

BY-LAWS  
Of  
IYENGAR YOGA  
ASSOCIATION OF THE NORTHWEST (IYANW)  
Revised October 2007

ARTICLE I - NAME

The name of this Corporation shall be the Iyengar Yoga Association of the Northwest (IYANW) .

ARTICLE II - PRINCIPAL OFFICE/ADDRESS

The Board of Directors shall fix the location of the principal office/address of this Association at any place within the Northwest Region (Alaska, Idaho, Montana, Oregon, or Washington) as the Board of Directors may determine.

The Corporation shall continuously maintain in the State of Oregon a registered office, and a registered agent whose office is identical with such registered office, as required by the State of Oregon, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE III - PURPOSE AND FUNCTIONS

Section 1. Purpose

This Corporation is committed to study, teach, disseminate and promote the art, science and philosophy of Yoga according to the teachings of B.K.S. Iyengar. Its purpose is exclusively educational and charitable.

Section 2. Functions

- A. To educate the public as widely as possible about the teachings of Yogacharya B.K.S. Iyengar and to maintain the teaching standards set by him.
- B. To facilitate and expedite communication between B.K.S. Iyengar and his United States students and foster a fruitful East-West cultural exchange, bringing Western culture, people, ideas and knowledge to the East and vice-versa, so that a more complete understanding may develop among the many diverse cultures of each.
- C. To foster medical research and to exchange research findings on Yoga-related issue.
- D. To find and implement ways to better serve the practitioners and teachers of yoga through building community and sponsoring events to fund scholarships.

- E. To coordinate all Regional yoga events.
- F. To sponsor and/or organize and fund events and activities that are consistent with the purposes of the Corporation.
- G. To maintain the Iyengar Service Mark (logo) according to terms of the License Agreement.
- H. To support the IYNAUS archives.
- I. To establish a newsletter and/or other disseminating information consistent with our purposes.

## ARTICLE IV - MEMBERSHIP

### Section 1. Classes of Membership

Membership shall be open to persons who are willing to study, teach, disseminate and promote the art, science and philosophy yoga, according to the teachings and philosophy of B.K.S.Iyengar.

#### A. Individual Membership

Membership shall be open to all practitioners of Iyengar Yoga.

#### B. Membership to National

National membership will be automatic for any person who is a member of IYANW unless the individual specifies otherwise.

### Section 2. Voting

Each member of this Corporation, who holds an individual membership, shall be entitled to one vote.

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### Section 3. Dues

All members shall pay such annual dues as may be set by the Board of Directors from time to time.

### Section 4. Termination of Membership

Membership is deemed terminated for any member whose dues are in arrears for a period of three (3) months. Membership may also be terminated by a vote of two-thirds (2/3) of the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby. A membership is terminated by death or by resignation. In the event of termination of membership, dues shall not be refunded.

## ARTICLE V - MEETING OF MEMBERS

### Section 1. Place of Meetings

Meetings of members shall be held at any place within the Northwest Region designated by the Board of Directors. Meetings shall rotate from state to state as much as possible to allow for fuller participation by the membership.

### Section 2. Annual Meeting

The Annual Meeting of Members shall be held in May each year or on a date and at a time designated by the Board of Directors. The Annual Meeting of Members shall be held for the purpose of and not limited to: approval of the Goals and Objectives for the coming year; elections; a Financial Statement for the preceding financial year; and any other business to be transacted.

### Section 3. Special Meetings

A special meeting of the members may be called at any time by the Board of Directors, or the president, or by members representing at least fifty percent (50%) of the total membership.

### Section 4. Notice of Members' Meetings

All notices of meetings of members shall be sent or otherwise given in accordance with Section 5 of the Article V not less than ten (10) nor more than sixty (60) days before the date of the meeting. The notice shall specify the place, date and hour of the meeting and (i) in the case of a special meeting, the general nature of the business to be transacted, or (ii) in case of the Annual Meeting, those matters which the Board of Directors, at the time of giving the notice, intends to present for action by the members.

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### Section 5. Manner of Giving Notice

Notice of any meeting of members shall be given either personally or by first-class mail or telegraphic or other written communication/ charges prepaid, addressed to the member at the address of that member appearing on the books of the Corporation or given by the member to the Corporation for the purpose of notice. If no such address appears on the Corporation's books, or is given, notice shall be deemed to have been given if sent that member by first-class mail or telegraphic or other written communication to the Corporation's principal executive office. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by telegram, facsimile, or other means of written communication.

If a notice addressed to a member at the address of that member appearing on the books of the Corporation is returned to the Corporation by the United States Postal Service, marked to fit indicate that the United States Postal Service is unable to deliver the notice to the member at the address, all future notices or reports shall be deemed to have been duly given without further mailing, if these shall be available

to the member on written demand of the member at the principal executive office of the Corporation, for a period of one year from the date of the giving of the notice.

