

United States Judo Association, Incorporated
Bylaws
As amended January 17, 2024

Mission Statement

The mission statement of the United States Judo Association, Incorporated, is to promote the art and sport of Judo, along with select or chosen other martial arts, to provide an organization for all participants who will work together to make Judo a force in character development, physical and mental development and educational growth for all Americans.

Article I – Name

The name of the corporation is the United States Judo Association, Incorporated, hereinafter referred to as the “Corporation” or “USJA”.

Article II – Purpose

The Corporation is organized as, and shall be operated consistent with nonprofit charitable education and social welfare purposes: in particular, the advancement of recreation, character development, and physical education through the sport of Judo, and, in general, the advancement of amateur athletic competition in the United States. In pursuit of such purposes, the Corporation shall:

- (a) publish and distribute manuals and other aids to Judo education
- (b) establish and publish standards of proficiency and conduct
- (c) establish Judo training classes, assist in aiding the expansion of qualified Judo clubs, develop and conduct qualification tests, and encourage and sanction competitions
- (d) unify Judo activities and standardize administrative and ranking procedures
- (e) cooperate as far as reasonably possible with other select sports organizations in matters pertaining to Judo
- (f) inform, safeguard and promote the general welfare of the public in matters pertaining to Judo and comparable sports, martial arts, or methods of self-defense
- (g) organize, coordinate, expand, develop, guide and supervise all aspects of Judo
- (h) set, supervise, maintain and improve technical standards
- (i) grant honorary awards and promotions, and
- (j) within the Bylaws of the Corporation, to do all it can to further the purposes and objectives of the Amateur Sports Act of 1978.

Article III – Prohibited Activities

No part of the assets or net earnings of the corporation shall inure to the benefit of, or be distributed to, the Directors or Officers of the Corporation, or any other individual, except that the Corporation shall have the authority and power to pay reasonable compensation for services actually rendered to or for the Corporation and reimburse legitimate expenses incurred on behalf of the Corporation. The Corporation shall not participate in, or contribute to (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Bylaws, or of the Articles of Incorporation of the Corporation, or any provision of the District of Columbia or any state governing or pertaining to the Corporation shall not engage in or carry on activities not permitted to be engaged in or carried on by a Corporation described in section 501(c) (3) of the Internal Revenue Code of 1954 (or corresponding provision of any later or future federal income tax law).

Article IV – Offices

The principal office of the Corporation shall be located in such place as the Board of Directors shall from time to time designate. The Corporation may also maintain additional offices at such places as the Board of Directors shall from time to time designate.

Article V – Membership

A. Eligibility. Any United States citizen; resident of the U.S. or its territories; or judo participant on a U.S. military base or other U.S. facility, of good moral character shall be eligible for membership in the Corporation, provided such person evidences the desire to advance the Corporation's purposes and to comply with its Articles and Bylaws and any rules, regulations, decisions, code of ethics, operating procedure and interpretations properly adopted by the Board of Directors. All applicants for membership shall make application to the Executive Director in such form and manner as the Board of Directors may from time to time to prescribe. If the Executive Director shall have cause to believe that any applicant may not be eligible for membership, he/she shall forward such application and his/her recommendation to the Board of Directors, which will direct such further proceedings as are necessary for fairness and justice in consideration of the application. A majority vote of the entire Board of Directors shall be required to approve any application for membership submitted to it by the Executive Director.

B. Classes of Membership.

Annual Member. Annual membership is divided into two categories, Junior Members (16 years of age and younger) and Senior Members (17 years of age and older). Senior Annual Members shall have voting rights in electing the members of the Board of Directors, and each Senior Annual Member shall be entitled to one vote in

each such election. Both Junior and Senior Annual Members receive all of the other rights, privileges, benefits and services offered by the USJA including, but not limited to, the privilege of earning their black belt and other rank promotions through the USJA.

