

American Traditional Ju-Jutsu Association

Bylaws (version 23)

Article I: Mission Statement

1. The Mission of the ATJA (American Traditional Jujutsu Association, Inc. is to promote interest and stimulate growth in the martial arts of Jujutsu and Judo.

Article II: Purposes

1. The ATJA is organized exclusively for non-profit charitable and educational purposes; in particular, the advancement of traditional martial arts with a primary emphasis on Jujutsu in the United States, and in general, the advancement of recreation, physical fitness, character development, and educational enrichment through the art and science of Jujutsu. In pursuit of such purposes, the organization shall:
 - a. Work diligently to further the goals of ATJA Jujutsu
 - b. Recognize other Martial Arts whose interests are in concert with the goals and purposes of the ATJA
 - c. Establish Jujutsu training criteria and develop and conduct rank qualification tests.
 - d. Unify Jujutsu activities and standardize administrative and ranking procedures.
 - e. Inform, and promote the general welfare of the public in matters pertaining to Jujutsu and other martial arts.
 - f. Represent, and promote the interests of its members in Jujutsu.
 - g. Set, supervise, maintain, and improve technical Jujutsu standards.
 - h. Grant Awards and Promotions.
 - i. Provide, maintain, manage, and operate a National Jujutsu Organization and conduct activities as needed to achieve our stated mission goals.
 - j. Grant free scholarships for disadvantaged youths until the age of majority, eighteen (18)

Article III: Membership

1. Any person of good moral character regardless of nationality shall be eligible for membership in the ATJA, provided such person evidences the desire to advance the goals of Jujutsu as set forth in the Bylaws, and to comply with the Bylaws and any rules, regulations, decisions, operating procedures, and interpretations properly adopted by the ATJA.

Article IV: Authority

1. The Authority of the ATJA is derived from the ATJA Bylaws and its Board of Directors

Article V: Board of Directors

1. Responsibilities of the BOD of ATJA

- a. The Board of Directors shall be responsible for the overall control and management of the business affairs and properties of the Association, and may exercise all powers of the Association including the establishment of all programs, committees, policies, and operating procedures of the Association, No Director may be an employee of the Association.

2. Number of Directors

- a. The ATJA BOD shall be comprised of 7-11 members who shall be called Directors. Whenever the number of Directors falls below 11, the remaining BOD by affirmative vote of 2/3 may appoint additional persons who meet the qualifications of a Director to represent the ATJA until the next election. (Amended 6/24/22)

3. Qualifications of a Director

- a. An individual is qualified to serve as a Director if: i) such individual is a Jujutsu or Judo member of the ATJA in good standing and ii) such individual holds a Jujutsu or Judo rank of Sandan or higher and iii) such person supports the Bylaws and any other edict of the ATJA.

4. Term of Office for Directors

- a. Each Director shall serve for a three (3) year term beginning with the formal incorporation of ATJA and the first election. Each Director shall be limited to three (3) consecutive terms of office.

5. Resignations

- a. Any Director or committee member may resign his or her position by delivering a signed instrument, either by email or regular mail, to the President of ATJA, with respect to his/her Board membership

6. Removal of a Director

- a. A Director may be removed from any office with cause by 2/3 vote of the BOD serving at the time in any regular or special meeting. The BOD may choose to leave vacant the seat of any removed person until next election. Cause may be failure to adhere to the Bylaws, consistent absence, and/or behavior detrimental to the goals of the organization. Any Director removed for cause shall not be allowed to be a Director for ten (10) years from date of removal from office.

Article VI: Election of Directors

1. Directors shall be elected by a vote of the current ATJA membership at large. The BOD shall establish such rules and procedures for elections as deemed in the best interest of ATJA.
2. Election Offices
 - a. Three persons shall act as Inspectors or Election Officials
 - b. The Election Committee and its chairperson shall be designated by the BOD and shall serve the ATJA for the duration of the election. Thereafter, the Committee shall be disbanded.
 - c. The purpose of the committee shall be to determine in a fair manner:
 - i. The number of qualified voters.
 - ii. Receive votes and ballots and, at the closing,
 - iii. Tabulate all votes
 - iv. Report to the BOD the results of the election.
 - d. If the committee receives and challenges:
 - i. They shall investigate and hold up the results of the election until all issues have been resolved.
 - ii. The results of their investigation, including their conclusions, shall be presented in writing to the BOD for final action, and
 - iii. The BOD may then bring the details to the membership at large.
 - iv. All documents and votes shall remain in the possession of the committee for review. After a final resolution, the BOD may call for the destruction of all ballots.

