

**BYLAWS  
OF  
IYENGAR YOGA  
ASSOCIATION OF THE MIDWEST (IYAMW)**

**ARTICLE I. - NAME**

The name of this Association shall be the Iyengar Yoga Association of the Midwest (IYAMW).

**ARTICLE II. - PRINCIPAL OFFICE/ADDRESS**

The Board of Directors shall fix the location of the principal office of this Association at any place within the Midwest Region, which shall be Wisconsin, Illinois, Indiana, Ohio, and Michigan.

The Association will maintain in Illinois a registered office and a registered agent, which the Board may change from time to time.

**ARTICLE III. - NON-PROFIT STATUS**

This Association is a nonprofit corporation, exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code. The Board will maintain all documents to assure that the organization maintains its tax exemption and remains in good standing with the State of Illinois or such other State as the Board may designate.

**ARTICLE IV. - PURPOSE AND FUNCTIONS**

Section 1. Purpose

This Association 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 spread the teaching of Yogacharya B.K.S. Iyengar and to maintain the teaching standards set by him.
- B. To advance public education in the classical teachings of the science of Yoga based upon the principles of the highest standards of personal conduct and service to others.
- C. To facilitate communication between Yogacharya B.K.S. Iyengar, the Iyengar Yoga National Association of the United States (IYNAUS), and Iyengar students residing in the Midwest region of Wisconsin, Illinois, Indiana, Ohio, and Michigan.

- D. To help build an inclusive community of Iyengar Yoga practitioners that considers diverse races, ages, abilities and economic levels.
- E. To arrange and provide for the holding of Yoga demonstrations, meetings, conventions, lectures and classes.
- F. To sponsor and organize events and activities that are consistent with the purpose of the Association.
- G. To establish outreach to the Midwest region by disseminating information consistent with our purpose through means which may include: a website, newsletters, published articles, etc.
- H. To maintain the Iyengar Service Mark (logo) according to terms of the License Agreement.
- I. To appoint representatives or nominees from the Association to the IYNAUS Board of Directors.
- J. To support the aims and objects of the Ramamani Iyengar Memorial Institute, as set out in Appendix A.
- K. To promote and advance the study and practice of, and research into, the therapeutic effects of Iyengar Yoga as a means of improving the mental, physical, and spiritual health of the community, and to publish the useful results of any such research.
- L. To employ staff, own property, borrow money, raise funds by subscription, incur expenses, and do any other thing in pursuance of these aims and objects.

## **ARTICLE V. - MEMBERSHIP**

### Section 1. Types of Membership

Membership in the Association is open to persons willing to study, teach, disseminate and promote the art, science and philosophy of yoga, according to the teachings and philosophy of Yogacharya B.K.S.Iyengar. Membership may be through IYNAUS or directly with IYAMW.

- A. Membership through IYNAUS: Membership in the Association is open to anyone interested in joining through their membership with IYNAUS.
- B. Individual Membership: Membership is open to any practitioner of Iyengar Yoga regardless of their affiliation with IYNAUS.

### Section 2. Voting

- A. Each member in good standing of this Association shall be entitled to one vote.
- B. Voting shall be in writing or electronically as determined by the Board.

### Section 3. Dues

All members shall pay annual dues to IYNAUS or IYAMW in amounts and in the manner set by the Board.

### Section 4. Termination of Membership

The Board may terminate a member's membership (a) where dues remain unpaid for a period of time set by the Board, (b) by a majority of vote of the Board whenever in its judgment the best interests of the Association would be served, or (c) by resignation of the member. In the event of any termination of membership, dues shall not be refunded.

## **ARTICLE VI. - MEETING OF MEMBERS; NOMINATIONS TO IYNAUS**

### Section 1. Member meetings

The Board may call a meeting of members at any time. Members representing at least fifty percent (50%) of the total membership may call a meeting by written notice to the Board, signed by the necessary number of members and designating a time, place, and agenda. The members present at the meeting shall constitute a quorum, regardless of number. The location of member meetings shall be at any place within or outside the Midwest Region as designated by the Board. Consideration shall be given to rotating meeting location from state to state within the Midwest to promote broad participation by the membership. At any meeting, notice of the time and place to be held as well as the nature of the business to be transacted shall be given at least one month prior to the time of the meeting. At a meeting, any lawful business may be conducted which relates to one or more of the Association's purposes as stated in these bylaws.