Life Member. Life Members are those persons interested in furthering the goals, purposes and objectives of the USJA by making additional contributions beyond that required of annual members. The names of Life Members shall be maintained within the membership rolls of the USJA throughout their life. Only Senior Active Life Members are entitled to receive all of the rights, privileges, benefits and services offered by the Corporation. Life Members wishing to maintain status as an Active Life Member are required to pay an annual sustaining Life Membership fee as approved by the Board of Directors. Life Membership can be either Senior (17 years of age and over) or Junior (16 years and younger), however only Senior Life Members shall be allowed to vote for the members of the Board of Directors. Individuals who attained Senior Life Member status after December 31, 2011 must maintain status as an Active Life Member to be eligible to vote for members of the Board of Directors.

Honorary Member. Honorary membership may be conferred by the Board of Directors upon individuals rendering outstanding service or contribution to the USJA, or to the ideals of Judo. A vote of two thirds of the entire Board of Directors shall be necessary for each grant of Honorary Membership. The President shall notify by letter each individual so selected. Honorary Members shall have no voting rights, no dues obligation, and are not eligible for rank promotion or election to the Board of Directors.

C. Clubs. Clubs formed by the members will be designated within one of the following six (6) classes and will receive a charter of recognition from the Executive Director upon attaining the requisite number of members. The Board of Directors may determine and set forth a fee for club charter recognition at its discretion.

(i)	Platinum Star	500+ active members in any calendar year
(ii)	Gold Star	300-499 active members in any calendar year
(iii)	Silver Star	200-299 active members in any calendar year
(iv)	Bronze Star	100-199 active members in any calendar year
(v)	Class A	50-99 active members in any calendar year
(vi)	Class B	25-49 active members in any calendar year
(vii)	Class C	10-24 active members in any calendar year
(viii)	Class D	5-9 active members in any calendar year

D. Suspension and Expulsion.

(i) Upon the recommendation of the Standards and Ethics Committee and subject to the provisions of Article IX, the Board of Directors may upon a two-thirds (2/3) vote of the entire Board of Directors suspend for a time certain or indefinitely or terminate the membership of any member for any of the following reasons:

a) failure to comply with the Articles, Bylaws or code of ethics of the Corporation or any rules, regulations, decisions, operating procedures, or interpretations properly adopted by the Board of Directors,

b) conduct inimical to the goals and purposes of the Corporation as set forth in the Articles and Bylaws,

c) conduct which is detrimental to or would reflect adversely on the Corporation or the sport of Judo.

(ii) Any person whose membership is terminated or indefinitely suspended may be reinstated by the Board of Directors upon written or oral presentation of adequate reasons for reinstatement, and a two-thirds (2/3) vote of the entire Board of Directors. Such members so suspended or terminated may be fined a sum of money to be determined by the Board of Directors, and may be subject to additional sanctions as deemed necessary for the welfare of the USJA.

Article VI – Dues and Fees

A. Membership. Dues for all members shall be determined by the Board of Directors. Annual and Active Life Membership fees shall be paid annually, one year in advance. A member will not be in good standing and entitled to the rights, privileges, benefits and services of membership unless all dues are current.

B. Life Membership Fees. Persons interested in furthering the goals and purposes of the Corporation may become Life Members of any one of the classes indicated below by donating to the Corporation the following cumulative amounts:

(i) Regular Life Member	\$400 to \$499
(ii) Bronze Life Member	\$500 to \$749
(iii) Silver Life Member	\$750 to \$999
(iv) Gold Life Member	\$1000 to \$1499
(v) Patron Life Member	\$1500 to 1999
(vi) Bronze Patron Life Member	\$2000 to \$2999
(vii) Silver Patron Life Member	\$3000 to \$3999
(viii) Gold Patron Life Member	\$4000 to \$4999
(ix) Trustee Life Member	\$5000 to \$9999
(x) Trustee Bronze Member	\$10000 to \$14999
(xi) Silver Trustee Life Member	\$15000 to \$19999
(xii) Gold Trustee Life Member	\$20000 to \$24999
(xiii) Benefactor Life Member	\$25000 to 49999
(xiv) Bronze Benefactor Life Member	\$50000 to 74999
(xv) Silver Benefactor Life Member	\$75000 to \$99999
(xvi) Gold Benefactor Life Member	\$100000 and above

The Board of Directors may temporarily change the Life Membership fees from time to time to promote limited time membership drives. Life membership fees received shall be used to further the purposes and goals of the USJA as stated in the Bylaws of

the Corporation. Life membership terminates only upon death, expulsion of the Life Member voted upon by the Board of Directors, or the dissolution of the Corporation. There shall be no right to refund of all or any part of the amount paid toward Life Membership under any circumstances, including but not limited to termination or suspension of membership. Life Members wishing to maintain status as an Active Life Member are required to pay an annual sustaining Life Membership fee in an amount approved by the Board of Directors.

