

**BY-LAWS OF THE UNITED STATES SUMO FEDERATION**

As last amended June, 2015

**ARTICLE I  
OFFICES**

**Section 1. Location**

- A. The principal offices of the United States Sumo Federation, Inc. (Hereinafter sometimes referred to as “USSF or “Corporation”) shall be located at the USSF National Office unless otherwise established by resolution of the Board of Trustees.
- B. The Corporation shall have and continually maintain a registered office and a registered agent at the location of the USSF National Office unless otherwise provided by the Board of Trustees.
- C. The registered office and registered agent of the Corporation shall be established by the resolution of the Board of Trustees.

**ARTICLE II  
MEMBERSHIP**

**Section 1. Types**

A. Eligibility

Any United States citizen or resident of good moral character shall be eligible for membership in the Corporation provided such person evidences the desire to advance the Corporation purposes as set forth in the Certificate of Incorporation and the Bylaws and to comply with said Certificate and Bylaws and any rules, regulations, decisions, operating procedures, policies, and interpretations properly adapted by the Board of Trustees. All applicants shall make application to the Treasurer in such form and manner as the Board of Trustees may from time to time prescribe. If the Treasurer (or any other officers) shall have cause to believe that any applicant may not be eligible for membership, he shall forward such application and his recommendations to the Board of Trustees, 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 Trustees shall be required to approve any application for membership submitted to it by the Executive Director.

B. Classes of Members

1. Club Membership

- a. A Club is a group having three (3) or more currently registered members.
- b. Individual members may not hold membership in two (2) or more clubs at the same time, but may change affiliation with at least one month notice.

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### 2. Individual Membership

#### a. Regular

- 1) Regular membership is divided into three (3) categories: Junior members (Yonen), 13 years of age and younger, Junior members (Shonen), 14-17 years of age, and Senior members (18 years of age and older).
- 2) Only Senior members shall have voting rights in electing the members of the Board of Trustees, Officers, or in voting on such matters as may from time to time require a vote of the Membership. Each Senior member shall be entitled to one (1) vote in all such matters.
- 3) Regular members receive all the rights, privileges, benefits, and services offered by the Corporation.
- 4) In the event of a regular or special meeting called under the provisions of these Bylaws or the New Jersey Non Profit Corporation Act, members may give their proxy to another member in good standing.

#### b. Life

A Life member is a Regular member in good standing, who has paid a set fee designated by the Board of Trustees which takes the place of annual dues for that individual's lifetime.

#### c. Honorary / Trustee Emeritus

An Honorary / Trustee Emeritus member is one who has been awarded special recognition by the USSF because of distinguished service to the art of sumo or to the USSF.

- d. All Individual members, with the exception of Honorary and Life, shall maintain current annual membership in the USSF.

### **Section 2. Fees, Assessments, and Registration**

The members of this Corporation shall be required to pay annual dues required for conducting the affairs of the USSF, according to a fee schedule adopted by resolution of the Board of Trustees. The schedule of current USSF fees shall be made available to any member in good standing upon request and it is recommended that it be published at least once annually in a USSF publication of general circulation.

#### A. Rank Promotion Fees

When the USSF has authority from the IFS (International Sumo Federation) to promote, individual members shall pay a fee when registering a promotion to the rank of Shodan or higher and for Ikkyu grade or lower. The fees for promotion in sumo rank shall be established by the Board of Trustees and may be modified from time to time by resolution.

#### B. Failure to Pay

Any member in arrears in payment of fees or money owed to the USSF shall not be entitled to any of the privileges, benefits, or rights of membership, such as the right to certify existing ranks, to register future promotions, the right to vote, the right to receive any grants or other rights of membership until all delinquent sums have been paid in full.

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### C. Disposition of Fees

All USSF fees, by whomever received, shall be accounted for and deposited in the accounts of the USSF.

### D. Registration, procedures, forms, and the process to register members with the USSF shall be established by the Board of Trustees. Annual registration for Individual membership shall include the completion and execution of a *Standardization Waiver and Release Form* each year, such form to be retained by the National Office.

## Section 3. Admission

### A. Admission of Club Members

#### General

A Club applicant for membership to the USSF shall be admitted upon the vote of the Board of Trustees and payment of the required fees.

### B. Admission of Individual Members

#### 1. General

- a. Individual applicants for USSF membership shall become members when the National Office receives the application and *Standardized Waiver and Release Form* and the required fees. The effective date shall be the date of the application.
- b. Individual yearly memberships (excluding Life and Honorary members) shall be renewed at the beginning of each calendar year. A member may renew at any time during the year but membership will expire at the end of the calendar year (December 31<sup>st</sup>). The lone exception is that on an individual's initial application, if it is dated on or after September first (1<sup>st</sup>), renewal isn't due until the second (2<sup>nd</sup>) calendar year (basically being valid for up to 16 months).
- c. To avoid possible gaps or a lapse in coverage for any policy of accident or liability insurance which may from time to time be secured by the USSF for the benefit of Individual and Club members and officials, participation in any sumo program should never be permitted until all necessary registration materials and fees have been secured by the head instructor or that person's representative at the program/event. As a matter of program administration typically involving volunteers, registration materials and fees should generally not be held longer than ten (10) days before forwarding to the National Office.

