

The undersigned, Indiana Judo Inc. (the "Corporation"), A Corporation existing pursuant to the Indiana Not-For-Profit Corporation Act of 1971 (IC 23-7-1.1) as amended, desiring to give notice of corporate action effectuating amendment of certain provisions of its By-Laws, sets forth the following facts:

Article I

The Corporation shall act within the guidelines of Indiana Code 23-7-1.1-2 (d.). A not for profit corporation and be Governed by the Roberts Rules of Order.

Article II

The Corporation shall support the purposes outlined in the Articles of Incorporation Article II. 1-14. Regulation and conduct of the Corporation will comply with Article IX, 1-7 of the Articles of Incorporation.

Article III Meetings of Members

Section 3.1

Semi-Annual Meeting: The Corporation will meet on a semi-annual basis for the purpose of electing directors and for the transaction of such other business as may come before the meeting.

Section 3.2

Special Meetings: Special meetings of the members may be called by the President, the Board of Directors or not less than two-thirds of the members having voting rights.

Section 3.3

Place of Meeting; The Board of Directors may designate any place, either within or without the state of Indiana, as the place of meeting for any semi-annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the principal office of the Corporation in the State of Indiana. If all voting members meet at any time and place, either within or without the State of Indiana and consent to holding a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 3.4

Notice of Meetings; A written or printed notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose for which the meeting is called, shall be delivered or mailed by the secretary, or the officer or person calling the meeting of each member of record entitled to vote at that meeting, at the address which appears on the records of the Corporation, at least ten (10) days before the date of meeting. Notice of any meeting of members may be waived in writing filed with the secretary or by attendance in person.

Section 3.5

Informal Action by Members; Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

Section 3.6

Quorum: A majority of the total number of members qualified to vote , represented in person or electronically, shall constitute a quorum.

Section 3.7

Proxies: Proxy votes are not allowed at any meeting.

Section 3.8

Voting List; The Secretary of the Corporation shall keep at all times, at the principal office of the Corporation, a complete and accurate list of all members entitled to vote at any meeting of the members which may be inspected by any member, for any purpose, at any reasonable time.

Article IV

Section 4.1

The Corporate officers; will be - President Vice-President, Secretary, Treasurer.

(1) Officers Duties:

- President will conduct all meetings, appoint committees and generally direct the Corporation.
- Vice-President will preside in case of the president's absence and liaison with all committee chairpersons head all committees.
- Secretary will record all activity at the General meetings for publication and maintain copies of all records.
- Treasurer will control and disburse according to the Corporations wishes all monies collected and contributions received outside of registrations.
- The immediate past President shall serve as ex-officio, non-voting member of the Board of Directors.
- An officer of the corporation will be designated as the organization's representative/liaison with USA Judo; the designated officer shall also maintain a valid membership, in good standing, with USA Judo.
- Officers will be elected every two years.
- President or his/her designee will serve as Indiana Judo's official delegate/representative for purposes of representation to all national judo organization meetings.
- All officers shall be current members of Indiana Judo and are encouraged to also maintain membership with USA Judo. All officers shall hold, and maintain in good standing, a valid, current individual judo membership registered with or through at least one (1) of the following judo national governing organizations:
 - (a) United States Judo Inc. (USA Judo);
 - (b) United States Judo Federation (USJF);
 - (c) United State Judo Association (USJA).
 - (d) American Traditional Judo Association (ATJA)

Article V Membership

Section 5.1

Membership: Membership shall comply with classes as defined under Article V in the Articles of Incorporation.

- Membership fees for Indiana Judo Inc. will be:
 - Class A: \$25.00 per calendar year: This is a club membership which requires at least five (5) individual club members who currently maintain active valid registration as an individual member of USA Judo, USJA, USJF, ATJA. This membership allows two (2) voting delegates.
 - Class B: \$25.00 per calendar year. This is an individual membership only for a person holding a Bonafide Black Belt rank that is recognized through Indiana Judo and is not serving as a voting delegate of an Indiana Club. This membership allows one (1) vote.

