

FLORIDA JUDO ASSOCIATION

BYLAWS OF FLORIDA JUDO ASSOCIATION (FJA)

ARTICLE I: PURPOSE

The Florida Judo Association (FJA) exists in order to promote training, competition, development, and research in the amateur sport of Judo in the State of Florida; to serve as a common repository and clearing house for information related to Judo in the State of Florida; to coordinate activities of Judo clubs and training facilities in the State of Florida; and to perform liaison among the United States Judo Association (USJA), other National & International Judo Organizations, Judo clubs, and individual practitioners of Judo in Florida.

ARTICLE II: MEMBERSHIP

II.1 Membership in the Corporation shall be available to Florida individuals and groups of good character active in the amateur sport of Judo.

II.2 Group membership

II.2.a Club:

A Club member (Club) is a group of individuals Active as a group in the amateur sport of Judo. For Florida Judo Association (FJA) voting eligibility, a club must be a USJA Chartered Florida Club, and have at least fifteen members in good standing, each of whom has specified that Club on the individual USJA/FJA registration form. No individual may designate more than one Club; individuals specifying more than one Club will be registered as *Not Attached*. Individual or Club registrations must include the proper prevailing fee and be processed by the FJA Registration Committee or by the USJA National office.

Each Club shall have a Head Coach (sometimes called "Owner"), who shall designate himself or some other individual member as a representative, or delegate, to meetings of FJA. This designation shall be made on the annual USJA/FJA Club registration form. Delegates must be at least 17 years old. In order to have voting privileges at any FJA meeting, a Club must have been registered at least 30 days before that meeting.

II.2.b Individual Membership

II.2.b.1: Junior

A Junior member is a member who is less than seventeen years old.

II.2.b.2: Senior

A Senior member is a member who is at least seventeen years old and is registered with USJA and with FJA.

ARTICLE III: ADMISSION OF MEMBERS

Admission to Club or individual membership shall be by application to the Executive Committee and in the form approved by the Committee.

ARTICLE IV: BOARD OF DIRECTORS

IV.1 A Board of Directors is constituted as follows and governs the Corporation:

IV.1.a One Delegate from each member Club that is entitled to a vote in accordance with Paragraph II.2.a of these Bylaws. Each such Club, through its Delegate, shall have one vote.

IV.2 By a majority vote at any regularly scheduled FJA meeting, the Board of Directors may override any decision of the Executive Committee

ARTICLE V: OFFICERS

V.1 PRESIDENT

The President shall be the Chief Executive Officer and shall preside at all meetings of the Board of Directors and of the Executive Committee. The President shall be the primary delegate to all USJA meetings. The President shall be a voting member of all committees and shall perform duties assigned by the Board of Directors or by the Executive Committee.

V.2 VICE PRESIDENT

V.2.a The Vice President shall be the executive editor of all publications of the Corporation and shall discharge other duties assigned by the Board of Directors or by the Executive Committee.

V.2.b Whenever the President shall be absent or unable to act, the Vice President shall perform the duties of the President until the Board of Directors shall elect a new President.

V.3 SECRETARY

V.3.a The Secretary shall serve as Secretary of the Board of Directors and of the Executive Committee. The Secretary shall keep the seal and the records of the Corporation; supervise the taking, making, and distribution of minutes; publish official reports; attest documents; and perform other customary

functions. The Secretary shall perform other duties assigned by Board of Directors or by the Executive Committee.

V.3.b No later than thirty days after each meeting of the Board of Directors or of the Executive Committee, the Secretary shall send to each registered Club a copy of the minutes of that meeting.

V.4 TREASURER

V.4.a The Treasurer shall have charge of the funds and books of account of the Corporation. The Treasurer shall receive and deposit the funds of the Corporation in the bank or banks designated by the Executive Committee.

V.4.b The Treasurer shall disburse funds as designated by the Executive Committee. The Treasurer shall not disburse more than five hundred dollars (\$500.00) at any time without the approval of the Executive Committee.