#### 2. Honorary Members / Trustee Emeritus

- a. The President of the USSF or any Trustee may name for Honorary membership **or Trustee Emeritus**, or any member may nominate, subject to approval of the Trustees, any person who has rendered distinguished service to the art and sport of sumo or the USSF.
  1. Nominees for Trustee Emeritus must have served a minimum of two full terms as an elected Trustee and demonstrate a strong likelihood of continued support for the sport of sumo and this federation.

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2. Honorary members and Trustee Emeritus attendance shall not be counted in determining any quorum nor shall they maintain any right to vote except as granted by Article II, Section 1(B)(2).
- b. Upon granting of the award, the applicant shall be forwarded a suitable certificate setting forth the award and lifetime pass to all national USSF-sponsored events.

### **Section 4. Termination, Transfer, Discipline, Inactivation.**

The Board of Trustees shall have the power to discipline its Club and Individual members and to impose penalties for any violation of the Articles of Incorporation, Bylaws, or rules of the USSF or the IFS.

- A. An Individual member or any group of individual members may be expelled, suspended, placed on probation, or otherwise disciplined for violations of the Certificate of Incorporation, Bylaws, and rules duly adopted by this Corporation or for conduct unbecoming a sumo player, or for discrediting sumo, the USSF, or the IFS, or tending to impose upon, endanger, or mislead the public.

#### B. Initiation of Discipline

Any Trustee, upon receipt of a complaint from any member alleging conduct which would constitute grounds for suspension or termination of membership, or upon his or her own initiative, shall bring charges, but the authority to hear and make a determination of charges arising under this section shall be vested in the Board of Trustees.

- C. Any form of discipline imposed by the IFS will be enforced immediately by the USSF. Upon review of available facts and circumstances,

#### D. Right of Hearing

No member shall be disciplined without benefit of a Hearing, after at least thirty (30) days written notice, and no member so charged shall be required to travel more than 800 miles to any Hearing, except a Hearing held in conjunction with the Annual Meeting. Hearings shall be held in accordance with the provisions of Article IV, Section 3-C. A Hearing may be requested by the member subject to possible discipline or one may be initiated by the Board of Trustees.

#### E. Presentation of Charges

It shall be the right of any member against whom the Charges are preferred to be presented a copy of the charges at least thirty (30) days prior to any scheduled Hearing. No other Charges may be asserted at the Hearing. The Charges shall be in sufficient detail to enable the member to prepare a defense.

#### F. Board of Trustee Vote

A two-thirds vote of the Board of Trustees shall be required to uphold any Charges which have been proffered.

#### G. Assigning Rights

No membership, regardless of class, may be assigned or transferred.

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### H. Return of Property

Upon termination of membership for any reason whatsoever, each member agrees to return all property of the USSF, to cease forthwith all further use of any property or other rights or authority conferred by the USSF unless otherwise expressly authorized by the Board of Trustees, and not to represent any continuing affiliation with or recognition by the USSF.

## ARTICLE III REPRESENTATION OF MEMBERS

### Section 1. General

- A. Individual and Club members of the Corporation shall be represented by the Executive Committee and a Board of Trustees elected as prescribed in Article IV and Article V of these Bylaws.
- B. The Executive Committee is the liaison between the general membership and the Board of Trustees.
- C. The decision making authority of this Corporation shall rest with the membership, via the Executive Committee, or through their elected Board of Trustees. Members may and should bring their concerns to the attention of any or all of the Executive Committee or the Trustees.

## ARTICLE IV BOARD OF TRUSTEES

### Section 1. Management, Power, and Responsibility

- A. Corporation shall have powers to the full extent allowed by law. All powers and activities of this Corporation shall be exercised and managed by the Board of Trustees directly or, if delegated, under the ultimate direction of the Board of Trustees.
- B. Except as otherwise specified in the Certificate of Incorporation or the Bylaws, the Board of Trustees shall be responsible for conducting all the affairs and business of the USSF and it shall be vested with all powers of the Corporation and shall have authority to act on all USSF matters.

### Section 2. Composition

- A. Number of Trustees

The Board of Trustees shall be composed of a minimum of three (3) members. As the Corporation grows, it is recommended that there be more than three (3) Trustees. However, in order to avoid impasses, the Board shall always consist of an odd number of members.