### Section 2. IYNAUS Board

The Board shall, directly or with the advice of a Nomination Committee, suggest one or more qualified nominees from within the membership to run for the IYNAUS Board, as requested by IYNAUS and in accordance with the IYNAUS bylaws. If IYNAUS shall require or encourage the Association to elect from its membership one or more IYNAUS Board members (or equivalent national governing body implemented by IYNAUS consistent with the Pune Constitution), then the Board shall conduct an election of the members for this purpose, electing one or two representatives of the Association as the case may be, such representatives to be qualified as provided in the Pune Constitution, as it may be amended. Any such election will be conducted in the manner provided by the Pune Constitution.

## **ARTICLE VII. - BOARD OF DIRECTORS**

### Section 1. Number; Vote

The Board of Directors shall consist of at least five and no more than seven members, and in all matters hereunder shall act by majority vote.

### Section 2. Qualifications

Yogacharya B.K.S. Iyengar is the Guiding Light of the Board of Directors of this Association. Of the voting members of the Board of Directors, the majority shall hold at least an Introductory Level Iyengar Teaching Certificate, when possible. One (1) shall hold an Intermediate Junior I or higher Certificate, and one (1) shall be a non-teaching member at the time of election. The non-teaching member shall have signed a document affirming commitment in his or her Yoga practice to the Iyengar method only and listing his or her Iyengar Yoga teacher, and shall have practiced the method for at least four years. All members of the Board of Directors must be members in good standing with IYAMW. If possible, the Board will have at least one member from each of the States in the Association.

### Section 3. Election and Term of Office

- A. From a slate presented by the Nominating Committee, the Members of the Association will elect Directors to a three (3) year term, except as provided for the initial election as set out in the following sections.
- B. All members of the Board of Directors shall serve staggered three (3) year terms. To initially implement the staggered terms, the persons presently serving in the offices of President and Treasurer, plus one designated Member at Large, will serve two (2) years following January, 2010.
- C. Beginning in 2011 and 2012, election of members to the Board of Directors shall be conducted in two (2) consecutive years with one (1) year off. The elections will be held by mail or other method as the Board determines. In presenting nominees, the Nominating Committee will endeavor to achieve a fair representation of the Midwest Region. 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 4. Authority

Subject to the provisions of Illinois law and any limitations in these Bylaws relating to action required to be approved by the members, the business and affairs of the Association shall be managed and all powers shall be exercised by or under the direction of the Board of Directors.

### Section 5. Vacancies

The Board shall fill vacancies in the Board temporarily with any other current Director until a special election of the membership can be held. A special election of the membership shall be held within six (6) months of the position becoming vacant.

### Section 6. Quorum

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

### Section 7. Place of Meetings

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

#### Section 8. Regular Meetings

The Board of Directors shall meet not less than two times each year. These meetings may be held in person, by telephone, or other telecommunications as necessary for a quorum to participate. The Board may hold other regular meetings as and when determined necessary.

#### Section 9. Special Meetings

The President or any two Directors of the Board may call special meetings of the Board of Directors for any purpose(s) at any time.

#### Section 10. Notification of Meetings

For any meeting, notice of the time and place to be held shall be delivered to each Director at least one month prior to 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. All Directors of the Board must individually or collectively consent in writing to any proposed 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.

#### Section 13. Fees and Compensation; Conflicts

No person will receive compensation as a Director. However, this rule shall be not construed to preclude any Director from serving the Association in any other capacity as an officer, agent, employee, or otherwise and receiving compensation for services provided or goods sold to the Association. Each Director will sign the Conflict of Interest Policy attached as Appendix B.

### **ARTICLE VIII. - OFFICERS**

#### Section 1. Officers

The officers of the Association shall be a President, Vice-President, Secretary, and Treasurer, and other such officers as may be elected in accordance with the Bylaws. The Board of

Directors may elect or appoint such other officers as it shall deem desirable. Officers shall have the authority and perform the duties prescribed by the Board of Directors.

## Section 2. Election and Term of Office

Following an election, the Board will elect new Officers as needed from among the Directors. Each officer will hold that office for a time designated by the Board and until a successor is chosen and qualified. An officer shall not serve consecutive terms (usually three years for each term), but may serve a subsequent term as an at-large Board member, or again as an officer following a minimum one (1) year lapse.

