

BY-LAWS OF JUJITSU AMERICA

Article 1 - Location

Section A The location of the principal office of Jujitsu America shall be at stated in the constitution.

Section B Any change in the location of the principal office of Jujitsu America must be approved by a two-thirds vote of the Board of Representatives at the next scheduled meeting of the corporation.

Article 2 - Regions

The Board of Representatives may by a two-thirds vote, establish standards for and approve the formation of regional territories.

Article 3 - Membership

Section A There shall be two classes of membership:

(1) Active and (2) Life.

Part 1 The four types of active membership shall be:

(a) Group, (b) Individual, (c) Honorary, and (d) Special

a. Group Membership:

A group eligible for membership shall be any self defense club, education institution, or permanent organization actively promoting and participating in Jujitsu or other martial arts with 10 or more members.

b. Individual Memberships:

A single person eligible for membership shall be anyone who is currently registered with Jujitsu America as being a student or member of any active group member or single Member at Large. An Individual member must actively promote and participate in Jujitsu America or other martial arts.

c. Honorary Member:

A single person eligible for membership shall be anyone (except an active member) who has provided distinguished service to Jujitsu America. Honorary membership must be approved and awarded with a two-thirds vote of the Board of Directors.

d. Special Member:

Special conditions as determined by Board of Directors.

Part 2 The four types of Life Memberships shall be:

(a) Regular, (b) Silver (c.) Gold, and (d) Patron.

- (a) An application for Life Membership shall be submitted to the Board of Directors along with the required minimum fee. All applications for Life Membership must be reviewed by the Board of Directors and must be accepted by a majority vote of the Board. A life Member shall not be required to pay membership dues to Jujitsu America after acceptance of the required fee by the Board. Once the required fee is accepted, it shall never be refundable.
- (b) The fee for the various Life Memberships shall be set by the Board of Representatives and may be changed at their discretion. See Article 4 Section A, Part 6
- (c) Life Memberships can be paid in installments. A person must pay his individual membership until his Life Membership is 100% paid up.
- (d) Life Membership certificates will be issued by the president or manager at the president's request.

Section B Conditions of Membership:

Part 1 An application for active membership must be filed with the Registration Chairman in writing. It may be addressed to the Registration Chairman at his address. Registration of an individual member through a current active group member shall be equivalent to submitting an application. Upon receipt of an application for a group membership, the Registration Chairman shall conduct an investigation as directed by the Board of Directors to determine if the applicant satisfies the requirements for membership in Jujitsu America as set forth in these by-laws.

Part 2 Upon receipt, any application for membership shall be discussed at

the next scheduled meeting of the Board of Directors. Such application may be approved denied or tabled. Approval action on any membership request shall require a two-thirds vote of the Board of Directors; and failure to receive a two-thirds vote shall deem any request for membership denied. Any decision of the Board of Directors shall be reported to the applicant for membership by the Registration Chairman within fifteen days.

- Part 3** New memberships shall serve a one year probationary period. After the one year, the Board of Directors may accept the member as a member in good standing, reject the member for failure to abide by any regulations of Jujitsu America, or continue the probationary period for another year. No probationary period for any new member shall exceed two years. The probationary period may be waived by the Board of Directors for a group membership if the instructor of the new group is currently a member of a group in good membership and is presently in good standing with Jujitsu America.

Section C Rights of Membership

- Part 1** All members shall be allowed to belong to any other organization, provided such organizations do not conflict with the high standards, morals, or by-laws of Jujitsu America.
- Part 2** All Black Belt members in good standing shall receive all regular publications of Jujitsu America This may be by mail, email or posting on the official Jujitsu America web site.
- Part 3** A member in good standing shall be defined as any member who is not delinquent in payment of any fee or dues required to maintain such membership.
- Part 4** The privilege of voting or representation shall be reserved to only current active members in good standing.
- Part 5** All members of Jujitsu America are subject to disciplinary action by the Board of Directors as provided in these by-laws.
- Part 6** If at any time in the future Jujitsu America is dissolved only current active members shall share equally in all real and personal property acquired by Jujitsu America.

Section D Dues and Fees

- Part 1** All dues for current memberships shall be due and payable on the

first day of September of each year. New members shall pay membership dues in the following manner: If they join after our fiscal year, they will pay to the nearest quarter, i.e. - if a member joins in February he has not belonged to Jujitsu America for one half of the fiscal year so he will only pay one half of the yearly dues. If dues are \$8.00 yearly, he would owe \$4.00.

