

**BYLAWS
OF
THE INTERNATIONAL ASSOCIATION OF YOGA THERAPISTS**

**ARTICLE I
BOARD OF DIRECTORS**

1. **General Powers.** The affairs of the corporation shall be managed by its Board of Directors. The Board of Directors may, from time to time, hire or designate staff, paid or volunteer, to carry out the Board's direction under the oversight of the Board, provided that all involved clearly understand that this does not in any way limit the authority and fiduciary responsibility of the Board of Directors

2. **Number, Tenure, Election and Qualifications.** The number of Directors may be increased or decreased from time to time by resolution adopted by a majority of the Board of Directors, provided that, until changed by amendment to the Articles of Incorporation, there shall at all times be at least three (3) and no more than eleven (11) Directors. Each Director shall be elected by the Directors of the corporation then in office at the annual meeting—or at such other times as determined by the Board—for a term of three (3) years, and shall serve for his term of office until his successor shall have been elected and duly qualified or until his earlier death, resignation or removal from office in the manner hereinafter provided. The terms of office of the various Directors shall be staggered as initially established by resolution of the Board of Directors. All Directors shall have equal and full voting responsibilities.

Directors shall be limited to serving no more than two (2) consecutive three (3) year terms or a total of six (6) consecutive years on the Board of Directors, provided that a Director may be appointed to fill a partial term, due to vacancy or to establish a staggering of terms, and that any such partial term shall not count towards the limit of six (6) consecutive years.

Full terms shall commence at the start of the annual meeting unless the Board establishes by majority vote a different start date for some or all of the terms.

3. **Vacancies.** Vacancies occurring in the Board by death, resignation, refusal to serve, or otherwise, shall be filled for the unexpired term by the remaining Directors at any regular or special meeting.

4. **Resignations.** A Director may resign at any time by filing his resignation with the Board of Directors. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the Board.

5. **Removal.** Any Officer or Director may be removed at any time, with or without cause, by the vote of the majority of the Directors then serving. Any Director shall be removed automatically from office after two (2) consecutive absences from regular meetings of the Board of Directors.

ARTICLE II MEETINGS OF THE BOARD

1. **Place of Meetings.** The meetings of the Board of Directors shall be held at the principal office of the corporation or at any place within the United States that the Board may from time to time designate, including by any agreed upon means of telecommunication. At least one meeting each year shall be held in person.

2. **Annual Meetings.** The Board shall hold an annual meeting each year, at a place and time designated by the Board of Directors, for the election of Directors and officers and the transaction of such other business as may lawfully come before the meeting.

3. **Regular Meetings.** Regular meetings of the Board shall be held at least once each calendar quarter at such times and places as the Board of Directors shall from time to time determine.

4. **Special Meetings.** Special meetings of the Board may be called at any time by the President or by two (2) or more Directors. Any business that may be transacted at a regular meeting of the Board of Directors may also be transacted at a special meeting of the Board of Directors.

5. **Notice of Meetings.** It shall be the duty of the Secretary to give sufficient notice of regular and special meetings to enable the Directors so notified to attend such meetings.

6. **Waiver of notice.** Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting except when a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

7. **Quorum.** At all meetings of the Board, a majority of the total Directors then in office shall constitute a quorum for the transaction of business. When a quorum is once present to organize the meeting, it is not broken by the subsequent withdrawal of any of those present and a meeting may be adjourned despite the absence of a quorum.

8. **Voting of Directors.** The voting of the majority of the Directors at a meeting at which a quorum is present shall be the act of the Board, unless a vote of a greater number is required by these Bylaws.

ARTICLE III COMPENSATION OF DIRECTORS

Directors shall not receive any compensation for their services as Directors, but the Board may, by resolution, authorize the reimbursement of expenses incurred in the performance of their duties. Such authorization shall prescribe the procedure for approval in payment for such expenses by designated officers of the corporation. Nothing herein shall preclude a Director from serving the corporation in any other capacity and receiving compensation for such services within the constraints of appertaining state law and the Federal law relating to non-profit corporations.