Article VII: Officers of the ATJA

1. The ATJA BOD shall elect from among the Directors
2. One (1) Director to act as President of ATJA.
3. One (1) Director to act as Vice President of ATJA, and (1) Director to act as Secretary to the BOD, and One (1) Director to act as Treasurer of ATJA. The BOD may also act to appoint any other officers they may consider essential to the effective functioning of the Association. All Officers serve at the pleasure of the BOD and must remain Directors to serve as officers.
4. Duties , Responsibilities, and Authority of Officers of ATJA
 - a. No officer of ATJA shall make unilateral decisions without first obtaining the approval of the BOD. Further, all decisions by the above officers affecting the whole of the Association shall be subject to approval by the BOD.

President	Vice President	Secretary	Treasurer
Manage day to day operation of ATJA	Assist President in day to day operations of ATJA.	Provide notice and agenda of all meetings.	Maintain financial records and report financial status to BOD
Conduct all Meetings of Association except committee meetings	In Absence of President assume duties and responsibilities of President	Record minutes and votes of all regular and special meetings	Maintain bank account in name of ATJA
Report to the BOD all significant actions, issues, and resolutions as they occur		Ensure annual reports to state and federal government are filed	Provide to the Secretary all data and forms necessary to file with state and federal government related to the association
		In absence of President and Vice President assume duties and responsibilities of President	In absence of President, Vice President, and Secretary assume duties and responsibilities of President
Other duties as determined by the BOD	Other duties as determined by the BOD	Other duties as determined by the BOD	Other duties as determined by the BOD

5. Term of Office (for Officers)

- a. All Officers shall serve for a Two (2) year term. No officer may serve for more than two (2) consecutive terms in the same office. No person shall be elected to or fulfill the duties of more than one office at a time.
- b. Any officer may be removed from office with cause at any annual meeting or special meeting called for such purpose and having a 2/3 majority vote of the BOD. Any officer so removed may not run for office for a period of Ten (10) years from date of removal.

Article VIII: Meetings

1. Meetings of the BOD and its committees shall be open to all ATJA members. Executive sessions will be held at the discretion of the BOD when matters concerning personnel, ethics, or promotions are concerned.
2. Notice of Meetings
 - a. Written notice shall be sent to each BOD member by regular mail or email stating the purpose and announcing the time and place of such meetings
 - b. Notice of meetings shall also be posted on the ATJA website.
3. Annual Meetings
 - a. The Annual Meeting of the ATJA will normally be held in the month of June or as otherwise called for. The time, date, and place of the actual meeting shall be announced at least 90 days in advance. Agenda items shall be sent to the Secretary at least 45 days prior to the meeting date. The Agenda shall be prepared by the Secretary of the BOD and posted on the ATJA website of the ATJA at least 30 days prior to the scheduled meeting. Any agenda item properly submitted (at least 45 days prior to the meeting) to the secretary by any member of the ATJA shall be included in the agenda.

4. Special Meetings

- a. Special meetings of the BOD may be called at any time by either:
 - i. The President of ATJA, or the Vice President of the ATJA acting in the place of said President in case of absence, death, or disability of the President; or
- b. A call of at least one half of the BOD shall be required to hold such a special meeting
- c. The Secretary shall announce to all BOD shall be required to hold such a Special Meeting.
- d. Meeting agenda will be provided at the time a special meeting is first called for.
 - i. No Other Business may be presented for action at a Special Meeting.

