 24, 2001)

ARTICLE I
OFFICES

Section 1. Location

- A. The principal offices of the United States Judo Federation, Inc. (hereinafter sometimes referred to as "USJF," or "Corporation") shall be located at the USJF national office unless otherwise established by resolution of the Board of Directors.
- B. The Corporation shall have and continuously maintain a registered office, and a registered agent at the location of the USJF national office unless otherwise provided by the Board of Directors.
- C. The registered office and registered agent of the Corporation shall be established by resolution of the Board.

ARTICLE II
MEMBERSHIP

Section 1. Type

- A. Yudanshakai.
Voting membership in the United States Judo Federation is limited to Yudanshakai. A member Yudanshakai is a non-profit association of Judo clubs and judoka in a specific geographical territory or association based upon such other common grounds as the clubs and judoka believe will promote the best interests of judo, including by way of example and not limitation, affiliation through Boys' and Girls' Clubs, Boy Scouts of America, Girl Scouts of America, YMCA, YWCA, members or former members of a branch of the U.S. military service, individuals of a common cultural heritage, common sensei, etc.; PROVIDED, HOWEVER, that any such yudanshakai shall not exclude judoka or judo clubs in any way which will violate any rules against discrimination applicable to USJF, it being the express purpose of this provision to enhance and otherwise promote membership in the USJF and affiliation of clubs rather than to restrict membership and affiliation; FURTHER PROVIDED, that each member Yudanshakai shall operate under its own written constitution, By-Laws or written Articles of Association. The non-profit Yudanshakai entity may, but need not, be incorporated nor exempt from state or and federal taxation. If incorporated, it must be in good standing with its state of incorporation.

Art. II, Sect. 1

B. Other.

1. Club Membership

- a. A club member is a group of judoka having 10 or more currently registered members, which includes a head instructor with rank recognized by the USJF of shodan or above.
- b. The club which operates under a written constitution or by-laws if incorporated, or written articles of association if unincorporated, must be a member of a yudanshakai and be registered with USJF for the current fiscal year.
- c. Club members are recognized as Charter members of the USJF.

2. Individual Membership

- a. Yudansha (Black Belt). A regular Yudansha member is one who is a member of a USJF registered Club holding membership in a Yudanshakai, and who has a rank of shodan or higher that is recognized by the USJF. The annual registration card of a Yudansha member whose current rank was not awarded by the USJF shall indicate the granting authority of such rank.
- b. Mudansha. Mudansha members are defined and classified in the same manner as Yudansha members, with the exception that they are members who hold a rank lower than shodan.
- c. Junior/Senior. A junior member is one who is under seventeen (17) years of age. Members aged 17 and older are senior members of the USJF.
- d. Honorary. An honorary member is one who has been awarded special recognition by the USJF because of distinguished service to the art and sport of Judo or to the USJF.
- e. Life Member. A life member is any individual registered member who has paid the USJF Life Membership fee.

Art. II, Sect. 1

1. Active Life Members
 - i. USJF Life Members who maintain their annual individual registration by being a member of a USJF club and who pay the appropriate annual Yudanshakai registration fee if any and USJF insurance fees for Life Members or
 - ii. A USJF Life Member who forwards a properly completed & signed copy of their annual renewal/membership form to their yudanshakai or the United States Judo Federation indicating that they are a Life or President's Club Life Member not engaged in any activity which would require insurance coverage for themselves, the Dojo, the Yudanshakai, and the United States Judo Federation, and pay any applicable Yudanshakai, fees shall not be required to pay an annual fee to the United States Judo Federation in order to be deemed an Active Life Member of this organization. Some examples of judo related activities include but are not limited to practice area activity (workout, coaching, instruction, refereeing, & etc.) (01-424-7)
 - iii. Each yudanshakai is free to set its own policy governing annual yudanshakai registration and fees applicable to USJF Life Members.
 2. Inactive Life Members are those members who fail to maintain their annual individual registration through annual registration and payment of fees (00-0425-3).
- f. Associate Member. An associate member is one who believes and supports the purposes of the USJF. An Associate member of the Organization shall be entitled to all of the rights and privileges granted to individual members of the Organization and shall hold membership in a registered club of a member Yudanshakai except to the extent a Yudanshakai shall elect to otherwise restrict rights or privileges or membership in its registered clubs for such associate member. Such associate member shall pay annual registration fees or other dues to the USJF and other such dues as may be assessed by a registered club or by a member Yudanshakai for other classes of individual membership; PROVIDED, HOWEVER, that such annual assessment shall not include any fees for insurance coverage. Associate membership by way of example and not limitation is principally intended for inactive students, inactive instructors, volunteer members of the USJF, family members and friends and judo "booster club" members, all of whom wish to associate with the USJF in order to support the purposes of the USJF and where the USJF's limited insurance coverage is not an important consideration.

Art. II, Sect. 1

- g. At-Large Member. An at-large member is an individual of any age and rank interested in USJF membership principally for the purpose of participating in a USJF sanctioned activity. By way of example, an at-large member may be a member of a non-USJF club or may be a member of no Judo club. At-large members may not also be associate members of USJF. At-large members will be entitled to no privileges or benefits of membership such as grass roots grants, except for the right to enter competition with USJF insurance coverage and to be identified as a USJF at-large member.
- h. All individual members, with the exception of Honorary and at-large members, shall maintain current membership in a USJF Club of a member Yudanshakai.
- i. Individual members and clubs may not hold membership in two or more Yudanshakais but may change clubs and/or Yudanshakai affiliation effective with the next registration period.

Section 2. Yudanshakai Member Status

- A. Full Status. To be eligible for membership in this Corporation, a Yudanshakai must include within its proposed field of membership at least 100 members, including 15 or more who hold USJF recognized yudansha judo rank.
- B. Provisional Status
 - 1. A Yudanshakai that includes within its proposed field of membership at least 50 members, but no more than 100 members, of whom five or more hold USJF recognized yudansha rank, may apply for Provisional status.
 - 2. A provisional Yudanshakai does not have voting rights nor promotional authority except to and including the rank of shodan. A provisional Yudanshakai may submit recommended Dan Applications to the National Office 45 days prior to a scheduled meeting of the Board of Examiners to be reviewed by the USJF Promotion Committee and the Board of Examiners.

Section 3. Fees, Assessment and Registration

The members of this Corporation shall be required to pay annual dues required for conducting the affairs of the USJF, according to a fee schedule adopted by resolution of the Board of Directors. Individual, club, and Yudanshakai fees for new members registering during the four (4) month period (May-August) immediately prior to the end of the fiscal year shall be reduced to 50% of the full annual membership fees. This reduced fee may be rounded-off by the Treasurer with Executive Committee approval. The schedule of current USJF fees shall be distributed periodically to each Yudanshakai for re-circulation to each registered club and shall be published at least once annually in a USJF publication of general circulation.

Art. II, Sect. 3

- A. Promotional Fees. Individual members shall pay a fee when registering a promotion to the rank of shodan or higher. The fees for promotion in judo rank shall be established by the Board of Directors and may be modified from time to time by resolution.
- B. Failure to Pay. Any member in arrears in payment of fees shall not be entitled to any of the privileges, benefits, or rights of membership, such as the right to certify existing ranks, to register future promotions, the right to vote, the right to receive any grass roots or other grants and other rights of membership until all delinquent sums have been paid in full. For individual and club members of USJF, responsibility for the payment of dues, fees or other assessment rests with the affiliated Yudanshakai.
- C. Disposition of Fees. All USJF fees, by whomever received, shall be accounted for and deposited in the accounts of the USJF.
- D. Registration. Procedures, forms and the process to register members with the USJF shall be established by the Board of Directors with guidance from the Executive Director and National Registration Committee and with the assistance of the National Office. Registration of individuals shall include completion and execution of a STANDARDIZED WAIVER AND RELEASE FORM each year, such form to be retained by the club's head instructor or, in the case of at-large members, by the National Office.

Section 4. Admission

- A. Admission of Yudanshakai Members
 - 1. Eligibility. To be eligible for Yudanshakai membership in the USJF, an applicant must:
 - a. Be a non-profit entity;
 - b. Operate or propose to operate under its own articles of incorporation and by-laws or written articles of association and constitution;
 - c. Include within its proposed field of membership at least one hundred (100) judoka, including fifteen Yudansha (Black Belt) members in good standing with USJF for full membership status under Section 2 of this Article or at least 50 but less than 100 members of whom at least five are USJF recognized yudansha for provisional status under Section 2 of this Article;

Art. II, Sect. 4

2. Application Procedure

An applicant seeking Yudanshakai membership in the USJF shall:

- a. Obtain from the Executive Committee approval of its organizational documents (Articles of Incorporation, by-laws or articles of association and constitution).
- b. Prepare a written application for membership signed by all the yudansha members of applicant, containing the following:
 1. Its name and address;
 2. Proposed field of membership, if any, and listing of all clubs together, their respective addresses, head instructors, and number of judoka within its proposed field of membership;
 3. Names, addresses, ranks, occupations, and special qualifications of each of the Yudansha members of the association;
 4. Names of its officers;
 5. A statement describing in detail the present status of Judo and the future prospects for membership growth;
 6. Reasons why a new Yudanshakai should be established;
 7. Objectives of the proposed Yudanshakai and specific plans for achievement; and
 8. An agreement to abide by the Articles, By-laws and rules of the USJF signed by applicant's officers and Chairman of its board of examiners.
- c. Submit the above documentation and information to the President or Executive Director accompanied by a non-refundable fee of twenty-five dollars.
- d. Submit with the application such other information, such as letters or references, which it may deem useful in support of its application.
- e. Furnish any other pertinent information requested by the President for use in considering the application.
- f. Make available as many copies of the above material as may be requested by the President (generally one copy for each Yudanshakai, Executive Committee member and the National Office).

Art. II, Sect. 4

- g. Send a representative to appear at the meeting of the Board of Directors for which the application has been scheduled for consideration.

3. Action on the Application

The Board of Directors, after considering all information available to it, including any recommendation of the Board of Examiners concerning the applicant's technical qualifications, shall vote on whether or not the applicant should be admitted to membership. It shall be the responsibility of the Board of Directors to determine whether the applicant is qualified from an administrative and managerial standpoint, including, for example, leadership capabilities of its yudansha.

4. Probationary Period

- a. Every applicant admitted to Yudanshakai membership shall be on probation for a period of one year. The probationary period may be extended by the Board of Directors for additional one-year periods.
- b. During the probationary period, membership of the Yudanshakai may be terminated by a three-fourths (3/4) vote at any regular meeting of the Board of Directors, and such Yudanshakai shall forthwith cease to exercise all rights and privileges of membership.
- c. Upon completion of the probationary period(s), a charter shall be issued.

- B. Admission of Club Members

1. General. A club applicant for membership to the USJF shall be admitted upon the recommendation of its Yudanshakai and payment of the required fees. There will be no at-large or unaffiliated clubs.
2. Certificate. Member clubs shall be issued suitable certificates to indicate they are recognized by and affiliated with the USJF.

- C. Admission of Individual Members

1. General. Individual applicants for USJF membership shall become a member when their Yudanshakai registers them with the USJF (effective postmark date of mailing from Yudanshakai to National Office) and pays the required fees. (See definition of each membership class at Article II, Section 1.B.2.)

Art. II, Sect. 4

To avoid possible gaps or a lapse in coverage for any policy of accident or liability insurance which may from time to time be secured by the USJF for the benefit of its individual, club, and Yudanshakai members and officials, participation in any Judo program should never be permitted until all necessary registration materials and fees have been secured by the head instructor or that person's delegate at the club. As a matter of program administration typically involving volunteers, registration materials and fees should generally not be held longer than ten days before forwarding to the appropriate Yudanshakai registration official and from that official to the National Office. (Also see Article IV, Section 2.B., registration for delegate status.)

