

JUDO NB BY-LAWS

1. Language of Business:

- 1.1 Given New Brunswick's status as Canada's only officially bilingual province, members of Judo NB shall have the right to express themselves verbally or in writing during meetings or events of the organization in either English or French.

2. MEMBERSHIP

2.1 Active membership shall be limited to:

- a) Duly constituted judo clubs that are registered with, and have paid applicable fees to, Judo NB; or
- b) Any person registered with Judo NB who is:
 - i. the holder of a black belt degree recognized by Judo Canada; or
 - ii. the holder of a coloured belt recognized by a duly constituted judo club in good standing with Judo NB.
 - iii. a resident of the Province of New Brunswick and has paid applicable fees to their duly constituted judo club.

2.2 Honorary membership shall be limited to persons, who are not nor have not been an active member of Judo NB, who have provided distinguished service to the art and sport of judo and have been granted such status by the membership by a vote at an Annual General Meeting.

2.3 Lifetime membership shall be limited to active members of Judo NB who have made an exceptional contribution to the art and sport of Judo during their lifetime and have been granted such status by the membership by a vote at an Annual General Meeting.

2.3.1 Lifetime Members of Judo NB are entitled to all the rights and privileges of a regular active or associate member. They shall not be required to pay any Judo Canada or JudoNB membership fees or dues.

2.4 Application for active membership shall be made in writing, answering such questions as deemed necessary by the Board of Directors, and accompanied by fees as set by the Board of Directors and subject to revision from time to time with the approval of the Annual General Meeting.

2.5 Any member shall be able to terminate his or her membership by giving written notice to the Secretary of Judo NB.

2.6 The membership of any member may be suspended or terminated by a resolution of the Board of Directors, and the suspension or termination shall be effective immediately.

2.7 Any aggrieved member of Judo NB shall have the right to appeal a decision, in writing to the Board of Directors, affecting membership rights, and state his or her case at a Special Meeting of the Board of Directors called for this purpose.

2.8 Membership shall be for one year, covering the period of September 1 st to August 31st annually. Voting rights at the Annual General Meeting will only be allowed for members who have paid, in full, all applicable membership fees to Judo NB by March 31.

3. VOTING

3.1 Quorum, as defined by this document, must be maintained and verified prior to any motion being put to the members. In the event that quorum has been lost, no votes may continue, and any motions adopted will not have force or effect. Measures outlined in Robert’s Rules of Order may be undertaken to regain quorum.

3.2 At the Annual General Meeting and at Special Meetings, each club in good standing shall be entitled to one vote for the first fifteen registered members. Each subsequent block of fifteen registered members will give each club one additional vote. For the purpose of calculating club vote entitlements, members must be compliant with the conditions outlined in section 2.8 of these By-Laws. For greater certainty, the following table outlines the allotment of club votes:

Number of Members in Good Standing (inclusive)	Eligible Club Votes
1-15	1
16-30	2
31-45	3
46-60	4
61-75	5
76-90	6
91-105	7
106-120	8
121-135	9

136-150	10
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- 3.3 One Technical Director from each registered club (or other duly-appointed member registered with that club) shall have the right to cast the club votes during voting.
- 3.4 The voting member outlined in section 3.3 must be identified to the Chair at least seven days prior to the commencement of the Annual General Meeting in order to be eligible to cast the club vote.
- 3.5 In addition to club voting entitlements outlined in section 3.2, at the Annual General Meeting and at Special Meetings, each black belt member in good standing shall be entitled to one vote.
- 3.6 All motions voted upon at a meeting of members (other than motions to amend the constitution and/or by- laws) shall require a simple majority vote of active members present before becoming valid.
- 3.7 The chair of the meeting shall reserve his or her vote unless, in the event of a tie on any vote, they will cast the deciding vote, or in the event of a motion lost by one vote, may cast the tying vote which renders the motion lost. In the event that the chair does not cast a vote, a tie vote means the resolution is lost.
- 3.8 At all Annual General Meetings and Special Meetings, voting shall be by voice or by show of hands unless a secret ballot is requested.
- 3.9 On any question passed for consideration at a meeting of members, whether or not a show of hands or voice vote has been taken, the Chairman, or any person entitled to vote, may demand that a written ballot be cast. Club votes shall always be taken by written ballot.

4. DIRECTORS, EXECUTIVE DIRECTOR

- 4.1 Terms of office of Directors shall be the lesser of either: two years from the Annual General Meeting in which they were elected, or the second Annual General Meeting after which they were elected and/or re-elected to office.