- Part 2** The fiscal year shall be September first to August thirty-first of each year.
- a) All clubs belonging to Jujitsu America must register before September 30, being delinquent on October 1. Any club registering after October 1 will be assessed 50% of the prevailing rate.
 - b) Any group who is not registered 120 days after September 1 of each year shall become deemed inactive and shall lose voting rights.
 - c) Upon re-registering and being accepted by their region, they shall become active members and their voting rights shall be restored.

Part 3 Required national; membership dues shall be as follows:

- a) Group Member \$ 40.00 per year
- Club Member
Age 18 and older \$ 20.00 per year
- Club Youth Member
Ages 13-17 \$ 15.00 per year
- Club Junior Member
Ages 12 and under \$ 10.00 per year
- b) Individual Member \$ 35.00 per year
- c) International Group Member \$ 50.00 per year
- d) International Club Member \$ 50.00 per year
- e) Life Member
 - i) Regular \$ 250.00
 - ii) Silver \$ 500.00
 - iii) Gold \$ 750.00
 - iiii) Patron \$ 1,000.00

f) Special Member As determined by Board of Directors

Part 4 Active group members shall be considered autonomous from the national organization of Jujitsu America. Active members may charge dues to individual members at a rate higher than the amount stated in Article 3, Section D, Part 3 b).

Section E Disciplinary Action or Expulsion of Members

Part 1 The acceptance of any membership in Jujitsu America shall bind each member to abide by all the conditions of the Constitution, by-laws and rules of this corporation. All members shall accept and enforce all decisions of the Board of Directors or Board of Representatives

Part 2 Any members who violates Article 3, Section E, Part 1 shall be subject to disciplinary action by the Board of Directors. Such disciplinary action may include suspension of all rights granted to active members or expulsion from the corporation. Any violation of rules must be reported in writing to the Secretary of the Board of Directors.

Part 3 The Board of Directors shall appoint a hearing committee consisting of three active individual members or members at large who hold black Belt ranks in Jujitsu America. At least one member of the hearing committee shall be from the dojo of which the accused is a member or a Black Belt member of Jujitsu America selected by the accused. No members of the hearing committee shall be from the dojo or dojos that the accuser is a member. Such committee shall arrange and hold a meeting with all parties present at the reasonable convenience of and with the attendance of the accused member within thirty days from the date the violation of rules is reported and acted on by The Board of Directors. If in the opinion of the Committee Chairman, it is found to be impractical to have all parties physically present, because of travel distance or other important factors, a conference call meeting, with all parties participating in the call may be held. If the accused party refuses to attend or take part in the proceedings, the committee shall proceed and make its findings. The hearing committee shall report the findings of the meeting in writing to the Secretary of the Board of Directors and the accused within ten days after the hearing.

Part 4 Any Jujitsu America Member who is dissatisfied with the decision of the Board of Directors regarding disciplinary action may appeal to the Board of Representatives. Such appeal must be made in

writing and submitted to the Secretary within thirty days after the decision of the Board of Directors and shall be considered at the next regularly scheduled meeting of the Board of Representatives with a quorum being present.

ARTICLE 4 - BOARD OF REPRESENTATIVES

Section A Powers

The Board of Representatives shall be the supreme governing body of Jujitsu America. As such, it shall have the following powers and duties.

- Part 1** Elect officers and directors.
- Part 2** Adopt amendments to the Constitution and by-laws.
- Part 3** Adopt an annual budget.
- Part 4** Hear all appeals from disciplinary proceedings and may increase, or decrease the degree of punishment (fines, suspension, or expulsion) awarded by the Board of Directors.
- Part 5** Impeach officers for failure to comply with their duties, the constitution, or by-laws of Jujitsu America.
- Part 6** Increase or decrease dues required by any membership.
- Part 7** Levy special assessments on any member.
- Part 8** Select an active member to represent Jujitsu in any conference, nationally or internationally, so as to promote Jujitsu America and other martial arts.
- Part 9** Change any decision or action made by the Board of Directors.
- Part 10** Implement its powers or duties by a simple majority vote of the representatives.