#### Section 6. Quorum

A quorum for any meeting of members shall be twenty-five percent (25%) of the voting members. A quorum for any meeting of members at a convention site which is open to all members will be fifty percent (50%) of the voting members present.

The Board of Directors may adopt regulations enabling members unable to be present to vote by proxy, in writing, or through electronic means via e mail or website.

### ARTICLE VI - BOARD OF DIRECTORS

#### Section 1. Number

The Board of Directors shall consist of seven (7) members until the number of Directors is changed by amendment to these By-laws

#### Section 2. Quorum

Fifty percent (50%) of the members of the Board of Directors the highest whole number shall constitute a quorum for the transaction of business.

#### Section 3.

##### Qualifications

B.K.S. Iyengar is the Guiding Light and Honorary President of the Board of Directors of this Corporation. Of the voting members of the Board of Directors, the majority shall hold at least an Introductory Level Iyengar Teaching Certificate, one (1) shall hold Intermediate Junior I or higher, and one (1) shall be a non-certified teacher or student at the time of election. All members of the Board of Directors must be members in good standing in IYANW. The composition of the Board shall reflect representation of the Northwest Region-Alaska, Idaho, Montana, Oregon, and/or Washington.

#### Section 4. Election and Term of Office

All members of the Board of Directors shall serve alternating four (4) year terms. To initially implement the alternating nature of the four (4) year terms, the persons presently serving as Vice-President and Treasurer will serve two (2) years following January, 2005. The Board will designate one other Board member who is not an officer for a two (2) year term following the January, 2005 board meeting. An election of members of the Board of Directors shall be conducted bi-annually by mail during the period from June to August, from a slate presented by the Nominating Committee. Each Director, including a Director elected to fill a vacancy, shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified.

#### Section 5. Powers

Subject to the provisions of the Oregon Corporation Law and any limitations in the Articles of Incorporation and these Bylaws relating to action required to be

approved by the members, the business and affairs of the Corporation shall be managed and all corporate powers shall be exercised or under the direction of the Board of Directors.

#### Section 6. Vacancies

Vacancies in the Board of Directors may be filled by a majority of the remaining directors, though less than a quorum, or by a sole remaining director. Each director so elected shall hold office until the next annual meeting of the members or until a successor has been elected and qualified.

#### Section 7. Place of Meetings

Regular meetings of the Board of Directors shall be held at any place within or outside the Northwest Region designated from time to time by the Board of Directors or the President. In the absence of any such designation, these meetings may be held by telephone or other telecommunications.

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#### Section 8. Organizational Meeting

Immediately following each Annual Membership Meeting, the Board of Directors shall hold a regular meeting for the purpose of organization and the transaction of other business. Notice of this meeting shall not be required.

#### Section 9. Regular Meetings

The Board of Directors shall meet not less than two times each year. These meetings may be held by telephone or other telecommunications. Once every two years the meeting may be a long weekend meeting lasting two (2) to four (4) days. The Board of Directors may hold other regular meetings of the Board as and when determined necessary.

#### Section 10. Special Meetings

The President or Vice- President or the Secretary or any two Directors may call special Meetings of the Board of Directors for any purpose or purposes at any time.

Notice of the time and place of special meetings shall be delivered personally or be telephone to each Director or sent by first class mail, charges prepaid, addressed to each Director at the Director's address as it is shown on the records of the Corporation. The notice shall be mailed at least seven (7) days before the time of the holding of the meeting.

#### Section 11. Action Without Meeting

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to that action. Such action by written consent or consents shall be filed with the minutes of the proceedings of the Board.

#### Section 12. Manner of Taking Action

Robert's Rules of Order, Newly Revised to the extent consistent with the current law shall be the authority for all matters of procedures not specifically covered by the Bylaws or by special rules of procedure adopted by the Board of Directors.

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### Section 13. Fees and Compensation

Directors as such shall not receive any compensation for their services as Directors, but Directors and members of committees may receive such compensation, if any, for their services, and such reimbursement of expenses, as may be fixed or determined by the Board of Directors. This Section 13 shall be construed to preclude any Director from serving the Corporation in any other capacity as an officer, agent, employee, or otherwise and receiving compensation for those services.

## ARTICLE VII - OFFICERS

### Section 1. Officers

The officers of the corporation shall be a President, Vice-President, a Secretary, and a Treasurer, and other such officers as may be elected in accordance with the provision of this ARTICLE VII. The Board of Directors may elect or appoint such other officers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time by the Board of Directors. Any two or more offices may be held by the same person except President and Secretary.

### Section 2. Election and Term of Office

The Board of Directors of the Corporation shall be elected to a four (4) year term by the Membership from a slate presented by the nominating committee, except as provided for the initial election as set out in ARTICLE VI, Section 4. The Board Members shall then elect officers of the Board. Each officer shall hold office until his successor shall have been selected. An officer shall not serve consecutive terms as an officer, but may serve a subsequent term as an at-large board member or as an officer following a minimum one (1) year lapse.