V.4.c No later than 30 days after the annual financial report is sent to the State of Florida, the Treasurer shall provide copies of that report to the Executive Committee and to each registered Club.

V.4.d The treasurer shall render such special reports as may from time to time be called for by the Executive Committee.

V.4.e The Treasurer shall discharge other duties assigned by the Board of Directors or by the Executive Committee.

V.5 DIRECTOR OF OPERATIONS

V.5.a The Director of Operations shall oversee all FJA tournaments and shall participate in their planning and execution. The Director of Operations shall discharge other duties assigned by the Board of Directors or by the Executive Committee.

V.6 BONDING

All officers and employees handling funds of the Corporation shall be bonded in amounts determined by the Executive Committee. The expense of furnishing such bonds shall be paid by the Corporation.

V.7 The accounts and financial reports of the Treasurer and of any other person handling funds of the Corporation may be audited by an independent and unaffiliated Certified Public Accountant selected by the Board of Directors.

V.8 The officers shall be elected by a majority vote of FJA Board of Directors in the following manner for a two-year term, starting in 2008.

V.8.a Elections shall take place in special Election Meetings held as part of the semiannual meeting of Florida Judo Association in the first quarter of the calendar year prior to the USJA national meeting of the same calendar year.

V.8.b No person may be elected as an officer unless he is personally present at the Election Meeting and agrees to serve if elected.

- V.8.c Newly elected officers shall take office immediately at the conclusion of the Election Meeting.
- V.9 No officer shall spend more than five hundred dollars (\$500.00) from the FJA treasury unless authorized in writing by the Executive Committee.
- V.10 Every officer of the corporation shall perform under the highest ethical and moral standards.
- V.11 Every officer of the corporation shall supply the Secretary an email address for FJA matters within ten days of taking office.

ARTICLE VI: EXECUTIVE COMMITTEE

- VI.1 The Executive Committee shall have Emergency Powers to act on behalf of the Board of Directors between meetings of the Board, subject to the general direction and approval of the Board at the next Board of Directors meeting, and shall perform other duties assigned by the Articles of Incorporation, Bylaws, and General Rules of the Corporation.
- VI.2 The Executive Committee shall consist of the following persons: the President, The Vice President, the Secretary, the Treasurer, the Director of Operations, and the Executive Director.
- VI.3 The Executive Committee shall be elected by majority vote of the Board of Directors every 2 years starting in 2008.
- VI.4 Each member of the Executive committee shall serve until a successor shall have been elected or appointed.
- VI.5 Excepting the President, a member of the Executive Committee may hold more than one position only if the second position is that of Secretary or Treasurer. A person holding more than one position, however, shall have only one vote.
- VI.6 Whenever a vacancy shall occur in the Executive Committee, the Executive Committee may fill it temporarily by appointment, and at the earliest opportunity the President may call a special meeting of FJA or of the Board of Directors for the purpose of electing a successor, who shall serve during the remainder of the original term for which the vacating member was elected.
- VI.7 Each appointee to any committee shall attend at least two FJA meetings per year in order to remain on the committee. Each elected Executive Committee member must attend each regularly scheduled FJA meeting or have the absence excused by a majority of the Executive Committee, or the position shall be declared vacant and paragraph VI.6 shall apply.

ARTICLE VII: MEETINGS

- VII.1 The Board of Directors shall hold the following three regularly scheduled meetings each year at an easily accessible neutral location centrally located in Florida:

- VII.1.a One meeting no later than forty-five days before the USA Senior Nationals tournament.
- VII.1.b One meeting no later than forty-five days before the USJA Junior Nationals tournament.
- VII.1.c One meeting no later than forty-five days before the US Open tournament.
- VII.2 Any regularly scheduled FJA meeting cancelled because of an Act of God will be replaced by a vote by mail, email, or fax as described in paragraph VIII.1 to determine delegates, and funding for delegates, to the next USJA National meeting.
- VII.3 Any meeting cancelled because of an Act of God will be rescheduled at the earliest convenient time before the USJA National Meeting, with no less than seven days notice, but as much notice as is possible.
- VII.4 Any item on the scheduled agenda of a cancelled meeting's agenda shall be added automatically to the agenda for the first scheduled meeting after the scheduled time of the cancelled meeting.
- VII.5 The Secretary shall give written notice of the time and place of each meeting to each member of the Board of Directors no later than forty-five days before the meeting.
- VII.6 Agenda
 - VII.6.a Any registered FJA member may place before the Board, at either of the semi-annual meetings, any matter relating to the affairs or objectives of the Corporation; provided that, at least twenty-one days before the date of that meeting a written notice was submitted to the Secretary, describing specifically the matter to be placed before the Board and stating the proposal with respect to such matter. Such notice shall automatically place the matter on the agenda.
 - VII.6.b The Executive Committee may at any time place any matter on the agenda.
 - VII.6.c The Executive Committee shall hold an agenda meeting before each meeting of the Board of Directors and draw up the agenda for the meeting. A majority at such meeting shall suffice to approve agenda items. The agenda meeting may be held in person or by mail or email. If it is held by mail or by email, an affirmative vote of the majority of members answering shall suffice.
 - VII.6.d No later than fourteen days before each regularly scheduled meeting, the Secretary shall distribute to each registered Club a copy of a tentative agenda. The negative vote of 51 percent of the members of the Board of Directors shall prevent consideration by the Board of any matter not on the agenda so distributed, unless admission is due to an error of the Secretary.
- VII.7 Credentials
 - VII.7.a The Executive Committee shall act as a committee on credentials to determine the qualifications of each voting member to be seated at a meeting. Only duly certified voting representatives shall be seated.
 - VII.7.b Any interested person may, at discretion of the President, attend a meeting as an observer, but shall have no right to be heard unless the agenda item specifies that he will speak. Because of insufficient space, the nature of the proposal, or in order to maintain order, the President may order a meeting closed for the time needed to discuss such matters.

- VII.8 A quorum at meetings of the Board of Directors shall consist of the voting members present.
- VII.9 No individual delegate may exercise more than one vote.
- VII.10 No delegate shall second a motion made by a member of his same club.
- VII.11 The latest edition of Roberts' Rules of Order shall be the Parliamentary Authority for all meetings, and shall prevail except when specifically contradicted by these bylaws.
- VII.12 Special Meetings
 - VII.12.a The Executive Committee shall have power to call special meetings of the Board of Directors for cause.
 - VII.12.b The Executive Committee shall determine the time and place for special meetings, with consideration for the convenience of the members of the Board of Directors.
 - VII.12.c Notice of Special Meetings shall be sent by the Secretary no later than fourteen days before such meetings. The notice shall specify the reasons for the meeting. No business shall be transacted at Special Meetings that is not embraced within the reasons specified, unless consideration of such business is first approved by a two-thirds vote of the Board of Directors.

ARTICLE VIII: VOTE BY MAIL, EMAIL, OR FAX

- VIII.1 When a postal service mail, email, or fax vote on any question shall be directed by the Board of Directors or by the Executive Committee, the Secretary shall mail, fax, or email to each voting delegate a statement of the question to be voted upon. He shall fix a reasonable time limit, not less than fourteen (14) days from the date of sending, within which ballots shall be returned by mail, email, or fax.
- VIII.2 The Secretary shall notify the President of the number of eligible voters to whom the question was sent; the number of votes received in favor; and the number of votes against.
- VIII.3 The President shall rule whether the proposal has passed or failed and announce the result to the Secretary.
- VIII.4 Each ballot shall bear a notice that it will not be counted unless signed by the person casting the vote. Votes through email or fax are considered to have an electronic signature.
- VIII.5 The Secretary shall make exact minutes of the question, the number of ballots sent and received, the number for and against, and the announced result; all of which, along with the ballots received, shall become a part of the permanent records of the Corporation. The Secretary shall notify all registered clubs and the Executive Committee within twenty-eight days of the results of the vote and indicate the vote of each of the members.

