

## **IKEBANA INTERNATIONAL CHAPTER CONSTITUTION**

### **ARTICLE I: Name**

The name of this Chapter shall be Ikebana International San Francisco Bay Area Chapter # 31, a cultural, nonprofit, Chapter of Ikebana International with Headquarters in Tokyo, Japan.

### **ARTICLE II: Objective**

The objective of this Chapter shall be to promote mutual understanding and friendship between countries through ikebana (the art of Japanese flower arrangement) and other related arts.

### **ARTICLE III: Membership**

Membership shall be open to all persons whose objectives are in accordance with Article II.

### **ARTICLE IV: Dues**

The yearly dues of this Chapter shall be based on the business year, July 1 through June 30. Each Member shall pay annual dues as stated in the International Bylaws.

### **ARTICLE V: Government**

The governing body of this Chapter shall be known as the Chapter Board. It shall be under the general management of the International Board of Directors, with the Chapter's Directors and Chairpersons of Standing Committees responsible for local Chapter government.

### **ARTICLE VI: Meetings**

The Annual General Meeting of this Chapter shall be held in May.  
Regular and special meetings shall be held as defined in the Chapter Bylaws.

### **ARTICLE VII: Amendments**

The Constitution may be amended, provided those amendments have first been approved by the Chapter Board and then by the International Board of Directors. The proposed amendments shall then be mailed to the entire Chapter membership at least two weeks in advance of a regular Chapter meeting. Adoption of amendments shall be by two-thirds affirmative vote of Members present.

## **IKEBANA INTERNATIONAL CHAPTER BYLAWS**

### **ARTICLE I: Name**

The name of this Chapter shall be Ikebana International San Francisco Bay Area Chapter #31, a cultural, nonprofit, Chapter of Ikebana International with Headquarters in Tokyo, Japan.

### **ARTICLE II: Objectives**

**Section 1:** The objectives of this Chapter shall be to stimulate, cultivate, and perpetuate the study of ikebana, and-related arts and culture throughout the world.

**Section 2:** Further objectives of this Chapter shall be to strengthen relationships among masters, teachers and students of ikebana, and others interested in the ideals of Ikebana International through mutual cooperation with other Ikebana International Chapters.

**Section 3:** The motto shall be "Friendship through Flowers."

### **ARTICLE III: Membership**

**Section 1:** Membership shall be open to all persons whose objectives are in accordance with Article II.

#### **Section 2: Membership**

##### **1. Regular Members**

1.1 Regular Members in good standing are those whose International and Chapter dues have been paid to the Chapter. Through this Chapter, which shall be known as their Primary Chapter, they may exercise International and Chapter voting privileges, and hold office.

1.2 A Regular Member in good standing who relocates residence may transfer from one Primary Chapter to another new Primary Chapter upon presentation of a current Membership Card or receipt for the current year's dues.

1.3 Associate: A Regular Member of a Primary Chapter may join other Chapters by paying only the Chapter dues; such Members shall not have International and Chapter voting privileges in those other Chapters, and may not hold office in those Chapters.

##### **2. Honorary Members**

2.1. Honorary membership in the Chapter may be extended by the Chapters to those individuals who have rendered outstanding service to the Chapter.

2.2. Honorary membership in individual Chapters is based on criteria established by the Chapter.

2.3. International dues for this Chapter's Honorary Members shall be paid by their sponsoring Chapter.

2.4. The International Board of Directors may exempt a new Chapter from paying International dues for one Honorary Member for up to three years.

2.5. Honorary Members shall have, without payment of Chapter dues, all the privileges of Chapter Members with the exception of voting and holding office. An Honorary Member may become a Regular Member by paying the International and Chapter dues, and then would be able to vote and hold office.

### **ARTICLE IV: Business Year and Dues**

**Section 1:** The business year shall be from July 1 through June 30.

**Section 2:** Dues for each Regular Member shall be (a) equal to 6,000 yen for International dues, and (b) operating expenses per member for Ikebana International San Francisco Bay Area Chapter # 31.

The total amount of dues required per Member, shall be presented by the Treasurer to the Chapter Board for approval by the March Chapter Board Meeting.

**Section 3:** Regular Members who have a current Membership Card or receipt for current membership dues, and who relocate residence to another location shall be accepted as Members of their new Primary Chapter in good standing for the remainder of the year.