### Section 3. Removal

Any officer may be removed by a vote of two-thirds (2/3) of the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby.

### Section 4. Vacancies

The Board of Directors shall fill any vacancy in any office because of death, resignation, removal, disqualification or any other reason. An officer of the IYANW

Board of Directors may immediately assume a vacant Board of Directors position, only after the term of office has been completed, for a term to last four years, or until another Board of Director has been elected and qualified.

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#### Section 5. President

The President shall be the principal executive officer of the Corporation and shall formulate its agenda with appropriate goals and objectives. S/he shall preside at all meetings of the Board. S/he may sign, with the Secretary or any other proper office of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors have authorized to be executed, except in cases when as the signing and execution thereof shall be expressly delegated by the Board of Directors and by their Bylaws or by statute to some other officer or agent of the Corporation; and in general s/he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President, along with the Treasurer, may have check signing authority on any checking account the Corporation may maintain.

#### Section 6. Vice-President

The Vice-President shall work closely with the President and shall help the President in the performance of his or her office. In the absence or disability of the President, the Vice-President shall perform all the duties of the President, and when so acting shall have all the powers of the President. The Vice-President Shall have such other powers and perform such other duties as may be prescribed by the Board of Directors from time to time. The Vice-President, along with the Treasurer, may have check signing authority on any checking account the Corporation may maintain.

#### Section 7. Secretary

The Secretary shall be responsible for keeping a full and complete record of the proceedings of the Board of Directors; shall keep the seal of the Corporation and affix it to such papers and instruments as may be required in the regular course Of business; shall make service of such notices as may be necessary or proper; shall be responsible for the maintenance of the records of the Corporation and shall discharge such other duties of the office as prescribed from time to time by the President or the Board of Directors. The Secretary, along with the Treasurer, may have check signing authority on any checking account the Corporation may maintain.

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#### Section 8. Treasurer

If required by the Board of Directors, the Treasurer shall give a bond (paid for by the Corporation) for the faithful discharge of her or his duties in such sum and with such surety or sureties as the Board of Directors shall determine. S/he shall report to the Board about the Association's financial status and map strategies

for maintaining financial well being, including the timely filing of all tax documents. S/he shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts of money due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such bank and trust companies, or other depositories as shall be selected in accordance with the provision of ARTICLE XI of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to her or him by the President or the Board of Directors.

#### Section 9. Miscellaneous

The Board of Directors shall authorize the hiring and firing of whatever staff it deems necessary and determine any job descriptions and job functions.

### ARTICLE VIII -COMMITTEES

The Board of Directors may designate any committees it deems appropriate, each of which, with the exception of the Nomination Committee shall consist of one or more Directors, to serve at the pleasure of the Board. These committees may be created or terminated by the President, with the approval of the Board of Directors. All major decisions of any designated committee shall be guided by the policies of the Corporation as stated (ARTICLE III, Section 2), and shall be subject to review and revision by the Board of Directors, from time to time, as may be determined by the Board. Standing committees shall include, but are not limited to:

**Membership:** Charged with maintaining accurate records of membership, coordinating membership funds along with the Treasurer, and communicating membership status to the members of the corporation.

**Communication:** Charged with maintaining the IYANW website and editing and distributing the newsletter.

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### ARTICLE IX CONTRACTS, CHECKS, DEPOSITS AND FUNDS

#### Section 1. Contracts

The Board of Directors may authorize any officer or officers or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract to execute and deliver any instrument in the name of and on behalf of the Corporation, and to enter into contracts to purchase or lease property and such authority may be general or confined to specific instances.

#### Section 2. Checks, Drafts, Notes, etc.

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

### Section 3. Deposits

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

### Section 4.

#### Contributions, Gifts, Donations, Grants

The Board of Directors may accept on behalf of the Corporation any contribution, gift, donation, grant, bequest, or devise for the general purposes or for any special purposes of the Corporation.

## ARTICLE X - BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. Any Director, or her or his agent or attorney may inspect all books and records of the Corporation for any purpose at any reasonable time and place.

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## ARTICLE XI -FISCAL YEAR

The fiscal year of the Corporation shall be from January 1 to December 31, or as the Board may at any time or from time to time hereafter determine.

## ARTICLE XII - WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Oregon Nonprofit Corporation. act or under the provisions of the Articles of Incorporation or the Bylaws of this Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice,

## ARTICLE XII - AMENDMENT OF BYLAWS

These Bylaws may be amended or repealed and new Bylaws may be adopted by a vote of a majority of the members of the Board of Directors, if at least eight (8) weeks written notice is given of intention to amend or repeal or adopt new Bylaws at such meeting except where otherwise mentioned. However, a Bylaw fixing Or changing the number of members of the Board of Directors may be adopted, amended or repealed only by the vote or written consent of a majority of the members of the Corporation or the vote of a quorum at a meeting of the members called for that purpose and which is the vote of the majority of those present and voting.