## Section 3. Removal

The Board may remove any Officer whenever in its judgment the best interests of the Association would be served thereby.

## Section 4. Vacancies

The Board shall fill any vacancy caused by death, resignation, removal, or disqualification. Any Member of the Board may immediately assume a vacant officer position by majority vote of the remaining Board until the next election.

## Section 5. President

The President shall (a) act as the principal executive officer of the Association, (b) chair all meetings of the Board, (b) sign, with the Secretary or any other officer of the Association authorized by the Board, any check, deed, mortgage, bond, contract or other instrument that the Board has authorized to be executed, and (c) in general perform all duties incident to the office of President and such other duties as prescribed by the Board.

## Section 6. Vice-President

The Vice-President shall work closely with the President and assist the President in the performance of his or her duties. 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 prescribed by the Board.

## Section 7. Secretary

The Secretary shall (a) keep complete records of the proceedings of the Board, (b) serve meeting and other notices as needed, (c) maintain the records of the Association, and (d) discharge such other duties of the office as prescribed by the President or the Board.

## Section 8. Treasurer

The Treasurer shall (a) report to the Board about the Association's financial status and on strategies for maintaining its financial well being, (b) ensure the timely filing of all tax returns, (c) have responsibility for all property of the Association, (d) receive and give receipts for money due and payable to the Association, (e) deposit all such monies in the name of the Association in such bank and trust companies, or other depositories as selected in accordance with these Bylaws, and (f) in general perform all the duties incident to the office of Treasurer and such other duties as assigned by the President or the Board.

#### Section 9. Members-at-Large

The additional members of the Board, not holding an officer position, may be considered Members-at-Large. These Board Members will have the authority and perform any duties prescribed, from time to time, by the Board of Directors.

#### Section 10. Senior Adviser

The membership may elect a Senior Advisor to the Board. When possible, this position shall be a voting position on the Board of Directors. The Senior Advisor will advise the Board on the traditions and teachings of Yogacharya BKS Iyengar.

### **ARTICLE IX. - COMMITTEES**

The Board may establish and terminate any committee or committees to fulfill the functions of the Association. To facilitate communication between the Board and any committee, a Director may serve on any committee as a chair, member, or liaison between the Board and the committee. The purposes of the Association shall guide all committee decisions, which shall be subject to review and revision by the Board.

### **ARTICLE X. - CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

#### Section 1. Contracts

The Board may authorize any Director, officer or agent of the Association to enter into any contract, to execute and deliver any instrument in the name of and on behalf of the Association, and to enter into contract 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 Association, shall be signed by such Directors, officers or agents of the Association and in such manner as the Board may determine.

#### Section 3. Deposits

All funds of the Association shall be deposited in such banks, trust companies, or other depositories as the Board or duly appointed agents may select.

#### Section 4. Contributions, Gifts, Donations, Grants

The Board may accept on behalf of the Association any contribution, gift, donation, grant, bequest, or devise for the general purposes or for any special purposes of the Association. Any such funds shall be turned over and be recorded by the Association in accordance with Illinois law and these Bylaws.

#### **ARTICLE XI. - BOOKS AND RECORDS**

The Association 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. Any Director, or her or his agent or attorney, may inspect all books and records of the Association for any purpose at any reasonable time and place.

#### **ARTICLE XII. - FISCAL YEAR**

The fiscal year of the Association shall be a calendar year, or as the Board may at any time or from time to time hereafter determine.

#### **ARTICLE XIII. - WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the Illinois Nonprofit Association act or the Bylaws of this Association, a waiver 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 XIV. - AMENDMENT OF BYLAWS**

The Board may amend or repeal the Bylaws upon eight (8) weeks advance written notice to the members. However, a Bylaw fixing or changing the number of members of the Board may be adopted, amended or repealed only by the vote or written consent of a majority of the members of the Association or the vote of a quorum at a meeting of the members called for that purpose, approved by vote of the majority of those present and voting.

#### **ARTICLE XV. - INDEMNIFICATION**

The Association will indemnify each Board of Director to the full extent permitted by the Illinois Non-Profit Association Act.