5. Location of Meetings

- a. Meetings may be held in person or conducted electronically

6. Quorum

- a. A simple majority of the BOD serving at the time shall constitute a quorum for any meeting or special meeting that is held by which notice thereof has been made.

7. Meeting Attendance

- a. Any member shall be considered in attendance at any meeting or special meeting of the ATJA, if in person, by telephonic means, video conferencing or by any oother device the person is able to engage in interaction and participate in the committee's proceeding.

8. Voting

- a. At any meeting or special meeting, each Director attending shall be entitled to one vote. There shall be no Proxy Voting at any meeting or Special Meeting of the BOD. Directors must be in attendance during the meeting, whether in person, or via electronic communication. For voting to change the Bylaws the Director or Directors face must be visible. For all other voting a Director may vote via voice and need not be visible. (amended 6/24/2022)

Article IX: Committees

1. Standing Committees

- a. Members of all standing committees shall be selected from ATJA members in good standing.
- b. The Standing Committees of the ATJA are as follows: i) Ethics ii) Promotion iii) Rank Examiners iv) Research and Curriculum Development v) Financial
- c. The members and chair of said committees shall be nominated and approved by the BOD.
- d. The BOD shall define the purpose and scope of actions and responsibilities for each standing committee.

2. Special Committees

- a. The BOD may establish any SPECIAL committee deemed necessary. The chair and all members of each Special committee shall be defined and approved by the BOD. The BOD shall define the purpose, scope of actions, and responsibilities for each such committee.
- b. Any member of ATJA in good standing may be selected as a committee member or chairperson of any Special Committee.
- c. A majority of the members of any committee shall determine its specific actions required to achieve its' defined goal and fix a time and place for its meetings unless the BOD provides otherwise.
- d. Members of Special Committees serve at the pleasure of the President of ATJA and/or its Board of Directors, and may be appointed and removed by the President of ATJA with approval of its Board of Directors. Membership may be temporarily removed by order of the President of ATJA pending approval of the Board of Directors (Amended 6/24/2022)

3. Committee Reports

- a. Committee, both Standing and Special, will report to the BOD at least at every annual meeting. Reports may be requested at other times by the BOD.

4. Committee Oversight

- a. The ATJA BOD by majority vote shall have the power to fill vacancies, appoint persons, change the membership of, or discharge any committee and appoint one or more ATJA members as alternate members of any committee to fill a vacancy that occurs when a member may be absent and unable to participate in such committee.

Article X: Divisions

1. Establishment of Martial Arts Divisions

- a. The ATJA Board of Directors may establish Martial Arts Divisions deemed appropriate, and shall define the purpose, scope of actions, and responsibilities for each such Division.
- b. The Head of each Division shall be nominated by the President and approved by a majority of the BOD
- c. Members of all Divisions shall be ATJA members in good standing

2. Heads of the Division

- a. The Head of each Division shall carry out the purpose, scope of actions, and responsibilities as defined by the BOD.
- b. The Head of each Division shall have the power to create, fill vacancies, appoint persons, and change the membership of Committees and Boards as deemed appropriate within the Division. The Chair of Division Committees and Boards shall be approved by the BOD
- c. The Head of each Division may communicate with other Martial Arts organizations to carry on the mission of the Division
- d. The Head of each Division will report to the BOD at least at every annual meeting. Reports may be requested at other times by the BOD.

3. Division Oversight

- a. The ATJA BOD shall provide oversight of each Division through reviews of reports and by participating as non-voting members of Division Committees and Boards. The BOD reserves the right to create, change, modify, or terminate any establishment of all programs, committees, boards, policies and operating procedures of any Division.