2. At-Large Members. Individuals coming within the definition of At-Large Membership shall become members upon payment of the required USJF national fees (including insurance assessment) and submission of the required membership registration form directly to the National Office.
3. Honorary
 - a. The President of USJF or of any member Yudanshakai may name for honorary membership any person who has rendered distinguished service to the art and sport of Judo or the USJF.
 - b. Upon granting of the award, the applicant shall be forwarded a suitable certificate setting forth the award and lifetime pass to all national USJF-sponsored tournaments.

Section 5. Termination, Transfer, Discipline, Inactivation

A. Yudanshakai Dissolution or Inactivation

1. Upon dissolution or inactivation of a member Yudanshakai, such member's status with the USJF together with all privileges of membership (individual, club and Yudanshakai) shall be immediately terminated, and any remaining active individuals and clubs may apply for membership through another Yudanshakai.
2. Yudanshakais that have dissolved or become inactive shall be considered in default.
3. Yudanshakais in default that wish to regain status as a Yudanshakai need to apply as a new Yudanshakai, as set forth in Article II, here in above.

Art. II, Sect. 5

B. Discipline

The Board of Directors shall have the power to discipline its Yudanshakai, club and individual members and to impose penalties for any violation of the Articles of Incorporation, by-laws or rules of the USJF.

1. An individual member or any group of individual members may be expelled, suspended, placed on probation, or otherwise disciplined for violation of the Articles of Incorporation, By-Laws and Rules duly adopted by this Corporation or for conduct unbecoming a judoka, or for discrediting Judo or the USJF, or tending to impose upon, endanger, or mislead the public.
2. **Initiation of Discipline.** The Executive Committee, by majority vote, shall bring charges; but the authority to hear and make a determination of charges arising under Section 5-B of this Article II shall be vested in the Board of Directors. The Standards Committee may, in appropriate cases, investigate and make recommendations to the Executive Committee.
3. **Right of Hearing.** No member may be disciplined without benefit of a hearing, after at least thirty days' notice; and no member so charged shall be required to travel more than 200 miles to any hearing except a hearing held in conjunction with the annual or semi-annual meeting. Hearings shall be held in accordance with the provisions of Article IV, Section 3-C. A hearing may be requested by the member subject to possible discipline or one may be initiated by the President.
4. **Presentation of Charges.** It shall be the right of any member against whom any charges are preferred to be presented with a copy of the charges at least thirty days prior to any scheduled hearing. No other charges may be asserted at the hearing. The charges shall be in sufficient detail to enable the member to prepare a defense.
5. **Board Vote.** A two-thirds vote of the Board of Directors shall be required to uphold any charges which have been preferred.
6. **Assigning Rights.** No membership, regardless of class, may be assigned or transferred.
7. **Return of Property.** Upon termination of membership for any reason whatsoever, each member agrees to return all property of the USJF, to cease forthwith all further use of any property or other rights or authority conferred by USJF unless otherwise expressly authorized by the Board of Directors, and to not represent any continuing affiliation with or recognition by the USJF.

Art. III, Sect. 1**ARTICLE III
REPRESENTATION OF MEMBERS**

Section 1. General

- A. Unless otherwise provided by these Bylaws, the Yudanshakai members of this Corporation shall act through their individual delegates to the Board of Directors, the Board of Examiners, and any committees to which a member may be appointed.
- B. The Board of Directors shall specify, by resolution, procedures for certifying such delegates.
- C. Club and individual members shall be represented through their Yudanshakai affiliate.

**ARTICLE IV
BOARD OF DIRECTORS**

Section 1. Management, Power, and Responsibility

- A. This Corporation shall have powers to the full extent allowed by law. All powers and activities of this Corporation shall be exercised and managed by the Board of Directors directly or, if delegated, under the ultimate direction of the Board of Directors.
- B. Except as otherwise specified in the Articles of Incorporation or the by-laws, the Board of Directors shall be responsible for conducting all the affairs and business of the USJF and it shall be vested with all powers of the Corporation and shall have authority to act on all USJF matters.

Section 2. Composition

A. Description

- 1. The Board of Directors shall be composed of voting delegates, and alternate delegates of each member Yudanshakai (hereafter "director"), (see Article III).
- 2. As used in these Bylaws, "director" shall refer to the individual delegates who are (a) appointed by the member Yudanshakai to represent it on the Board of Directors; (b) certified by the Board of Directors; and (c) entitled to vote on behalf of the member Yudanshakai.

Art. IV, Sect. 2**B. Number of Directors**

1. Each member Yudanshakai shall be entitled to votes on the Board of Directors based on its registered membership as follows:
 - a. as of March 31 for annual (Spring) meeting;
 - b. as of the August 31 fiscal year-end plus new members registering by September 30 for any semi-annual (Fall) meeting; and
 - c. as of 30 days immediately preceding any special board meeting.
 - d. Registration to be counted must actually be received by the National Office by the above deadline.

2. Each member Yudanshakai in good standing shall be entitled to directors, alternate directors, and votes on the Board of Directors, based on their total membership as follows:

No. of Members	No. of Directors	Alternates	Votes *	Number of Votes per Card		
				One Vote Card	Two Vote Cards	Three Vote Cards
50-99	1	1	0	0	0	0
100-199	1	1	1	1	0	0
200-349	2	2	2	2	0	0
350-499	3	3	3	3	0	0
500-649	3	3	4	2	1	0
650-799	3	3	5	1	2	0
800-949	4	4	6	2	2	0
950-1099	4	4	7	1	3	0
1100-1299	4	4	8	0	4	0
1300-1499	4	4	9	0	3	1
1500-1,699 et seq.	4	4	10	0	2	2

Art. IV, Sect. 2

*For show-of-hands balloting, three different 3" x 5" colored cards shall be utilized with each color to indicate the number of votes (from one to three) being cast by a director. A director may not carry more than one ballot (i.e., no proxy voting) but should be permitted to cast the number of votes allocated in accordance with this schedule.

3. One additional vote is given to Yudanshakais for every additional 200 members over 1699.
4. Non-voting delegates may attend meetings and act on behalf of the Yudanshakai member they represent in all respects except voting.

Note: Directors must, except as otherwise provided herein, be physically present to cast a vote on the Board of Directors, since no proxy voting is permitted (see fiduciary duty explained at Art. VII Sect. 4.D).

C. Eligibility

1. Each member of the Board of Directors shall be a member of the Yudanshakai that appoints him or her to represent the Yudanshakai, and
2. Hold a rank of shodan or higher that is recognized and registered with the Corporation.

D. Term of Office of Directors

1. The term of each director shall be two years, although the number of delegates and votes may vary with each board meeting depending on the Yudanshakai's registration as of each cut-off date as set forth in Section 2.B.1 of this Article.
2. Each director shall hold office until the expiration of the term for which selected and until a successor has been qualified.
3. Each member may, at any time, on thirty (30) days written notice sent by its president to the secretary of this Corporation or National Office, replace any or all of its directors with others, in accordance with the certification procedures of the USJF Board of Directors and selection procedures of the Yudanshakai.
4. If notice is received less than thirty (30) days before the first meeting to be attended by the replacement and the delegate being replaced is present at the meeting and objects to the replacement, the replacement shall not be seated without the approval of a majority of the board on which the replacement is to sit.

Art. IV, Sect. 2

5. The provisions of this section shall not prohibit a duly elected officer of this Corporation from serving the balance of his term as an officer, nor from being re-elected. However, such an officer shall cease to represent and vote on behalf of the member who originally appointed him, and that member may appoint a replacement delegate.

E. Certification

1. The designation of each representative, alternate and observer to the Board of Directors and the Board of Examiners, his or her address, and whether a voting representative, alternate (and the number thereof), or observer shall be certified by the President of the member Yudanshakai to the Secretary of USJF, in care of the National Office. The National Office shall submit delegate names and the Yudanshakai's allocation of votes by use of a standardized form substantially conforming to the form which follows such form to be mailed to each Yudanshakai president about 60 days prior to each scheduled meeting. The Yudanshakai president shall return the completed form not later than 30 days prior to each meeting so that meeting agendas may be timely mailed by the National Office to each delegate. In the case of any Yudanshakai failing to timely notify the National Office of its delegates, meeting notices and agenda shall be distributed in accordance with Section 10.C of this Article to the last known delegates of such Yudanshakai and such notices shall be deemed as satisfying the requirements of these bylaws.

Art. IV, Sect. 2

PROPORTIONAL DIVISION OF VOTES
(By-Laws Art. IV 2, B3 & E)

_____ Yudanshakai

_____ registered members as of the dates set forth in IV.2.B.

Entitled to _____ votes
to be assigned as follows (delegates' names and addresses):

Board of Directors

- 1. _____ vote(s)

- 2. _____ vote(s)

- 3. _____ vote(s)

- 4. _____ vote(s)

Art. IV, Sect. 2

Board of Examiner delegates

- 1. _____ vote(s)

- 2. _____ vote(s)

- 3. _____ vote(s)

- 4. _____ vote(s)

- 5. _____ vote(s)

- 6. _____ vote(s)

As certified by:

_____ Date
Yudanshakai President

Art. IV, Sect. 2

2. Persons not so certified may be refused their seats upon motion made and approved by a majority of the duly certified voting representatives at such meeting.

F. Change of Domicile

1. A representative, alternate, or observer changing individual membership from one Yudanshakai to another shall cease to represent such former Yudanshakai.
2. In such case, the Yudanshakai member shall duly designate and certify a replacement, in accordance with the provisions of this Article, to fill the vacant seat for the remainder of the term.

G. Vacancies

1. A vacancy shall be deemed to exist in the event that the actual number of directors named by the yudanshakai member is less than the authorized number for any reason.
2. Resignation by a director shall be effective upon receipt of written notice by the USJF Secretary.
3. The Board may remove any director for cause upon a vote of seventy-five percent of the directors then in office, after a hearing before the Board of Directors at which the director shall have a full opportunity to defend him or herself.
4. Such hearings shall be noticed in the same manner as special meetings.
5. A member Yudanshakai may remove and replace any of its delegates with or without cause and may do so prior to the expiration of such director's term on the board, subject however to Section 2.D.4 of this Article IV and the bylaws of such Yudanshakai.

Section 3. Jurisdiction

- A. The Board of Directors shall have the power to 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 USJF will be served thereby.
- B. Decision of the Board, after full hearing of those involved who wish to be heard, shall be final and binding.
- C. The President shall have the power to appoint from among its members a hearing body of not less than five (5) members to conduct the hearing and make findings of fact and recommendations to the full Board of Directors for a decision.

Art. IV, Sect. 4

Section 4. Amendments

The Board of Directors shall have the power to amend these by-laws upon majority vote after thirty (30) days' previous written notice (postmark date) of the proposed amendment to all voting members of the Corporation.

Section 5. Delegation of Authority

The Board of Directors may, while retaining its responsibility, delegate power and authority to officers and committees and others associated with the USJF.

Section 6. Officers

A. Description

1. The officers of this Corporation shall be president, first vice-president, second vice-president, secretary, and treasurer.
2. The Corporation may also have, at the discretion of the Board of Directors, such other officers as may be elected by the Board of Directors.
3. Any number of offices may be held by the same person, except that neither the secretary nor the treasurer may serve concurrently as the president of the Board.

B. Election. The officers of this Corporation shall be elected biennially in the even numbered year at the annual (Spring) Board meeting, and each officer shall serve at the pleasure of the Board.