ARTICLE IV EXECUTIVE COMMITTEE

1. **Members.** The Executive Committee shall consist of the officers of the corporation, as specified in Article VII. The President shall serve as chair of the Executive Committee.

2. **Powers.** The Executive Committee shall have and exercise all powers of the Board between regular meetings of the Board, with the exception of the appointment or removal of Directors and officers. The Executive Committee shall keep a record of its proceedings and shall report the same to the Board at the next following meeting of the Board.

3. **Quorum and Voting.** A majority of the members of the Executive Committee shall constitute a quorum, and action of the Committee shall be taken by a majority vote of those present and voting.

ARTICLE V NOMINATING COMMITTEE

1. **Members.** The Directors of the corporation shall establish a Nominating Committee, which shall consist of a total of at least three (3) people; at least half of the members of the Nominating Committee shall be Directors. The Nominating Committee shall be appointed by the president, ratified by a majority vote of the Directors, and serve for a term of one year. The chair of the Nominating Committee shall be appointed by the President from the Directors elected to the Committee.

2. **Powers.** The Nominating Committee shall operate independently from the control or supervision of the Board and Officers of the corporation. It shall prepare a schedule of persons for nomination to each position on the Board that will become open at the next Annual Meeting. Such schedule shall be submitted to the Secretary for mailing to the Directors.

3. **Quorum and Voting.** A majority of the members of the Nominating Committee shall constitute a quorum, and action of the Committee shall be taken by a majority vote of the members present and voting.

ARTICLE VI SPECIAL AND STANDING COMMITTEES

1. **Special Committees.** Subject to a resolution adopted by a majority of the entire Board, the President may establish such special committees as deemed necessary or appropriate for the effective and efficient operation of the corporation. Each such special committee shall consist of such number of persons as the President shall determine. The President shall appoint the members of a special committee from the public at large and the chair of the committee from the Directors of the corporation for such term and upon

such conditions as the President shall determine. However, the term of existence of a special committee or the term of office of a committee chair or member shall not extend beyond the term of the President establishing such committee or appointing such member.

2. **Standing Committees.** The Board of Directors, by resolution adopted by a majority of the entire Board and by amendment to these bylaws, may establish such standing committees as deemed necessary or appropriate for the effective and efficient operation of the corporation. Each such committee shall consist of such number of persons as the Board shall determine. The President shall, with the advice and consent of the Board, appoint the members and chair of the committee from the Directors of the corporation, except where otherwise provided for in these bylaws. The term of existence of a Standing Committee shall be permanent, or until such time as these bylaws are amended to retire the committee and the term of office of a Standing Committee chair and its members shall be one year.

3. **Quorum and Voting.** Unless otherwise specifically provided for by the Board of Directors, a majority of members of any special or standing committee shall constitute a quorum, and action by a special or standing committee shall be taken by a majority of the members present and voting.

All special and standing committees shall designate secretary to keep minutes of any meeting, and all such minutes shall be submitted in writing and signed by such secretary to the Secretary of the corporation for filing in the official minute book and for reading at the next following meeting of the Board.

ARTICLE VII OFFICERS

1. **Election, Title and Term.** The officers of the corporation shall be a President, Vice President, and Secretary/Treasurer—or a separate Secretary and Treasurer—as well as any such other officers as the Board may, from time to time, deem necessary or desirable, provided such officer position is included in these bylaws by amendment. Each officer shall be elected annually by the Board of Directors at its annual meeting or at such other times as determined by the Board. Officer terms shall commence at the start of the annual meeting, and officers shall serve until the next ensuing annual meeting, or until a successor shall have been elected and shall have qualified. With the exception of the Secretary and Treasurer positions, no two offices may be filled by the same person. All officers shall be Directors of the corporation.

2. **Duties.** The duties of the officers of this corporation shall be such as usually appertain to such offices of corporations generally, except as may be otherwise prescribed by these Bylaws or by the Board, and include but are not limited to the following.

