

WISCONSIN JUDO INC.

BYLAWS



**WISCONSIN JUDO INC.
BYLAWS**

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ARTICLE I – NAME

A. This organization shall be known as WISCONSIN JUDO INC.

ARTICLE II – DEFINITION OF TERMS, ABBREVIATIONS AND NAME(S)

A. The name Wisconsin Judo Inc., which does business under the name and is referred to in this Constitution and these Bylaws as WJI.

B. The name United States Judo, Inc. is referred to in this Constitution and these Bylaws as: USA Judo.

C. National Governing Body shall be referred to as N.G.B.

ARTICLE III – PURPOSE

A. The purpose of this organization shall be:

1. To conduct charitable activities as a non-profit organization exempt under Section 501(c)(3) of the Internal Revenue Code .
2. To encourage participation in amateur Judo throughout the State of Wisconsin.
3. To work in conjunction with the N.G.B. of Judo, and this is recognized as USA Judo.
4. To perpetuate information, education, development and enhancement of Judo in the State of Wisconsin.
5. To perpetuate, in all its doings, the original ethos of “mutual benefit”, “welfare” and “maximum efficiency with minimum effort” as conceived by Jigaro Kano, the founder of the sport of judo.
6. To provide progressive programs for all interested people, regardless of organizational affiliation, race, religion, sex or national origin.

ARTICLE IV – GOVERNMENT

A. This Judo organization shall be an independent organization insofar as the N.G.B. allows, governed by its own Constitution, Bylaws, and Board of Directors.

B. WJI may cooperate with other sports governing bodies provided such cooperation does not endanger the organization's essential autonomy.

ARTICLE V – STATUS AND LIMITATIONS

A. To carry out the purpose of WJI in conformity with its status as a charitable non-profit organization exempt from taxation under Section 501(c)(3) of the Code, WJI commits that:

1. No asset of WJI shall benefit any officer, director or member.
2. WJI shall not participate in political activity.

BYLAWS

ARTICLE I

SECTION 1. MEMBERSHIP

A. ELIGIBILITY:

Membership in Wisconsin Judo, Inc. (WJI) shall be open to all judoka or any other person who is interested in Judo, who resides within the State of Wisconsin and holds a current membership with USA Judo in good standing.

B. TYPES OF MEMBERSHIPS

1. Senior Members:
 - a. Shall be at least eighteen (18) years of age.
2. Junior Members:
 - a. Shall not have attained eighteen (18) years of age.
3. Club Membership:
 - a. The club instructor shall be a member of WJI.
 - b. The club instructor shall meet all requirements as set forth by USA Judo.
 - c. The club shall have a minimum of five (5) members registered with WJI.
 - d. At least one (1) club member shall be a Senior Member of WJI.
 - e. Shall be an active registered club with USA Judo.

SECTION 2. ANNUAL DUES

A. SENIOR MEMBERS

Shall annually pay dues in the amount recommended by USA Judo and, if applicable, WJI.

B. JUNIOR MEMBERS

Shall annually pay dues in the amount recommended by USA Judo and, if applicable, WJI.

C. CLUB MEMBERSHIP

Shall annually pay dues in the amount recommended by USA Judo and, if applicable, WJI.

D. FAMILY MEMBERSHIP

Shall annually pay dues in the amount recommended USA Judo and, if applicable, WJI; however, there will be a reduction in dues for four (4) or more in the family.

E. INITIAL DUES

Initial dues are payable with application.

F. VOTING RIGHTS

Voting rights require a current WJI membership.

SECTION 3. MEETINGS

A. ANNUAL MEETING

An annual meeting of the membership shall be held during the first four (4) months of each calendar year. The President shall fix the date, time and place of such meeting.