C. Limit on Terms. The President, who may serve as often as the Board of Directors shall elect, may not serve more than two consecutive four-year terms in office as President. (02-0409-1)

D. Removal. Any officer may be removed for cause by the Board of Directors at any meeting of the Board.

E. Resignation

1. Any officer may resign at any time by giving written notice to this Corporation.
2. Any resignation shall take effect at the date the successor is named.

F. Vacancies. A vacancy in any office for any reason shall be filled in the manner described in these bylaws for regular election or appointment to that office, provided such action is taken at the first Board of Directors meeting after a vacancy is created.

Art. IV, Sect. 6

G. Duties

1. **President.** The President shall be vested with the executive authority, shall be chairman of the Board of Directors, shall be the executive editor of all publications of the USJF, and shall perform the ordinary duties of the office. The President may appoint from among the Board of Directors an individual to serve as Acting Chairman of the Board solely for the purpose of presiding over any annual or special meeting of the board or over any portion of any such meeting any time the President believes such action to be in the corporation's best interests (00-0425-1).
2. **First Vice-President.** The First Vice-President shall assume the duties of the President at such time as may be required by the absence or incapacity of the President as any such incapacity shall be conclusively determined by the Executive Committee. He shall be responsible for public relations of the Organization with all other groups interested in Judo.
3. **Second Vice-President.** The Second Vice-President shall assume the duties of the First Vice-President at such time as may be required by the absence or incapacity of the First Vice-President as any such incapacity shall be conclusively determined by the Executive Committee. He shall act as coordinator between the President and all committees of this Organization and shall be ex-officio a member of all committees.
4. **Secretary.** The Secretary shall keep a record of the meetings of the Board of Directors and the Executive Committee, issue notices, and perform other ordinary duties of the office or as assigned by the President or these by-laws.
5. **Treasurer**
 - a. The Treasurer shall collect and, under the direction of the Board of Directors, arrange for the care and distribution of all funds of the Corporation and the keeping of full and regular accounts, which shall at all times be open to the inspection as provided in Section 14 of this Article.
 - b. The Treasurer shall present a financial report at each regular meeting of the Board of Directors and shall submit to the President an annual report within thirty (30) days after the end of each fiscal year.
 - c. The Treasurer shall serve as Chairman of the Finance Committee.

Art. IV, Sect. 6

- d. The Assistant Treasurer shall be appointed by the Finance Committee, subject to Executive Committee confirmation. The Assistant Treasurer's duties shall include the quarterly review of all bank statements, checkbooks, deposit tickets, paid checks, expense vouchers/receipts, return deposited checks, and the disbursements of Committee funds in accordance with USJF procedures.
- H. USJF Funds. The funds of the Corporation as required to pay its obligations shall be disbursed by check which shall be drawn by the Treasurer and, for non-insurance premium checks exceeding \$1,000, shall be countersigned by the President or his designated representative.
- I. Audits. The President, with the approval of the Board of Directors, shall, just prior to the end of his term of office, appoint an auditor to audit the accounts of the Corporation and certify his findings to the Board.

Section 7. Report

The President shall furnish a written report annually to all directors of this Corporation containing the following information:

- A. The assets and liabilities, including the trust funds of this Corporation as of the end of the fiscal year;
- B. The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- C. The revenue or receipts of this Corporation, both unrestricted and restricted for particular purposes, for the fiscal year;
- D. The expenses or disbursements of this Corporation, for both general and restricted purposes, during the fiscal year;
- E. Any transaction during the previous fiscal year between this Corporation and any director or officer. The report must disclose the names of the interested persons involved in such transaction, stating such person's relationship to the Corporation, the nature of such person's interest in the transaction and, where practical, the amount of such interest.

Section 8. Executive Director

The Board of Directors shall have the power to appoint and to discharge an Executive Director who shall report to the Executive Committee and perform duties as directed by the President with the approval of the Board.

- A. Term of Office. The Executive Director shall serve for a two-year term and shall be eligible for reappointment concurrent with election of Officers of the USJF.

Art. IV, Sect. 8

- B. Duties and Responsibilities. The Executive Director shall work at the sole pleasure of the Executive Committee. The duties and responsibilities of this position, as directed by the President, shall include the following:
1. Supervise any and all staff that work at the National Office of the USJF.
 2. Direct correspondence to and on behalf of the USJF, as requested, including
 - a. between Executive Committee and all other committees, individuals, Yudanshakais, or dojos
 - b. between Board of Directors and the dojos
 - c. assist any USJF committee with correspondence, mail votes, or other matters
 - d. answer inquiries by outside groups and individuals
 - e. any other correspondence as deemed appropriate by the President
 3. Direct a National Office that would serve as a single clearinghouse for the following activities:
 - a. the processing and monitoring of registration.
 1. timely disbursement of registration materials
 2. responding to requests for additional information, forms, etc.
 3. forwarding all checks and monies to the Treasurer (or, as delegated by the Treasurer from time to time, making deposits for the Treasurer)
 - b. the processing of sanction applications
 - c. assist the Promotion Committee and Board of Examiners as necessary, including:
 1. preparation of promotion applications for review by the USJF Promotion Committee or Board of Examiners by verification of registration and time-in grade status
 2. preparing and distributing promotion certificates
 - d. the processing of insurance certificate applications

Art. IV, Sect. 8

- e. the processing and filing of appropriate corporate papers and state/federal tax returns to maintain the nonprofit and tax-exempt status of the organization
 - f. the processing of other information necessary for the operation of the corporation
 - g. the development and periodic updating of all forms and procedures
 - h. the maintenance of corporate files for safekeeping
 - i. registration of referee and teacher certification and issuance of certificates/proof of registration
 - j. the maintenance of a central log and records for recording names of all special corporate award recipients
- 4. Monitoring the programs and activities of the USJF Committees
 - 5. Assist the Redistricting Committee by recruiting new Yudanshakais, and aiding reorganization of Yudanshakais when requested to do so.
 - 6. Assisting the President concerning actions approved by the USJF Board of Directors or Executive Committee.
 - 7. Writing and dissemination of the USJF Newsletter for the regular dissemination of information to USJF dojos, Executive Committee, Newspaper editors, and others, and working in harmony with the editorial staff of the USJF Newspaper/Magazine for circulation of information of general interest to the USJF membership.
- C. Salary. To be determined by the Board of Directors upon recommendation of the Executive Committee.
 - D. Expenses. An expense account for the Executive Director will be incorporated as part of the annual National Office budget.
 - E. National Office and Staff. The Executive Director shall be allowed to hire one or more clerical support person(s), rent office space, and engage in other activities in furtherance of the performance of all duties and responsibilities of the position. The salaries and expenses for these positions shall be incorporated as part of the annual National Office budget. The Executive Director shall be responsible for the conduct and performance of this staff.

Art. IV, Sect. 8

- F. **Accountability.** The Executive Director shall report directly to the President and be responsible to the Executive Committee. All actions of the Executive Director shall require the approval of the President, and as necessary and desirable, through the President to the Executive Committee.
- G. **Review, Retention, and Termination.** The Executive Committee shall undertake an annual review of the activities of the Executive Director, in conjunction with the annual meeting of the USJF. The Executive Committee will provide a performance appraisal to the Executive Director after every review. In extreme cases, the President may recommend to the Executive Committee that the Executive Director be relieved of his or her position before the end of the normal term. Approval of such termination shall require a vote of two-thirds of the USJF Executive Committee.
- H. **Miscellaneous.** The Executive Director of the USJF shall be a member of the USJF. The Executive Director shall attend all meetings of the USJF Board of Directors and Executive Committee as a non-voting member. The Executive Director cannot be a delegate of a Yudanshakai to the same meetings, and thus cannot vote as a Yudanshakai delegate. The Executive Director may not serve as a chairman of any USJF committee, nor as President or Rank Registration Chairperson of any Yudanshakai.

The Executive Director shall, given the possibility of service in multiple capacities to more than one Judo organization, make appropriate disclosure to the Executive Committee whenever a potential conflict of interest may exist. The Executive Director shall avoid the appearance of a conflict of interest.

Section 9. Meetings

A. Annual Meeting

1. An annual meeting of the Board of Directors shall be held in the springtime in conjunction with the United States Senior National Championships.
2. A Semi-Annual meetings may be called and noticed in the same manner as special meetings.

B. Special Meetings

1. Special meetings of the Board of Directors may be called by the President, upon vote of a majority of the Executive Committee, for good and sufficient reason.
2. Special meetings of the Board of Directors shall also be called by the President upon the written request of three-fourths (3/4) of the member Yudanshakais. Such request shall state the reason for calling a special meeting.

Art. IV, Sect. 9

3. Special meetings shall be held at the date, place, and time stated in the written notice.
4. A special meeting of the Board of Directors shall be held on the evening prior to the commencement of the USJF Junior and Youth National Championships each year, primarily to consider and to act upon the new proposed annual Corporate budget first introduced at the annual Board of Directors meeting. Voting may be by proxy only at this special Board meeting and with a very limited agenda so as to minimize any financial hardship to membership.

C. Notice

1. Written notice of the Annual Meeting and any special meetings of the Board of Directors shall be given to each director at least thirty (30) days before any such meeting.
2. The notice shall be delivered personally or by first-class mail, or by telegram, or by facsimile machine, or by email & electronic documents. (02-0409-2)

D. Waiver of Notice

1. The business considered and actions taken at any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present, and if after the meeting, the minutes are approved.
2. All notices shall be filed with the Corporate records and made a part of the minutes of the meeting.
3. Notice of a meeting shall also be deemed given to any member Yudanshakai whose delegate attends the meeting, and to any director who attends the meeting, without protesting before or at its commencement about the lack of adequate notice.
4. Any director objecting to the inadequacy of notice, whether or not present at the meeting, must do so in a written statement filed with the USJF Secretary.

E. Quorum

1. A quorum shall be present if those seated represent one-half of all registered member Yudanshakais, and delegates authorized to cast at least 50% plus one vote of the total votes on the Board of Directors.
2. The act of a majority of votes of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Art. IV, Sect. 9

3. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

F. Agenda Items

1. Board of Directors

- a. Any member of the Board of Directors or a committee chairman may place before the Board at any meeting of the Board of Directors any matter relating to the business of the Corporation; provided that, at least forty-five (45) days (00-0425-4) before the date of the meeting, he submits a written notice to the Secretary describing specifically the matter he wishes to place before the Board and stating his proposal with respect to such matter.
- b. Agenda items so noticed shall be placed on the agenda without requiring approval of the Executive Committee.

2. Non-delegates

- a. Any USJF club or individual member who is not a member of the Board of Directors may, after first obtaining approval of his or her Yudanshakai, place before the Board at the annual or semi-annual meeting any matter relating to the affairs or objects of the Corporation; provided that the written notice requirement applicable to directors (F.1.a) of this Article is satisfied.
- b. The responsibility for presentation and discussion of agenda items authored by non-delegate members shall fall to the voting delegates of the Yudanshakai sponsoring the agenda item. (See Article IV, Section 2.B.4.)

3. The Executive Committee

The Executive Committee may place any matter on the agenda at any time, but this power shall not be construed as a limitation of subparagraphs a and b of this paragraph 9.F.1.

4. Agenda Meeting

- a. The Executive Committee shall hold a agenda meeting before each meeting of the Board of Directors and draw up the agenda for the meeting. An affirmative vote of the majority of Committee members shall suffice to approve matters for the agenda.

Art. IV, Sect. 9

- b. The agenda meeting may be held by mail, where an affirmative vote of the majority of committee members shall suffice to approve matters for the agenda. In mail meetings the Secretary shall send each member of the Executive Committee a copy of each written notice submitted under sub-sections F.1. and F.2. of this section.
5. Dues Increase. A proposal to increase any membership dues or other fees, except for an increase due to an insurance premium increase, shall be noticed to the Board of Directors not less than two Board meetings with action to be taken not before the second such notice.
6. Distribution of Agenda
 - a. At least thirty (30) days before each meeting, the Secretary shall distribute to each Yudanshakai president, member of the Board of Directors and each Committee Chairman a copy of the tentative agenda.
 - b. Any matter not on the agenda distributed, unless otherwise permitted by these bylaws (e.g., subsect. 9.F.3) or parliamentary procedure or due to an error by the Secretary, shall not be considered by the Board of Directors.