- 4.2 In the event a Director resigns his office or ceases to be a member of Judo NB, the vacancy created may be filled by the Board of Directors from the members of Judo NB until the next Annual General Meeting.
- 4.3 Three Directors and three Officers shall constitute a quorum for the purpose of a meeting of the Board of Directors at which motions may be passed with force and effect. In the event that quorum is not achieved, or is lost, measures outlined in Robert's Rules of Order may be undertaken to regain quorum.
- 4.4 The Board of Directors shall meet at the call of the President or at the written request of five members of the board.
- 4.5 Voting at all meetings of the Board shall be decided by a simple majority of votes. The Chair of the meeting shall reserve his or her vote unless, in the event of a tie on any vote, they will cast the deciding vote, or in the event of a motion lost by one vote, may cast the tying vote which renders the motion lost. In the event that the chair does not cast a vote, a tie vote means the resolution is lost.
- 4.6 A person cannot at the same time serve as both an Officer and a Zone Director.
- 4.7 The Board of Directors and Executive Director of Judo NB must declare any conflict of interest or any situation which may be perceived as a conflict of interest, and must not take part in any discussion or vote pertaining directly or indirectly to that conflict. In the event that a member of the Board of Directors or the Executive Director is affected by ongoing conflict of interest that impedes their ability to effectively discharge the duties of their position, they will immediately resign from the Board of Directors or Executive Director position. The failure of any of the aforementioned parties in this section to declare a conflict of interest may be found to be in contravention of this constitution and its by-laws, and as such may be removed from their position in absentia.
- 4.8 The Board of Directors shall meet either in person or virtually at least four times during the Fiscal Year ("Board Meetings"), preferably immediately following the Annual General Meeting, before the beginning of the calendar year, in the middle of the winter, and before the end of the fiscal year. Board Meetings shall be closed to the general membership, however the meeting minutes of all Board Meetings shall be made available to the membership within reasonable period of time following same.

4.9 A request may be made to the President of Judo NB by a non-board member of Judo NB or by any individual to attend a meeting of the Board for a specified reason. The President will consult with the Board for a majority ruling prior to allowing the attendance of a non-board member or any individual.

5. OFFICERS

5.1 Duties of the Officers :

5.1.1 Duties of the President shall be:

1. To direct the business of the Association in accordance with the constitution, by-laws and wishes of the members;
2. To take the role of chairman (“Chair”) at all meetings of the Executive and/or the Board of Directors;
3. To co-ordinate the activities of the Officers of the Association;
4. To render account to the members of the Association of the activities of the Executive and of the Board of Directors; and
5. To represent Judo NB in all matters, or to appoint an officer or a member of the Board of Directors to do so.

5.1.2 Duties of the Vice- President shall be:

1. To assume the duties of the President in the absence of that officer; and
2. To have such other powers and duties as from time to time may be assigned to him by the Board of Directors.

5.1.3 Duties of the Secretary shall be:

1. To issue notices of all meetings;
2. To record the minutes of all meetings;
3. To keep an up to date directory of all the names, addresses, and telephone numbers, of all members of the Board of Directors, Officers, and official representatives of each club;
5. To conduct general correspondence of the Association.

5.1.4 Duties of the Treasurer shall be:

1. To keep the financial books of the Association in order and to assist and co-operate with the auditor in whatever way possible;
2. To report to the Board of Directors any financial actions or activities undertaken by any officer or representative of Judo NB that runs contrary to the interests of the association and its membership, and to receive and convey reports of such contrary behaviors from any member of Judo NB to the Board of Directors;
3. To render an accounting of all financial transactions at general meetings and meetings of the Board of Directors;
4. To furnish the Annual General Meeting of Judo NB with an audited financial statement of the Association, which statement shall be audited by the auditor selected at the previous Annual General Meeting;

5.1.5 Duties and Term of Past President

1. In accordance with section 8.2 of Judo NB's constitution, the past President is an executive officer of Judo NB and would have voting privileges in regards to the matters of Judo NB
2. The Past President is a non-elected officer and will hold office for a maximum of two consecutive years from the start date of the newly elected president.
3. The role of the Past President of Judo NB is to provide, to the newly elected President, guidance to assist with the transition and consistency of the affairs of Judo NB.

5.1.6 Zone Director's Roles/Responsibilities

1. Representative of all the Clubs/Members in their respective Zone
2. Voting member of the Judo NB Board of Directors
3. Convey the concerns, opinions, of the clubs/members from their Zone to Judo NB Board of Directors.
4. Keep the clubs/members from their Zone informed of the decisions, happenings, and suggestions of Judo NB via each club's technical director. .
5. Can be requested to be an active member of a Judo NB committee, or a type of selected board, such as for, interviews, appeals and harassment situations.
6. Be ambassadors for Judo NB at all times.