- Class C: This is an individual membership that has a voice but no vote in the affairs of the corporation. This is open to any rank recognized through Indiana Judo. Fees will be \$12.00 for juniors and \$17.00 for seniors.
- Class D: Life Membership is a onetime payment of \$250.00 Has the same privileges as Class B membership only it is for a Life Membership with no other fees. This membership category further requires that the individual must hold and maintain, in good standing, an active life membership registration with or through at least one of the judo national governing organizations (USA Judo, USJF, USJA or ATJA).
- Indiana Judo members must be a member in good standing with at least one (1) of the following national governing organizations:
 - United States Judo Incorporated (USA Judo)
 - United States Judo Federation (USJF)
 - United States Judo Association (USJA)
 - American Traditional Judo Association (ATJA)
- Registered Indiana Judo clubs (Class A members) and individuals (Class B members) in good standing the previous year will have voting rights for the following year provided they register by February 15 of the following calendar year.

Article VI

Board of Directors

Section 6.1

General Powers: The control and management of the affairs of the Corporation shall be vested in its Board of Directors. Directors must be members of the Corporation.

Section 6.2

Number and Tenure; The number and tenure of the Directors shall be not less than three (3) or more than Five (5). Each Director shall hold office for a term of two (2) years or until his successor shall have been elected and qualified. Each Director shall be eligible for re-election. The Board of Directors shall have the right to increase or decrease within the limits prescribed by the Articles of Incorporation, the number of Directors by a vote of the majority of the voting membership present at a properly called regular or special meetings of the voting membership. In the event that a Board Member resigns or is removed from office, The Board of Directors shall, through a majority vote of the Board appoint a new Board Member to replace the missing member until the next elections.

Section 6.3

Regular Meetings: A regular annual meeting of the Board of Directors shall be held without other notice than these By-laws, immediately after, and at the same place as one of the semi-annual meetings of members. The Board of Directors may provide by resolution, the time and place, either within or without the State of Indiana, for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 6.4

Special Meetings: Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized

to call special meetings of the Board may fix any place, either within or without the State of Indiana, as the place for holding any special meetings called by them.

Section 6.5

Notice of Special Meetings; notice of any special meeting of the Board of Directors shall be given at least two (2) days previously thereto by written notice and delivered personally, sent by mail, telegram or electronic mail, to each Director at his address as shown by the records of the Corporation. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by or these By-Laws.

Section 6.6

Quorum: A majority of the entire Board of Directors shall constitute a quorum. However, when filling vacancies occurring in the Board of Directors, a majority of the existing Directors shall constitute a quorum.

Section 6.7

Manner of Acting; the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 6.8

Informal Action By Directors; Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if prior to such action a written consent to such action is signed by all members of the Board or of such committee as the case may be, and such written consent is filed with the minutes of proceedings of the Board or committee.

Section 6.9

Power to Appoint Executive Committee; the Board of Directors shall have power to appoint by resolution adopted by a majority of the entire Board an executive committee composed of two or more Directors, who, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the business of the Corporation between meetings of the Board.

Article VII

Contracts, Checks, Deposits, and Funds

Section 7.1

Contracts; The Board of Directors may authorize any officer or officers, agent, or agents, or the Corporation, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 7.2

Checks, Drafts, etc; All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors, such instruments shall be signed by the treasurer. Copies of all bank statements will be sent to the president and secretary by mail or electronic mail.

Section 7.3

Deposits: All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or depositories as the Board of Directors may select.

Section 7.4

Gifts: The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or

devise for the general purpose or for any special purpose of the Corporation.

Article VIII Books and Records

Section 8.1

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 Directors, and committees having any of the authority of the Board of Directors, and shall keep at the principal office a record giving the names and contact information 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 IX Amendments to By-Laws

Section 9.1

Amendments: These By-Laws may be amended by the affirmative vote of a majority of the voting membership of the corporation, provided that the text of the proposed amendments shall have been set to all voting members with the call for the meeting at least thirty (30) days in advance of such meeting. After passage, the complete text of any amendment(s) to the By-Laws shall be first distributed to all current members who are entitled to vote and shall thereafter take effect as of the designated effective date, or not less than thirty (30) days after having been distributed to the current voting members, whichever date is later.