B. AGENDA FOR ANNUAL MEETINGS

1. The Annual Meeting agenda shall include, at least, the following:
 - a. Detailed reports of the activities of the Organization, which may be presented by the Executive Committee Members, Directors or Committee Chairpersons.
 - b. A fiscal report, which includes a cash flow, balance sheet and profit and loss statement for the most recent tax year presented by the Treasurer.
 - c. During the Annual Meeting, once every two (2) years, beginning in 2011, an election shall be held for approximately one half (1/2) of the Directors.
 - d. The term of office shall be two (2) years.
 - e. Such other business as may properly come before the meeting.

C. SPECIAL MEETINGS AND NOTICE

1. Special meetings of the membership shall be held at such times as the President may designate and at a place designated by the President. Special meetings of the membership may be called by written notice to the WJI Secretary by the following:
 - a. The President.
 - b. A Vice-President.
 - c. Request of at least five (5) Directors.
 - d. Requests of at least fifteen (15) WJI Senior members in good standing.

D. PLACE OF MEETINGS AND NOTICE

1. A notice of a meeting of the membership, whether annual, or special, shall be posted on the State's Website (wijudo.org) under the section heading of: "Upcoming Events" and/or Facebook page (Wisconsin Judo Inc.), and/or other public media designated by the WJI Board of Directors.
2. Said notice shall be placed for viewing not less than twenty (20) nor more than forty (40) days before the date of the meeting.

E. QUORUM

1. For the purpose of annual or special membership meetings, the members in good standing who are present at such a meeting shall constitute a quorum.

F. PROCEDURE

1. Non-members of the Organization may be recognized to speak at Organization functions at the discretion of the President or Presiding Member.
2. The President or Presiding Member shall appoint the Parliamentarian.

SECTION 4. VOTING

A. ELIGIBILITY

Any Senior Member, in good standing, may cast only one (1) vote on any question called to a vote. In order to vote, a member must be present at the meeting at the time the vote is called. No member may vote by proxy or absentee ballot.

B. VOTING VIA VOICE OR BALLOT

1. Voting on a question or in any election at a meeting shall be via voice. The President or the Presiding Member or any member in good standing may question the results of a voice vote, and the President or the Presiding Member shall then ask for a show of hands or by a recognition vote.
2. If a request is made for a vote by written ballot, such request must be supported by at least Thirty percent (30%) of the members in good standing, present and voting. The Audit Committee will determine the results of a written ballot.

C. VOTING BY MAIL

In the case of a vote on any question taken by (electronic) mail, the majority rule shall apply with the following conditions:

1. The request for a vote shall be posted on the State's Website (wijudo.org) under the section heading of: "Upcoming Events" and/or Facebook page (Wisconsin Judo Inc.), and/or other public media designated by the WJI Board of Directors.
2. The request shall include clear and distinct information on the subject of the question.
3. A majority vote (one half of members voting, in good standing, voting plus one vote) shall be determined on the basis of the number of ballots returned by (electronic) mail, or otherwise, within a period of ten (10) days from the date the request is posted. The vote shall be verified by the Audit Committee.
 - a. In the event all members have voted within ten (10) days, voting shall be closed.

D. VOTING BY (AUDIO) ELECTRONIC MEDIA

1. A Senior, member (otherwise qualified to vote) shall be considered present for voting purposes if in attendance via (audio) electronic media.
2. Said member may vote on a question provided that the member was "in attendance" during the discussion of the question.

SECTION 5. NOMINATIONS

A. NOMINATING COMMITTEE SHALL NOMINATE:

1. One (1) or more members for each vacant position on the Board.
2. The Board shall nominate any member, in good standing and holding necessary credentials, requesting (in a timely manner) nomination:
3. Nominations shall not be in order from the floor. In the event the Nominating Committee does not nominate a full slate, nominations (for unfilled positions) shall be in order from the floor.
 - a. Candidates nominated from the floor must meet the credential requirements, pursuant Article II, Section, B. Credentials, Parts; 1 – 4.

ARTICLE II

SECTION 1. BOARD OF DIRECTORS

The business and affairs of the Organization shall be managed by the Board of Directors, referred to as (collectively) the "Board", and individually as "Director".