- B. Eligibility

Each member of the Board of Trustees shall be a paid USSF member in good standing. Said member shall also be a member of a USSF-chartered Club in good standing at the time of election. Subsequent change in the standing of the Club shall not affect a Trustee so elected. There shall be no more than one (1) Trustee

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per chartered Club. In the event of two applications from the same Club, when voting for Trustees, that bearing the earliest postmark shall prevail.

### C. Term of Office

The term of each Trustee shall be four (4) years. Each Trustee shall hold office until the expiration of the term for which they were elected and until a successor has been qualified.

### D. Election of Trustees

1. The Trustees of this Corporation shall be elected at large by the individual senior (regular and life) members entitled to vote. The method of voting shall be cumulative, as defined in Section 15A:5-20 of the New Jersey Non-Profit Corporations Act. Each member shall be entitled to a number of votes equal to the number of Trustees to be elected, and they may cast all the votes for a single Trustee, or may distribute them among the number to be elected, or any two (2) or more of them as they see fit. Trustees shall be elected by a plurality of the votes cast at an election.
2. The Secretary or Registrar shall provide a form to be submitted for candidates to file/be nominated for election. Such form is to be filed by a date set by the Board of Trustees.
3. The election of Trustees shall be conducted by written mail-in ballot.

### E. Vacancies

1. A vacancy shall be deemed to exist in the event that a Trustee resigns, passes away, or (in the case of annual members) fails to renew his/her membership within thirty (30) days of said membership having expired. In the event of such a vacancy, the Board of Trustees may (at its discretion) call for a special election to fill the unexpired term or appoint a replacement. In the latter case, the appointment shall be made by vote of the Board including the departing member.
2. Resignation by a Trustee shall be effective upon receipt of written notice by the USSF Secretary.
3. The Board may remove any Trustee for cause upon a vote of two-thirds (2/3) of the Trustees then in office, after a Hearing before the Board of Trustees, at which the Trustee shall have a full opportunity to defend himself/herself.
4. Such Hearings shall be noticed in the same manner as Special Meetings.

## Section 3. Jurisdiction

- A. The Board of Trustees shall have the power to assume original and appellate jurisdiction, upon notice to those involved, in any manner where, in the opinion of two-thirds (2/3) of the Board members, the best interest of the USSF will be served thereby.
- B. Decisions of the Board, after full Hearing of those involved who wish to be heard, shall be final and binding.
- C. The President shall have the power to appoint from the members a Hearing body of not less than five (5) members to conduct the Hearing and make finding of fact and recommendations to the full Board of Trustees decision.

#### **Section 4. Additional Power and Authority**

As an additional power and authority the Board of Trustees shall:

- A. Encourage the training and development of competent Sumo instructors and practitioners;
- B. Make and rule rank and proficiency awards, which power may be further delegated by the Board of Trustees to local area promotion boards where appropriate and where necessary to modify, suspend, or withdraw such promotion authority; and
- C. Promulgate rules and policies establishing uniform procedures and standards, which rules have the same force and effect as if they were a part of these Bylaws.

#### **Section 5. Regulate the Sport of Sumo**

- A. It is the intent of these Bylaws to regulate the sport of Sumo and to guarantee the competence, integrity, and other worthwhile traits of coaches, instructors, tournament directors, and other persons and officials associated with the USSF or its sanctioned programs and events.
- B. It is the intent of these Bylaws to comply with, to the greatest extent possible, *“The International Sumo Federation Rules and Guide Book.”*
- C. It is further the intent of these Bylaws to comport and comply with all International Sumo Federation rules so as to provide International Olympic Committee recognition of Sumo as an Olympic sport.
- D. No member of the USSF shall do any act which would violate or cause the USSF to be determined to be in violation of the United States Olympic Committee Constitution (USOC) and Bylaws, or threaten the USSF’s admission to the USOC as an affiliated sport organization.

#### **Section 6. Board of Trustee Positions**

- A. The Board of Trustees shall appoint from among its members a Secretary every four (4) years, to coincide with the election of the Board of Trustees. When more than three (3) Trustees serve on the Board, additional positions such as Chairman and Vice-Chairman shall be considered.
- B. The Secretary shall prepare minutes of meetings and file the minutes with the Secretary of this Corporation.

#### **Section 7. Meetings**

Meetings and actions of the Board of Trustees shall be governed by and held with votes taken in accordance with the provisions of Article IV of these Bylaws concerning meetings of Trustees.

#### **Section 8. Board of Trustee Vote**

- A. Each Trustee shall be entitled to one (1) vote on the Board of Trustees.
- B. The Board of Trustees shall work diligently with the Executive Committee to make informed decisions for the Corporation, especially when there are only three (3) members of the Board and there is not a unanimous vote on a particularly sensitive issue.

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- C. The Board of Trustees shall follow the rules of *Robert's Rules of Order* in the conduct of all business considered by the Board and its committees.
- D. Because of the fiduciary relationship between members of the Board and the USSF membership and the strong preference against proxy representation by Trustees, those members present shall not have the right to vote for absent members of the Board.