C. Other Fees. Fees for rank promotions and certifications shall be established by the Board of Directors. The Board of Directors may also establish reasonable fees for additional services such as replacement of membership cards, copies of certificates, club charters, or any other service as needed.

D. Payment of Dues and Fees. All dues and fees shall be paid directly to the National Office of the USJA in care of the Executive Director or officer in charge.

Article VII - Board of Directors

A. Number. The Board of Directors of the USJA shall consist of seven (7) members.

B. Duties and Powers. The Board of Directors shall be responsible for the control and management of the business affairs and properties of the Corporation, and may exercise all powers of the Corporation including the establishment of all programs, policies and operating procedures of the Corporation.

C. Eligibility. To be eligible to be on the ballot for election as a Director, or to be appointed as a Director to fill a vacancy, or to serve as a Director, an individual must, throughout his or her term of office:

- (i) be a current, primary, USJA Active Annual or Active Sustaining Life Member in good standing,
- (ii) have been an USJA Active Annual or Active Sustaining Life Member of the Corporation for not less than five (5) consecutive years prior to election or appointment to the Board of Directors,
- (iii) be at least twenty-one (21) years of age,
- (iv) be a citizen of the United States,
- (v) complete a successful background screening,
- (vi) not be an employee of USJA, and,
- (vii) if a previous Director, not have been removed from the Board of Directors for cause within the previous ten (10) years.

Directors of the Corporation are subject to a term limit of two (2) consecutive election cycles. After serving for two (2) consecutive election cycles, a Director shall not be eligible for reelection to a third consecutive term. At expiration of two (2) four-year election cycles such members who have served two (2) consecutive terms shall again

become eligible for up to a maximum of two (2) subsequent terms as a Director of the Corporation.

D. Term and Election. The elected members of the USJA Board of Directors shall each serve a term of four (4) years. Elections shall be held every four (4) years subsequent to the last election and thereafter.

Eligible individuals may have their names placed on the ballot for election to the Board of Directors by submitting to the National Office a petition signed by at least one hundred (100) current Senior Annual Members and/or Senior Life Members of the Corporation. All such petitions must be received at the USJA National Office no later than July 31st of the election year for which they are intended. No employee of the Corporation is eligible to submit a petition to the Board of Directors to seek election as a Director of the Corporation. The petition requesting placement on the ballot must include or be accompanied by a statement signed by the prospective Board Member stating that he or she desires to become a Board member and that he or she will attend meetings of the Board of Directors as required in these Bylaws. All such petitions shall be examined by the USJA National Office for verification of the validity of the required signatures, names, and membership status.

For the purpose of informing the general membership of the opportunity and procedures for being placed on the ballot, the Board of Directors shall cause notice of each election and the procedures involved to be given to Senior Annual Members and Senior Life Members of the USJA. This notice shall be made in all publications of the USJA available to the membership, to include, but not be limited to, mailings, web sites, and email, no later than one (1) year prior to the July 31st filing due date for petitions to be placed on the ballots.

In the event of an "uncontested election" (defined for this purpose as an election of directors in which the number of qualified nominees for director is equal to or less than the number of directors to be elected), the Board of Directors shall declare the eligible candidates elected by acclamation. No voting of the membership will be conducted, the result will be immediately announced, and all of the qualified nominees will take office on October 15 of the election year.

After the new incoming Board of Directors takes office due to an uncontested election, they may fill any resulting vacancies by either a majority vote of the directors (as in Section F of this Article), declare a special election, or temporarily decrease the size of the Board (but not to less than a Board size of seven members).