ARTICLE IX: PROXY VOTE

Voting by proxy is not allowed.

ARTICLE X: COMMITTEES

X.1 The standing committees of the Corporation, whose members and chairmen shall be appointed by the President subject to the approval of the Executive Committee, unless otherwise provided herein, shall be as follows:

Finance and Budget Committee

Audit committee

Development

Law and Legislative Committee

Public Relations Committee

Standards and Rules Committee

Tournament Committee

X.2 Subject to the approval of the Executive Committee, the President shall have authority to create and disband all temporary committees, appoint the members and chairpersons thereof, and determine the size and duties of such committee.

ARTICLE XI: FINANCE AND BUDGET COMMITTEE

XI.1 The Finance Committee shall:

XI.1.a In collaboration with the Executive Committee, develop and administer statewide, regional and local plans and procedures for raising funds from the public in order to finance the operations of the Corporation;

XI.1.b Monitor the policies and procedures followed by the Corporation in fund raising;

XI.1.c Coordinate the efforts of the members of the Corporation insofar as they relate to fund-raising activities;

XI.1.d Advise and assist the Treasurer in the performance of his duties;

XI.1.e Advise and assist the officers, the Executive Committee, and the Board of Directors on the acquisition and disbursement of funds and the maintenance of a sound financial condition;

- XI.1.f Submit a budget of upcoming expenses for approval by the Board of Directors;
- XI.1.g Monitor income and expenses in relation to the budget approved by the Board of Directors;
- XI.1.h Prepare annual or other periodic recommendations for modification of the budget, if necessary, for approval of the Board of Directors; and
- XI.1.i Have as Chairperson the Treasurer.

ARTICLE XII: AUDIT COMMITTEE

- XII.1 The Audit Committee shall:
 - XII.1.a Audit the accounts of the Corporation with professional assistance and make annual reports thereon to the Board of Directors and to the Executive Committee; and
 - XII.1.b Request audits of moneys brought in
- XII.2 The Audit Committee shall consist of three (3) members from different regions of the state

ARTICLE XIII: DEVELOPMENT COMMITTEE

- XIII.1 The Development committee shall advise and assist the Executive Committee and the Board of Directors and all other components of the Corporation in all matters concerning long-range development of Judo in the State of Florida. The Development committee shall coordinate the development activities of, maintain close liaison with, and work through the Northern, Southern, and Central Regional areas.
- XIII.2 The Development Committee shall :
 - XIII.2.a Encourage, establish, assist and support Judo clubs within the state of Florida;
 - XIII.2.b Foster cooperation among private and public organizations, such as academic institutions, nonacademic centers, and government agencies, which may contribute to the building and maintenance of improved physical facilities for training and competition and to the upgrading of coaching skills and similar matters; and
 - XIII.2.c Encourage, establish, assist and support the sport of Judo among all places of learning, universities, colleges and high schools within the State Of Florida to grow judo at all age levels.
- XIII.3 The Development Committee shall consist of no fewer than three members

ARTICLE XIV: LAW AND LEGISLATIVE COMMITTEE

- XIV.1 The Law and Legislative Committee shall:
- XIV.1.a Review all proposals for amendment of the Articles of Incorporation and Bylaws of the Corporation and report thereon, with recommendations both as to substance and as to form, to the Executive Committee and to the Board of Directors. Amendments that have or may impact any standing committee shall be submitted to that committee before being considered by the Law and Legislative Committee;
 - XIV.1.b Advise and assist the President, the Board of Directors, and the Executive Committee on legal and legislative policy;
 - XIV.1.c Assist the President, the Board of Directors, and the Executive Committee in the formulation of Rules of Conduct;
 - XIV.1.d Advise and assist the President, the Board of Directors, and the Executive Committee in the formulation and determination of the Corporation's future rights and duties;
 - XIV.1.e In coordination with the Board of Directors, the Executive Committee, and other committees of the Corporation, and with other entities interested in the promotion of Judo, aid in the drafting of legal instruments and legislation; and
 - XIV.1.f Be members of clubs other than the Executive committee's clubs in order to avoid real or apparent conflicts of interest.
- XIV.2 The Chairman of the Law and Legislative Committee shall serve as Parliamentarian for the Corporation.
- XIV.3 The Law and Legislative Committee shall consist of three members from different Clubs

