

## **WJI POLICIES AND PROCEDURES:**

Wisconsin Judo Incorporated (WJI) recognizes that it is a public trust to hold office as a member of the Board of Directors. To preserve this confidence, it is the desire of the Board to operate under the highest ethical standards. To that end, the WJI Board will strive to render effective and efficient service to their respective members.

The WJI Board of Directors does hereby adopt the following *Policies and Procedures*. The below may, from time to time, be reviewed, changed, or modified at the direction of the Board:

### **Board of Directors Code of Conduct**

#### **POLICY:**

The WJI Board of Directors shall:

- Define the duties and obligations for all Board members of WJI in a Code of Conduct as set out in this document;
- Hold Board members accountable in the event that the Code of Conduct is not observed;
- Determine if the Directors' Code of Conduct supports the work of the Board and the stated Purposes of WJI;
- Determine the inclusiveness of this Policy and Procedure;

#### **PROCEDURES:**

A. Each Board member has a duty of care to WJI:

- 1) By attending all regularly scheduled Board/Committee meetings insofar as possible and become informed concerning the issues considered at those meetings;
- 2) By encouraging the free expression of opinion by all Board members and seek systematic communications between the Board and members of the judo community in Wisconsin;
- 3) By participating in decision-making on behalf of WJI, and exercising independent judgment while doing so. Such decisions must be informed, meaning that each Board member should make efforts to become familiar with the relevant, available facts;
  - a. If a Board member finds that the information is invalid or incomplete, the Board member is expected to ask questions about it before making any decisions;
- 4) By rendering all decisions based on the available facts and independent judgment and refusing to surrender that judgment to individuals or special interest;
- 5) By being familiar and conversant with all current policies and procedures of WJI;
- 6) With respect to corporate compliance, the obligation of care requires that all Board members "attempt in good faith" to assure that corporate information and reporting

system exists and the reporting system is adequate to assure that information regarding the compliance with applicable laws will come to the Board's attention in a timely manner and as a matter of ordinary operations;

- 7) With respect to the rules and regulations of the NGB of judo in the USA, the obligation of care requires that all Board members "attempt in good faith" to assure that all rules and regulations are observed by WJI;
- 8) By working with other Board members to establish effective Board policies and to delegate authority;
- 9) By completing assigned tasks in a professional and timely manner;
- 10) By not engaging in discrimination based on age, gender, race, ethnicity, national origin, religion, sexual orientation, disability, language, socioeconomic status, or any basis prescribed by law;

B. Each Board member has a duty of loyalty to WJI and fellow Board members:

- 1) By ensuring that all WJI business transactions be open and ethical;
- 2) By recognizing that authority rests only with the Board in official meetings, and that the individual member has no legal status to bind the Board outside of such meetings, unless he/she is a Board officer carrying out duties authorized by law;
- 3) By observing that all matters discussed at Board meetings, irrespective of whether they have been officially recorded as Board minutes or not, should be treated as confidential.
- 4) By always communicating in a respectful manner and valuing the opinion of membership and/or other Board members and by graciously conforming to the principle of "majority rule;"
- 5) By always observing and enforcing Board protocols, refusing to participate in irregular meetings which have not been announced and properly scheduled;
- 6) By avoiding conflicts of interests, whether professional or personal, where interests are defined as but not limited to financial, political or commercial
- 7) By not taking private action that will compromise the Board and respect the confidentiality of information that is privileged;
- 8) By refusing to use his/her position on the Board in any way whatsoever for personal gain;
- 9) By not make public statements about USA Judo and/or WJI that are false, deceptive, misleading, or fraudulent;
- 10) By attending, insofar as possible, WJI Sponsored function, assisting with, insofar as possible; the setup, running and tear down of such functions;

C. Each Board member has an explicit obligation to be faithful to WJI's stated Purposes and not to act or use its resources in incompatible ways or purposes;

- 1) By accepting and recognizing the obligations as a Board member and act as a steward in the judo community, seeking the improvement of judo throughout Wisconsin;
- 2) By attempting to fairly appraise both the present and future needs of the Judo community using evidence based assessments;

- 3) By always acting in a manner consistent with the spirit of Judo;
- 4) By not filing or encourage the filing of ethics complaints that are frivolous and are intended to harm the respondent rather than to protect WJI;
- 5) By recognizing the integrity of his/her predecessors and associates, and the merit of their work;

D. Board member Accountability:

- 1) The WJI Board of Directors agrees to implement and explicitly follow this Code of Conduct;
- 2) In the event of (alleged) non-compliance of a Board member, the following procedure will be used:
  - a. First (alleged) incident, any Board Member may site non-compliance in a letter (email) to the Organization's President. The President, if in agreement, shall send notice to the Board. In the event a majority of the Board agrees a letter of "warning" shall be sent to the Board Member;
  - b. Second (alleged) incident, any Board Member may site non-compliance in a letter (email) to the Organization's President. The President, if in agreement, shall send notice to the Board. In the event a majority of the Board agrees a letter of "censure" shall be sent to the Board Member;
  - c. Third (alleged) incident, any Board Member may site non-compliance in a letter (email) to the Organization's President. The President, if in agreement, shall send notice to the Board. In the event two-thirds (2/3) majority of the Board agrees said Board Member shall be removed from the Board. Once removed, said member may not run for office for two (2) years.

These **POLICIES AND PROCEDURES** have been adopted by consensus of the WJI Board of Directors on March 28<sup>th</sup> 2015 and will take effect upon approval.

SIGNED:                     *Lesley Hutchins*                      
                    -LESLEY HUTCHINS -  
                    - WJI SECRETARY -