

**BYLAWS OF  
POTOMAC AIKIKAI, INC.**

**A NON-PROFIT ORGANIZATION**

**Article I. Name of Organization**

The name of the organization shall be *Potomac Aikikai, Inc.* (“Potomac Aikikai”).

**Article II. Mission Statement, Purpose, and Restrictions**

**Section 2.01 Mission**

The goal of the Potomac Aikikai, Inc. is to strive for the enrichment of lives and society through education in the Japanese martial art of Aikido; to spread and maintain the integrity of the martial art of Aikido as created, developed and exemplified by O Sensei, Morihei Ueshiba, and spread by the Aikikai Foundation, Aikido World Headquarters, Tokyo, Japan; and to develop and guide the practice of Aikido and its instruction in accordance with rules and regulations established by the Capital Aikikai Federation (CAF).

**Section 2.02 Purpose**

The corporation will be organized and operated exclusively for educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted and hereafter amended. To this end, Potomac Aikikai shall provide the Ashburn, VA and surrounding Northern Virginia counties, education in the art of Aikido. Specifically this will be accomplished through the establishment of a school devoted to teaching the physical techniques and the philosophy of Aikido by qualified instructors. Aikido is a system of training the body and the mind to reach a state of balance, centeredness, and mental calmness in one’s day-to-day activity, as well as in situations of extraordinary stress. Ultimately, Aikido can then be used by the individual as a way to foster a spirit of harmony within oneself, with one’s environment, and with one’s fellow human beings. The organization will also offer instruction about Aikido through seminars, lectures, publication of educational materials, and various community outreach programs.

**Section 2.03 Restrictions**

At all times the following shall operate as conditions restricting the operations and activities of the organization.

- (a) No part of the net earnings of the organization shall inure or be distributable to any member of the organization not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted and hereafter amended, nor to any trustee, director or officer of the organization, nor to any private persons, excepting solely such reasonable compensation that the organization shall pay for services actually rendered to the organization, or allowed by the organization, as a reasonable allowance for authorized expenditures incurred on behalf of the organization.
- (b) No part of the activities of the organization shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the organization shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
- (c) Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted and hereafter amended.
- (d) The organization shall not lend any of its assets to any officer or director of this corporation, or guarantee to any person the payment of a loan by any member of the organization.

## **Article III. Membership**

### **Section 3.01 Requirements**

- (a) Any person regardless of age, sex, race, color, religion, nationality or creed may become a member of the Potomac Aikikai, participate in any of its activities, and be eligible for any position within the organization in accordance with the bylaws.
- (b) All members must fill out a waiver approved by the Board of Directors, agree to the member rules of conduct and complete the emergency information form to participate in classes. This form will also serve as a membership form. The President and/or Secretary shall be responsible for assuring the creation and issuance of the appropriate forms to be approved by the Board of Directors.
- (c) Dues - All members regardless of rank or position in the organization will pay dues annually in order to support the organization financially or they will not be allowed to attend classes. The Board of Directors will set the annual dues amount. A member may pay reduced dues or be granted a scholarship, if that member can show financial need to the Treasurer and President. This will be left to the discretion of the Treasurer and President, if the President and Treasurer cannot reach an agreement, the decision will be relegated to the Board of Directors.
- (d) Members may also voluntarily pay membership dues to any national or international Aikido associations that Potomac Aikikai chooses to associate with as determined by the Board of Directors. Membership in these organizations will not be a requirement for membership in Potomac Aikikai, or allow attendance to classes. However, enrollment in these organizations may be a requirement for testing and advancement of rank in Potomac Aikikai, as decided by the teaching staff.
- (e) For purposes of safety and positive learning environment, all members must adhere to the rules of conduct and etiquette set forth by the teaching staff and as documented in the Members Rules of Conduct.
- (f) Class attendance - An individual is not required to attend classes to be considered a member of Potomac Aikikai, nor will non-attendance of class be reason for revocation or suspension of membership. Class attendance may, however, be a requirement for testing and advancement in rank, as determined by the teaching staff.

### **Section 3.02 Membership Categories**

- (a) Regular Member - A regular member is any person enrolled in the organization by filling out the waiver form approved by the Board of Directors and emergency contact information and paying the required annual dues. A regular member may only be removed from membership by a 2/3-majority vote by the Board of Directors but may be suspended in accordance with procedures set up by the training staff.
- (b) Voting Member - Any regular member who is enrolled and attending class for a minimum of six (6) months, and, thereafter approved as a voting member by a simple majority election by the Board of Directors. A Voting member may only be removed or sanctioned by a 2/3-majority vote of the Voting Members. Voting members are responsible for the election of the Board of Directors, and Officers. Voting members may also call for a vote on any issue related to the organization or its bylaws at any time, in accordance with the rules set forth in the bylaws for convening meetings and voting.
- (i) Sanctions – A member may be sanctioned or warned regarding inappropriate conduct and/or not following the Members Code of Conduct. More than one sanction or warning may result in member being suspended although sanctions are not required for a member to be suspended.