G. Order of Business

The order of business at all meetings shall be as follows:

1. Seating of the delegates and alternates
2. Minutes of previous meeting
3. Financial reports
4. Committee reports
5. Special reports
6. Unfinished business
7. New business
8. Program
9. Election and installation of officers (when appropriate).

Art. IV, Sect. 9

H. Action By Mail Without a Meeting

1. Any action required or permitted to be taken by the Board may be taken without a meeting, if a majority of all directors shall consent to such action. Non-response by a director shall be deemed a vote against the proposed action.
2. A summary of votes received shall be filed with the minutes of the proceedings of the Board.

I. Procedures for Conducting Business

1. The business of the Corporation shall, except as otherwise provided herein, be governed by the Rules of Parliamentary Procedure.
2. Whenever a written secret ballot is approved by the Board, the President shall appoint three vote tellers, at least one of which shall represent each side of the issue; the Secretary shall supply to each voting delegate a preprinted ballot with the words "Yes" and "No"; after the votes have been totaled, total votes shall be announced to the Board and the ballots shall be destroyed at the end of the meeting.

Section 10. Voting

The officers of the Corporation, as well as the National Registration Chairperson, shall not have a vote, unless that individual is a qualified delegate of a Yudanshakai. The Chairman of the Board shall have the right to vote only to break a tie-vote.

Section 11. Standard of Care

A. General

1. A director shall perform the duties of a director, including duties as a member of any committee of the Board on which the director may serve, in good faith, in a manner such director believes to be in the best interest of this Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.
2. In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:
 - a. One or more officers or employees of the Corporation whom the director reasonably believes to be reliable and competent in the matters presented;

Art. IV, Sect. 11

- b. Counsel, independent accountants or other persons as to matters which the director believes to be within such person's professional or expert competence; or
 - c. A committee of the Board upon which the director does not serve, as to matters within its designated authority, which committee the director believes to merit confidence, so long as in any such case, the director acts in good faith, after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.
3. A person who performs the duties of a director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which a Corporation, or assets held by it, are dedicated.

B. Investments

1. Except with respect to assets held for use or used directly in carrying out this Corporation's charitable activities, in investing, reinvesting, purchasing, or acquiring, exchanging, selling and managing this Corporation's investments, the Board shall avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income, as well as the probable safety of this Corporation's capital, except that with respect to any endowment fund of the Corporation, the Board of Directors shall endeavor to conserve the assets of such fund in order to maintain an income generating source for the Corporation's purposes of any such endowment.
2. No investment violates this section where it conforms to provisions authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to this Corporation.

Section 12. Prohibited Transactions

A. Loans

1. In general, this Corporation shall not make any loan of money or property to or guarantee the obligation of any director or officer.
2. This Corporation may advance money to a director, officer or any member of this Corporation for authorized expenses reasonably anticipated to be incurred in performance of the duties of such officer, director or member provided adequate substantiation of expenditures is given by such person to the Treasurer together with a return of any unsubstantiated advances within a reasonably short time after the activity causing such expenditures.

Art. IV, Sect. 12

B. Self-Dealing Transaction

1. Except as provided in subsection C below, the Board shall not approve a self-dealing transaction.
2. A self-dealing transaction is a transaction to which the Corporation is a party and in which one or more of the directors has a material financial interest.

C. Approval

1. The Board of Directors may approve a self-dealing transaction if the Board determines that (1) the Corporation enters into the transaction for its own benefit; (2) the transaction is fair and reasonable to the Corporation; and (3) after reasonable investigation, the board determines that it could not have obtained a more advantageous arrangement with reasonable effort under the circumstances.
2. Such determinations must be made by the board, in good faith, with knowledge of the material facts concerning the transaction and the director's interest in the transaction, and by a vote of a majority of the directors then in office, without counting the vote of the interested director or directors.
3. Notwithstanding any provision above to the contrary, no self-dealing transaction may be entered into or approved if it violates Section 4941 or any other provision of the Internal Revenue Code of 1986, as amended time to time and as applicable to non-profit and tax exempt organizations.

Section 13. Indemnification

- A. This Corporation shall provide indemnification to the full extent allowed by the law to its officers and other officials.
- B. The Board of Directors may authorize purchase of officers and directors E and O insurance.

Section 14. Inspection

Every member Yudanshakai, by written request of its Board of Directors, shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents, and to inspect the physical properties of this Corporation.

Section 15. Compensation

- A. The Board of Directors may, by resolution, pay a director a reasonable fee for services as a director and expenses for attending meetings of the Board of Directors and/or the Board of Examiners.

Art. IV, Sect. 15

- B. The delegate receiving compensation must attend and participate fully in the meetings of the Board of Directors, and/or the Board of Examiners, and must be a member in good standing of a member Yudanshakai.
- C. Compensation must be voted on and approved at every meeting of the Board of Directors for which attendance by a delegate such compensation is to be paid.

Section 16. Planned Giving Director (01-0424-2)

A. Duties & Responsibilities:

1. Promote, develop and secure planned gifts;
2. Report activities and production on a regular basis to the President, Executive Director and Board of Directors;
3. Maintain donor contact both before each completed gift and afterwards;
4. Keep up to date on all appropriate tax laws relating to planned giving;
5. Maintain familiarity with various acceptable and proper planned giving arrangements;
6. Coordinate and promote the USJF Planned Giving Program through media advertising, direct mail and communications media of USJF;
7. Establish an annual planned gifts goal;
8. Give full time to USJF Planned Giving except to the extent otherwise established by USJF Board of Directors;
9. Cooperate with and participate in any approved training and continuing education programs;
10. Work closely with corporate legal or tax counsel;
11. Maintain an unimpeachable level of honesty, credibility, enthusiasm, and insight;
12. Refrain from signing on behalf of the USJF, and continue from investing or subordinating funds belonging to a donor or to USJF;
13. Refrain from any direct personal gain as a result of donor contacts and accept no gratuities or gifts, and allow no bequests or remainder interests to be designated to the individual representing USJF in the position, except as formally and expressly provided in the agreed plan of compensation between USJF and the Planned Giving Director;
14. This position may be compensated with a fixed salary, percentage of funds secured for USJF or in any other way mutually agreed upon between the consultant or employee and USJF, and as approved by Corporate Counsel;
15. It is the policy of USJF to exercise caution against the use of any high-pressure sales techniques when dealing with donors and prospective donors;
16. All information concerning donors shall be kept strictly confidential and shall remain the property of USJF both during the term of employment or consultation and for a period of eighteen months thereafter;
17. Ensure that the President and Board of Directors are kept well informed about plans and progress in relation to gifting strategy and activities;

Art. IV, Sect. 16

18. Create and manage new initiatives for the USJF donor's program for the specific purpose of increasing new gift support; and
19. Represent USJF at special functions and other appropriate events.

B. Qualifications.

1. Show a documented record of fundraising success, including direct, individual and major gifts solicitation and participation in a capital, endowment or comprehensive campaign;
2. Possess knowledge of all gifting methods including use of appreciated, retirement, and life insurance assets, planned, deferred and split interest gifting;
3. Have experience in working with active, involved volunteer membership and leadership of community non-profit organizations;
4. Evidence a commitment to the mission, philosophy, and values of USJF;
5. Evidence an ability and motivation to become a passionate, highly knowledgeable and articulate spokesperson for USJF;
6. Evidence a high degree of professionalism, sensitivity and integrity;
7. Evidence interpersonal and communication skills with individuals and groups of varying size;
8. Possess the ability to earn the confidence of a wide range of internal and external constituents;
9. Possess a high degree of initiative, energy and ability to work independently; and
10. Possess a competitive level of entrepreneurial spirit and flexibility.

C. Compensation.

Compensation will be commensurate with experience and record of successful planned giving achievements and shall include a competitive package of fringe benefits.

ARTICLE V
BOARD OF EXAMINERS

Section 1. Delegation and Power

As a delegation of power and authority by the Board of Directors, the Board of Examiners shall:

- A. Encourage the training and development of competent Judo instructors and practitioners;
- B. Make and rule upon rank and proficiency awards, which power may be further delegated by the Board of Examiners to local Yudanshakai promotion boards where appropriate and where necessary to modify, suspend or withdraw such promotion authority; and
- C. Promulgate rules establishing uniform procedures and standards, which rules have the same force and effect as if they were a part of these Bylaws.

Art. V, Sect. 2

Section 2. Regulate the Sport of Judo

It is not the intent of these Bylaws to regulate the sport of Judo, nor to guarantee the competence, integrity and other worthwhile traits of coaches, instructors, tournament directors and other persons and officials associated with the USJF or its sanctioned programs and events.

Section 3. Composition

- A. Each Yudanshakai member in good standing shall delegate representatives to serve on the Board of Examiners as provided in Article III, Section 1.
- B. Each individual delegate to the Board of Examiners shall
 - 1. Be a member of the Yudanshakai that appoints him or her and
 - 2. hold a rank of sandan or higher that is recognized by, and registered with the USJF.
- C. The Board of Directors shall establish, by resolution,
 - 1. The number of delegates each member Yudanshakai may have on the Board of Examiners; and
 - 2. The number of votes each member may cast, which shall be determined by a formula based on the number of individual USJF members registered with the Yudanshakai member.
- D. Delegates to the Board of Examiners shall retain office for a term of two (2) years, except that the number of voting Board of Examiners each Yudanshakai member shall be entitled to shall be dependent on such Yudanshakai's registered individual members as of the cut-off dates and formula set forth in Art. IV, Sec. 2.B. A Yudanshakai may, at any time, on thirty days written notice from its president to Corporate Secretary or National Office, replace any or all of its delegates to the Board of Examiners in accordance with its selection procedures.

Section 4. Officers

- A. The Board of Examiners shall elect from among its members a chairman, vice chairman, a secretary, and such other officers as may be necessary every two (2) years, to coincide with the election of the officers of the Board of Directors.
- B. The chairman shall preside at meetings of the Board of Examiners and shall be a member of the Executive Committee. The vice-chairman shall serve in the chairman's absence.

Art. V, Sect. 4

- C. The secretary shall prepare minutes of meetings, file the minutes with the secretary of this Corporation, and prepare a report on the activities of the Board of Examiners for presentation at each meeting of the Board of Directors.

Section 5. Meetings

Meetings and action of the Board of Examiners shall be governed by and held with votes taken in accordance with the provisions of Article IV of these Bylaws concerning meetings of directors, with such changes in the context of those bylaws as are necessary to substitute the Board of Examiner and its members for the Board of Directors and its members.

Section 6. Board of Examiners Vote

- A. Each member Yudanshakai shall be entitled to votes on the Board of Examiners, based on their registration of yudanshas calculated prior to each meeting as verified by the National Office as of the cut-off dates for registration as set forth under Art. IV, Sec. 2.B here in above, as follows:

Number of Yudanshas	Delegates	Alternates	Votes	Number of Votes per Card		
				One Vote Cards	Two Vote Cards	Three Vote Cards
Less than 15	2	2	0	0	0	0
16 - 99	2	2	2	2	0	0
100 - 199	2	2	3	3	0	0
200 - 299	2	2	4	2	2	0
300 - 399	2	2	5	0	1	1
400 - 499	2	2	6	0	0	2

- B. Yudanshakais shall receive one additional vote based on increments of 100 yudanshas.
- C. Board of Examiner rules and changes thereto shall take effect when adopted by a majority vote of the Board of Examiners at any duly called meeting thereof.
- D. The Board of Examiners shall follow the rules of Parliamentary Procedure in the conduct of all business considered by the Board and its committees.