ARTICLE XV: PUBLIC RELATIONS COMMITTEE

- XV.1 The Public Relations Committee shall seek to acquaint those outside the Corporation with the true spirit and art of Judo and the benefits to be derived from participation in Judo and from cooperation with this Corporation. It shall advise and assist the Vice President on all publications of this Corporation and shall recommend ways to increase its effectiveness and prestige. It shall advise and assist members in public relations matters.
- XV.2 The Public Relations Committee shall be comprised of the Executive Vice President as Chairman; and not more than three other members in good standing of the Corporation.

ARTICLE XVI: STANDARDS AND RULES COMMITTEE

- XVI.1 The Standards and Rules Committee shall:
- XVI.1.a Seek to maintain high standards of conduct and performance among members of this Corporation in matters pertaining to Judo, and shall investigate questions of improper conduct. It shall report its findings to the Executive Committee. It shall investigate and report to the Executive Committee any condition, practices, or abuses by members or nonmembers tending to mislead, impose upon, or endanger the public, or otherwise to bring Judo or this Corporation into disrepute; and, with the approval of the Executive Committee, take steps to correct any such conditions, practices, or abuses;
- XVI.1.b Seek to maintain and enforce the Sporting Code as promulgated by the Corporation. Whenever practical, the Committee shall work in close harmony with other organizations interested in the amateur status of athletes; and
- XVI.1.c Establish and maintain uniform, nondiscriminatory standards, rules, policies and procedures governing the sport of Judo, including without limitation such aspects as the opportunity to compete, referee, judge, manage or coach; competitive awards; fund allocations; athlete representation; and competitive standards and rules.
- XVI.2 The Standards committee will have jurisdiction over all incidents resulting in violence or credible threat of violence at USJA sanctioned events. The Standards committee will establish disciplinary measures including, but not limited to:
- XVI.2.a Any violent act perpetrated on anyone involved with FJA. Such an act will call for immediate expulsion from the event and for prohibition from partaking in any FJA business for a period of one year; and
- XVI.2.b Any credible threat of violence will be referred to this Committee with a notification of any disciplinary action taken coming within thirty (30) days following the incident.

ARTICLE XVII: COUNSELOR

- XVII.1 There may be a Counselor, who shall act as the chief legal advisor of the Corporation and its officers, directors, and committees. The Counselor shall be nominated by the officers and elected by a majority vote of the Board of Directors.
- XVII.2 The Counselor may attend any meeting of the Corporation and may act in an advisory capacity thereto, including initiating advice whenever the Counselor deems it desirable, but may not serve as a Director. The counselor has no vote and may not make motions.
- XVII.3 In the event a person who is already an officer, a member of the Executive Committee, or a member of the Board of Directors is selected to serve as Counselor, this selection does not prohibit the officer or member from performing the functions of office or serving as a member; nor does the selection disable him from voting or making motions.

ARTICLE XVIII: EXECUTIVE DIRECTOR

The Corporation may employ an Executive Director, who shall serve as the chief administrative official of the Corporation. The Executive Director shall be nominated by the officers of the corporation and elected by a majority vote of the Executive Committee, without prejudice to any contract rights. .