### **Section 3.03 Revocation and Suspension of Membership**

- (a) Once an individual has become a member of Potomac Aikikai his/her membership can only be revoked by a 2/3-majority vote of the Board. If a member is being reviewed for revocation of membership, the Board of Directors must inform and give notice to the member of this decision. The revocation of a membership may be caused by more than one sanction or other repeated actions in disregard of the Members Rules of Conduct. The member then has a right to appeal to the Board to present his/her case. Once an individual's membership has been revoked in this manner, he/she may reapply for membership through the Board after three(3) months and a 2/3-majority vote of the Board is then required for re-instatement of membership.
- (b) If a member has not communicated with the organization for a period of six (6) months or more, then his/her membership will be considered suspended, and any privileges or responsibilities of the member are suspended, until reinstated by a simple majority vote by the Board. The Board is not required to contact the member in this instance.
- (c) A member may voluntarily withdraw his/her membership at any time.

## **Article IV. Board of Directors**

The organization shall function as a non-profit educational organization with a member elected representative system of leadership. The leadership will have two distinct and separate responsibilities: one being the teaching of Aikido to the membership and the community, the second being to operate and provide for the physical location of the school and any attendant business thereof. The Board of Directors will oversee both of these aspects.

### **Section 4.01 Directors**

A director shall be any voting member elected by a simple majority of the voting members on an annual basis to serve a one-year term.

### **Section 4.02 Board of Directors**

The minimum number of Board Members shall be three (3) and the number may be increased by an amendment to the bylaws approved by a majority vote of the voting members at the annual election meeting of the organization, or at any time a special meeting is convened by either the Board Member or Voting Member in accordance with the bylaws. The membership shall endeavor to keep the Board of Directors at an odd number, but this is not a requirement. In the event there is an even number of Board Members, any split decision vote by the Board of Directors will then be referred to the Voting Members for a simple majority vote, at a special meeting called for such purpose.

### **Section 4.03 Responsibilities**

The Board of Directors shall be responsible to the membership for the ongoing operation of the organization and school. The Board of Directors will try to act unanimously for the ongoing good of the organization; however, any Director may put any decision to vote by a simple majority vote of the Board Members, with the exception of any specific issues referred to and in accordance with these bylaws. The Board Members are not authorized to change the bylaws of the organization without 2/3-majority approval of the Voting Members. Board Members may override any decision made by Officer Members by a simple majority vote of the Board of Directors. The Board of Directors may also choose to put any issue, excepting those specific issues referred to and in accordance with these bylaws, to vote by the Voting Members.

## **Article V. Officers**

There will be four officers of the organization, the President, Vice President, Secretary and Treasurer. Officers shall be any Voting Member elected by a simple majority vote by the voting members at the annual meeting of the organization.

### **Section 5.01 Removal**

Officers may only be removed by a 2/3-majority vote of the Voting membership.

### **Section 5.02 Term**

The term of each office shall be one (1) year with consecutive re-election possible for the same officer position with the agreement of the voting members. There is no restriction on any prior officer holding a different officer position.

### **Section 5.03 Duties**

Officers are responsible for running the day-to-day business affairs of the organization, and keeping the Board, and voting members advised as to the business affairs of the organization.