A. NUMBER, TENURE AND QUALIFICATION

1. The total number of Directors on the Board of this Organization shall be nine (9), or less. The exact number of directors shall be set, from time to time, by the Board. When vacancies among the Directors occur by reason of death, resignation, failure of qualification, removal, or otherwise, the number of Directors shall be reduced by the number of such vacancies until qualified replacements are elected by the board pursuant to Article II, Section 1 Parts B-F. Each Director shall hold office for two (2) years or until a successor shall have been elected and qualified.
2. Approximately one-half (1/2) of the total number of Directors will stand for election every second year.
 - a. The Internal Vice-President and the External Vice-President term of office shall expire on alternating years.
 - b. The Secretary and the Treasurer term of office shall expire on alternating years.
 - c. The President, External Vice-President, Treasurer and two (2) members of the Board of Directors shall be elected during even years (example: 2012)
 - d. The Internal Vice-President, Secretary and two (2) members of the Board of Directors shall be elected during odd years (example: 2011)
3. Tenure of office shall have no term limits.
4. Voting rights for a Director require that his/her USA Judo and, if applicable, WJI dues be current.
5. No Director may vote by proxy or absentee ballot.
6. A Director is considered present when connected by electronic media.
7. Newly elected Directors shall take their Office at the close of the meeting following his/her election.
8. A Director shall be elected by a majority of the WJI membership present and voting pursuant to Article II, Section 1, Part D.

B. CREDENTIALS

1. Prior to assuming office, the following shall be on file with the WJI:
 - a. Copy of current USA Judo card (required).
 - b. Copy of Rank Certificate– USA Judo (IJF), USJF or USJA only ranks accepted.
 - c. If applicable, the following:
 - i. Copy of current Coaching Certificate
 - ii. Copy of current Club Certificate
 - iii. Copy of current Referee Certificate
2. 10 days prior to each election all incumbents and candidates shall have their credentials on file with the WJI Secretary.
3. Credentials shall be considered on file if available for public inspection (without password for viewing) on the USA Judo Webpage.
4. Where a candidate is nominated from the floor, said candidate shall have his/her credentials on file prior to assuming office.
 - a. If credentials are not filed with the WJI Secretary within thirty (30) days of election said Director Elect shall forfeit his/her office.

C. VACANCIES

1. Any vacancy occurring on the Board may be filled by two-thirds (2/3) majority vote of the Board.
2. A record of Director non-attendance at Board Meetings shall be included in the minutes of each Board Meeting.

D. VOTING BY (ELECTRONIC) MAIL

When Organization business must be conducted between Board Meetings and the Executive Committee desires the position of the individual Directors, voting by (electronic) mail shall meet the following criteria:

1. The request for a vote shall be either sent via first class mail or emailed to all Directors in good standing.
2. The request shall include clear and concise information, both pro and con, regarding the question. A ballot (for electronic mail) and a pre-addressed return envelope, if sent first class, shall be mailed to each qualified Director.
3. A majority vote shall be determined on the basis of the number of ballots returned, by (electronic) mail or otherwise, within a period of ten (10) days from the date the request forwarded. In the event all members have voted within ten (10) days, voting shall be closed.
4. The motion, question and voting results shall be made a permanent part of the Organization record.

E. QUORUM

A majority of Directors on the board constitute a quorum for the transaction of business at any meeting of the Board, provided that for those actions of the Board requiring more than a majority vote as provided by these Bylaws, the number of Elected Directors required to take that action must be present at that meeting in order to have a quorum.

F. MEETINGS AND MANNER OF ACTING

An Annual Meeting of the Board shall be held on such day of the year and at such place and time as determined by the President of the Corporation, taking into reasonable consideration the schedules of all Directors. The purpose of the annual meeting is to elect Directors and officers, and for the transaction of such other business as may come before the meeting. Regular meetings of the Board shall be held at such times as the President may designate, at the office of the Corporation or such other place as the President may designate. Special meetings of the Board may be called by the President, or by two (2) or more Directors at such time and place as the President or Directors calling the meeting may specify and in accordance with applicable notice requirements. The act of the majority of the Directors present at the meeting at which a quorum is present is duly the authorized act of the board, except where otherwise provided by law or these Bylaws.