In the event of a "contested election" (defined for this purpose as an election of directors in which the number of qualified nominees for director is greater than the number of directors to be elected), the following procedures apply.

The Board of Directors of the Corporation shall insure that mail-in ballots shall be distributed to each USJA Chartered Club during the month of August of each election year. The club leaders shall be instructed to distribute ballots to all eligible voters. The ballot shall also be prominently posted on the official web site of the USJA for download

and use by eligible voters. It will be made freely available by email, fax, or other means as requested.

All ballots shall bear full instructions for submission and a statement that failure to properly endorse the ballot with a signature and membership number shall result in invalidation of such ballot. The ballots will contain the names of the individuals, in alphabetical order, who submitted timely and valid petitions meeting the requirements of this Article, and who are eligible to serve on the Board of Directors. Voted ballots with valid signatures of USJA members who are eligible to vote must be received by the USJA National Office by September 30th, or mailed to the USJA National Office and postmarked by September 30th, to be counted in such election. Original signatures are required and electronic submission of ballots, whether by fax, email, or other electronic means, is not acceptable. Voters may submit only one ballot and receipt of more than one ballot from the same USJA member will invalidate that member's vote. The final count for each election will be made on October 15th of each election year, at which time the results will be announced and the newly elected Board of Directors will immediately take office.

E. Removal. Any member of the Board of Directors may be removed from office, with cause, at any time by a two thirds (2/3) vote of the Board of Directors. Cause includes, but is not limited to, consistent absence from meetings or other egregious failure to fulfill the duties of a Director. The attendance of two meetings per year is enough to fulfill the attendance duties of a Director. Once a Director has been removed from the Board of Directors for cause that Director is not eligible to be elected or appointed to the Board of Directors of the Corporation for a period of ten (10) years from the date of his or her removal.

F. Vacancies. Any vacancy that may occur on the Board of Directors, by reason of death, resignation, or removal, will be filled by a majority vote of the Board of Directors for the unexpired portion of the term.

G. Quorum. Meetings of the Board of Directors will only be convened when there is a quorum. The presence, in person, of not-less-than 50 percent of the current members of the Board of Directors plus one Director, shall constitute a quorum at each in-person meeting of the Directors. For meetings conducted entirely by telephone conference, videoconference, or other live electronic means, not-less-than 50 percent of the current members of the Board of Directors plus one Director, shall constitute a quorum at each such meeting of the Directors.

H. Voting. Each Director shall have one vote and, unless a greater vote is required by statute or these Bylaws, a majority vote shall be necessary for the exercise of the powers of the Board of Directors hereunder. Voting shall normally be conducted personally at a meeting, but may be conducted via mail, telephone, email, video, or other electronic means as necessary. However, there shall be no voting by mail, telephone, email, video, or other electronic means if one third of the total Board of Directors so indicates their objection to decide any matter by such means.

In the case of a mail vote, a ballot shall be mailed to each Director setting forth the motions to be considered. Mail ballots must be completed, signed, and dated by the responding Directors. Ballots will be returned to the address specified on the ballot before the date requested in the ballot, which shall not be less than ten (10) days from the date the ballot is mailed to the Directors.

When necessary, the Executive Director, Secretary, or President of the Board of Directors may also individually telephone, email, or use another electronic means to contact every member of the Board of Directors to obtain a vote without holding a meeting. Each motion to be voted on will be provided to each member, and the vote recorded. Except as indicated in Article XII where a meeting is required, a vote of a quorum of the Board of Directors, resulting from a mail, email, or other electronic motion or ballot, shall have the same force and effect as a vote of the Board of Directors meeting in person, and may be stated as such at any time for any purpose. Such motions and votes will be published and made available to the membership in the same manner as regular meeting minutes.

I. Meetings. All meetings of the Board of Directors shall be conducted with reference to Roberts Rules of Order. Twice a year public meetings of the Board of Directors will be held in person at a time and place set by the Board of Directors, for the purpose of receiving committee reports and transacting any other business of the Corporation. Other meetings of the Board of Directors may be convened by the Board to be held at a time and place set by the President, in accordance with majority vote. Minutes of all meetings will be made available to the USJA general membership on the USJA web site as soon as practicable following each meeting.