Article XI: Amendments

1. The Bylaws of the ATJA may be altered, changed, or amended in whole or part, by motion at a BOD meeting at which BOD members are physically present or by electronic means where the BOD members face is visible and all members of ATJA are allowed peaceful observation. Such a motion must receive the affirmative votes of at least 2/3 of the whole membership of the BOD. A motion to change the Bylaws must be proposed in writing and include a statement of its purpose and rationale.
(Amended 6/24/2016 and Amended 6/24/2022)
2. If prior notice is given to every member of the BOD at least 15 days in advance of the start of a BOD meeting, or 10 days if the notice is part of the Call of the meeting, and all members of ATJA are allowed peaceful observation, the Bylaws may be altered, changed, or amended in whole or part via motion. Such a motion must receive the affirmative votes of at least 2/3 of those BOD members physically present and voting. Such a motion must be proposed in writing and include a statement of its purpose and rationale. The prior notice to BOD members shall specify the exact wording of the changes proposed, and no modifications may be made to the wording during the meeting; else the rule of Paragraph 1 of this Article shall be followed, requiring the affirmative votes of 2/3 of the whole membership of the BOD. (Amended 6/24/2016)

Article XII: Parliamentary Authority

1. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are consistent with these Bylaws and any special rules of order the Association may adopt.
(Amended 6/24/2016)

Article XIII: Addendum: Protection from Legal Expense

1. ATJA shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the ATJA against all liabilities, including, without limitation, attorney's fees, judgments, fines, and amounts paid in settlement actually and/or reasonably incurred by the person in connection with such action, suit, or proceeding, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of ATJA. The termination of any action, suit, or proceeding by judgment, order or settlement shall not create, of itself, a presumption that the person did not act in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation. Notwithstanding the above, no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of ATJA. Further, no indemnification shall be provided (1) where the person is found to be self-dealing (the person places their personal interest of benefit above that of ATJA) as determined by a court of competent jurisdiction or Arbitrator appointed by the Board of Directors (exclusive of the accused person(s)), (2) where the person has committed fraud, as determined by a court of competent jurisdiction or Arbitrator appointed by the Board of Directors (exclusive of the accused person(s)), (3) where the person has breached the duty of loyalty to ATJA, as determined by a court of competent jurisdiction or Arbitrator appointed by the Board of Directors (exclusive of the accused person(s)), or (4) in a criminal proceeding where the person has been charged with criminal conduct. ATJA may purchase and maintain insurance, or furnish similar protection, including, but not limited to, trust funds, letters of credit, or self-insurance, for or on a behalf of any person who is or was a director, officer, employee, agent, or volunteer of the corporation, or is or was serving at the request of ATJA as a director, officer, employee, member, manager, agent, or volunteer of another domestic or foreign nonprofit corporation or business corporation, a limited liability company, or partnership, joint venture, trust, or other enterprise, against any liability asserted against the person and incurred by the person in any such capacity, or arising out of the person's status as such, whether or not ATJA would have the power to indemnify the person against that liability under this section.

2. The ATJA shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of ATJA against all expenses and liabilities, including, without limitation, attorney's fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit, or proceeding, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of ATJA. The termination of any action, suit, or proceeding by judgment, order or settlement shall not create, of itself, a presumption that the person did not act in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation. Notwithstanding the above, no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of ATJA. Further, no indemnification shall be provided (1) where the person is found to be self-dealing (the person places their personal interest of benefit above that of ATJA) as determined by a court of competent jurisdiction or Arbitrator appointed by the Board of Directors (exclusive of the accused person(s)), (2) where the person has committed fraud, as determined by a court of competent jurisdiction or Arbitrator appointed by the Board of Directors (exclusive of the accused person(s)), (3) where the person has breached the duty of loyalty to ATJA, as determined by a court of competent jurisdiction or Arbitrator appointed by the Board of Directors (exclusive of the accused person(s)), or (4) in a criminal proceeding where the person has been charged with criminal conduct. ATJA may purchase and maintain insurance, or furnish similar protection, including, but not limited to, trust funds, letters of credit, or self-insurance for or on behalf of any person who is or was a director, officer, employee, agent, or volunteer of the corporation or is or was serving as the request of ATJA as a director, officer, employee, member, manager, agent, or volunteer of another domestic or foreign nonprofit corporation or business corporation, a limited liability company, or a partnership, joint venture, trust, or other enterprise, against any liability asserted against the person and incurred by the person in any such capacity, or arising out of the person's status as such, whether or not ATJA would have the power to indemnify the person against that liability under this section (Amended 6/24/2022)