G. COMPENSATION

No Director of this Organization shall be paid any form of compensation services, except that the Board, at its discretion, may determine by a majority vote that actual and necessary expenses be paid.

H. CODE OF CONDUCT

The WJI Board of Directors shall maintain a Code of Conduct policy for the Members of the WJI Board and the WJI Membership.

1. The WJI Board of Directors shall develop and maintain a Policy and Procedure for censure or removal for any Board Member and/or WJI for noncompliance.

I. CONFLICTS OF INTEREST

The WJI Board of Directors shall maintain and comply with its Conflicts of Interest policy.

J. REMOVAL OF A DIRECTOR

1. Any Director who misses two (2) consecutive Board Meetings, without good cause, as determined by the Board, may at the discretion of the Board be removed (upon a two-thirds (2/3) majority vote) from office and will not be eligible for a Board position for two (2) years thereafter.
 - a. A record of Director attendance at Board Meetings shall be included in the minutes of each Board Meeting.
2. Any Director may be removed from office by a vote of six (6) of the Directors for noncompliance with the Organizations Code of Conduct
 - a. The Director being considered for removal abstains his/her vote.
 - b. Any Director removed from the Board may not run for the Board of Directors for two (2) years thereafter.

SECTION 2. DIRECTORS

A. EXECUTIVE COMMITTEE

1. Two offices may be held simultaneously by the same person, except the President who may not hold another office.

B. DIRECTORS

PRESIDENT:

1. The President shall be the Chairperson of the Board and have general and active management of the affairs and property of WJI and will preside at all meetings, and see that all resolutions and orders of the Board are carried into effect.
2. The President shall serve as an *ex-officio* member of all Committees.
3. The President shall retain, form, abolish, name and/or replace membership of all Organization Committees not specifically addressed by these Bylaws.
4. The President shall appoint and/or replace the Chairpersons and membership of all Organization Committees, unless otherwise stated in these Bylaws.
5. The President shall appoint special Committees as deemed necessary by the Board.
6. The President shall appoint (with the advice and consent of the (remaining) majority of the Executive Committee), for the remainder of the term, of a Vice-President if a Vice-President resigns or in the event of his/her inability or refusal to act.
7. When appropriate, the President shall represent WJI at USA Judo and other N.G.B. functions.
 - a. A stipend for representing WJI shall be made available for the expenses of the President.

INTERNAL VICE-PRESIDENT:

1. Shall serve as the Promotional Chairperson for the State of Wisconsin, and shall serve as the Chairperson of the *PROMOTION COMMITTEE*.
2. In the absence of the President or in the event of his/her inability or refusal to act, this Vice-president shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions placed upon the President.
3. Shall perform such other duties as from time to time may be assigned by the President or the Board.
4. Shall serve as the Chairperson of the audit committee, during his/her electoral year.
5. Shall serve as the Chairperson of the Nomination Committee, during his/her non-electoral year.

EXTERNAL VICE-PRESIDENT:

1. Shall serve as the Events Tournament Director, and shall serve as the Chairperson of the *EVENTS COMMITTEE*.
2. Shall be in over-all charge of all WJI events (including, but not limited to, tournaments).
 - a. Monitoring the granting of a USA Judo sanction for events sponsored by WJI.
3. Shall perform such other duties as from time to time may be assigned by the President or the Board.
4. Shall maintain a record of the names and complete addresses of all members.
5. Shall serve as the Administrator and will be responsible for communication including but not limited to: posting, editing and monitoring the State's Webpage and Facebook page), and/or other public media designated by the WJI Board of Directors.
6. If an Audit Committee is necessary, this Vice-president shall serve as the Chairperson, during his/her electoral year.
7. Nominations Committee, This Vice-president shall serve as the Chairperson of the Nomination Committee, during his/her non-electoral year.