In person meetings shall generally be open to all members of the USJA in good standing. Directors may invite guests to any meeting of the Board, however, the Board may, in its sole discretion, exclude or remove guests from the meeting. The Board of Directors may, from time to time, go into executive session that is not open to the public in order to consider privileged information, to discuss confidential matters of policy or personnel, or to seek legal advisement.

J. Telephone, Video, and Electronic Meetings. As necessary, a meeting of the Directors may be held by telephone conference call, videoconference, or other live electronic means. A meeting may be conducted by conference call, videoconference, or other live electronic means if a quorum is present and notice requirements have been met. Any action or vote of a quorum of the Board of Directors, resulting from a telephone conference call, video conference, or any other type of live electronic meeting, shall have the same force and effect as if the Board of Directors were meeting in person, and may be stated as such at any time for any purpose.

K. Notice Requirement. Except as otherwise provided by statutes or these Bylaws, written notice of each meeting of the Board of Directors stating the time, place, purpose, and the means by which such meeting is to be held, shall be served either personally, by mail, or by email, within the period specified, upon each Director. If mailed, such

notice shall be sent to each Director at his address as it appears on the records of the Corporation, unless he or she shall have previously filed with the Secretary of the Corporation a written request that notices intended for him or her be mailed to some other address, in which case it shall be mailed to the address designated in such request. Such notice (or any part thereof) may be waived by any Director by written consent or by oral statement at any meeting and shall be deemed waived by any Director who is present at such meeting.

Notice of meetings shall be given to all Directors and the USJA membership, not less than thirty (30) days in advance of such meeting, if possible. The dates of such scheduled meetings shall be posted in USJA publications, on the USJA web site, and distributed by other means, at the earliest date of availability of confirmed information regarding scheduled dates and venue. The Board may conduct special meetings on an emergency basis when thirty (30) days advance notice is not possible, but every Director must be contacted in advance via email and telephone stating the time, place, purpose, and the means by which such meeting is to be held. Such notice (or any part thereof) may be waived by any Director by written consent or by oral statement, and shall be deemed waived by any Director who is present at such meeting.

L. Conflict of Interest. No USJA sitting Director shall also serve on the Standards and Ethics Committee or the Promotion Board. No USJA sitting Director shall also serve as a Director, Officer, or employee of another national judo or martial arts organization, including, but not limited to, USA Judo and USJF, or any of their organizational components above the level of a judo club, such as a state or regional organization.

Article VIII – Officers

A. Officers and Other Positions. Officers of the Corporation shall serve for a term of four (4) years, or until their successors are elected, unless sooner removed by the Board of Directors or upon resignation. At the first meeting of the Board after election, the Board of Directors shall elect the officers of the Corporation. The offices of President, Vice President, Secretary and Treasurer shall be elected from the members of the Board of Directors. A single Director may hold no more than one office.

In addition, the Board of Directors may appoint or employ a Corporate Counsel who shall not be a member of the Board of Directors. The Corporate Counsel is invited to all meetings, as a guest, and will have an advisory voice on the Board of Directors. The Board of Directors may also select and employ other individuals to serve the Corporation, such as an office manager, under such terms, conditions or arrangements as the Board deems advisable. The Board of Directors may also select individuals to serve the Corporation as volunteers, such as a manager of electronic services, under such terms, conditions or arrangements as the Board deems advisable.

The Board of Directors will select and employ an Executive Director who shall not be a member of the Board, and who shall be directly responsible to, and serve at the pleasure of the Board of Directors, or under any employment agreement the Board of

Directors deems reasonable. The Executive Director is invited to all meetings, as a guest, and will have an advisory voice on the Board of Directors.

The Executive Director shall be a salaried and bonded employee of the Corporation under terms approved by the Board. His or her duties shall include, but not be limited to:

- (i) to supervise all activities of the Corporation within the policies established by the Board;
- (ii) to serve as an ex-officio member of all committees of this Corporation;
- (iii) to recommend to the Board of Directors plans and programs to further the goal of this Corporation;
- (iv) to implement all policies, programs and operating procedures adopted by the Board; and
- (v) to carry out such ministerial functions as may be delegated by the President, Vice President, Treasurer, or Secretary to assure the day-to-day continuity and efficiency of operation of the USJA.

