

BYLAWS OF  
**Living Aikido, inc.**  
a California non-profit public benefit corporation  
written July 2002; revised July 2003

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## **ARTICLE I. Purpose**

Aikido is a Japanese *budo*, a physical and spiritual discipline, often called a 'martial art'. Aikido, like all 'do', is a life-path that requires commitment from the individual student to engage the Way of Peace and undertake personal development of body, heart, mind and spirit in a continuing process of purification. Developed by Ueshiba Morihei O-Sensei from the 1940's until his death in 1969, Aikido is a modern martial art rooted in a belief that self cultivation through physical practice and spiritual development is the gateway to identifying with the universal force of Love. The purpose of Living Aikido is to carry on such teachings.

## **ARTICLE II. Membership**

### Section 1. Qualification

Living Aikido, Inc. is a California non-profit public benefit corporation, hereinafter referred to as the "corporation". Any person who makes a personal commitment to the principles of the Aikido may become a member of the organization. The Board of Directors is responsible for setting appropriate membership fees and may create various categories of membership.

### Section 2. Good Standing

Those members who have paid the required dues, fees and assessments in accordance with resolutions adopted by the Board of Directors and who are not suspended shall be members in good standing.

### Section 3. Rights and responsibilities

#### A. Members shall be entitled to:

1. A copy of the by-laws
2. An annual directory of the membership
3. A subscription to the organization's newsletter [as such exists]
4. Voting rights. Each member shall have full voting rights in the organization.

#### B. Members shall also have responsibilities. These shall include

1. Applying the physical and spiritual principles set forth in Ueshiba Morihei's teachings to their own path of personal growth and to their participation as members of the larger Aikido and World community
2. Understanding that being a member involves a degree of personal responsibility for both the organization and the larger Aikido community, and the willingness to take on this responsibility, as they may feel led, through personal involvement, volunteer work.
3. Payment of membership dues.

#### Section 4. Termination and Suspension of Membership

- A. Voluntary Termination. An individual's membership shall end when the qualifications for membership are no longer satisfied. A member may resign at any time.
- B. Suspension. A member may be suspended by a two-thirds vote of the Board of Directors for a period of up to 60 days. A person whose membership is suspended shall not be a member during the period of suspension.
- C. Involuntary Termination. The membership of any individual may be terminated at any time, or not renewed, by a two-thirds vote of the Board of Directors after a good faith determination that the member in question has either failed in a material and serious degree to observe the corporation's rules of conduct or engaged in conduct harmful to the Purposes of the Organization.
- D. Request for Hearing. A member who has been suspended or terminated must be notified in writing and may request an opportunity to be heard, either orally or in writing, by the Board of Directors or by a committee or person authorized by the Board of Directors.
- E. Authority. The decision of the Board of Directors is final.

#### Section 5. Non-discrimination policy

Living Aikido is committed to maintaining a community which recognizes and values the inherent worth and dignity of every person; fosters tolerance, sensitivity, understanding, and mutual respect among its members; and encourages each individual to strive to reach his or her own potential. Our dojo holds that diversity strengthens us, stimulates creativity and promotes the exchange of new ideas.

Living Aikido extends an open invitation to any person wishing to study the Art of Peace regardless of race, religion, color, sex, gender identity, age, weight, national origin or ancestry, marital status, parental status, sexual orientation, disability, or status as a veteran.

All persons studying at Living Aikido will be treated to the same rights, privileges, programs and activities, and access to the same educational policies, admissions policies, scholarship and loan programs, or any other school-related programs, regardless of said race, religion, color, sex, gender identity, age, weight, national origin or ancestry, marital status, parental status, sexual orientation, disability, or status as a veteran.

Section 6. Meetings of Members.

A. Annual meeting.

1. An annual meeting of the membership shall be held each year between July 1<sup>st</sup> and August 30<sup>th</sup>, at such time and place as shall be determined by the Board but which is also convenient to a majority of members.
2. The President or the acting chairman of the Board shall chair the meeting and make a verbal report respecting the affairs of the organization since the last annual meeting. A financial statement of the organization shall be available in writing. The financial statement may be a summary of income and expenses, assets and liabilities.
3. Members will formally elect any and all new members to the Board of Directors, including any interim appointments made by the Board.
4. At the annual meeting, issues before the organization will be presented and discussed, and members will be encouraged to air their views and opinions.

B. Special meetings.

The Board may call special meetings of the membership at any time for the purpose of addressing a particular issue or issues. A special meeting of the membership shall also be called by the Board upon the presentation of a petition signed by twenty percent (20%) of the total membership. Quorum and voting rules that govern the annual meeting shall also apply to special meetings.