The President shall be the principal officer of the corporation, and shall preside at all meetings of the Board of Directors and shall appoint all special committees and, subject to confirmation of the Board of Directors, all standing committees.

In the absence of the President, the Vice President shall preside at any such meeting at which the President would preside.

The Secretary shall cause proper notice to be given of all meetings and shall respond to all verbal and written correspondence and shall record such for the official records of the corporation. The Secretary shall record or cause to be recorded minutes of all meetings to be kept for the official records of the corporation.

The Treasurer shall keep or cause to be kept, proper books of account and other books showing at all times the amount of the funds and other property belonging to the corporation, all of which books shall be open at all times to the inspection of the Board. The Treasurer shall also submit or cause to be submitted, a report of the accounts and financial condition of the corporation at each meeting of the Board.

All officers shall perform such other duties as the Board may direct, and, at the expiration of each officer's term, he or she shall deliver to the Board all property and records of the corporation.

ARTICLE VIII MEMBERS

The corporation is a membership organization, but members have no vote.

ARTICLE IX CONTRACTS, CHECKS, DEPOSITS AND FUNDS

1. **Authorization.** The Board of Directors may authorize any officers, agent, or agents, 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. All checks, drafts, or other 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.

2. **Acceptance of Gifts.** The Board of Directors or any officer or officers 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.

3. **Audits.** Upon request of the Board of Directors, the accounts of the corporation will be audited by a reputable certified public accountant, whose report shall be submitted to the Board.

ARTICLE X NOTICE AND TIME REQUIREMENT

1. **Notice in General.** In any case hereunder where notice to the Directors is required or permitted, the notice shall be in writing or printed or by electronic means where a record of the notice may be produced. When mailed, the notice shall be deemed to be delivered when deposited in the United States Mail addressed to the Director at his

address as it appears on the records of the corporation. When delivered personally or by electronic means, the notice shall be deemed delivered when actually received by the Director.

2. **Waiver of Notice or Lapse of Time.** Whenever under the provisions of law or these Bylaws the Board or any committee thereof is authorized to take any action after notice to any person or persons or after the lapse of a prescribed period of time, such action may be taken without notice and without the lapse of such period of time, if at any time before or after such action is completed the person entitled to such notice or entitled to participate in the action to be taken submits a signed waiver of notice to such requirement.

ARTICLE XI SEAL

The corporation may have a seal in the appropriate form, which seal, if one is desired, shall be kept by the Secretary and which may be affixed to formal documents executed in the name of the corporation to which the corporation seal is customarily affixed

ARTICLE XII INDEMNIFICATION

The corporation shall indemnify any person who is or was a Director, officer, employee or agent of the corporation to the full extent authorized by the law. The indemnification provided by this Article shall not be deemed exclusive of any rights to which a person seeking indemnification may be entitled under any law, agreement, vote of disinterested Directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

ARTICLE XIII AMENDMENT

1. **Bylaws.** These Bylaws may be altered, amended or repealed by a vote of two thirds (2/3) of all Directors at any regular meeting or at any special meeting called for that purpose; provided, however, that notice of the proposed amendment, alteration or repeal shall be given to each Director at least five (5) days prior to the date of the meeting at which the bylaws are to be altered, amended or repealed; provided, however, that no notice shall be required if all Directors are present and all vote in favor of the resolution to alter, amend or repeal.

2. **Articles of Incorporation.** The Articles of Incorporation of this

corporation may be altered, amended or repealed by a vote of two thirds (2/3) of all Directors at any regular meeting or at any special meeting called for that purpose; provided, however, that notice of the proposed amendment, alteration or repeal shall be given to each Director at least five (5) days prior to the date of the meeting at which the Articles of Incorporation are to be altered, amended or repealed; provided, however, that no notice shall be required if all Directors are present and all vote in favor of the resolution to alter, amend or repeal.