B. President. The President shall be the Chief Executive Officer of the Corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect and shall perform all other duties usually incident to such office. It shall be the duty of the President to preside at all meetings of the Corporation (other than committee meetings) and of the Board of Directors, and to perform all other duties of the office of the President as mandated by the Bylaws of the Corporation. In the event of the absence or incapacity of the President, the Vice President shall assume all of the duties of the President.

C. Vice President. The Vice President shall, in the absence of or during the incapacity of the President, perform the duties incident to the office of the President. In addition, the Vice President shall have and discharge such other duties as the Board of Directors may from time to time assign.

D. Secretary. The Secretary shall attend all meetings of the Board of Directors, if possible, and shall maintain a record of all such meetings. The Secretary shall record all votes and minutes of meetings of the Board of Directors, and shall make said records available to any senior Annual Member or Active Life Member of the USJA upon request. The Secretary shall be custodian of the seal of the Corporation and in proper cases affix the seal to instruments. He or she shall see that the books, reports, statements and all other documents required by law are properly kept and filed. In addition, he or she shall perform such other duties as the Board of Directors may from time to time assign.

E. Treasurer. The Treasurer shall have custody of the corporate funds and securities, shall keep full accurate accounts of receipts and disbursements in books belonging to the Corporation, and shall deposit all money and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. He or she shall disburse the funds of the

Corporation in accordance with the directions of the Board of Directors, taking and preserving proper vouchers for such disbursements, and shall render an account of all transactions as Treasurer and of the financial condition of the Corporation, whenever called upon to do so. In addition, the Treasurer shall perform such other duties as the Board of Directors may from time to time assign.

Article IX - Committees

A. Standing Committees. The standing committees of the Corporation are:

Standards and Ethics Committee

Coaching Education and Certification Committee

Referee Certification Committee

Promotion Board

B. Other Committees. Other committees may be established as the President determines are necessary or appropriate for the proper conduct of the business of the Corporation.

C. Committee Members. Unless specified elsewhere in Article IX, members of various committees, including the Chairperson thereof, will be appointed by the President, with the advice and consent of the Board of Directors. Chairpersons are invited to all Board meetings as a guest. Chairpersons who are not members of the Board of Directors shall have no vote but will have an advisory voice before the Board of Directors. All committee members must complete a background screening and maintain status as a Senior Annual Member or Senior Active Life Member of USJA.

D. Standards and Ethics Committee.

(i) The Standards and Ethics Committee Chairperson shall be selected by the President and affirmed by a majority vote of the Board of Directors.

(ii) Membership of the Standards and Ethics Committee is by recommendation of the Chairperson of the Committee and is subject to the approval of the Board of Directors. Members of the Committee serve at the pleasure of the Board of Directors.

(iii) The purpose of the Standards and Ethics Committee is to:

- a. serve the USJA community,
- b. protect the reputation of the Corporation,
- c. support the membership in matters of standards and ethics,
- d. nurture successful, professional relations in the spirit of Judo, and
- e. foster relationships of integrity among all members.

(iv) The Standards and Ethics Committee will perform the following functions:

- a. Facilitate the standards and ethics procedures as determined by the Committee, approved by the Board of Directors, and published on the official website of the USJA.
- b. Advise members regarding standards and ethics.
- c. Assist members in the resolution of disagreements.
- d. Encourage and facilitate mediation of disputes.
- e. Accept, review, investigate, conduct interviews and hearings regarding alleged ethical violations, and make recommendations to the Board of Directors toward final resolution of cases where the Committee is unable to mediate or where punitive action is recommended.
- f. Determine financial costs accrued during investigations and hearings and recommend the level of monetary fines, if any, to be levied as part of the final judgment by the Board of Directors.
- g. Create and, upon approval of the Board of Directors, adopt rules governing the operations of the Standards and Ethics Committee and cause those rules and procedures to be published on the official USJA website. The procedures must include, but are not limited to, confidentiality, complaint and investigation procedures, and records retention.
- h. The Chairman of the Standards and Ethics Committee shall present to the Board of Directors for approval a written proposal of the Committee's rules and procedures no later than 30 days prior to the first scheduled in person Board meeting each calendar year. If no changes to the rules of the Standards and Ethics Committee are proposed, the Chairman of Committee shall ask the Board for a continuation of the currently approved rules and procedures.