Section B Membership to the Board of Representatives

- Part 1** Only current active **Group Members** in good standing shall be allowed to have representatives.
- Part 2** A group member shall be allowed to select individual members to the Board of Representatives in any manner acceptable to such

group member. Each Representative and each Director shall be allowed one vote on all matters of concern to Jujitsu America and at any meetings of the Board of Representatives. Only individual members who have been members in good standing for twelve months shall be allowed to vote as a member of the Board of Representatives. For the election of officers and directors at large, only the duly annually certified Representatives may cast votes.

Part 3 The voting structure for Representatives shall be as follows.

<u>Size of Group Members</u>	<u>Number Allowed</u>
10-49 Members	1 Representative
50-99 Members	2 Representatives
100 and over Member	3 Representatives

Part 4 Each group member shall annually certify to the Secretary of this organization its representative(s) to the Board of Representatives for the ensuing year. Such certification shall be filed seven days before the first meeting of the fiscal year. A group member may change his representative to a meeting with the group member's proxy.

Part 5 Any number of representatives from one group member may give their proxies to another representative of the same group member. Proxies must be in writing, signed by the representative giving the proxy, and filed with the Secretary prior to the meeting at which they are to be used. A proxy shall be good for only one meeting. A proxy may be revoked by the person giving it appearing at the meeting at which it was to be used.

Part 6 Any group member under probation is eligible to participate in any meeting of the Board of Representatives, but cannot vote by proxy or otherwise.

Part 7 Election of Officers and Directors shall be elected by a majority vote, a quorum being present. Officers shall be elected in this order: President, 1st Vice President, 2nd Vice President, Treasurer, Secretary, and National Registration Chairman. Directors at large shall be elected after the officers have been elected.

Part 8 In addition to the Representatives in attendance at the meeting, voting will be allowed by qualified certified Representatives, who are on a two-way electronic link. Such qualification shall be

verified by the Registration Chairman and the Chairman of the Information Technology Committee. Proxies will not be permitted for the electronic link.

Nominees for one office who are not elected may be nominated for a subsequent office to be voted upon.

Article 5 –Board of Representative Officers, Duties and Rank Requirements

Part 1 Officers

- a) President
- b) 1st Vice President
- c) 2nd Vice President
- d) Treasurer
- e) Secretary
- f) National Registration Chairman (Manager)
- g) Chief Technical Director

Part 2 Duties and Requirements

- a) **President** The President shall be the chief executive officer and shall preside over all Board of Representatives and Board of Directors meetings. This person shall be an ex officio member of all committees. When authorized, he shall execute all agreements on behalf of the corporation and perform other such duties as may be assigned by the Board of Representatives and the Board of Directors. This person shall appoint all committees. This person shall hold the rank of Sandan or higher.
- b) **1st Vice President** The 1st Vice President shall fulfill the duties of the President in his absence or disability and perform other duties as directed by the President or Board of Directors. Additional duties shall also include complete handling of all Dan certificates under the guidance of the Registration Chairman. This person shall hold the rank of Nidan or higher.
- c) **2nd Vice President** The 2nd Vice President shall perform the duties of the 1st Vice President in the event of his absence or disability. This person shall perform the duties of the President in the event both the President and 1st Vice President are absent or disabled and perform other duties as directed by the President or Board of Directors. Additional duties shall also include complete handling of all Kyu certificates under the guidance of the Registration Chairman. This person shall hold the rank of Nidan or

higher

- d) **Treasurer** The Treasurer shall collect and have charge of all the funds of the organization and deposit such funds in a bank or savings and loan designated by the Board of Directors and shall make disbursement as authorized. The Treasurer shall make a financial report to the Board of Directors and the Board of Representatives at each meeting. This report shall include a copy of the most recent bank statement. In addition, the Treasurer shall make available the financial books of Jujitsu America prior to its annual convention to a committee selected by the President of Jujitsu American for the purpose of an annual audit. This person shall hold the rank of Sankyu or higher.
- e) **Secretary** The Secretary shall keep minutes of all meetings of the Board of Representatives and Board of Directors, preserve all correspondence of the organization, and shall mail all minutes of all meetings of the Board of Representatives to each group member within 15 days. The Secretary shall have custody of the corporate seal. This person shall hold the rank of Sankyu or higher.
- f) **National Registration Chairman (Manager)** The National Registration Chairman shall maintain an accurate record of Jujitsu America membership and shall maintain a record of all promotions granted by Jujitsu America This person shall hold the rank of Ikkyu or higher.
- g) **Chief Technical Director** The Chief Technical Director shall be appointed by a majority vote of the Council of Professors. This person shall advise the chairman of the National Standards Board. This person shall hold the rank of Professor.