### **Section 9. Contesting Trustees Decision**

Any decision of the Trustees may be over-turned by petition, with the support of a simple majority of the general membership, within forty-five (45) days of the decision being announced.

### **Section 10. Amendments**

The Board of Trustees shall have the power to amend these Bylaws upon majority vote after thirty (30) days previous written notice (postmarked date) of the proposed amendment to all voting members of the Corporation.

### **Section 11. Delegation of Authority**

The Board of Trustees may, while retaining its responsibility, delegate power and authority to officers and committees, and others associated with the USSF.

## **ARTICLE V EXECUTIVE COMMITTEE**

### **Section 1. Officers of the Executive Committee**

#### **A. Composition**

1. The Executive Committee shall be composed of the following:
  - a. President
  - b. Vice-President
  - c. Secretary
  - d. Treasurer
2. The Executive Committee may elect to add two (2) additional members to the committee provided neither is a member of an area already represented on the committee (i.e. webmaster, registrar, etc...).
3. The Corporation may also have, at the discretion of the Board of Trustees, such other Officers as may be directed by the Board of Trustees (i.e. webmaster, registrar, etc...).
4. No two (2) offices on the Executive Committee may be held by the same person. A person may be a Trustee and also an Officer on the Executive Committee.

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### B. Election of Officers

The Officers of the Corporation shall be elected at large bi-annually by the individual senior (regular and life) members entitled to vote in the even numbered years at the Annual Membership Meeting, and each Officer shall serve at the pleasure of the Board.

### C. Limit on Terms

The President, who may serve as often as the membership shall elect, may not serve more than two (2) consecutive terms in the office of President.

### D. Removal

An Officer elected by the members may be removed, with or without cause, only by vote of the members, but the authority to act as an Officer may be suspended by the Board of Trustees for cause.

### E. Resignation

1. Any Officer may resign at any time by giving written notice to the Corporation.
2. Any resignation shall take effect at the date a successor is named.

### F. Vacancies

A vacancy in any office for any reason shall be filled in the manner described in these Bylaws for regular election or appointment to that office, provided such action is taken at the first Board of Trustees meeting after a vacancy is created.

## SECTION 2. Duties of the Officers

### A. President

1. The President shall be vested with the executive authority.
2. The President shall attend all Board meetings.
3. The President shall be editor of all publications of the USSF.
4. The President shall monitor the programs and activities of all USSF Committees.
5. Oversee the actions concerning issues approved by the Board of Trustees or Executive Committee.
6. The President shall perform the ordinary duties of the office.

### B. Vice-President

1. The Vice-President shall assume the duties of the President at such time as may be required by the absence or incapacity of the President as any such incapacity shall be conclusively determined by the Executive Committee.
2. The Vice-President shall be responsible for public relations of the Corporation with all other groups interested in sumo.

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### C. Secretary

1. The Secretary shall keep a record of the meetings of the Board of Trustees and any committees, issue notices, and perform other ordinary duties of the office or as assigned by the President or these Bylaws.
2. The development and periodic updating of all forms and procedures.
3. The Secretary shall maintain corporate files for safe keeping.

### D. Treasurer

1. The Treasurer shall collect and, under the direction of the Board of Trustees, arrange for the care and distribution of all funds of the Corporation and the keeping of full and regular accounts.
2. The Treasurer shall present a financial report at each regular meeting of the Board of Trustees and shall submit to the President, an annual report within thirty (30) days after the end of the fiscal year.
3. The Treasurer's duties shall include the quarterly review of all bank statements, checkbooks, deposit tickets, paid checks, expense vouchers/receipts, return deposit checks, and disbursements of funds in accordance with USSF procedures.
4. The Treasurer shall maintain corporate financial files for safe keeping.
5. Processing and filing of appropriate corporate papers and State/Federal tax returns to maintain the non-profit and tax-exempt status of the Corporation.

### E. If the Registrar and/or Webmaster position(s) are appointed by the Board of Trustees or the Executive Committee, these are the duties they shall perform:

#### 1. Registrar

- a. Serve as the single clearinghouse for the processing and monitoring of registration.
- b. Timely disbursement of registration materials.
- c. Forwarding all checks and monies to the Treasurer.
- d. The processing of all sanction applications.
- e. Registration of referee and teacher certification and issuance of certificates/proof of registration.
- f. Maintenance of a central log and records for recording names of all special corporate award recipients.
- g. Maintenance of other corporate files as designated by the President of the Executive Committee for safe keeping.

#### 2. Webmaster

Maintain and control the official website and any official social network sites for the Corporation.

**SECTION 3. General**

A. Appropriate Funds

1. The Executive Committee shall have the power to appropriate funds for USSF business, provided however, for any sum exceeding \$2,500 on any one (1) item, unanimous consent of the Committee shall be required.
2. The funds of the Corporation as required to pay its obligations shall be disbursed by check which shall be drawn by the Treasurer and for non-insurance premium checks exceeding \$2,500, shall be countersigned by the President or his designated representative.