C. Notice Requirements for Membership Meetings.

1. Notice of upcoming meetings of the membership shall either be mailed or published in the organizational newsletter or on the website to be mailed or delivered at least 21 days prior to the meeting. The organization may provide notice by electronic means instead of by mail to members who request it.
2. The notice shall specify the place, date and hour of the meeting and,
  - a. For a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or
  - b. For the annual meeting, those matters that the Board of Directors, at the time notice is given, intends to present for action by the members, but any proper matter may be presented at the meeting.
3. Any action that results in electing to wind up and dissolve the corporation is to be approved by the membership. Notice or written waiver of notice for any membership meeting must clearly state the

nature of such proposal(s) unless unanimous approval for such action is received from all those entitled to vote.

D. Quorum.

1. Percentage Required. Thirty-five percent (35%) of the voting power shall constitute a quorum for the transaction of business at any meeting of members.
2. Loss of Quorum. If a meeting is duly called or held with a quorum of members, and enough members withdraw so that there is no longer a quorum, the members still present may continue to transact business. However, any action other than the adjournment of the meeting must be approved by a majority based upon the number of the original quorum.

E. Voting.

1. Manner of Casting Votes. Voting may be by voice or ballot.
2. Approval by Majority Vote. It is preferred that votes will be determined by consensus (undivided opinion or unanimity). However, a simple majority vote shall be considered the act of the members.
3. Members who are not able to attend a meeting may submit a written proxy, signed by the member and submitted to the organization office 5 days prior to the meeting or presented by their agent at the time of the meeting.

### **ARTICLE III. BOARD OF DIRECTORS**

Section 1. General Powers and Duties.

The Board of Directors shall manage the affairs of the corporation. At least one (1) Director must be a permanent resident of California, but other Directors need not be residents of California. The Board of Directors shall hereinafter be referred to as the "Board".

Board members are expected to attend meetings regularly and to give full and faithful service towards meeting the overall responsibilities of the Board. Members are expected to participate actively as an officer or an active member of at least one working committee unless personal circumstances would prohibit such participation.

All persons who serve as Board members must have experience in and an understanding of the Aikido practice and process and be members of the corporation. However, as many as two (2) Board members may be exempt from this requirement due to other experience or abilities that the Board members deem important to the corporation.

Section 2. Number of Directors.

The number of directors shall be not less than two, not more than ten, with the exact number of directors to be fixed from time to time by resolution of the Board of Directors.

### Section 3. Election and Term of Office.

Directors shall be initially elected by the incorporator of the corporation and thereafter by the members.

- A. Nominations. Any member in good standing is eligible to become a director. Candidates shall self-nominate themselves by fulfilling any guidelines or prerequisites that the board determines and submitting an application for the office. Exceptions to any guidelines or prerequisites may be allowed by consensus of the membership.
- B. Annual elections. All vacancies, whether due to expiration of term, resignation, or removal from office, will be filled by consensus of the membership at the annual meeting. If the membership cannot come to consensus, then a majority vote shall prevail.
- C. Interim elections. Any vacancies occurring more than 90 days before the annual meeting may be filled by a two thirds vote of the board. All such appointments must be announced publicly at the following organizational meeting and published in the organization newsletter or website, and their election must be confirmed by the membership at the next annual meeting
- D. Term of Office. Board members shall serve for a term of two (2) years, from the date of the annual meeting where they are elected. If appointed, they may serve until the date of the next annual meeting. Board members may serve up to three (3) consecutive terms. There must be a period of one (1) year between any set of three consecutive terms. The Officers of President and Vice President shall be exempt from this concern.

### Section 4. Meetings.

- A. Quorums. A quorum consisting of a majority of Board members must be present in order for the Board to conduct business in either regular or special meetings. A proxy affirming the right of the Board to hold a meeting and to conduct business will count towards such a quorum.
- B. Regular Meetings. At least one meeting of the Board shall be held each year. The time and place for the holding of meetings of the Board must be approved unanimously by the Board members.
- C. Special Meetings. Special meetings of the Board may be called by the President any two (2) Board members. The majority of the Board members must approve the time and the place of such meeting.
- D. Action without a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent to such action. All such

actions shall be made part of the minutes at the next regular meeting and confirmed by the directors present at that meeting.

Section 5. Removal from Office.