Art. V, Sect. 6

- E. The maximum number of votes a member of the Board of Examiners shall have is set forth in Subsection 6.A above. Because of the fiduciary relationship between each member of the Board and the USJF membership and the strong preference against proxy representation by directors, those members present shall not have the right to vote for absent members of the Board. (See Article VII, Section 4.D.)

**ARTICLE VI
COMMITTEES**

Section 1. Standing Committees

The following committees shall be the Standing Committees of this Corporation. Committee members and chairpersons (01-0424-4) shall be appointed by the President subject to the approval of the Executive Committee unless otherwise provided herein. The purpose, composition and duties applicable to each committee shall be as determined from time to time by the Board of Directors except as otherwise set forth herein below.

- A. Athlete-Scholar of the Year Committee
- B. Development Committee
1. Composition (01-0424-8). The Development Committee shall consist of a Chairperson, Vice Chairperson and the Chairpersons of the following six Development Subcommittees:
- a. Junior Development Subcommittee
 - b. Senior Development Subcommittee
 - c. Technical Research Subcommittee. This committee shall have the following functions and membership:
 - (i) to analyze and evaluate current techniques;
 - (ii) to determine and develop optimally effective ways of training players; and
 - (iii) to develop new forms of techniques that will allow our players to be competitive against other players who are benefiting from the development of such techniques.
 - (iv) Committee membership should consist of some of the most accomplished Judo instructors and retired Olympic and World medallists, not to exceed a total of ten members.

Art. VI, Sect. 1

d. National Teachers Institute Subcommittee

e. Kata Development and Certification Subcommittee

1. Duties. This Committee shall be responsible for the promotion of the study of katas (forms), and establishment of criteria for certifying kata instructors and standards for kata competition. It shall be responsible for the conduct of any national USJF kata competition. A Board of Kata Examiners shall be established by and report to the Committee for the purpose of examination and certification of USJF kata instructors.

The Committee shall schedule and conduct clinics, programs, training courses, seminars and workshops to disseminate the standards of internationally recognized katas, and to assist in the kata education of USJF members. The Committee shall provide such other assistance to USJF members as may be necessary to further accomplish its objectives.

2. Composition.

a. This Committee shall consist of not less than ten members whose composition should constitute a diverse cross section of USJF members from around the United States.

b. The Board of Kata Examiners shall consist of not less than five members including its chairperson. Each member of the board shall be a current USJF member and hold a minimum rank of 6-dan for male and 5-dan for female, and possess such other requirements as the Committee may, from time to time, deem appropriate to maintain a credible certification program.

3. Certification. The Board of Kata Examiners shall establish kata instructor standards and a classification system.

f. Referee Development and Certification Subcommittee

2. Purpose. The central purpose of the Development Committee shall be the establishment of all subcommittee programs and Judo development goals and coordination of programs so as to provide for the most efficient and cost-effective possible administration of USJF athlete development programs, to maximize USJF service to Yudanshakais wishing to utilize such development programs, and to insure, as much as possible, the equitable distribution of USJF development funds for junior and senior development clinics, technical research and for such other purposes as the President shall, from time to time, deem consistent with new and ongoing development goals of USJF.

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C. Emeritus Director Awards Committee

1. Eligibility. The special status of DIRECTOR EMERITUS may be conferred upon selected USJF active Life Members being 65 years of age or older and holding minimum USJF rank of shodan.
2. Privileges. That DIRECTORS EMERITUS shall have and hold all rights and privileges of USJF Board of Director-delegates except the right to vote in the capacity of an Emeritus director.
3. Selection. DIRECTOR EMERITUS delegate status may be requested by written application from an eligible member or on behalf of such person by any USJF or yudanshakai official or by the Director Emeritus Nominating Committee with approval and acceptance of such special status to be automatic following verification of USJF good standing, age, rank and Life Membership status.

D. Endowment Trust Committee

See Endowment Trust Agreement dated October 30, 1991, attached hereto as EXHIBIT A and incorporated herein by this reference.

E. Executive Committee

1. Powers. The Executive Committee shall conduct the affairs of the Corporation between meetings of the Board of Directors and

shall act as a committee on credentials at the meeting of the Board of Directors. It shall meet prior to all meetings of the Board of Directors and arrange the agenda and prepare recommendations to the Board of Directors with respect to affairs of the Corporation.
2. Appropriate Funds. The Executive Committee shall have the power to appropriate funds for USJF business provided however, for any sum exceeding \$500.00 on any one item the unanimous consent of the Committee shall be required.
3. Special Meetings. The Executive Committee shall have the power to call special meetings of the Board of Directors at a time and place specified by it.
4. Composition
 - a. The Executive Committee shall be composed of the following:

President

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First Vice-President

Second Vice-President

Secretary

Treasurer

Chairman of the Board of Examiners

Up to two individual members of the USJF in good standing with professional or specialized training useful to USJF by the President.

- b. The Executive Committee may elect two additional members to the committee provided neither is a member of a Yudanshakai already represented on the committee.

F. Finance Committee

1. Powers and Duties. The Finance Committee shall advise and assist the Treasurer in the performance of his duties, advise and assist the officers, the Executive Committee, and the Board of Directors with respect to the acquisition and disbursement of funds and the maintenance of a sound corporate financial condition.
2. Composition. The Finance Committee shall be composed of the Treasurer, who shall act as chairman, and not less than four (4) members of the Board of Directors. One (1) USJF member should have professional training in finance or accounting.

G. Fukuda Scholarship Committee

H. Insurance Committee

I. Law and Legislation Committee

J. Life Membership Committee

K. Medical Committee

L. Merchandising Committee

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M. National Tournament Committee

1. Composition. The Junior Development Subcommittee chairman shall serve as the chairman of the National Tournament Committee. The President or his designee and the chairman of the Standards Committee shall be on this Committee. The Executive Director and the incumbent Junior and Youth National Tournament Director shall serve as advisors to the Committee.
2. Duties. The National Tournament Committee shall be responsible for interpreting the standards applicable to the annual USJF Junior and Youth National Championships as set forth in the National Tournament Handbook and such other rules as may be recommended by the Junior Development Subcommittee and adopted by the Board of Directors. The Committee shall be responsible for resolving disputes and challenges in bracketing, qualifications and other eligibility and tournament organization matters affecting contestants and coaches but not mat officials. The Tournament Committee shall ensure that a contract is properly executed between the USJF and Yudanshakai sponsoring or hosting the annual USJF Junior and Youth National Championships.

N. Promotion Committee

1. Duties. The Promotion Committee shall consider all promotion applications not falling under the jurisdiction of the Yudanshakai of the applicant, and make recommendations to the Board of Examiners concerning these promotion applications.
2. Composition
 - a. The Promotion Committee shall consist of membership as follows:
 - (i) The number of committee members shall be no less than 13, each of whom shall be a member of the Board of Examiners. Additional seats on the Promotion Committee may be required by the terms of subparagraph a (iii) of this Section;
 - (ii) No Yudanshakai shall be entitled to hold more than one seat on the Promotion Committee;
 - (iii) A Yudanshakai with 500 or more currently registered USJF members ("large Yudanshakai") shall be entitled to appoint one of its delegates to the USJF Board of Examiners to the Promotion Committee;

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- (iv) If the Promotion Committee consists of fewer than thirteen members after the application of subparagraph a (iii) hereinabove, then the remaining seats on the Promotion Committee shall be filled so as to achieve maximum number of Yudanshakais as follows:
 - (a) The President shall appoint up to two eligible members of the Board of Examiners; and
 - (b) Any of the thirteen Promotion Committee positions vacant after filling the large Yudanshakai seats and Presidential appointment seats (subparagraphs a (iii) and a (iv) (a) hereinabove) shall be filled by a vote of the Board of Directors from among the remaining eligible members of the Board of Examiners.
 - (v) the newly constituted Promotion Committee shall then elect a chairman and vice-chairman from among its members. The chairman shall serve as chairman until a new chairman is elected by the committee. The vice-chairman shall perform the duties of chairman in the chairman's absence.
- b. Each member of the Promotion Committee shall hold the rank of godan or higher for men and yodan or higher for women.
 - c. Yudanshakai registration for purposes of determining eligibility for automatic membership on the Promotion Committee shall be that March 31 immediately prior to the scheduled biennial election of officers and the selection of committee members in accordance with this paragraph N.
3. Term and Substitution of Members. The term of each committee member, its chairman and any officers it may have shall be two years commencing with the conclusion of the Spring meeting. An alternate committee member may serve for an absent large Yudanshakai representative. Any other vacancy may be filled by presidential appointment.

O. Public Relations Committee

- 1. Duties. The Public Relations Committee shall seek to acquaint those outside the USJF with the true spirit and art of Judo and the benefits to be derived from participation in Judo and cooperation with the USJF. It shall advise and assist the President in connection with all publications of the USJF and shall make recommendations to the Board of Directors as to ways and means to increase the effectiveness and prestige of the USJF. It shall advise and assist Yudanshakai members and club members in public relations matters.

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2. Composition. The Public Relations Committee shall consist of a chairman, and three or more other USJF members.

P. Redistricting Committee

1. Duties. The Redistricting Committee shall be responsible to the Board of Directors reporting through the Executive Committee on matters of organizational development. The Committee shall consider how the Yudanshakai system of regional governing bodies can be better utilized for the delivery of USJF service, particularly in those areas with no regional Yudanshakai organization, those areas where a Yudanshakai may be underutilized, and those areas where a single Yudanshakai may be unable to provide adequate services to all its members due, e.g., to population density or wide-spread geographical area.
2. Composition. The Redistricting Committee shall consist of such USJF members as the President may from time to time appoint.

Q. Registration (National) Committee

1. Duties. The National Registration Committee shall be responsible for the maintenance, registration, tabulation, and administration of all membership records with advice and assistance of the Executive Director and national office facilities, equipment and personnel. The committee shall meet in person, by mail or telephone call, not less than annually to review registration policies, practices and procedures, including, by way of example, the automation of registration renewal by interested Yudanshakais.
2. Composition. The National Registration Committee shall be composed of the registration chairman from each member Yudanshakai with its chairman to be selected by the committee at the time set for biennial USJF elections. The committee may also select a vice-chairman and such other officers as it deems appropriate.

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R. Standards Committee

1. Duties. The Standards Committee shall seek to maintain high standards of conduct and performance among the members of the USJF in all matters pertaining to Judo, and shall investigate questions of improper conduct and performance by members, including improper promotions or assertions of rank. It shall report its findings and recommendations to the Executive Committee. It shall investigate and report to the Executive Committee any condition, practice, or abuse by members or non-members tending to mislead, impose upon, or endanger the public or otherwise bringing the USJF or American Judo into disrepute; and with the approval of the Executive Committee, take steps to correct any such condition, practice, or abuse. It is generally preferable that investigation involving possible improper conduct and potential disciplinary action against a member be initiated by the Committee upon the request of the President.
2. Amateur Standards. The Standards Committee shall seek to maintain and enforce the amateur or eligibility code as applicable to members of the USJF. The Standards Committee shall work in close harmony with other Organizations interested in the amateur status of athletics.
3. Composition. The Standards Committee shall be composed of at least one member of the Board of Examiners and not less than four other members of the Board of Directors.

S. Women's Committee. The Women's Committee shall work to promote issues of importance to joshi Judo development including equal opportunity and access to every USJF program or service.