B. Powers

The Executive Committee shall conduct the affairs of the Corporation between meetings of the Board of Trustees and shall act as a committee on credentials for the Board of Trustees. It shall arrange and prepare recommendations to the Board with respect to affairs of the Corporation.

**ARTICLE VI  
EXECUTIVE DIRECTOR**

**Section 1. Executive Director**

The Board of Trustees shall have the power to appoint and to discharge an Executive Director who shall report directly to the President and be responsible to the Executive Committee. All actions of the Executive Director shall require the approval of the President, and as necessary and desirable, through the President to the Executive Committee and in certain matters, the Board of Trustees.

A. Term of Office

The Executive Director shall serve for a two (2) year term and shall be eligible for reappointment concurrent with election of Executive Committee Officers of the USSF.

B. Duties and Responsibilities

The Executive Director shall work at the sole pleasure of the Executive Committee. The duties and responsibilities of this position, as directed by the President, shall include the following:

1. Direct correspondence to and on behalf of the USSF, as requested/needed.
2. Assist any of the committees as necessary.
3. Processing of other information necessary for the operation of the Corporation.
4. Assisting the President concerning actions approved by the Board of Trustees or Executive Committee

C. Miscellaneous

1. The Executive Director shall be a member of the USSF.
2. The Executive Director may not serve as a chairman of any USSF committee.

**ARTICLE VII  
MEETINGS**

**Section 1. Annual Membership Meeting**

An Annual Membership Meeting with the Board of Trustees shall be held in conjunction with the United States Senior National Sumo Championships.

A. Notice and Agenda

1. Notice of the Annual Meeting shall be given to the Trustees and the general membership at least thirty (30) days before any such meeting.
2. The Executive Committee, via the Secretary, will set the agenda for the Annual meeting. An affirmative vote of the majority of the Committee members shall suffice to approve matters in the agenda.
3. Any USSF Club or individual member may place before the Board at the Annual Membership Meeting any matter relating to the affairs or objects of the Corporation.

B. Order of Business

The order of business at the Annual Membership Meeting shall be as follows:

1. Seating of the (new) Trustees, if applicable
2. Minutes of the previous meeting
3. Election and installation of the (new) Officers, if applicable
4. Appointment / re-appointment of the Executive Director by the Board of Trustees, if applicable
5. Financial report(s)
6. Committee report(s)
7. Special reports(s)
8. Unfinished business
9. New business

C. Procedures for Conducting Business

1. The business of the Corporation shall, except as otherwise provided herein, be governed by ***Robert's Rules of Order***.
2. Whenever a written secret ballot is approved by the Board, the President shall appoint three (3) vote tellers, at least one (1) of which shall represent each side of the issue. The Secretary shall supply to each voting member, a ballot, to cast their vote. After votes have been tallied, total votes shall be announced to the Board and the ballots shall be destroyed at the end of the meeting.

D. Voting / Proxy Voting

1. As stated in Article II, Section 1.B.2.a.2: *“Only Senior members shall have voting rights in electing the members of the Board of Trustees, Officers, or in voting on such matters as may from time to time require a vote of the Membership. Each Senior member shall be entitled to one (1) vote in all such matters.”*

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2. In the event of a regular or special meeting called under the provisions of these Bylaws or the New Jersey Non Profit Corporation Act, members may give their proxy to another member in good standing. A member may vote by proxy beginning in the member's fourth consecutive year as a member of the Federation. The member must have been a member of the USSF for three (3) consecutive years prior to the vote that they submit a proxy vote for. Proxy votes must be notified to the Registrar two (2) weeks in advance for validation of the member's membership history.

### **Section 2. Special Meetings of the Board of Trustees**

#### A. Authority to Call a Special Meeting

1. Special meetings of the Board of Trustees may be called by the President, upon vote of a majority of the Executive Committee, for good and sufficient reason.
2. Special meetings of the Board of Trustees shall also be called by the President upon the request of two-thirds of the Trustees. Such request shall state the reasons for calling a Special meeting.

#### B. Notice

1. Notice of any Special meetings of the Board of Trustees shall be given at least seven (7) days before such meeting. In unique circumstances, Special meetings may be held without the seven (7) day notice, but all effort shall be made to adhere to the seven (7) day time frame for proper notice.
2. The notice shall be delivered personally or by first-class mail, telegram, e-mail, text message, or by facsimile machine.

#### C. Waiver of Notice

1. The business considered and actions taken at any meeting of the Board of Trustees, however called and noticed or wherever held, shall be as valid as though taken a meeting duly held after regular call and notice, if a quorum is present, and if after the meeting the minutes are approved.
2. Notice of a meeting shall also be deemed given to any Trustee who attends the meeting, without protesting before or at its commencement about the lack of adequate notice.
3. Any Trustee objecting to the inadequacy of notice, whether or not present at the meeting, must do so in a written statement filed with the Secretary.