ARTICLE XIX: COMPLAINT PROCEDURES

- XIX.1 Any aggrieved member of the Corporation or any aggrieved person or group may file a complaint in writing. The complaint shall be filed with the President by certified mail and a copy thereof served at the same time by certified mail on any individual named in the complaint. Should a complaint be made against the President of FJA, the complaint shall then be judged to be harmful to the business of FJA and in turn USJA, and should be sent immediately to the FJA Standards committee for referral to a committee of five mutually agreed neutral persons. The Complaint shall set forth the factual allegations and shall contain, at a minimum, the following:
- XIX.1.a Names and addresses of the parties;
 - XIX.1.b Jurisdictional basis of the complaint;
 - XIX.1.c Efforts made to exhaust available remedies or, if such remedies have not been exhausted, the grounds upon which the complaint alleges that exhaustion would result in unnecessary delay;
 - XIX.1.d The reasons why the alleged actions aggrieve the complainant;
 - XIX.1.e Any supporting evidence or documentation forming the basis of the complaint; and
 - XIX.1.f The relief sought.
- XIX.2 The Executive Committee may on its own initiative investigate matters that come within its knowledge without following the formalities outlined in paragraph XIX.1. Any such investigation shall take no more than ten (10) business days.
- XIX.3 Unless the complaint is specifically within the jurisdiction of a committee or subcommittee by virtue of these bylaws, the Executive Committee, upon receipt of the complaint, shall immediately appoint a panel of five neutral persons, who within seven days shall begin the complaint investigation; conduct a hearing, including taking testimony and receiving evidence; and thereafter render a decision.
- XIX.4 At any hearing conducted in response to the filing of a complaint, each party shall be afforded opportunity to present oral and/or written evidence, to cross-examine witnesses, and to present factual or legal claims. Hearings shall be open to the public, and may be accomplished through the use of conference calling, unless the panel is of the opinion that the hearing is of such a nature that exposure to the public will be detrimental to interests of the parties, of the Corporation, or of the sport of Judo. In addition, the proceedings shall be electronically recorded; and verbatim transcript thereof shall be made available to each interested party upon request and payment therefore. The rules of evidence shall not be strictly enforced; instead,

rules of evidence generally acceptable in administrative proceedings shall apply.

- XIX.5 The burden of proof shall be upon the complainant, who shall also bear the initial burden of going forward with the evidence. Upon completion of the presentation of the complainant's evidence, any respondent may move to dismiss for failure to sustain the burden of proof. If such motion to dismiss is denied, the respondent shall have the burden of going forward with evidence in opposition to the complainant's evidence.
- XIX.6 The panel shall render its decision, which shall be final, within thirty days after the filing of the complaint.
- XIX.7 If a member resorts to a court action or proceeding to enforce the rights of members provided in this subsection and if the member prevails in such action or proceeding, the court shall allow such member the cost of her or his action or proceeding, including reasonable attorney's fees.
- XIX.8 Notice of Complaints
- XIX.8.1 Notice must be in writing, unless oral notice is:
- XIX.8.1.a Expressly authorized by the articles of incorporation or the bylaws; and
- XIX.8.1.b Reasonable under the circumstances.
- XIX.9 Notice may be communicated in person; by telephone (where oral notice is permitted), by email, by fax, by other form of electronic transmission; or by mail.
- XIX.10 When actually transmitted by electronic mail, if correctly directed to an electronic mail address at which the member has consented to receive notice, constructive receipt shall be assumed.
- XIX.11 Consent by a member to receive notice by electronic transmission shall be revocable by written notice to the corporation. Any such consent shall be deemed revoked if:
- XIX.11.a The corporation is unable to deliver by electronic transmission two consecutive notices given by the corporation in accordance with such consent; and
- XIX.11.b Such inability becomes known to the secretary of the corporation, or other authorized person responsible for the giving of notice. However, the inadvertent failure to treat such inability as a revocation does not invalidate any meeting or other action.
- XIX.12 Written notice, if in a comprehensible form, is effective at the earliest date of the following:
- XIX.12.a When received;
- XIX.12.b Five days after its deposit in the United States mail, as evidenced by the postmark, if mailed and correctly addressed; or
- XIX.12.c On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.

- XIX.13 Oral notice is effective when communicated if communicated directly to the person to be notified in a comprehensible manner that would be understood by a person of normal intellect.
- XIX.14 An affidavit of the secretary, an assistant secretary, the transfer agent, or other authorized agent of the corporation that the notice has been given by a form of electronic transmission is, in the absence of fraud, prima facie evidence of the facts stated in the affidavit.