**Section 4:** Honorary Members shall be exempted automatically from payment of Chapter dues.

**Section 5:** Deadline for payment of renewal dues to the San Francisco Bay Area Chapter # 31 shall be May 31. Dues received after this date shall be considered delinquent and shall be subject to a late fee of \$15.00. Membership shall be terminated automatically if a Member's annual dues have not been paid to Headquarters by July 1. Membership can be reinstated upon payment of current dues and late fee. Subsequent issues of publications will be sent; back issues of publications will be sent if available.

**Section 6:** Membership dues shall not be refunded for any reason including resignation, expulsion or death.

**Section 7:** New members joining in the middle of the year shall pay the full amount of annual dues.

#### **ARTICLE V: Government, Duties, and Responsibilities**

**Section 1:** The governing body of this Chapter shall be known as the Chapter Board, under the general management of the International Board of Directors, with the Chapter's Elected Directors and Chairpersons of Standing Committees responsible for Chapter government.

**Section 2:** The Chapter Board shall consist of the Elected Directors and the Standing Committee Chairpersons. Special Committee Chairpersons and Ikebana School Liaison Officers may attend Board Meetings by invitation but shall have no voting privileges.

**Section 3:** The immediate Past President may be a Member of the Chapter Board but shall have no voting privileges unless elected or appointed to a position with voting privileges.

#### **Section 4: Duties of the Chapter Board**

1. Exercise all power and authority over the affairs of the Chapter in the interim between meetings of the Chapter.
2. Formulate Chapter policies and procedures.
3. Implement directives from International Headquarters in the most expeditious manner for the common good of Ikebana International and this Chapter.
4. Insure full compliance with local and national laws governing an organization such as Ikebana International.
5. Conduct all the business of the Chapter not specified as belonging to the Executive Directors or Committee Chairpersons.
6. Consider and act upon business referred to it by the membership, and report on such action at the following meeting.

#### **Section 5: Duties of Elected Directors**

1. The President shall preside at all meetings of the Chapter and of the Chapter Board and shall be the official representative of this Chapter at meetings of cooperating and affiliated organizations. The President shall, with the approval of the Chapter Board, appoint Chairpersons of Standing and Special Committees and shall serve as an ex-officio member of all committees except Nominating Committee. The President shall appoint the Parliamentarian.
2. The First Vice-President, in the absence of the President, shall perform the duties of the President and shall succeed to the office of President should a vacancy occur. Additionally, the First Vice-President shall be the Liaison with Headquarters and direct the Chapter's Special Activities.
3. The Second Vice-President, in the absence of the President and the First Vice-President, shall perform the duties of the President. In addition, the Second Vice-President shall be the Program Chair.
4. The Recording Secretary shall keep an accurate record of all the business transacted at all meetings of the Chapter and the Chapter Board and shall present the minutes for approval at the succeeding meeting.
5. The Corresponding Secretary shall conduct the general correspondence of the Chapter as directed by the President and the Chapter Board. She shall complete the Chapter Activity Report Form and the List of Elected Directors Form.
6. The Treasurer shall:
  - 6.1 Be custodian of the Chapter funds, receive all money of the Chapter, keep accurate records of receipts and expenditures, and pay out funds for routine expenses and other expenditures as authorized by the Chapter Board. She shall be the signer of all checks.
  - 6.2 Be the chairperson of the Budget Committee.
  - 6.3 Submit a monthly statement of current finances at each monthly Board meeting.
  - 6.4 Submit the Membership Registration Form with payment of annual dues to Ikebana International Headquarters prior to July 1.
  - 6.5 At the close of the business year, submit books for a finance review by a qualified committee, consisting of 3 members, appointed by the President and approved by the Chapter Board.
7. The Historian shall keep an album of all Chapter events.

- 8 The Membership Director shall:
  - 8.1 Keep records of all members and be in charge of all membership identification.
  - 8.2 Complete the Membership Registration Form.
  - 8.3 Notify members whose dues are in arrears.
  - 8.4 Keep a guest book and collect guest fees to be forwarded to the Treasurer.
- 9 The Nominating Director shall act in accordance with the By-Laws, Article VI, Section 1, to nominate a slate of Elected Directors biennially, with the Chapter Board's approval. The Nominating Director cannot serve in the same office for more than one term consecutively.