T. Electronic Communication Committee (96-0409-1).

1. Duties. The Electronic Communication Committee ("ECC") shall be responsible for the development and maintenance of a USJF presence on the Internet. The ECC will provide and facilitate optional means of effective electronic communications between USJF members, clubs, the National Office, and the officers of the corporation. The ECC shall develop and maintain USJF electronic access to include, at a minimum, information on USJF clinics, tournaments, and meetings. Additional information and files may be included on the recommendation of the committee and approval by the Executive Committee. This information may include electronic applications for sanction and membership. Limited USJF club contact information could be made available through the Home Page for the benefit of travelers, students relocating and for Sensei to Sensei exchanges. A file transfer site may be established to make available current editions of the USJF Promotion Standards, Tournament Handbook, USJF Handbook, and the USJF News Magazine and other downloadable multi-media files.

Art. VI, Sect. 1

2. **Composition.** The ECC shall be composed of no less than five (5) members and no more than nine (9) members and shall always have an odd number of members.
3. **Budget.** The ECC may submit an annual budget request sufficient to develop and maintain USJF's Internet access.
4. **Meetings.** The ECC shall meet no less than twice annually, where possible immediately prior to the USJF annual, special or other periodic board meetings. Such meetings may be in person, through electronic media, or both.

U. **Marketing Committee (97-0429-4).**

1. **Duties.** The Marketing Committee ("MC") shall be responsible for the development and maintenance of programs and materials for the effective marketing of the benefits of Judo and USJF membership to the public. Marketing shall include but not be limited to programs and materials such as: videos, flyers/brochures, Internet/World Wide Web access, "How To" publicity kits, demonstrations, education, merchandise, hiring and using a marketing consultant, peer recognition programs in conjunction with the educational system, contacting local/regional government offices, networking with other organizations, joint demonstrations with other martial arts, opportunities for the creation of professional clubs (profit) or volunteer clubs (non-profit), access to free television air time, press kits, holding open class/house, local/regional advertising strategies, "how to" information on getting event/results published in your local newspaper, and general public relations;
2. **Composition.** The MC shall be composed of no less than five (5) members and a maximum of nine (9). The number of members will always be an odd number. Its chairperson will be appointed by the President.
3. **Budget.** The MC may submit an annual budget and request USJF funding sufficient to develop and maintain its various programs and materials.
4. **Meetings:** The MC shall meet no less than twice annually, where possible immediately prior to the USJF annual, special or other periodic board meetings. Generally these meetings will be held in person, but the use of tele-conferencing or other electronic media may be used.

Section 2. **Adhoc Committees**

The President shall have the authority to create and disband all adhoc committees, appoint the members and chairman thereof, and determine the size and duties of each such committee.

Art. VII, Sect. 1**ARTICLE VII
MISCELLANEOUS**

Section 1. Tournaments, Seminars, and Clinics

- A. The Corporation and its members have the right to sponsor tournaments, seminars, clinics, and other activities in furtherance of the development of Judo. Every USJF sanctioned tournament should be open to non-USJF members registered with either USJI or USJA unless such tournament is a promotional tournament or team tournament, in which case the tournament may be open or closed as an invitational tournament to specified USJF members and clubs.
- B. Sanctions
1. All activities such as tournaments, clinics, and seminars, shall have the official support of the Corporation only when sanctioned by the Corporation.
 2. Applications for sanctions may be obtained from any Yudanshakai president or registration chairman, or from the national office.
 3. Completed sanction applications, with all required signatures, must be forwarded to the national office, with the appropriate fees, by the deadline established in the sanction application or published rules for USJF sanction.
 4. Members participating in events not sanctioned by the Corporation shall not accrue any benefits otherwise available to members of the Corporation.
 5. A sanction may be granted by the USJF to an eligible applicant as provided in this Section hereinabove to cover multiple tournaments, clinics, seminars and similar judo activities. Procedural rules and fees for such multi-activity sanction may be established by action of the Board of Directors from time to time.
 6. The Board of Directors shall periodically review its schedule of fees for sanctioning events and as necessary and desirable may change such fee schedule by resolution.

Art. VII, Sect. 1

7. A USJF single event sanction may be issued, at the sole discretion of the USJF, to a non-USJF Club applicant (Non-JF Applicant). The non-JF Applicant must have the endorsement of its national parent organization attesting to the fact that its members are qualified to conduct the event for which the sanction is required. The fee for a non-JF Club sanction shall be the same as that charged a USJF Club, provided that the national parent organization of the non-USJF Charter Club offers the USJF and its Clubs reciprocity in granting sanctions based upon identical criteria and fees, otherwise the fees shall be twice the amount charged to USJF applicants. A sanction request by a US Judo Association club or by a state governing body of US Judo, Inc., or by US Judo, Inc., or US Judo Association may be processed and approved in accordance with the non-JF applicant procedures.
8. The USJF Executive Director shall make known to all USJF Clubs and to the USJI and USJA, procedures necessary to obtain a USJF event sanction. The dissemination of information should also be accomplished through the USJF NEWSLETTER and USJF NEWS MAGAZINE.
9. By action of the Board of Directors and subject to periodic review and revision, a standard sanction application form and waiver, release and indemnification agreement may be adapted and utilized in harmony with other national Judo organizations so long as the Board believes such standardization and any later changes to such procedures and forms is in the best interests and furthers the purposes of USJF.
10. Coed competition may be permitted in local, state and regional tournaments in the sole discretion of the tournament director and committee; provided, however, that there shall not be permitted any coed competition for competitors over the age of 10 years.

Section 2. Grass Roots Funding Programs

- A. When possible, the Corporation will sponsor programs known as "Grass Roots Funding" programs, to aid financially its members in participating in USJF-sponsored events or such other events as the USJF may from time to time support.
- B. These programs may aid Yudanshakai members, individual and team competitors, and referees.
- C. Yudanshakai Grass Roots Funding. Qualified Yudanshakai members who meet the criteria for Full Status as stated in Article II, Section 2, at the time of tabulation of total membership as specified in Article IV, Section 2-B, are eligible for Grass Roots Funding.

Art. VII, Sect. 2

D. Grass Roots Funding for Competitors

1. Competitors who place in the top three places of each division in USJF-sponsored tournaments, such as the USJF Junior and Youth National Championships, may be eligible for Grass Roots funding.
2. The Board of Directors may also vote to provide Grass Roots Funding to those competitors placing at other tournaments, such as the USJI Senior National Championships, the United States International Invitational Tournament, the U.S. Ladder Tournament, the U.S. High School Nationals, and the U.S. Junior Olympics.
3. Competitors eligible for Grass Roots funding on the basis of competition must be members in good standing of a USJF Club and member Yudanshakai at least 3 months prior to the event at which the individual qualified for funding and for the immediate past year. Persons who registered as an at-large member of USJF at any time during the qualification period are not eligible for grass roots or any other USJF grants.
4. No more than one grant shall be awarded to any athlete eligible for grass roots funding even though such athlete competes in more than one division or in more than one event at the same competition. By way of example and not limitation, there is no dual eligibility in both the open division and a second division or in regular and masters divisions.
5. Disbursements for individual recipients shall be made to such person's USJF club. Such disbursement may, in the sole discretion of such club's head sensei, then be paid to such individual or be retained in such club's treasury if the club advanced funds to such individual in an amount at least equal to the USJF grant.

E. Grass Roots Funding for Teams

1. The Corporation may provide funds to Yudanshakais to help defray travel costs for Yudanshakai teams participating in tournaments sponsored by the Corporation.
2. Each Yudanshakai receiving team funding must be a member in good standing with the Corporation, having at least 200 registered members as of 31 March of the current year.
3. Provisional Yudanshakais will not receive funding; they may, however, be allowed to enter a team in competition.
4. Each team member must be a registered member in good standing with the Yudanshakai and with the Corporation at least 3 months prior to the event.

Art. VII, Sect. 2

F. Grass Roots Funding for Referees

1. USJF members who referee at USJF-sponsored tournaments may be eligible for Grass Roots Funding.
2. These referees must be members in good standing of qualified Yudanshakais at least 3 months prior to the event and the immediate past year, and must have refereed in the tournament for the entire duration of the event.

G. Budgeting. Any grass roots funding will only be possible when included in the USJF fiscal year budget of the appropriate committee responsible for a grass roots activity.

Section 3. Mail Vote

- A. When a mail vote of the members on any question shall be directed by the Board of Directors, the Board of Examiners, or any Committee, the secretary shall mail to each member, and to each member's delegates to any board or committee of this Corporation, a ballot which sets forth the question; provides an opportunity to specify approval or disapproval; fixes a reasonable time-not less than fifteen (15) days from the date of mailing-within which ballots must be returned to the Corporation in order to be counted; and states the number of responses needed to meet the quorum requirement and the percentage of approvals necessary to pass the measure.
- B. Approval by mail under this section shall be valid only when:
1. The number of votes cast by mailed ballot within the specific time period equals or exceeds one-third (1/3) of the total number of eligible voters in good standing at the time the ballots are mailed by the secretary; and
 2. The number of votes to approve must equal or exceed the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by mailed ballot (see reference in Article IV, Section 10-E-2).
- C. In any question decided by mailed ballot, each member shall have one vote, unless otherwise indicated on the ballot.
- D. The Secretary shall make exact minutes of the question, the number of ballots received, and the vote; all of which, along with the ballots received, shall become a part of the permanent records of the USJF for a period of one year. The Secretary shall notify all members of the result of the mail vote and indicate the vote of each of the members as soon thereafter as practical.

Art. VII, Sect. 4

Section 4. Yudanshakai and Directors' Relationship to USJF

- A. The Board of Directors may provide such assistance and guidance to its members as may be necessary for conducting its affairs with them.
- B. All member Yudanshakais shall file with the offices of the Secretary and the Chairman of the Law and Legislation Committee a copy of their Constitution, By-Laws, (if incorporated) and such other rules and regulations which may govern their operation. Unincorporated Yudanshakais shall file a copy of their articles of association. Amendments to any of these documents must be reported within 45 days of their approval.
- C. Any member Yudanshakai which fails to file and maintain the required documents or amendments shall not be entitled to any of the privileges, benefits, or rights of membership, including the right of representation on the USJF Board of Directors and Board of Examiners.
- D. Delegate/Director representation of a Yudanshakai and participation on the USJF Board of Directors is a personal and non-assignable or non-delegable right and responsibility. Each member of the USJF Board of Directors and its committees is reminded of their fiduciary responsibility to meet, discuss and personally vote on all Corporate business matters. The fiduciary duty of deliberative control may not be delegated. A director, committee member or other corporation official cannot act by proxy, unlike corporate shareholders, which this corporation does not have.

Section 5. Fiscal Year and Registration Year

The fiscal year of the corporation shall commence on 1 January and end on 31 December each year. The period for membership registration shall be 1 September through 31 August.

Section 6. Corporate Seal

- A. This Corporation may have a seal, which shall be specified by resolution of the Board of Directors.
- B. The seal may be affixed to all Corporate instruments, but failure to affix it shall not affect the validity of the instruments.

Section 7. Contracts

All contracts entered into on behalf of this Corporation must be authorized by the Board of Directors, or where it may delegate appropriate authority, by the Executive Committee.

Art. VII, Sect. 8

Section 8. Definition of Amateur

The USJF hereby adopts the definition of the term "amateur" as defined by the National Governing Body for United States Judo (NGB).

Section 9. Saving Clause & Waiver

- A. The provisions hereof shall be deemed independent and severable, and the invalidity or partial invalidity or enforceability of any one provision or portion thereof shall not affect the validity or unenforceability of any other provision hereof.
- B. Any provision of these bylaws, unless expressly provided herein, may be waived by the Board of Directors or where applicable, by the appropriate USJF committee. Any waiver of these bylaws should be set forth in writing in the minutes of any meeting where at the Board or such committee vote to waive any requirement of these bylaws, thus evidencing a waiver with full knowledge and consent.