Part 3 Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Representatives for the unexpired portion of the term.

Part 4 Removal

Any officer may be removed by a three-fourths vote of the Board of Representatives, a quorum being present, whenever in its judgment the best interests of the organization would be served

thereby.

Article 6 - Board of Directors

Part 1 General Powers

The affairs of this organization shall be managed by its Board of Directors as directed by the Board of Representatives, except as otherwise provided by these by-laws. The Board of Directors shall have the following duties and powers:

- a) Establish standards for groups applying for membership.
- b) Conduct hearings and award punishments in all disciplinary matters involving group, individual and special memberships.
- c) Prescribe the forms for and receive all applications for group memberships and individual memberships and associate memberships from Admissions office.
- d) Establish and supervise the public relations program of the organization.
- e) Prepare and submit to the Board of Representatives a proposed annual budget and any modifications or revisions thought necessary in adopting a budget.
- f) Determine that the members of the National Standards Board meet the standards and requirements for membership imposed by these by-laws.
- g) Serve as a council of advisors to the President.
- h) Grant or withhold final approval of the application of new group members
- i) Perform such further duties as may be assigned by the Board of Representatives.

Part 2 Numbers, Tenure, and Qualifications

The number of directors shall be eleven (11) composed of:

- a) Three (3) directors elected at large.
- b) Six (6) Elected officers of this organization the Board of Representatives by virtue of their offices.

- c) Immediate past President.
- d) Chief Technical Director

Each director shall hold office for two (2) years, beginning August 2007 and / or until his successor has been elected. A director need not be a member of the Board of Representatives. The elected directors at large shall be the rank of Shodan or higher.

Part 3 Regular Meetings

A regular meeting of the Board of Directors shall be held at each annual conference. The Board of Directors may provide by resolution the time and place, for holding of additional regular meetings of the Board without other notice than such resolution.

Part 4 Special Meetings

Special meetings of the Board of Directors may be called at the request of the President.

Part 5 Election

(a) Nominating committee

Prior to May 15 of each election year, the President shall appoint a nominating committee consisting of at least four (4) members from the Board of Representatives or active Black Belts. The nominating committee shall prepare a list of recommended candidates for the officers of this organization from the new list of newly certified representatives filed on June 30 and submit its written recommendation to the Secretary one month prior to the annual conference: Two weeks prior to the annual conference the Secretary shall mail a list of the nominations of the nominating committee to each member of the Board of Representatives. Persons nominated by the nominating committee shall be considered nominated without further action.

Part 6 Nominations From The Floor

At the annual meeting of the Board of Representatives during the annual conference, nominations for the officers to be voted upon may be made and seconded by any representatives to the Board of Representatives. All nominees for directors shall be voted upon at one time and the directors receiving the highest number of votes shall be elected. The directors at large shall be elected after all the officers have been elected and a defeated candidate for an office

may be nominated to serve as a director.

Article 7 - Council of Professors

Part 1 Members

The council of Professors shall consist of the Professors of Jujitsu America. These shall be Professor Wally Jay, Professor John Chow-Hoon and Professor Willy Cahill and such other persons as may be elected by the Council of Professors.

Part 2 Duties

The Council of Professors shall provide overall guidance to the organization of Jujitsu America and any other leadership and assignments as requested by the Board of Representatives.

Part 3 Term

Each Professor shall serve an unlimited term.

Part 4 Election to Professor

The Council of Professors may elect any new person to the Rank of Professor, who they believe to have sufficient knowledge of the system of Jujitsu as practiced in Jujitsu America, who have a minimum rank of Seventh Degree Black Belt in the ranking system of Jujitsu America and who have demonstrated sufficient proficiency, knowledge and years of involvement with Jujitsu America.

The Council of Professors may elect outstanding individuals in other Martial Arts systems to the Rank of Honorary Professor or Associate Professor.