E. Promotion Board (for Judo). The Promotion Board Committee is authorized to conduct the affairs of the USJA in granting rank promotions to those individuals who have met established requirements for promotion. The President will appoint a Chairperson to conduct the promotional affairs of the Corporation with the consent of the Board of Directors. A Vice-Chair will be appointed by the President, with the consent of the Board of Directors, to conduct promotional activities in the event of the absence of the Chairperson of the Promotion Board. The Promotion Board will consist of no less than seven (7) members or more than eleven (11) members, appointed by the President with the consent of the Board of Directors. The Committee shall consist entirely of members holding the rank of 6th degree black belt or higher. The Promotion Board shall keep minutes of all meetings, and shall make a report to the President, and the Board of Directors, regarding the actions and recommendations of the Committee.

Article X - Seal

The Corporate seal shall be circular in form and shall bear the name of the Corporation, the words "Corporate Seal" and words and figures denoting the year and jurisdiction of its incorporation. The form of, or the inscription on, the seal may be changed at any time by the Board of Directors.

Article XI - Duration

The period of duration of the Corporation shall be perpetual, subject to dissolution only upon resolution and affirmative vote by two-thirds of the entire Board of Directors. Upon dissolution of the Corporation, the Directors of the Corporation shall, after payment of or due provision for all liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for charitable and educational purposes by paying such assets over to such entity or entities organized and operated exclusively for educational and charitable purposes, as the Board of Directors shall determine. Any such assets not so disposed of by the Board of Directors shall be placed in the custodianship of, and disposed of by the United States District Court for the District of Columbia, or its successor, exclusively for and in the furtherance of the charitable and educational purposes set forth in the Articles of Incorporation of the Corporation and these Bylaws.

Article XII – Amendments

Any and all Bylaws of the Corporation shall be subject to amendment, alteration or repeal, and new Bylaws may be adopted, at any meeting (described in Article VII, Sections I and J) of the Board of Directors, by a two thirds (2/3) majority vote of the entire Board. No Bylaws may be amended, altered, repealed or adopted in contravention or derogation of the Articles of Incorporation of the Corporation.

Article XIII - Accounting Period

The Corporation shall keep its books and accounts on a calendar year basis.

Article XIV - Indemnification

Section 1. Definitions. For purposes of this Article:

[a]The terms “director or officer” shall include a person who, while serving as a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan. A director or officer shall be considered to be serving an employee benefit plan at the request of the Corporation if his or her duties to the Corporation also impose duties on or otherwise involve services by him or her to the plan or to participants in or beneficiaries of the plan. The term “director or officer” shall also include the estate or personal representative of a director or officer, unless the context otherwise requires.

[b]The term “proceeding” shall mean any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, whether formal or informal, any appeal in such an action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding.

[c]The term “party” includes an individual who is, was, or is threatened to be made a named defendant or respondent in a proceeding.

[d]The term “liability” shall mean any obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan), or reasonable expense incurred with respect to a proceeding.

[e]When used with respect to a director, the phrase “official capacity” shall mean the office of director in the Corporation, and, when used with respect to a person other than a director, shall mean the office in the Corporation held by the officer or the employment or agency relationship undertaken by the employee or agent on behalf of the Corporation, but in neither case shall include service for any foreign or domestic corporation or for any partnership, joint venture, trust, employee benefit plan, or other enterprise.

Section 2. General Provisions.