- (a) **President** - Holds the responsibility as manager for the business affairs of the organization. The President must make at least semi-annual reports to the Board of Directors on the status of the organization's business affairs, or more frequently as required by the Board. The President must follow the Board's directives on any issue. The President, along with the other officers, is responsible for setting up committees for the various duties related to the running of the organization and school. The President acts as the director and head of the officers and presides as chairman at all meetings of the officers. The President may delegate duties and authority to other officers or members as he/she sees fit, but may not give up his/her responsibility as overall manager of business affairs. As overall manager of the business affairs, the President provides oversight of the Treasurer and the financial books of the organization.
- (b) **Vice President ("VP")** - Assumes duties of the President in the event of his/her absence, resignation or removal. The VP may also assume any duties delegated to him/her by the President or Board. It is the VP's responsibility to attend officer meetings and stay apprised of the business affairs of the organization. It is also the VP's duty to provide sufficient notice to all members, in accordance with the rules for meetings outlined in the by-laws, of any membership meetings. If the President is not in attendance, he/she will also call any meeting to order then act as initial chair, excepting officer meetings, until a presiding chairman for the meeting is designated by the membership present at the meeting.
- (c) **Secretary** - The Secretary's responsibility is to take minutes at all meetings and maintain a record book of all the organization's affairs and meetings. It is his/her duty to ensure that all information pertaining to the organization is available for inspection by any member or the public at all times. This information must be kept at the primary location of business for anyone wishing to inspect it. This includes, but is not limited to, the articles of incorporation, bylaws, membership records (excepting personal information members wish to keep confidential or that is required confidential by law), financial records, and minutes to all meetings.
- (d) **Treasurer** - It is the responsibility of the Treasurer to supervise and maintain the financial affairs of the organization. This includes, but is not limited to, collecting member dues, paying bills, dispersing monies as needed to meet the organization's financial obligations and goals, maintaining records of income and expenditure, maintaining the organization's accounts, filing appropriate tax forms when due, posting financial reports at least quarterly, and providing a review with the VP and President to be delivered to the Board and membership annually. The Treasurer may not disperse any monies over the amount of \$500 without the approval of the Board and/or the President, with the exception of expenditures predetermined

by the Board as ongoing financial obligations such as rent, insurance, advertisement, utilities, and other like expenses to maintain the business of the organization.

#### **Section 5.04 Compensation**

Officers and directors of this organization shall not receive any compensation for their services. However, these personnel may be authorized reimbursement of expenses incurred in performance of their duties as approved by the Board of Directors (or at least two officers/directors)

#### **Section 5.05 Teaching Staff Member**

It will be the responsibility of the teaching staff to provide the curriculum of study, and the teaching of members in the ethics, techniques, and principles of traditional Aikido. It is their duty to do this in an atmosphere of mutual respect for all members in accordance with each member's physical, emotional, and mental capabilities. The teaching staff will consist of any number of instructors and one chief instructor. It is primarily the chief instructor's job to create the curriculum and structure of classes, and foster an atmosphere of mutual respect, proper attitude, and etiquette in the members. However, his/her decisions must be in accordance with the entire teaching staff, and can be overridden by a majority vote of the teaching staff. The teaching staff and chief instructor will also act as a testing committee to ensure candidate is ready and prepared for the test. It will be the job of this committee to establish the criteria for rank testing within the dojo in accordance with CAF guidelines, and to recommend and approve members for testing. The teaching staff will also set the schedule of classes and the rotation of instructors. Only instructors may be members of the teaching staff.

- (a) Instructor- any qualified member designated by a simple majority vote of the Board members to act as an Aikido instructor and approved by the Chief Instructor. An instructor must have sufficient years of practice, experience, attitude, and rank to adequately pass on the principles of the art.
- (b) Chief Instructor - any qualified instructor member designated by a simple majority vote of the Board members. The Chief instructor may also hold the highest rank within the dojo and the rank must meet all CAF criteria of that rank.

### **Article VI. Nominations, Vacancies, and Resignations**

#### **Section 6.01 Nominations**

- (a) A member may nominate him/her self for available positions or be nominated by any other member for any available position.
- (b) Nominations will take place at the meetings designated annually for voting of positions, or at a special meeting designated for the filling of a vacant or removed position. The nominated member shall be given an opportunity to present his/her qualifications at the meeting before a vote takes place.

#### **Section 6.02 Vacancy**

Filling of vacant positions - in the event of a position becoming vacant before the expiration of a term, a special meeting shall be called, in accordance with the rules set forth in these bylaws, as soon after the vacancy as possible for the filling of the position.

#### **Section 6.03 Resignations and Removals**

- (a) Any elected Officer member may be removed with or without cause by a 2/3-majority vote of voting members present at the meeting.
- (b) Any Officer or Director may resign at any time giving written notice to the Board of Directors. Such resignation shall take the effect on the date of receipt of such notice or in any later time specified therein.

## **Article VII. Meetings**

All meetings of Potomac Aikikai will be open to observation by any member. There will be no closed-door meetings. The minutes and records of meetings will also be made available for review to all members and the general public.