#### D. Agenda Items

##### 1. Board of Trustees

- a. Any member of the Board of Trustees or a committee chair may place before the Board at any meeting of the Board of Trustees any matter relating to the business of the Corporation.
- b. Agenda items so noticed shall be placed on the agenda without requiring approval of the Executive Committee.

##### 2. Non Trustees

Any Executive Committee member, USSF Club, or individual member who is not a member of the Board of Trustees may place before the Board at a Special meeting any matter relating to the affairs or objects of the Corporation.

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3. No formal written agenda need be drafted for any Special meeting of the Board of Trustees, although it is highly encouraged that a tentative agenda be discussed (written or verbally) beforehand with all parties concerned (i.e. Trustees, Executive Committee, Executive Director, etc...).
4. Any matter not on the agenda for any Special meeting of the Board of Trustees should be added to the next meeting's agenda so that the matter is discussed and taken care of in a timely manner.

### E. Order of Business

The order of business at all Special meetings shall be as follows:

1. Minutes of the previous meeting
2. Financial report(s) (if applicable)
3. Committee report(s) (if applicable)
4. Special reports(s) (if applicable)
5. Unfinished business
6. New business

### F. Procedures for Conducting Business

1. The business of the Corporation shall, except as otherwise provided herein, be governed by ***Robert's Rules of Order***.
2. Whenever a written secret ballot is approved by the Board, the Secretary shall supply to each voting Trustee, a ballot to cast their vote. After votes have been tallied, total votes shall be announced to the Board and the ballots shall be destroyed at the end of the meeting.

### G. Quorum

1. A quorum shall be made if fifty-one percent (51%), a simple majority, or more of all Trustees are present.
2. The act of a majority of votes of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees.
3. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Trustees, if any action taken is approved by at least a majority of the required quorum for such meeting.

### H. Voting

The Officers on the Executive Committee shall not have a vote, unless that individual is a Trustee. Trustees shall be the only persons to vote, a tie shall never exist as there shall always be an odd number of Trustees. If a Trustee is absent or does not respond, their vote shall be deemed a vote against the proposed action.

### I. Mail Vote

1. When a mail vote of the members on any question shall be directed by the Board of Trustees, the Board of Trustees, or any committee, the Secretary shall mail and/or e-mail to each member of this Corporation, a ballot which sets forth the question; provides an opportunity to specify approval or disapproval; fixes a reasonable time – not less than fifteen (15) days from the date of mailing – within which ballots must be returned to the Corporation in order to be counted; and states the number of responses needed to meet the quorum requirement and the percentage of approvals necessary to pass the measure.

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2. Approval by mail under this section shall be valid only when:
  - a. The number of votes cast by mailed ballot within the specific time period equals or exceeds one-third (1/3) of the total number of eligible voters in good standing at the time the ballots are mailed by the Secretary; and
  - b. The number of votes to approve must equal or exceed the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by mailed ballot.
3. In any question decided by mailed ballot, each member shall have one vote; unless otherwise indicated on the ballot.
4. The Secretary shall make exact minutes of the question, the number of ballots received, and the vote; all of which, along with the ballots received, shall become a part of the permanent records of the USSF for a period of one (1) year. The Secretary shall notify all members of the result of the mail vote and indicate the vote of each member as soon thereafter as practical.

### J. Dues Increase

A proposal to increase dues or other fees, except for an increase due to an insurance premium increase, shall be noticed to the Board of Trustees not less than two (2) Board meetings with action to be taken not before the second such notice.

### K. Miscellaneous

1. Special meetings shall be attended by the President who shall act as a voice of the general membership.
2. Other Officers of the Executive Committee, the Executive Director, or general membership may be invited to attend Special meetings of the Board as non-voting representatives at the discretion of the Trustees.
3. Special meetings of the Board of Trustees may be held in person, via teleconference, e-mail, or other means deemed acceptable to the parties concerned. The main goal is to take care of Corporation business in a timely and orderly fashion.
4. The Board of Trustees' Secretary shall prepare minutes of meetings and file the minutes with the Secretary of this Corporation.

## ARTICLE VIII COMMITTEES

### Section 1. Committees

The President shall have the authority to create and disband all ad hoc committees, appoint the members and chairman thereof, and determine the size and duties of each such committee.