Any Board member may be removed from office at any time prior to the expiration of his or her term by either of the following procedures:

- A. Board Removal. A Board member may be removed at any time by a vote of three-fourths (3/4) of the Board members then in office; the President may not be removed in this way, but may only be removed via Membership Removal.
- B. Membership Removal. Upon presentation to the Board of a written petition signed by a minimum of twenty percent (20%) of the membership demanding the removal of one or more Board members, the Board shall call a special meeting of the Board in order to discuss the reasons for removal. All members of the corporation shall be mailed a written notice of the time and place of the meeting and shall be invited to attend. Immediately following such meeting, a written ballot shall be mailed to all members of the corporation with instructions for return of the ballot. A Board member shall be removed from office upon the vote of at least two-thirds (2/3) of all members whose votes are returned within fourteen (14) days from the date of mailing.

Section 6. Manner of Acting.

Decisions of the board will be made by consensus whenever possible. If consensus of those directors present cannot be attained, the matter must wait until the next meeting of the Board. If consensus cannot be attained at this meeting, then a vote of two out of three, three out of four, four out of five, four out of six, five out of seven, six out of eight, seven out of nine or seven out of ten directors shall be required to pass.

At the initial presentation of an issue, absent directors will not be consulted. On subsequent presentations of the issue, absent directors will be consulted by telephone or electronic means and may vote or not, at their choice.

The Board shall be mindful that Aikido is a spiritual path and that Universal Love is its ultimate governing authority. In this connection, Aikido teachings, principles and practices will be used as part of the process of achieving consensus. The Board is reminded that separation is an illusion.

Section 7. Standard of Care.

A director shall perform the duties of a director, including duties as a member of any Board Committee on which the director may serve, in

good faith, in a manner such director believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as is appropriate under the circumstances. In making a good faith determination, a director may consider what the director believes are the spiritual purposes of this corporation.

Section 8. Presidential Veto.

A. Veto Power. In order to allow that what is right in any particular instance may not be logical or able to be perceived on a rational plane, the President of the organization shall have veto power over any action of the Board at any time for any reason. However, the Board may overrule the Presidents veto by unanimous vote.

B. Emergency Action. The President shall take any action which he or she determines is necessary without having to seek Board approval for such action. If the Board will not approve such actions retroactively, the President must receive authority from the membership at the annual meeting, by calling a special meeting, or by written ballot.

Section 9. Compensation

Board members shall not be entitled to compensation for their services as Board members, but shall be allowed reimbursement for expenses incurred in serving as Board members upon approval of the Board.

However, nothing contained herein, shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation for such capacity. Board action to approve any arrangements in which a director has a personal stake must be taken without counting the interested director's vote. However, the interested member may be counted in determining whether a quorum is present in order to hold the meeting.



## **ARTICLE IV. OFFICERS**

### Section 1. Definition, Election, Vacancies

- A. Required Officers. The officers of the Board shall be a President, a Secretary, and a Treasurer (as the chief financial officer). Officers are in charge of carrying out the day-to-day business of the corporation. These officers may carry legal responsibilities for the corporation. Officers owe a fiduciary duty to the corporation and must act honestly and in the best interests of the corporation. The person or persons who hold(s) the offices of Secretary and Treasurer cannot also be the President. All officers shall be members of the board and shall have a vote.
- B. Additional Officers. New offices may be created and filled at any meeting of the Board.
- C. Election and Term of Office. The officers of the corporation shall be elected annually by the Board from within its membership at the first meeting to be held at which newly elected Board members are present. Each officer shall hold office until his/her successor shall have been duly selected.
- D. Affirmation of President Required. Those members of the Organization who are certified as Aikido *Yudansha* (black belts) must affirm the election of the President by a simple majority. Such affirmation may be taken by telephone or by electronic means prior to the President taking office.
- E. Removal. The Board may remove any officer elected or appointed by the Board whenever, in its judgment, such removal would serve the best interests of the organization.
- F. Vacancies. The Board from within its membership may fill any vacancy in any office for the unexpired portion of the term.

### Section 2. Duties and Responsibilities

- A. President. The President shall be the chief executive officer of this corporation and shall, subject to the control of the Board, generally supervise, direct and guide the business and other officers of this corporation. The President shall be a member of all Board committees, shall have the general powers and duties of management usually vested in the office of President of the corporation and shall have such powers and duties as may be prescribed by the Board or these Bylaws. The President may act as the signing party of contracts and agreements authorized by the board. The President shall make suggestions to the Board that in his or her view would promote the success and well being of the organization. The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.
- B. Vice President. The Vice-President shall preside at all meetings of the Board and at any other meetings of the organization including meetings of the membership. The Vice-President may also cede this function to any

other officer.

In the absence of the President or in the event of his or her inability to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subjected to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to her or him by the President or by the Board.

