

**IYENGAR YOGA ASSOCIATION OF THE NORTHWEST (IYANW)
BYLAWS, Revised October, 2025**

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 the Iyengar family, and to maintain the teaching standards set by Yogacharya B.K.S. Iyengar and the Iyengar family.
- B. To facilitate and expedite communication between the Iyengar family and their 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 issues.
- D. To find and implement ways to better serve the practitioners and teachers of Iyengar yoga through building community, sponsoring events and providing financial assistance.
- E. To coordinate 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 do one or more of the following: study, teach, disseminate and promote the art, science and philosophy of 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 Association – National membership is automatic for any person who is a member of IYANW, unless the member specifies otherwise.

Section 2. Voting

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

Section 3. Dues

All members shall pay annual dues in a timely manner. The Board of Directors may reset dues when deemed necessary to carry on the business of the Corporation.

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 may take place via a video call platform, conference call, or in person. If the Board of Directors decides to hold an in-person meeting(s), the meeting(s) shall be held at any place within the Northwest Region designated by the Board of directors. In person meeting(s) 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 at the following dates and times as designated by the Board of Directors:

- A. Non-election Years: First Week in February OR First week in March
- B. Election Years: Second or Third Week in October
- C. Convention Years: At the location of the IYNAUS National Convention in May (to provide a location in which Association members can simply convene.)

The Annual Meeting of Members shall be held for the purpose of but not limited to the approval of the Goals and Objectives for the coming year, elections, a Financial Statement for the preceding financial year, and other business that needs 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 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.

Section 5. Manner of Giving Notice

Notice of any meeting of members shall be given by email, in the form of IYANW Newsletter(s) via the IYANW website, or by other electronic communication. Notice shall be deemed to have been given at the time when delivered by such means of communication.

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 email 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, a minimum of three shall hold a Level 1 or higher Iyengar Teaching Certificate, and a minimum of one 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, as much as possible, of the Northwest Region.

Section 4. Election and Term of Office

All members of the Board of Directors shall serve alternating four (4) year terms.

An election of members of the Board of Directors shall be conducted in alternate years by email or other electronic balloting method during the period from June to September 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.

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 expiration of the four (4) year term for which elected or until a successor has been elected.

Section 7. Place of Meetings

Regular meetings of the Board of Directors shall be held in person 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 shall be held via a telecommunication platform.

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 in person or via a telecommunication platform. 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, Vice President, 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 e-mailed, and/or telephoned 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 individually or collectively consent by email, other electronic platforms, or telephone. Such action(s) by written consent(s) as described above shall be filed with the minutes of the Board.

Section 12. Manner of Taking Action

Robert's Rules of Order, Newly Revised, to the extent consistent with 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.

Section 13. Fees and Compensation

Directors shall not receive any compensation for their services as Directors, but Directors and members of committees may receive 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. It also precludes Directors from receiving member continuing education grants.

This Section 13 does not however, preclude Directors from receiving reimbursement of expenses for attending IYNAUS national conventions. Whether or not such reimbursement is to be made available to Directors shall be determined during the year of the IYNAUS national convention taking into account the Region's available funds. If such reimbursement is to be made available, in no case shall it reduce funds for member grant programs, nor shall it exceed 50 percent of a Director's actual expenses for attending the national convention of that year.

ARTICLE VII - OFFICERS

Section 1. Officers

The officers of the corporation shall be a President, a 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 in 2005). 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

In the event an office (i.e. President, Secretary, etc.) becomes vacant, due to death, illness, resignation, removal, disqualification or other reason, the Board of Directors shall immediately

fill such vacancy with another board member, or through an election, if necessary. In no case, shall an officer assume the role of President and Secretary simultaneously.

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 up to four years, or until another Board of Directors has been elected and qualified.

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 officer 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. 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.

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 any staff it deems necessary to fulfill the IYANW mission. The Board of Directors shall determine job descriptions, functions and compensation, if any.

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 electronic newsletter. Charged with overseeing an on-going presence on social media platforms.

Grants: Charged with overseeing the IYANW grant program.

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.

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.