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### A. Standards Committee

1. The Standards Committee shall seek to maintain high standards of conduct and performance among the members of the USSF in all matters pertaining to Sumo, and shall investigate questions of improper conduct and performance by members, including improper promotions or assertions of rank.
2. It shall investigate and report to the Executive Committee any condition, practice, or abuse by members or nonmembers tending to mislead, impose upon, or endanger the public or otherwise bringing the USSF or American sumo into disrepute, and with the approval of the Executive Committee, take steps to correct any such condition, practice, or abuse.
3. It is generally preferable that investigations involving possible improper conduct and potential disciplinary action against a member be initiated by the committee upon request of the President.
4. Amateur Standards
  - a. The Standards Committee shall seek to maintain and enforce the amateur or eligibility code as applicable to members of the USSF.
  - b. The Standards Committee shall work in close harmony with other organizations interested in the status of amateur athletics.
5. Composition

The Standards Committee shall be composed of at least one (1) member of the Board of Trustees and not less than four (4) other members.

### B. Women's Committee

The Women's Committee shall work to promote issues of importance to women's sumo development including equal opportunity to every USSF program or service.

## **ARTICLE IX TOURNAMENTS, CLINICS, DEMONSTRATIONS, and SEMINARS**

### **Section 1. Notice**

The Corporation and its members have the right to sponsor tournaments, seminars, demonstrations, clinics, and other activities in furtherance of the development of Sumo. Every USSF sanctioned tournament should be open to non-USSF members registered with the ISF unless such tournament is a promotional tournament or team tournament, in which case the tournament may be open or closed as an invitational tournament to specified USSF members and Clubs.

### **Section 2. Sanctions**

- A. All activities such as tournaments, clinics, demonstrations, and seminars shall have the official support of the Corporation only when sanctioned by the Corporation.
- B. Applications for sanctions may be obtained from the National Office.

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- C. Completed sanction applications, with all required signatures, must be forwarded to the National Office, with the appropriate fee, by the deadline established in the sanction application or published rules for USSF sanction.
- D. All USSF members must only participate in USSF sanctioned events. Participating in events not sanctioned by the Corporation (or ISF affiliated organizations) may result in disciplinary actions taken against the member by the Board of Trustees. Only members in good standing of the USSF or ISF affiliated organizations may participate in a USSF sanctioned event.
- E. A sanction may be granted by the USSF to an eligible applicant as provided in this section hereinabove to cover multiple tournaments, clinics, demonstrations, seminars, and similar sumo activities. Procedural rules and fees for such multi-activity sanction may be established by action of the Board of Trustees from time to time.
- F. The Board of Trustees shall periodically review its schedule of fees for sanctioning events as necessary and desirable and may change such fee schedule by resolution.
- G. Non-USSF Club Sanction
  - 1. A USSF single event sanction may be issued, at the sole discretion of the USSF, to a non-USSF club applicant. The non-USSF applicant must have the endorsement of its National Parent Organization (NPO) attesting to the fact that its members are qualified to conduct the event for which the sanction is required.
  - 2. A sanction request by a non-USSF organization may be processed and approved in accordance with non-USSF applicant procedures.
  - 3. The fee for a non-USSF club sanction shall be the same as that charged a USSF Club, provided that the NPO of the non-USSF club offers the USSF and its Clubs reciprocity in granting sanctions based upon identical criteria fees, otherwise the fees shall be set by the Board of Trustees as established in the sanction application or published rules for USSF sanction.
- H. The USSF Executive Director shall make known to all USSF Clubs and to non-USSF clubs, procedures necessary to obtain a USSF event sanction.
- I. By action of the Board of Trustees and subject to periodic review and revision, a standard sanction application form and waiver, release, and indemnification agreement may be adopted and utilized in harmony with other national sumo organizations, so long as the Board believes such standardization and any later changes to such procedures and forms is in the best interest and further purposes of the USSF.
- J. Coed competition may be permitted in local, state, and regional tournaments at the sole discretion of the sanctioning body; provided, however, that there shall not be permitted any coed competition for competitors over the age of 12 years at National tournaments.

## ARTICLE X MISCELLANEOUS

### Section 1. Fiscal Year and Registration Year

The fiscal year of the Corporation shall commence on 1 January and end on 31 December each year.

**Section 2. Corporate Seal**

- A. This Corporation may have a seal which shall be specified by resolution of the Board of Trustees.
- B. The seal may be affixed to all Corporate instruments, but failure to affix it shall not affect the validity of the instruments.

**Section 3. Definition of Amateur**

The USSF hereby adopts the definition of the term “amateur” as defined by the National Governing Body for the United States Olympic Committee.

**Section 4. Standard of Care**

A. General

- 1. A Trustee shall perform the duties of a Trustee, including duties as a member of any committee of the Board on which the Trustee may serve, in good faith, in a manner such Trustee believe to be in the best interest of this Corporation and with such care, including reasonable inquiry, as an ordinary prudent person in a like situation would use under similar circumstances.
- 2. In performing the duties of a Trustee, a Trustee shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:
  - a. One or more Officers or employees of the Corporation whom the Trustee reasonably believes to be reliable and competent in the matter(s);
  - b. Counsel, independent accountants, or other persons as to matters which the Trustee believes to be within such person’s professional or expert competence; or
  - c. A committee of the Board upon which the Trustee does not serve, as to matters within its designated authority, which committee the Trustee believes to merit confidence, so long as in any such case, the Trustee acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.
- 3. A person who performs the duties of a Trustee in accordance with the above shall have no liability based upon failure or alleged failure to discharge that person’s obligations as a Trustee, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which a Corporation, or assets held by it, are dedicated.