### **Section 7.01 Announcement of Meetings**

- (a) Generally, there will be notices for the following: Notice for Membership, Notice for Board Meetings and Notice for Officer Meetings.
- (b) It is the responsibility of the VP to inform all members of upcoming meetings. The VP may delegate announcement duties, but is ultimately responsible for carrying out meeting announcements. There must be a minimum period of 10 days between announcement and a regular meeting, unless all concerned parties are informed and agree to an earlier meeting. The VP is not required to inform each member individually of regular meetings, the announcement may take the form of a general written posting at the school or organization's place of business at a regular pre-designated area for such postings.
- (c) If a non-regular or emergency meeting is called, it is the duty of the VP to ensure that a reasonable effort is made to contact voting members individually. This announcement may take the form of a phone call or face-to-face message. An e-mail or written message may also be used if the member is given ample opportunity to confirm receipt of such. A written posted announcement at the place of business will suffice for all other members not required at the meeting. (For example: if a non-regular meeting of the Board of Directors is called, it is the VP's duty to inform all Board members directly, he/she will then post an announcement of the meeting at the school for all other members). In the event that these procedures are not followed and a member protests the meeting, any voting done at the called meeting shall not be considered valid, and a new meeting shall be called.

### **Section 7.02 Procedure for Calling Special/Non-Regular Meetings**

- (a) Voting members - 10% of the voting members may call for a special/non-regular meeting of either the voting members or the Board members at any time by notifying the Vice President. The VP must then follow the rules of meeting announcement.
- (b) Board members- A Board member may call for a special/non-regular meeting of the Board, the voting members, or the officers at any time by notifying the VP. The VP must then follow the rules of meeting announcement.
- (c) Officer members - The President, Vice President, or Treasurer may call a meeting of the Board of officers at any time. The VP must then follow the rules of meeting announcement.

### **Section 7.03 Required Regular Meetings**

- (a) Initial meeting – As soon as practical, there will be an initial meeting called of the initial officers and directors of the organization for the purpose of adopting these bylaws.
- (b) Annual Meeting - There will be an annual meeting of the voting members held in July for the election of Board members and officers, and any other business presented by the voting members. The first Annual Meeting will be held the month of July following incorporation. The President, Vice President, Secretary and Treasurer are required at this meeting.
- (c) Board of Directors - The Board of Directors must meet at least semi-annually. The first meeting of a calendar year is to be held within the first month of the calendar year. The second meeting is to be held within the month of July, or as soon thereafter as reasonably possible. The purpose of these meetings is to

receive the semi-annual reports from the President, and any other business deemed necessary by the Board. All Board members and Officers must be present at these meetings.

- (d) Officers -The officers shall meet on a quarterly basis within a calendar year, beginning in March before the annual membership meeting, with the purpose of overseeing and running the organization's business affairs. All officers are required to attend.

#### **Section 7.04 Quorums**

In addition to the members required at the meetings as set forth above in the above section, the following quorums are necessary for any voting to be valid at the following meetings

- (a) Voting Members
  - (i) Annual meeting- 2/3 of voting members that are present at the meeting
  - (ii) Non-regular meeting- ½ of voting members that are present at the meeting
- (b) Board of Directors
  - (i) Semi-annual meetings- all Board members should be present, with a minimum of three(3) members required.
  - (ii) Non-regular meetings- minimum of three(3) Board members must be present
- (c) Officers
  - (i) Quarterly meetings- all officers must be present
  - (ii) Non-regular meetings- only the President or Vice President may be absent but not both

#### **Article VIII. Debt Obligations and Personal Liability**

No member, officer or director of this organization shall be personally liable for the debts or obligations of the organization of any nature whatsoever, nor shall any of the property of members, officers, or directors be subject to payment of debts or obligations of this organization. Authorization is provided herein for purchase of Directors and Officers insurance for indemnification of Directors and Officers and other designees to act in the capacity thereof with official notification of such capacity.

#### **Article IX. Amendment of Bylaws**

All amendments and revisions to the Bylaws shall be proposed in writing, read at a regular meeting and voted thereon at an annual meeting of voting members. Notice, in writing, of the proposed amendment or revision of the Bylaws shall be sent by the Secretary to all voting members at least one week prior to the regular meeting at which the proposed amendment or revision is to be voted upon. The by-laws may only be changed by a 2/3-majority vote of the voting members.

#### **Article X. Dissolution**

##### **Section 10.01 Procedure**

To dissolve the organization, the Board of Directors must first adopt a resolution recommending that Potomac Aikikai be dissolved and directing that the question of such dissolution be submitted to vote at a special meeting of voting members. The resolution recommending dissolution must then be submitted to a vote by voting members at a special/non-regular meeting called to consider dissolution.

##### **Section 10.02 Disposal of Assets Upon Dissolution**

Upon dissolution of the organization, assets shall be distributed by the Board of Directors after making payment or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the organization, for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office or the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized exclusively for such purposes.