The Corporation shall indemnify any person who is or was a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a director or officer of the Corporation, against expenses (including attorneys’ fees), liability, judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such proceeding if such person [a] conducted himself in good faith, [b] reasonably believed, in the case of conduct in his or her official capacity with the Corporation, that his or her conduct was in the best interests of the Corporation, and, in all other cases, that his or her conduct was at least not opposed to the best interests of the Corporation, and [c] with respect to any criminal proceeding, had no reasonable cause to believe that his or her conduct was unlawful. However, no person shall be entitled to indemnification under this Section 2 either [a] in connection with a proceeding brought by or in the right of the Corporation in which the director or officer was adjudged liable to the Corporation or [b] in connection with any other proceeding charging improper personal benefit to the director or officer, whether or not involving action in his or her official capacity, in which he or she is ultimately adjudged liable on the basis that he or she improperly received personal benefit. Indemnification under this Section 2 in connection with a proceeding brought by or in the right of the Corporation shall be limited to reasonable expenses incurred in connection with the proceeding. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith or otherwise failed to meet the standard of conduct set forth in this Section 2.

Section 3. Successful Defense on the Merits; Expenses.

To the extent that a director or officer of the Corporation has been wholly successful on the merits in defense of any proceeding to which he or she was a party, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with such proceeding.

Section 4. Determination of Right to Indemnification.

Any indemnification under Section 2 of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in each specific case upon a determination that indemnification of the director or officer is permissible under the circumstances because such person met the applicable standard of conduct set forth in such Section 2. Such determination shall be made [a] by the Board of Directors by a majority vote of a quorum of disinterested directors who at the time of the vote are not, were not, and are not threatened to be made parties to the proceeding, or [b] if such a quorum cannot be obtained, by the vote of a majority of the members of a committee of the Board of Directors designated the board, which committee shall consist of two or more directors who are not parties to the proceeding (directors who are parties to the proceeding may participate in the designation of directors to serve on such committee), or [c] if such a quorum of the Board of Directors cannot be obtained or such a committee cannot be established, or even if such a quorum is obtained or such a committee is so designated, but such quorum or committee so directs, then by independent legal counsel selected by the Board of Directors in accordance with the preceding procedures, or [d] by the members. Authorization of indemnification and evaluation as to the reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that, if the determination that indemnification is permissible is made by independent legal counsel, authorization of indemnification and evaluation of legal expenses shall be made by the body that selected such counsel.

Section 5. Advance Payment of Expenses; Undertaking to Repay.

The Corporation shall pay for or reimburse the reasonable expenses (including attorneys' fees) incurred by a director or officer who is a party to proceeding in advance of the final disposition of the proceeding if [a] the director or officer furnishes the Corporation a written affirmation of his or her good faith belief that he or she conducted himself in good faith, [b] the director or officer furnishes the Corporation with a written undertaking, executed personally or on his or her behalf, to repay the advance if it is determined that he or she did not conduct himself in good faith, which undertaking shall be an unlimited general obligation of the director or officer but which need not be secured and which may be accepted without reference to financial ability to make repayment, and [c] a determination is made by the body authorizing indemnification that the facts then known to such body would not preclude indemnification.

Section 6. Reports to Members.

In the event that the Corporation indemnifies, or advances the expenses of, a director or officer in accordance with this Article in connection with a proceeding by or on behalf of the Corporation, a report of that fact shall be made in writing to the members with or before the delivery of the notice of the next meeting of the members.

Section 7. Other Employees and Agents.

The Corporation shall indemnify such other employees and agents of the Corporation to the same extent and in the same manner as is provided above in Section 2 with respect to directors and officers, by adopting a resolution by a majority of the members of the Board of Directors specifically identifying by name or by position the employees or agents entitled to indemnification.

Section 8. Insurance.

The Board of Directors may exercise the Corporation's power to purchase and maintain insurance (including without limitation insurance for legal expenses and costs incurred in connection with defending any claim, proceeding, or lawsuit) on behalf of any person who is or was a director or officer of the Corporation against any liability asserted against him or her or incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article.

Section 9. Nonexclusivity of Article. The indemnification provided by this Article shall not be deemed exclusive of any other rights and procedures to which one indemnified may be entitled under the Articles of Incorporation, any bylaw, agreement, resolution of disinterested directors, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of such person's heirs, executors, and administrators.