SECRETARY:

1. The Secretary shall keep a record of all meetings of the Board and the membership in the form of minutes: see that all notices are duly given in accordance with these Bylaws or as required by law.
2. The Secretary shall have custody of all WJI books, records and other property.
3. The Secretary shall have custody of all WJI legal documents and will make available on demand to any Director of WJI, with the exception of the tax documentation.
4. The Secretary shall perform such other duties as prescribed by the President or the Board.
5. The President shall appoint (with the advice and consent of a majority of the Executive Committee), for the remainder of the term, a Secretary if the Secretary resigns or in the event of his/her inability or refusal to act.

TREASURER:

1. The Treasurer shall have custody of the funds of WJI.
2. The Treasurer shall be permitted to disburse funds up to three hundred dollars (\$300.00). Amounts above three hundred dollars (\$300.00) must be approved by the Board.
3. The Treasurer will collect dues and any other funds due the Organization, keep records of any such collections and prepare and make a financial report at each Board and Annual meeting.
4. The Treasurer shall, within thirty (30) days of each WJI sponsored event, send to each Director a profit/loss statement of said event.
5. The Treasurer shall preserve all vouchers disbursed and shall submit a financial report of same at each meeting.
6. The Treasurer will be responsible for the preparation and filing of any and all tax forms or other information required by state or federal laws, 20 days prior to filing the annual tax returns for WJI, the Treasurer shall provide all tax documents to the President for review.
7. The Treasurer shall perform such other duties as prescribed by the President or the Board.
8. The President shall appoint (with the advice and consent of a majority of the Executive Committee), for the remainder of the term, a Treasurer if the Treasurer resigns or in the event of his/her inability or refusal to act.

BOARD MEMBER:

1. The Board Members shall be termed (as a group) as Board Members-at-Large; (or singularly) as Director at Large.
2. A Director at Large shall be required to serve as a member of the State's Nominations and/or Audit Committee.
 - a. Two Directors shall serve on the Audit committee during this Directors electoral year.
 - b. Two Directors shall serve on the Nominations Committee during the non-electoral year.
3. The President shall appoint (with the advice and consent of a majority of the Executive Committee), for the remainder of the term, a Director if the Director resigns or in the event of his/her inability or refusal to act.
4. The Director at Large shall perform such other duties as prescribed by the President or the Board.

ARTICLE III

SECTION 1. COMMITTEES

A. COMMITTEES; STANDING AND *AD HOC*

1. The WJI President shall establish, charter and abolish *ad hoc* Committees based on the needs of the Organization.
2. The WJI President shall establish charter and abolish, by a majority (one half of members voting, in good standing, voting plus one vote) of the members present and voting, Standing Committees based on the needs of the WJI.

ARTICLE IV

SECTION 1. CONTRACTS, LOANS, PAYMENTS, DEPOSITS AND FUNDS

A. CONTRACTS

The Board may authorize any member, Agent or Agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Organization. Such authority may be general or confined to specific instances.

B. LOANS

No loans shall be contracted on behalf of WJI and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. The issue of a loan shall be submitted for a vote of the Regular Membership, excepting for emergency situations, whereby a two-thirds (2/3) vote of the Board is require.

C. PAYMENTS

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Organization shall be signed by the President, Treasurer, Agent or Agents of the Association and in such manner as shall from time to time be determined by resolution of the Board.

D. DEPOSITS

All funds of the Organization not otherwise employed shall be deposited from time to time to the credit of the Organization in such banks, trust companies or other depositories as the Board may select.

ARTICLE V

SECTION 1. INDEMNIFICATION AND INSURANCE

A. DEFINITIONS; STATUTORY COMPLIANCE

All capitalized terms used in this section shall have the meaning given to them in Section 181.0871 of the Wisconsin Statutes. To the extent any specification in this Article V, Section 1 conflicts with statutory requirements set forth in Chapter 181 of the Wisconsin Statutes, the statutory provisions shall govern.