Section 10. Limitations

The following limitations are placed on the powers of the Corporation and upon obligations arising from anything done by it:

- A. The Corporation shall have no power to discriminate against any person or group because of race, color, creed, sex, age or national origin;
- B. The Corporation shall have no power to enter into agreements, contracts, or arrangements that bind any of the members personally or which diminish its authority or that of its members over Judo within such Corporation's respective jurisdictions; and
- C. No member of the Corporation shall be bound personally by any obligation or liability incurred by the Corporation or resulting from anything done by the Corporation.

These Bylaws, amended and restated this 25th day of October 1994, with amendments through April 24, 2001 by action of the Board of Directors.

United States Judo Federation, Inc.

by: Noboru Saito, President

Addendum: Intro To Endowment Funds**AN INTRODUCTION TO ENDOWMENT FUNDS**

by Robert C. Brink
(USJF President, 1992 – 1996)

Most people being "wage earners" earn income by performing personal services. An "Investor" is one earning a return from the use of money and other types of property investments. In contrast to the wage earner and investor, businesses raise income from the sale of goods and services. How do these familiar notions compare with an endowment?

Webster's defines the term "endow...to furnish with an income." An endowment is more like an investment: The money owner invests and, hopefully, earns some "return" or income.

What happens to gifts made to an endowment? In an endowment, its income is intended for current operations, program costs grants and similar cost associated with the non-profit organization's tax exempt purposes. Similar to the investment held by a private investor, the gifts it receives, also known as the endowment's "corpus" or the "principal," are not intended to be used for programs and operating costs. An endowment fund principal is intended to be maintained, conserved and invested so as to generate annual income. Its gifts (principal) are not to be used up, spent or otherwise disbursed.

Often an endowment fund is established to receive gifts from all interested donors, including an organization's individual members, estates of deceased members, and other persons interested in the organization's charitable purposes. In addition, many endowment funds are started with an initial gift from the charitable organization itself, and further build up with continuing gifts from time to time. Many times such gifts are made in the name of an individual as a "memorial gift" and sometimes gifts are limited to some special use related to the organization's exempt purpose, e.g., "income only for use in junior elite athlete development."

Having an endowment fund with one or more popular charitable purposes is often viewed by charitable fundraisers as a good way to attract future financial support from prospective donors. Organizations, which have established endowment funds regularly, solicit support from both within and outside the organization. Gifts made to endowment funds very often consist of cash donations, donations of highly appreciated property (later sold by charity), testamentary bequests of members for gifts to be made from their estate after passing on, or by the pledge of a future gift in the form of insurance policy proceeds possible by the purchase of paid-up policy or by the payment of annual premiums for such insurance.

The possibilities for charitable gifting are only limited by imagination of the organization and its prospective supports. Unlike most other charitable gifting, the idea of giving to an endowment fund very often appeals to supporters of modest means preferring to see their organization's programs far into the future.

An endowment gift is often referred to as the gift that keeps giving; and now you know why.

Note: President's & Regular Life Membership fees are placed into the USJF Endowment Trust Fund.

Addendum: Endowment Fund Bylaws, Art. I

**ENDOWMENT FUND BYLAWS OF
THE UNITED STATES JUDO FEDERATION, INC.**

**ARTICLE I
NAME**

The name of the body to which these By-Laws apply is "UNITED STATES JUDO FEDERATION, INC. (hereinafter referred to as "USJF") ENDOWMENT FUND", referred to herein as "Trust".

**ARTICLE II
DUTIES AND RESPONSIBILITIES**

Trustees' Powers. In the administration of this Trust and of the Trust fund, the Trustees shall have all powers and authority granted in the USJF TRUST AGREEMENT, Section 6.

**ARTICLE III
MEMBERSHIP**

A. Composition. (96-0409-2) The Trust shall be composed of five Trustees.

The President and Treasurer of USJF Board of Directors shall be ex-officio members of the Trustees without vote.

B. Election. At its regular biennial election of officers, the Board of Directors of USJF will elect Trustees to replace those members whose terms have expired.

Those candidates who are approved shall be formally installed immediately following the USJF semi-annual Board of Directors meeting in which the election was held and immediately preceding the Trustees' election of Trust officers as provided herein.

Trustees who resign from the Trust prior to the expiration of their terms may be replaced by the USJF Board of Directors for completion of the unexpired terms.

C. Staggered Term. Each member of the Trustees except ex-officio members shall serve for a term of two years (96-0409-2) from the date of installation as Trustee and until a successor shall have been elected, or resignation accepted, provided that any member selected to fill an unexpired term shall serve for such unexpired term of the Trustee being replaced. At the first election of Trustees, staggered terms shall be set with one-half of those elected plus one person each to serve an initial four year full term and the remaining Trustees each to serve an initial partial term of two years.

Addendum: Endowment Fund Bylaws, Art. III

D. Qualifications. The purpose of the Trust will best be fulfilled if its membership reflects training and experience in the major areas in which the Trust requires counsel and management. To the extent feasible, Trustees should include persons of training and experience in the fields of public relations and communications media, finance and investment, accounting, law, education, and general business.

E. Meeting of the Trustees and Quorum. The Trustees shall meet two times annually in conjunction with semi-annual meetings of the USJF Board of Directors. Additional meetings may be called by the Chairman. A majority of Trustees shall constitute a quorum.

The business of the Trust shall be deemed the action of its Trustees consistent with Paragraph 5 of the Trust upon approval of a majority of Trustees.

The Chairman shall cause notices of all meetings of the Trustees to be sent and minutes of all Trustee meetings to be taken.

The Chairman shall set up an agenda for each Trustee meeting, the main items of which shall be announced to the members, together with the notice of the Trustee meeting. The Chairman may utilize the USJF secretary or USJF executive secretary or director for this purpose.

The Chairman may on his own initiative or on suggestion of any USJF officer invite to a board meeting any member of USJF or any other person for report or interview on matters pertaining to the agenda of the Trustee meeting.

ARTICLE IV OFFICERS

A. Election. (06-0409-2) Following the installation of Trustees following the USJF biennial Board of Directors meeting and elections, the Trustees shall elect from among its members a Chairman, Vice-Chairman, and any other officers required to carry out responsibilities of the committee each of whom shall serve for a term of two years, commencing immediately following such election and continuing until his successor is elected and takes office. Any person may be elected to the same office for successive terms.

B. Duties of Officers. The Chairman shall preside at all meetings of the Trustees and be an ex-officio member of any committee of the Trustees. The Chairman shall represent the Trustees in relations with the USJF Board of Directors, USJF Executive Committee and with governmental and civic organizations and agencies. The Vice-Chairman shall assist the Chairman in such ways as the Chairman shall request from time to time, and shall act in place of the Chairman in all matters when the Chairman is unable to act or be present.

Addendum: Endowment Fund Bylaws, Art. V**ARTICLE V
COMMITTEES**

The Trustees shall have committees as set forth herein, and, except as herein provided, the chairman, members and numbers for each such committee shall be determined by the Chairman or the Trustees.

A. Investment Committee. The Investment Committee shall be a standing committee of the Endowment Trust.

The USJF Endowment Trustees shall organize and maintain, from among their members, an Investment Committee for the purpose of reviewing investment policy matters, recommending changes in investment policies to the Trustees, reviewing investment performance, and otherwise monitoring the investment portfolio of the Endowment Trust assets.

The Investment Committee shall be composed of not less than three Trustees. The Chairman of the Endowment Trust will be one of the members of the Committee, with the remaining two members elected from the remaining Trustees. The Committee shall stand for election immediately following election of Trust officers, and members shall serve a term of two years. There shall be no limitation on the number of consecutive terms which a committee member may serve.

The Investment Committee shall review the investment activity of the Endowment Trust at least semiannually, and shall report its findings to the Board of Trustees.

B. Special Committees. From time to time, there may be created such special committees as may be necessary or desirable to serve specific Trust purposes.

**ARTICLE VI
BUSINESS RELATIONS WITH UNITED STATES JUDO FEDERATION, INC.**

No person shall, by reason of being a member of the Trustees be disqualified from dealing or contracting with the USJF as a vendor, purchaser or otherwise, nor shall any transaction or contract of the USJF be void or voidable by reason of the fact that any member of the Trustees or any firm of which a member of the Trustees is a member or any corporation of which any member is a shareholder or director, is in any way interested in such a transaction or contract, provided all such business matters are entered into by appropriate vote of only those Trustees having no direct interest in any such matter.

Addendum: Endowment Fund Bylaws, Art. VII

ARTICLE VII
AMENDMENTS OF BY-LAWS

These By-Laws may be amended by a majority of the Trustees subject to the approval of the USJF Board of Directors. Amendments may not alter the intention of the Endowment Trust Agreement.

These By-Laws of the USJF Endowment Trust are adopted by unanimous consent and approval by all the initial Trustees and by approval of the USJF Board of Directors as of the 30th day of October, 1991.

UNITED STATES JUDO FEDERATION, INC.

By: Yoshisada Yonezuka

Its: President

Addendum: Trust Agreement

UNITED STATES JUDO FEDERATION, INC.
ENDOWMENT FUND
(Restated and Amended)

TRUST AGREEMENT made the 30th day of October, 1991, was amended, restated (and including amendments through 4/2001) and restated on the 24th day of April, 2001, by and between UNITED STATES JUDO FEDERATION, INC., a corporation organized under the laws of the State of California, hereinafter referred to as "USJF" or "Donor", and the persons last hereinbelow listed and identified as "Initial Trustees" and their successors, hereinafter collectively referred to as the "Trustees".

1. Purpose of Trust. This Trust is created and shall be operated exclusively for charitable purposes within the United States or any of its possessions. No part of the trust fund shall inure to the benefit of any individual or member of the Corporation, and no part of the activities of this trust shall consist of carrying on propaganda, or otherwise attempting, to influence legislation, or of participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision hereof, this trust shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization which is tax exempt or by an organization donations to which are deductible from taxable income to the extent allowed by the provisions of the Internal Revenue Code and other applicable legislation and regulations as they now exist or may hereafter be amended or promulgated.

The uses and purposes of the UNITED STATES JUDO FEDERATION, INC. ENDOWMENT FUND shall be as follows:

(a) Until such time as the principal of this FUND shall reach an amount equal to FIFTY THOUSAND DOLLARS of fair market value, trust income shall be accumulated and added to principal.

(b) After the principal of this fund shall equal a fair market value of at least FIFTY THOUSAND DOLLARS, income only from the trust may be used for any and all charitable purposes of USJF.

2. Name of Trust. The name of this Trust shall be the "UNITED STATES JUDO FEDERATION, INC. ENDOWMENT FUND", or "USJF Endowment", and so far as practicable the Trustees shall conduct the activities of the Trust in that name.

3. Trust Fund. The Trustees may receive donations from the Donor or from any other sources in cash or in other property acceptable to them. All donations so received together with the income therefrom, herein referred to as the Trust Fund, shall be held, managed, administered, and paid out by the Trustees pursuant to the terms of this Agreement. The Trustees may accept donations which restrict their uses and purposes, provided such restrictions are within the uses and purposes set forth in Paragraph 1, and which limit the time, manner, amount, or other terms of distribution; but, unless otherwise specifically required, the Trustees may co-mingle such restricted donations with other assets of the trust fund'.