ARTICLE XX: DUES, FEES AND ASSESSMENTS

- XX.1 The Board of Directors shall set and collect from the members all necessary dues, fees and assessments, if any, required for conducting the affairs of the Corporation.
- XX.2 The annual dues shall be:
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|--------|----------------|-------------------|
| XX.2.a | Club members | USJA fees, if any |
| XX.2.b | Junior members | USJA fees |
| XX.2.c | Senior members | USJA fees |
- XX.3 Annual dues, fees and assessments shall be reviewed annually by the Executive Committee and may be instituted or increased by the Board of Directors when the need is justified for conducting the affairs of the Corporation, without the necessity of amending these Bylaws.
- XX.4 Club Dues, if any, shall be due and payable annually.
- XX.5 Should dues be instituted, failure to pay all dues at least thirty days before the date of the semi-annual meeting of the Board of Directors in an applicable year shall suspend all membership privileges of delinquent members, including representation on the Executive Committee, the Board of Directors, and all committees, until such arrearages are paid. Membership shall be suspended automatically until such arrearages are paid.

ARTICLE XXI: AMENDMENTS TO THESE BYLAWS

- XXI.1 Amendments to these bylaws may be made at a regularly called meeting of the Board of Directors. Each amendment shall take effect at the close of such meeting unless the motion to amend states a different time.
- XXI.2 Written notice of intention to move an amendment must be sent to the Secretary, postmarked at least twenty-eight days before the regularly scheduled meeting of the Board of Directors. The Executive Committee Shall consider all proposed amendments at least twenty-one days before the meeting of the Board of Directors. Any main motion to amend he bylaws, not preceded by such notice, shall be automatically ruled out of order in any meeting. Any subsidiary motion to amend a main motion that would amend the bylaws shall be subject to the same notice requirement as the main motion. Nevertheless, if more than one amendment has been proposed on the same subject matter and there

are substantive differences between the proposed amendments, the chair may permit a motion to combine the main motions into a single motion to amend the bylaws. Such combination shall require the affirmative vote of 2/3 of the voting members of the Board of Directors. In addition, if a motion is adopted by 2/3 majority to amend the bylaws, and the amendment conflicts with other sections of the bylaws, the chair may recognize a motion for the minimum change to the other conflicting bylaws to resolve the contradiction.

XXI.3 Not later than fourteen before the date of any meeting of the Board of Directors at which bylaws amendments are to be considered, the Secretary shall distribute general notice of the proposed amendment to the bylaws to each registered club and to the Executive Committee, setting forth the text or substantive terms of the proposed amendments, the time and place of the meeting at which such amendments are to be voted upon, and a statement that interested persons may submit materials for consideration by the Board of Directors at such meeting by delivering to the Secretary, not later than seven days before the meeting, written data, views or arguments concerning the proposed amendments. At the discretion of the Executive Committee an interested person may be invited to make written or oral presentation the meeting, and all persons who submit material under this section shall be mailed a copy of each amendment adopted at the meeting.

XXI.4 Amendments to the bylaws may also be made pursuant to Article VIII (vote by mail, email, or fax), provided that the proposed amendments are distributed to the members of the Corporation together with a statement of the reasons for the vote, and provided that the notice requirements of paragraph XXI.3 are followed. The notice shall include the deadline date for receipt of any data, views or arguments to be considered for distribution to the members with the mail vote. Members will have seven days from the date of mailing of the proposed amendments to file with the Secretary written comments for or against the proposed amendments.

XXI.5 Amendments proposed under this section may be adopted upon the affirmative vote of a two-thirds majority of all votes entitled to be cast at a meeting of the Board of Directors

ARTICLE XXII: SITUATIONS NOT COVERED

Any situation not covered by these bylaws shall be dealt with, and a decision provided, by a majority vote of the Executive Committee