B. INDEMNIFICATION: SUCCESS ON THE MERITS

This Corporation shall indemnify a Director or Officer to the extent he or she has been successful on the merits or otherwise in the defense of a Proceeding for all reasonable Expenses incurred in the Proceeding if the Director or Officer was a party because he or she is a Director or Officer of this Corporation.

C. OTHER INDEMNIFICATION:

1. In cases not included under Section 7.2, this Corporation shall indemnify a Director or Officer against Liability incurred by the Director or Officer in a Proceeding to which the Director or Officer was a party because he or she is a Director or Officer of this Corporation, unless Liability was incurred because the Director or Officer breached or failed to perform a duty he or she owes to this Corporation and the breach or failure to perform constitutes any of the following:
 - a. A wilful failure to deal fairly with this Corporation in connection with a matter in which the Director or Officer has a material conflict of interest;
 - b. A violation of criminal law, unless the Director or Officer had reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful;
 - c. A transaction from which the Director or Officer derived an improper personal profit.
 - d. Wilful misconduct.

D. EMPLOYEES AND AGENTS

The Corporation shall indemnify its employees and authorized agents, acting within the scope of their duties as such, to the same extent as Directors or Officers hereunder.

E. METHOD OF DETERMINING INDEMNIFICATION:

1. The method for determining the rights of the Directors, Officers, employees or agents to indemnification and reimbursement under Chapter 181 of the Wisconsin Statutes, or the Bylaws of WJI shall be as follows:

- a. By a majority vote of a quorum of the Board consisting of Directors not at the time parties to the same or related Proceedings.
- b. If a quorum of disinterested Directors cannot be obtained, by independent legal counsel selected by a majority vote of the full Board, including Directors who are parties to the same or related Proceedings.
- c. Expenses. Upon written request by a Director, Officer, employee or agent who is a party to a Proceeding, WJI, in its discretion, may pay or reimburse his or her reasonable expenses as incurred if the Director or Officer provides WJI with all of the following:
 - d. A written affirmation of his or her good faith belief that he or she has not breached or failed to perform his or her duties to WJI.
 - e. A written undertaking, executed personally or on his or her behalf, to repay the allowance and, if required by WJI, to pay reasonable interest on the allowance and, to the extent that it is ultimately determined that indemnification is not required.

F. INSURANCE

WJI will purchase an insurance policy to fund all or any portion of its indemnity obligations as set forth herein or required by applicable statute.

ARTICLE VI

FISCAL YEAR

The fiscal year of WJI is January 1st to December 31st.

ARTICLE VII

MISCELLANEOUS

A. USE OF (TOURNAMENT) EQUIPMENT:

1. WJI clubs in good standing may request the use of tournament equipment (CARE(s)) systems, timers, scoreboards, trailer, and etc.) for any WJI Sanction event they are sponsoring.
2. Non-member clubs shall pay a fee. This fee shall be based on the Board of Directors recommendation
3. WJI loan and/or equipment rental fees shall be adjusted, from time to time, based on majority vote of the Board of Directors.

B. AUDIT

1. Any ten (10) members, in good standing, may request an audit of:
 - a. The Organization's financial records.
 - b. The Organization's expense reports.
2. The President will convene the Audit Committee, which shall conduct an Audit and forward their recommendation to the WJI Secretary.
 - a. The WJI Secretary shall submit the findings to the Board of Directors.
 - b. The Board shall take action based on the recommendations and said action will be posted on the WJI's Website (Upcoming events) and Facebook page.

- c. The report of the Board's action shall be read into the record of the upcoming Annual Meeting.
 - d. In the event a charge made by the members is not upheld, they will be responsible for actual costs of said audit. In the event a charge is upheld WJI will hold responsibility for cost of said audit.
3. Audit of election result;
- a. Any member, in good standing, may request an audit of an election or written ballot (exception: WJI's Hall of Fame induction).
 - b. An audit of the result will be made by the Nomination Committee and two (2) members, in good standing, selected by the member, in good standing, requesting the audit.
 - c. Any member requesting an election audit may not be a member of the committee.
 - d. Ballots shall be destroyed following the close of the meeting the vote/election was taken.