6. Annual General Meeting

6.1 The Secretary of the Association shall send notice of the agenda at least fifteen (15) days prior to the meeting.

6.2 . Agenda of the Annual Meeting.

The order of business shall be as follows:

1. Calling of the meeting to order;
2. Credentials;
3. Reading of the notice calling the meeting and furnishing proof that such notice was duly given, and that a quorum (as outlined in Article 12.1 of this constitution) is present;
4. Reading of the minutes of the last Annual Meeting and of any intervening Special Meeting and consideration of same;
5. Presentation of reports other than the financial report;
6. Presentation of the financial report;
7. Discussion and, if thought fit, approval of the financial report;
8. The appointment of an auditor and, if thought fit, dealing with his or her remuneration;
9. Election of Officers and Directors;
10. Miscellaneous business, if any , of which notice has been given in the notice of the meeting; and
11. New business.

7. POWERS OF THE BOARD OF DIRECTORS

7.1 The Board may establish such standing committees or special committees in its sole discretion as it deems advisable and may delegate to such committees such powers, duties and functions as it shall deem necessary, and the Board shall specify the terms of reference of any such committee.

7.2 The Board is authorized to delegate to the President, or to a committee of the Board, such of its powers, duties, and functions its sole discretion it shall decide, for purpose of the management of business and the affairs of the Board between meetings of the Board.

8. QUORUM

8.1 With the exception to an Annual General Meeting held in accordance with section 10.1.2 of the constitution, attendance of 51% of the active membership represented by

their club's voting delegate, shall constitute a quorum for the purpose of an Annual General Meeting of Judo NB at which motions may be passed with force and effect.

In the event that quorum is not achieved, or is lost, measures outlined in Robert's Rules of Order may be undertaken to regain quorum, provided that a majority of the Board of Directors are also present.

9. FINANCE

9.1 Membership and Club Fees - The annual membership and club fee, to be paid to Judo NB prior to October 1st, shall be determined by the Board of Directors, and shall be subject to revision from time to time with approval of the Annual General Meeting. Membership fees will remain ongoing throughout the year as new members register with their respective clubs. Notwithstanding this Article, voting rights at the Annual General Meeting shall only be extended to members who have paid their annual dues pursuant to section 2.8 of the By-Laws.

9.2 The fiscal year of Judo NB shall be from April 1st to March 31st.

9.3 Banking- All monies of Judo NB shall be deposited in a branch of one of the financial institutions of Canada as designated by the Board of Directors. All payments made by or on behalf of Judo NB shall be made by e-transfers or cheque drawn on the account and signed by not less than two members of Judo NB's Board of directors or one member of the Board of Directors and the Executive Director.

9.3.1 For situations where a credit card is required, the Executive Director shall have use of a Judo NB credit card, with a limit agreed upon by the Board of Directors. All credit card statements will be reviewed by the Treasurer or the Board of Directors on a monthly basis.

10. POLICIES

10.1 Judo NB will follow and abide by the policies of Judo Canada unless the NB Board votes to adopt an overriding self governing policy.

11. AMENDMENTS

11.1 Amendments of any type to the Articles and/or sections of this Constitution and By-Laws may be made by the Board of Directors at any meeting of the Board of Directors, but shall only have force and effect until the next Annual General Meeting of Judo NB, or Special Meeting held for the purpose of allowing the Membership to vote on those amendments. If the amendment is not ratified by a two-thirds (2/3) majority of the members eligible and present to vote at such meeting, the amendments will cease to have force and effect. If the amendments are not presented to the membership for ratification at the Annual General Meeting or Special Meeting, the amendments will cease to have force and effect.

11.2 Notices of motion to amend the Constitution must be forwarded to the Secretary of Judo NB in writing at least thirty (30) days prior to the Annual General Meeting. The Secretary shall forward copies of such notices to the membership at least 20 days prior to the Annual General Meeting.

11.3 All amendments to the Constitution require a two-third (2/3) majority of the members present and voting, and that quorum be maintained at the time that each vote on a constitutional amendment is called.

12. DISSOLUTION

12.1 In the event of dissolution or winding-up of Judo NB, all its remaining assets, after payment of all liabilities, shall be distributed to the member clubs in good standing at the time of dissolution. No disbursement of funds or assets shall be made unless at least two (2) officers of Judo NB sign off on the disbursement.

13 RULES OF ORDER

13.1 Robert's Rules of Order will be used in the conduct of all meetings of the Association. Resolutions passed properly at a meeting and so recorded may not be challenged on the grounds that the rules of order were not followed.

EDITED: Nov. 27, 2023