- C. Treasurer. The Treasurer (Chief Financial Officer) shall supervise the charge and custody of all funds in this corporation, and the keeping and maintaining of adequate and correct accounts of this corporation's assets and business transactions. The Treasurer shall render reports and accountings as required, and shall have such other powers and duties as may be assigned to him or her by the board or these Bylaws.
- D. Secretary. The Secretary shall supervise the keeping of a full and complete record of the proceedings of the Board of Directors and its committees. The Secretary shall supervise the giving of such notices as may be proper or necessary, shall supervise the keeping of the minutes of this corporation, and shall have such other powers and duties as may be assigned to him or her by the Board or these Bylaws.

## **ARTICLE V. COMMITTEES**

### Section 1. COMMITTEES OF THE Board of Directors

- A. Appointment and discontinuation: The Board may appoint or discontinue such board committees as it shall deem useful for the conduct of the affairs of the organization.
- B. Reaffirmation: Committees established by resolution of the Board must be reaffirmed annually at the first meeting following the annual membership meeting.
- C. Committee Authority: As a general practice, it is expected that Board committees will not have power independent of the Board, but will make recommendations to the Board for Board action.
- D. Committee Members: Each committee shall have at least one Board member, who shall appoint additional members of the committee from among those who are members of the organization.
- E. Term of Office: Each member of a committee shall serve for a year, with their reappointment to the committee being reaffirmed on an annual basis by the Board unless the committee shall be sooner terminated, or unless such member shall cease to qualify as a member thereof.
- F. Removal of committee members: Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgement the best interests of the corporation shall be served by such removal.

- G. Committee Chairpersons: The Board shall have the authority to appoint the chairpersons of all committees. If this authority is not exercised, the committee shall select its own chairperson.
- H. Quorum: Unless otherwise provided in the resolution of the Board in designating a committee, a majority of the whole committee shall constitute a quorum.
- I. Rules: Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board.

## **ARTICLE VI. Miscellaneous**

### Section 1. CONTRACTS.

The Board may authorize any officer or officers, agent or agents of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Written general or specific authorization from the Board is required for any such action(s).

### Section 2. CHECKS, DRAFTS, ETC.

All checks, drafts, or orders for 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. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or Vice President of the corporation.

### 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 may select.

### Section 4. GIFTS.

The Board may accept on behalf of the corporation any contribution, gift, bequest or device for the general purposes or for any special purpose of the corporation.

### Section 5 BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board and committees having any of the authority of the Board, and shall keep at its registered or principal office a record giving the names and addresses of the members entitled to vote. Any jurisdiction's agent or attorney may inspect all books and records of the corporation, for any proper purpose at any reasonable time.

Section 6     FISCAL YEAR

The Board of Directors shall determine the beginning and ending of the fiscal year.

Section 7     SEAL

The Board may provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "corporate seal".

Section 8     WAIVER OF NOTICES

Whenever any notice is required to be given, under whatever authority, 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.

Section 9     INDEMNIFICATION

The corporation shall, to the extent legally permissible, indemnify any and all persons who may serve or who have served at any time as Board members or officers, committee members, or employee of the corporation, and their respective heirs, administrators, successors. The corporation assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before and after suit is commenced), actually and necessarily incurred by such, persons in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been Board members or officers, committee members, or employee of the corporation.

No indemnification shall be provided in relation to matters as to which any such Board member or officers, committee members, or employee shall be adjudged in any action, suit, or proceeding to be liable for his or her gross negligence or willful misconduct in the performance of his or her duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, bylaw, agreement, or otherwise.

**ARTICLE VII. AMENDMENTS TO BYLAWS**

These bylaws may be altered, amended or repealed and new Bylaws adopted, at any time by the Board. The Board must submit any proposed Bylaw changes to the next annual or special meeting of the member for a binding vote by the membership.

CERTIFICATE OF ADOPTION OF BYLAWS  
of Living Aikido, inc.  
a California non-profit public benefit corporation

**Adoption by Board of Directors.**

The undersigned, being all of the persons elected to the Board of Directors of this corporation, hereby assent to the foregoing Bylaws, and adopt the same as the Bylaws of this corporation.

Executed at \_\_\_\_\_ On \_\_\_\_ / \_\_\_\_ / \_\_\_\_

DIRECTORS:

_____	_____
_____	_____
_____	_____

**Certificate by Secretary of Adoption by Directors.**

THIS IS TO CERTIFY that I am the duly elected, qualified and acting Secretary of the above-named corporation and that the foregoing Bylaws were adopted as the Bylaws of said corporation on the date set forth above by the persons elected as the Board of Directors of said corporation.

Executed at \_\_\_\_\_ On \_\_\_\_ / \_\_\_\_ / \_\_\_\_

Secretary: \_\_\_\_\_