C. ROBERT'S RULES OF ORDER

Robert's Rules of Order, in the current revised edition, shall be in force at the meetings of WJI and its Board unless required otherwise by the Wisconsin Statutes or these Bylaws.

ARTICLE VIII

SECTION 1. AMENDMENTS TO THE BYLAWS

A. AMENDMENT PROCESS

1. Any resolution to amend the Constitution and Bylaws shall be first submitted, in writing and in a timely manner, to the Board
2. After due consideration, the President shall establish a Bylaw Committee. This Committee shall recommend approval or rejection of said amendment(s).
3. At any Membership Meeting, a two-thirds (2/3) vote of the members in attendance and voting is required for passage.
4. During a Membership Meeting a member may offer a germane motion(s) such as: to *Delete*, *Amend*, or *Substitute* any such proposed revision (as processed in number one (1) above) of the Bylaws.
 - a. Germane motion(s) such as: to *Delete*, *Amend*, or *Substitute* is germane only to proposed revisions presented, in writing, to the membership.
 - b. To adopt the germane motion(s) a two-thirds (2/3) vote of the members and clubs present, in good standing and voting, at said meeting is necessary
5. Any By-Law resolution shall state the effective date of the motion.

ARTICLE IX

SECTION 1. DISSOLUTION

The Board of Directors, by a two-thirds (2/3) affirmative vote of all Directors may recommend that Wisconsin Judo, Inc. (WJI) be dissolved and that the question of such dissolution be

submitted to a vote at a subsequent meeting of the members. Notice of the meeting shall highlight the question of dissolution. At the meeting, a two-thirds (2/3) affirmative vote of members present, entitled to vote and voting shall be required to approve a resolution of dissolution. Such a resolution shall direct the WJI Board of Directors to prepare a dissolution plan for subsequent approval by the members as provided under Wisconsin law. Dissolution of WJI shall not be final until the members, by majority vote, shall have approved the dissolution plan, either at a meeting or by a binding mail referendum.

The/these Wisconsin Judo, Inc, (WJI) Constitution and Bylaws were adopted by *substitution and replacement* on: March 20, 2010; by a vote of: 12 voting in favor and 0 voting against - they become effective upon adoption.

These Wisconsin Judo, Inc., (WJI) Constitution and Bylaws were amended 06 April 2013.

These Wisconsin Judo, Inc., (WJI) Constitution and Bylaws were further amended on 16 August 2014.

The/these Wisconsin Judo Inc. (WJI) Constitution and Bylaws were adopted by substitution and replacement on March 28, 2015; by a unanimous vote. The/these newly adopted Constitution and Bylaws become effective upon adoption.

These Wisconsin Judo, Inc., (WJI) Bylaws were further amended on April 23rd, 2016 by a unanimous vote. The/these newly adopted Constitution and Bylaws become effective upon adoption.



-L HUTCHINS-
-WJI SECRETARY-

CHANGE LOG:

DATE	AMENDMENT DETAILS	AUTHOR	COMMENT
12092014		JLC	
01022015	<p>Section 3, C. 1. Added: and or other public media designated by the WJI Board of Directors.</p> <p>Section 4 – Voting Each Club Membership (defined: ARTICLE I, SECTION 1, A., 3, a. –e.) shall be entitled to one vote per Wisconsin based USA Judo registered club.</p> <p>Article II, Section 1, G. – <u>REMOVAL OF DIRECTOR</u> Any Director may be removed from office by a vote of six (6) of the Directors. The Director being considered for removal obtains his/her vote. Any Director removed from the Board may not run for the Board Of Directors for two (2) years.</p>	JLC	