Part 5 Election to Council of Professors

The Council of Professors may elect a Professor of Jujitsu America to the Council of Professors. Such election shall only occur when the council determines such election will benefit Jujitsu America.

Honorary Professors or persons involved in other systems of Martial Arts, shall not be eligible for membership to the Council of Professors.

Article 8 - Committees

Part 1 Standing Committees

The standing committee chairman shall be appointed by the President upon recommendation of the Board of Directors. The committees shall be as follows:

- a) Public Relations Committee
- b) Massage Committee
- c) Newsletter Committee
- d) Budget Committee
- e) Contest Committee
- f) Tee shirts and Patches Committee

Part 2 Other Committees

The President may appoint such committees and chairpersons thereof as deems necessary. All committees so appointed shall be dissolved upon election of a new President.

Article 9 - National Standards Board

Part 1 Members

The National Standards Board shall consist of five (5) instructors, who are members in good standing,

Part 2 Qualifications

Members of the National Standards Board shall be instructors who are graded Rokudan or higher.

Part 3 Duties

The National Standards Board shall have the following duties:

- a) To set standards for promotions and the time in grade and establish the standards for practice of Jujitsu arts for Jujitsu America.
- b) To conduct examinations to the rank of Black Belt.
- c) To recommend promotion where a group member is unable to make a desired promotion in conformity with the National Standards Board.
- d) To determine and interpret rules and conditions of any form of Jujitsu tournaments, Kata, or combative.
- e) To annually review all instructors' qualifications for promotion and to promote when qualified.

- instructors
- f) To recommend rules and regulations as to qualifications for teacher's certification.
 - g) To establish an interim rank for applicants during the probationary period. Shall recommend to the Board of Directors an acceptable rank for an applicant when the probationary period is completed.

Part 4 Term

The members of the National Standards Board shall serve until replaced by the Council of Professors.

Part 5 Election

The members of the National Standards Board shall be appointed by the Council of Professors.

Part 6 Removal

Any member of the National Standards Board may be removed by a majority vote of the Council of Professors, a quorum being present, whenever in its judgment the best interest of the organization would be served thereby.

Part 7 Vacancies

Vacancies created by any reason shall be appointed by the Council of Professors.

Part 8 Meetings

The National Standards Board will meet at the annual conference. A special meeting may be called by the Chairman.

Article 10 - Annual Meetings

Part 1 Their shall be at least one (1) annual meeting of the Board of Representatives.

Part 2 At least once annually the Board of Directors shall submit a status report to the Board of Representatives. The status report shall include, but shall not be limited to, membership status, treasury reports and major accomplishments.

- Part 3** Meetings and agendas will be decided upon 30 days beforehand and posted at the dojo so that all Black Belts can come to meetings better prepared. An effort should be made by each Board of Representative member to inform all their active Black Belts.

Article 11 - Quorum

- Part 1** A quorum for the Board of Directors requires that at least six (6) directors be present.
- Part 2** A quorum for the Board of Representatives requires that a simple majority be present, which may include a verified electronic link or links. Proxy votes shall not be counted in establishing a quorum.

Article 12 - Rules of Procedure

When not covered by the articles of incorporation or the by-laws, the rules of procedure for this corporation and its committees shall be covered by the latest revised edition of Sturgis.

Article 13 - Amendments to By-Laws

Section 1 Form

All proposed amendments shall be submitted in writing to the Secretary for submission to the Board of Directors.

Section 2 Approval by Board of Directors

The Board of Directors shall consider the proposed amendment and forward it to the Board of Representatives with its recommendation as to approval, disapproval or modification.

Article 14 - Legal

The business affairs of Jujitsu America shall be governed and controlled by the General Non-Profit Corporation Law of the State of California the Articles of the Incorporation filed on behalf of Jujitsu America and this constitution. District, Area and Regional by-laws shall not be in conflict with the above rules and regulations or with current Jujitsu America policies.

Article 15 - Books and Records

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Representatives, Board of Directors, National Standards Board and committees

having any of the authority of the Board of Directors and/or Board of Representatives and keep at the registered principle office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

Article 16 - Banking

The banking business of Jujitsu America shall be transacted with a bank, trust company or other firm or corporation carrying on a banking business as the Board may designate. The banking shall be done according to the banking laws of the State of California.

Article 17 - Repeals

All previous constitutions and by-laws are hereby repealed.

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