Addendum: Trust Agreement

4. Use of Trust Fund. The Trustees shall apply income only from the trust fund, at such time or times, in such manner, and in such amounts as they may determine, or as may be required by restricted donations, to the uses and purposes set forth in Paragraph 1, or they may make contributions to other charitable organizations to be used within the United States or any of its possessions. For this purpose, the term "charitable organizations" shall mean a corporation, trust, or community chest, fund, or foundation, created or organized in the United States or in any possession thereof, or under the law of the United States, any state, the District of Columbia, or any possession of the United States, organized and operated exclusively for religious, charitable, scientific, literary, educational or amateur athletic purposes, or for the prevention of cruelty to children or animals, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting, to influence legislation and which does not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office. Any other provisions of this agreement notwithstanding, the Trustees shall distribute the trust income for each taxable year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

5. Action of Trustees. The Trustees shall act by a vote of a majority of their number at any given time. Any instrument required to be executed by this trust shall be valid if executed in the name of this trust by such majority of the Trustees. All actions of the Trustees shall be taken either by resolution at a meeting or by written record without a meeting. The Trustees shall appoint from among themselves a secretary, who shall cause a record to be kept of all actions of the Trustees. A copy of any resolution or action taken by the Trustees, certified by any one of the Trustees, may be relied upon by any person dealing with this trust. No persons shall be required to see to the application of any money, securities, or other property paid or delivered to the Trustees, or to inquire into any action, decision, or authority of the Trustees.

6. Trustees' Powers. In the administration of this Trust and of the trust fund, the Trustees shall have all powers and authority necessary or available to carry out the purposes of this trust and, without limiting the generality of the foregoing, shall have the following powers and authority, all subject, however, to the condition that no power or authority shall be exercised by the Trustees in any manner or for any purpose whatsoever which may not be exercised by an organization which is tax exempt or by an organization donations to which are deductible from taxable income to the extent allowed by the provisions of the Internal Revenue Code and other applicable legislation and regulations as they now exist or may hereafter be amended:

(a) To receive the income, profits, rents, and proceeds of the trust fund, and to collect and receipt for the same.

Addendum: Trust Agreement

(b) To purchase, subscribe for, retain, invest, and reinvest in securities or other property wherever situated, and whether or not productive or of a wasting nature, and without any requirement for diversification as to kind or amount. The words "securities or other property" as used in this agreement shall be deemed to include real or personal property, corporate shares, common or preferred, or any other interest in any corporation, association, investment trust, or investment company, bonds, notes, debentures, or other evidences of indebtedness or ownership, secured or unsecured, even though the same may not be legal investments for a trustee under the laws applicable hereto; but securities and other property shall not be deemed to include shares or indebtedness of the Donor unless the same is donated to this trust. .

(c) To sell for cash, or on credit, convert, redeem, exchange for other securities or other property, or otherwise dispose of any securities or other property at any time held by them.

(d) To alter, repair, improve, erect buildings upon, demolish, manage, partition, mortgage, lease, exchange, grant options to lease or to buy, and sell or dispose of, at public or private sale, and upon such conditions and such terms as to cash and credit as they may deem advisable, real property.

(e) To pay all administration expenses of this trust and any taxes imposed upon it, and to settle, compromise, or submit to arbitration, any claims, mortgages, debts, or damages, due or owing to or from this trust, to commence or defend suits or legal proceedings, and to represent this trust in all suits or legal proceedings.

(f) To exercise any conversion privilege or subscription right available in connection with any securities or other property at any time held by them; to consent to the reorganization, consolidation, merger, or readjustment of the finances of any corporation, company, or association, or to the sale, mortgage, pledge, or lease of the property of any corporation, company, or association any of the securities of which may at any time be held by them and to do any act with reference thereto, including the exercise of options, the making of agreements or subscriptions, and the payment of expenses, assessments, or subscriptions which may be deemed necessary or advisable in connection therewith, and to hold and retain any securities or other property which they may so acquire.

(g) To vote personally, or by general or limited proxy, any shares of stock which may be held by them at any time, and similarly to exercise personally, or by general or by limited power of attorney, any right appurtenant to any securities or other property held by them at any time.

(h) To borrow money in such amounts and upon such terms and conditions as shall be deemed advisable or proper to carry out the purpose of this trust and to pledge any securities or other property for the repayment of any such loan.

(i) To hold part or all of the trust fund activities.

(j) To employ suitable accountants, agents, counsel, and custodians and to pay their reasonable expenses and compensation.

Addendum: Trust Agreement

(k) To register any securities held by them hereunder in their own name, or, to the extent permitted bylaw, in the name of a nominee with or without the addition of words indicating that such securities are held in a fiduciary capacity and to hold any securities unregistered or in bearer form.

(l) To make, execute, and deliver all instruments necessary or proper for the accomplishment of the purpose of this trust or of any of the foregoing powers, including deeds, bills of sale, transfers, leases, mortgages, security agreements, assignments, conveyances, contracts, purchase agreements, waivers, releases, and settlements.

(m) Any other provisions of this agreement notwithstanding, the Trustees shall not engage in any act of self dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws; nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws; nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws; nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

7. Successor Trustees. The Trustees shall serve at the pleasure of the Board of Directors of the Donor. Any Trustee may resign his office at any time without leave of court. Vacancies existing in the office of Trustee, for whatever cause, shall be filled by such Board of Directors, but the Trustees may act notwithstanding the existence of any vacancy so long as there shall continue to be at least three Trustees in office. Every successor Trustee shall have the same powers and duties as those conferred upon the Trustees named in this agreement. The term of service, number, officers, committees and similar provisions pertaining to Trustees are set forth in USJF Endowment Fund Bylaws.

8. Bond and Compensation. No Trustee shall be required to furnish any bond or surety. Each Trustee shall serve without compensation for his services hereunder, but all expenses of this trust or of any Trustee acting hereunder shall be paid by the Trustees from the trust fund.

9. Accounting by Trustees. The Trustees shall render accounts of their transactions to the Donor at least annually, and the Donor, through its Executive Committee, may approve such accounts by an instrument in writing delivered to the Trustees. In the absence of the filing in writing with the Trustees by the Donor of exceptions or objections to any "such account within 60 days, the Donor shall be deemed to have approved such account; and in such case or upon the written approval of the Donor of any such account, the Trustees shall be released, relieved, and discharged with respect to all matters and things set forth in such account as though such account had been settled by the decree of a court of competent jurisdiction. No person other than the Donor may require an accounting or bring any action against the Trustees with respect to this trust. The Trustees may at any time initiate legal action or proceedings for the settlement of their accounts and, except as otherwise required by law, the only necessary party defendant to any such action or proceedings shall be the Donor.

Addendum: Trust Agreement

10. Liability of Trustees. No Trustee shall be answerable for loss in investments made in good faith. No Trustee shall be liable for the acts or omissions of any other Trustee, or of any accountant, agent, counsel, or custodian selected with reasonable care. Each Trustee shall be fully protected in acting upon any instrument, certificate, or paper, believed by him to be genuine and to be signed or presented by the proper person or persons, and no Trustee shall be under any duty to make any investigation or inquiry as to any statement contained in any such writing but may accept the same as conclusive evidence of the truth and accuracy of the statements therein contained.

11. Amendment by the Board of Directors. This Agreement may be amended or modified from time to time by the Board of Directors of the Donor whenever necessary or advisable for the more convenient or efficient administration of this trust or to enable the Trustees to carry out the purpose of this trust more effectively, but no such amendment or modification shall alter the intention of the Donor that this trust be operated exclusively for religious, charitable, scientific, literary, education or amateur athletic purposes, or for the prevention of cruelty to children or animals, within the United States or any of its possessions, and in a manner which shall make this trust tax exempt and the donations to it deductible from taxable income to the extent allowed by the provision of the Internal Revenue Code and other applicable legislation and regulations as they now exist or as they may hereafter be amended. Every amendment or modification of this agreement shall be made in writing, shall be signed by two officers of the Donor pursuant to authority of its Board of Directors, and shall be delivered to each of the Trustees then in office.

12. Irrevocability and Termination. This trust shall be irrevocable, but may be terminated at any time by action of the Board of Directors of the Donor. Upon any such termination, the Trustees shall promptly distribute the entire trust fund to qualified recipients under the terms of this trust.

13. Situs. This Agreement is deemed executed and delivered in the State of California, the Situs shall be in that state, and it shall be governed by, and construed and administered in accordance with the laws of that state.

14. Acceptance of Trust. The Trustees do hereby accept this Trust, and undertake to hold, manage, and administer the trust fund in accordance with the terms of this agreement.

15. (01-0424-1) Donor Directed Gifts and Memorial Gifts.

A. The Trustees may accept gifts to the Endowment Fund which stipulate some restriction(s) as to the use to which income may be generated from any donor directed gift may be accept gifts identified as "Memorial" gifts so long as the purpose and use of any such gift is consistent with the purpose of the Endowment Fund and all statutory and regulatory authority applicable to both the organization and operation of a U.S. tax exempt endowment fund.

B. All funds accepted by the Endowment Trustees may be commingled for investment purposes in any manner the Trustees may from time to time acting in their fiduciary capacity, deem to be in the best interests of the Corporation.

Addendum: Trust Agreement

C. The Corporate Treasurer shall maintain a separate accounting of any donor directed gifts so as to clearly and correctly reflect the separate uses and identity of such funds, and to separately account for all disbursements from each such sub account of the Endowment Fund.

D. In determining the acceptability of donor directed gifts, the Trustees shall review any donor proposed application form and any criteria for awards of any income which may result from investing the pro rata portion of the Endowment Fund attributable to a donor directed gift. This review shall ensure that such form and such criteria will not contravene any and all statutory and regulatory standards applicable to a U.S. tax exempt endowment fund.

Absent donor proposed criteria for the use of endowment income, the Trustees may establish criteria they believe to be appropriate to the particular purposes for which a donor directed gift was made, including such criteria as then exists as applicable to non-donor directed general endowment funds, while still maintaining the separate identity and separate accounting of each such gift. By way of example and not limitation, the Trustees could consider that certain proposed scholarship award criteria for the "Keiko Fukuda Scholarship Fund" as well as no specific criteria for the "Sensei Mits Kimura Memorial Fund" are both consistent with statutory and regulatory standards applicable to tax exempt endowments. The Trustees should be both vigilant and flexible whenever determining acceptability of proposed gifts to the Endowment Fund so as to encourage financial support of and memorial gifts to USJF through endowment gifting while safe guarding the integrity of USJF's tax exempt status.

E. A restricted gift may at any time be converted to an unrestricted endowment gift upon written request of a donor or any living descendent of a deceased donor, or, absent objection in writing from donor or donor's living descendents, by recommendation of the Endowment Trustees and approval of the Board of Directors finding that the donor's intent in making the donor directed gift can be preserved by limiting gift restrictions solely to the customary restrictions applicable to tax exempt endowments.

F. The acceptable minimum amount, if any, of a donor directed gift to the Endowment Fund may be established by the Trustees from time to time, subject, however, to approval of the Board of Directors, being mindful of good business practices and fact that USJF is largely a volunteer run corporation.

G. Whenever reference is made to any donor directed memorial gift to the Endowment Fund such as in advertisement, reports, solicitations and other writing or publication, such reference shall identify the Endowment Fund. For example, "Keiko Fukuda Scholarship Fund, a USJF Endowment" or similar reference to the fact such program or memorial is part of the Endowment Trust.

Addendum: Trust Agreement

IN WITNESS WHEREOF, this agreement has been executed in one original, by the Donor and by each of the Trustees named herein.

United States Judo Federation, Inc.

By: Yoshisada Yonezuka 10/30/91
President

Attest: George C. Balch 10/30/91
Secretary

Robert C. Brink 10/31/91
Initial Trustee

Albert M. Aoki 10/30/91
Initial Trustee

Mitsuho Kimura 10/30/91
Initial Trustee

Amended and restated as approved April 24, 2001
United States Judo Federation, Inc.

By: Noboru Saito
President