01122015		JLC	
03282015	Multiple language amendments and reformatting. All recorded changes to version 03282015 are stored electronically by the Secretary to WJI.	JLC/LH/RS	
04232016	<p>Changes made on the recommendation of MB Collins – Attorney at Law: Wisconsin Judo Incorporated Constitution changed to Wisconsin Judo Inc. Bylaws and Constitution is therefore now omitted throughout the document. Tables of Contents updates as a consequence of amendments</p> <p>Article 1. A Wisconsin Judo Incorporated changed to Wisconsin Judo Inc. Article 3 A 1. Changed to: To conduct charitable activities as a non-profit organization exempt under Section 501(c)(3) of the Internal Revenue Code. Article 3 A 3. Changed to: To encourage participation in amateur Judo throughout the State of Wisconsin.* Article 3 A 4. Changed to: To perpetuate information, education, development and enhancement of Judo in the State of Wisconsin. Article 5 A 1. & 2. Changed to: To carry out the purpose of WJI in conformity with its status as a charitable non-profit organization exempt from taxation under Section 501(c)(3) of the Code, WJI commits that:</p> <ol style="list-style-type: none"> 1. No asset of WJI shall benefit any officer, director or member. 2. WJI shall not participate in political activity. <p>MEETINGS AND MANNER OF ACTING and the following text has been inserted: An Annual Meeting of the Board shall be held on such day of the year and at such place and time as determined by the President of the Corporation, taking into reasonable consideration the schedules of all Directors. The purpose of the annual meeting is to elect Directors and officers, and for the transaction of such other business as may come before the meeting. Regular meetings of the Board shall be held at such times as the President may designate, at the office of the Corporation or such other place as the President may designate. Special meetings of the Board may be called by the President, or by two (2) or more Directors at such time and place as the President or Directors calling the meeting may specify and in accordance with applicable notice requirements. *</p> <p>Article 2 Section 1 Part I. has been changed to: CONFLICTS OF INTEREST The WJI Board of Directors shall maintain and comply with its Conflicts of Interest policy.* The Conflicts of Interest Policy is made as Attachment A at the end of the bylaws document. SECTION 1. INDEMNIFICATION AND INSURANCE A. DEFINITIONS; STATUTORY COMPLIANCE Statutory compliance added to title of A.* and : To the extent any specification in this Article V, Section 1 conflicts with statutory requirements set forth in Chapter 181 of the Wisconsin Statutes, the statutory provisions shall govern.*</p>	MBC recommended	

On recommendation of lawyer text added to F.

F. INSURANCE

WJI will purchase an insurance policy to fund all or any portion of its indemnity obligations as set forth herein or required by applicable statute.

Added: These Wisconsin Judo, Inc., (WJI) Constitution and Bylaws were further amended on April 23rd, 2016 by a unanimous vote. The/these newly adopted Constitution and Bylaws become effective upon adoption.

ATTACHMENT A

**STATEMENT OF AGENT, DIRECTOR, OFFICER OR MEMBER OF COMMITTEE
OF WISCONSIN JUDO INC. THAT HAS BOARD DELEGATED POWERS OF THE
CORPORATION AS TO ANY CONFLICT OF INTEREST**

In accordance with the Conflicts of Interest Policy of WJI (the "Policy"), I hereby affirm that:

1. I have received a copy of the Policy.
2. I have read and understand the Policy.
3. I agree to comply with the terms of the Policy.
4. I understand that WJI is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

To my present knowledge neither I nor any member of my immediate family is a director, trustee, officer, shareholder, partner, member, owner, employee or agent or any business or organization with which WJI, or any of its subsidiaries has, or in the foreseeable future probably would have, a transaction, role, contract or other relationship that may give rise to a conflict of interest on my part or the part of a member of my immediate family, except as follows:

(If there is none, write "None" below. Otherwise, list each applicable business or organization and the office or relationship of you or any of your immediate family.)

I agree to report to the Secretary of WJI any changes in my response above as changes in my circumstances occur.

Signature

Date

Printed Name

Title

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