B. Investments

- 1. Except with respect to assets held for use or used directly in carrying out this Corporation’s charitable activities, in investing, reinvesting, purchasing, or acquiring, exchanging, selling, and managing this Corporation’s investments, the Board shall avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income, as well as the probable safety of this Corporation’s capital, except that with respect to any endowment fund of the Corporation, the Board of

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Trustees shall endeavor to conserve the assets of such fund in order to maintain an income generating source for the Corporation's purposes in any such endowment.

2. No investment violates where it conforms to provisions authoring such investment contained in an instrument or agreement pursuant to which the assets were contributed to the Corporation.

### **Section 5. Prohibited Transactions**

#### A. Loans

1. In general, this Corporation shall not make any loan of money or property to or guarantee the obligation of any Trustee or Officer.
2. This Corporation may advance money to a Trustee, Officer, or any member of this Corporation for authorized expenses reasonably anticipated to be incurred in performance of the duties of such Trustee, Officer, or member provided adequate substantiation of expenditures is given by such person to the Treasurer together with a return of any unsubstantiated advances within a reasonably short time after the activity causing such expenditures.

#### B. Self-Dealing Transactions

1. Except as provided in sub-section C below, the Board shall not approve a self-dealing transaction.
2. A self-dealing transaction is a transaction to which the Corporation is a party and in which one (1) or more of the Trustees has a material financial interest.

#### C. Approval

1. The Board of Trustees may approve a self-dealing transaction if the Board determines that:
  - a. The Corporation enters into the transaction for its own benefit;
  - b. The transaction is fair and reasonable to the Corporation; and
  - c. After reasonable investigation, the Board determines that it could not have obtained a more advantageous arrangement with reasonable effort under the circumstances.
2. Such determination must be made by the Board in good faith, with knowledge of the material facts concerning the transaction and the Trustee's interest in the transaction, and by a vote of a majority of the Trustees then in office, without counting the vote of the interested Trustee or Trustees.
3. Notwithstanding any provision above to the contrary, no self-dealing transaction may be entered into or approved if it violates Section 4941 or any other provision of the Internal Revenue Code of 1986, as amended from time to time and as applicable to nonprofit and tax exempt organizations.

### **Section 6. Indemnification**

- A. This Corporation shall provide indemnification to the full extent allowed by the law to its Officers and Trustees.
- B. The Board of Trustees may authorize purchase of Officers and Trustees error and omission insurance.

**Section 7. Compensation**

- A. The Board of Trustees may, by resolution, pay a Trustee a reasonable fee for services as a Trustee and expenses for attending meetings of the Board of Trustees.
- B. The Trustee receiving compensation must attend and participate fully in the meetings of the Board of Trustees and must be a member in good standing of the Corporation.
- C. Compensation must be voted on and approved at every meeting of the Board of Trustees for which attendance by a Trustee such compensation is to be paid.

**Section 8. Contracts**

All contracts entered into on behalf of this Corporation must be authorized by the Board of Trustees, or where it may delegate appropriate authority, by the Executive Committee.

**Section 9. Saving Clause and Waiver**

- A. The provisions hereof shall be deemed independent and severable, and the invalidity or partial invalidity or enforceability of any one provision or portion thereof shall not affect the validity or enforcement of any other provision hereof.
- B. Any provisions of these Bylaws, unless expressly provided herein, may be waived by the Board of Trustees or where applicable, by the appropriate USSF committee. Any waiver of these Bylaws should be set forth in writing in the minutes of any meeting where at the Board or such committee vote to waive any requirement of these Bylaws, thus evidencing a waiver with full knowledge and account.

**Section 10. Limitations**

The following limitations are placed on the powers of the Corporation and upon obligations arising from anything done by it:

- A. The Corporation shall have no power to discriminate against any person or group because of race, color, creed, sex, age, or national origin;
- B. The Corporation shall have no power to enter into agreements, contracts, or arrangements that bind any of the members personally or which diminish its authority or that of its members over sumo within such Corporation its respective jurisdictions; and
- C. No member of the Corporation shall be bound personally by any obligation or liability incurred by the Corporation or resulting from anything done by the Corporation.

Original Bylaws written by Paul Wermuth Esq. and adopted by the initial Board of Trustees: Yoshisada Yonezuka, John Jacques, and Emanuel Yarbrough in 1999. Amended in 2002, 2006, and 2011.