**Section 6: Duties of Committees**

1. Each Committee's Chairperson shall be appointed by the Chapter President with approval of the Elected Board of Directors.
2. Standing Committees shall consist of Exhibition, Budget, Hospitality-Protocol, Public Relations, Ways and Means, and Nominations. They shall operate throughout the business year.
  - 2.1 The Budget Committee shall be responsible for preparation of an annual budget for the Chapter.
  - 2.2 The Exhibition Committee shall coordinate and implement all exhibitions.
  - 2.3 The Hospitality-Protocol Committee shall be responsible for all hosting functions and for special courtesies to guests..
  - 2.4 The Public Relations Committee shall be responsible for notification of meetings and exhibitions through the media including newspapers, bulletins, and television. The Committee shall endeavor to have an official press photographer present at regular meetings and to keep the public aware of the goals of Ikebana International. The Public Relations Chairperson shall send copies of all publicity items and photographs of programs or exhibitions to Ikebana International Headquarters for the permanent Chapter records. These shall accompany the Chapter Activity Report Form.
  - 2.5 The Ways and Means Committee shall be responsible for all fund-raising projects in the name of the Chapter. All funds raised must be used in accordance with Article II.
3. Special Committees shall be created as needed with approval of the Chapter Board. The Chairpersons of such committees shall be appointed by the President. Chairpersons of Special Committees shall not have a vote on the Chapter Board.

**ARTICLE VI: Election and Installation of Directors.**

**Section 1: Nominations**

1. The Nominating Committee
  - 1.1 The Nominating Director shall, with approval of the Chapter Board, appoint 2 or 4 Members to form the Nominating Committee.
  - 1.2 Nominating Committee Members shall not serve on this Committee for more than 2 consecutive years.
  - 1.3 A Nominating Committee Member cannot be a candidate for election in the business year for which the Committee is preparing nominations. Those who wish to be nominated must resign from the Nominating Committee
2. Candidates
  - 2.1 Candidates for office shall be nominated by the Nominating Committee with the approval of the Board of Directors
  - 2.2 The candidate for the office of President shall have served on the Chapter Board for a period of at least one business year.
  - 2.3 Additional nominations may be made from the floor, provided that the consent of the nominee has been secured.
3. Slate of Nominations.
  - 3.1 The Nominating Committee shall prepare a slate of one nominee for each office on the Board of Directors. The slate shall be presented at the March meeting of the Board of Directors.
  - 3.2 After approval by the Board of Directors, the slate of nominees shall be submitted to the Chapter membership at least thirty days prior to the Chapter's Annual General Meeting.

**Section 2: Election of Directors**

- 1 Directors shall be elected for a term of 2 years at the Chapter Annual General Meeting in May and shall immediately be installed and take office.

2. Voting shall be by written ballot unless there is a single slate, in which case declaration of election by acclamation shall be authorized. A vote by mail may be authorized when deemed necessary.
4. A candidate receiving a majority vote shall be deemed elected.
5. No Directors or Committee Chairpersons should hold the same office for more than two years. In very special cases exceptions may be made, but not for the President or the Vice-President.

## **ARTICLE VII: Meetings and Quorum**

### **Section 1: Program Meetings**

The Chapter shall hold a minimum of 8 program meetings annually.

### **Section 2: Annual General Meeting (AGM)**

1. The Annual General Meeting shall be held in May.
2. Power of the Annual General Meetings:
  - 2.1 Presentation of business plan and budget.
  - 2.2 Presentation of business report and settlement of accounts.
  - 2.3 Election and installation
  - 2.4 Other important matters
3. Minutes of the Annual General Meeting
  - 3.1 The Minutes of the Annual General Meeting shall be recorded in English.
  - 3.2 The Minutes shall be approved by the Board of Directors, shall contain at least the following matters and shall be signed and/or sealed by the President and the Recording Secretary.
  - 3.3 Content of Minutes
    - 3.3.1 Objective matters, including the date and place of the meeting.
    - 3.3.2 Total membership of the Chapter and the number of Members present.
    - 3.3.3 The substance of the proceedings of the meeting and any results thereof.

### **Section 3: Meetings of the Board of Directors**

1. Regular meetings of the Board of Directors shall be convened at least 9 times per year by the President. Other Board Meetings of the Association shall be convened by the President upon the request of not fewer than three Directors.
2. In case of matters requiring immediate attention, when an Extraordinary Board Meeting cannot be convened immediately, the President shall take action upon consultation with the Elected Directors. A report pertaining to those urgent matters discussed and action taken shall be presented for approval to the next regularly scheduled Board of Directors' meeting.

### **Section 4: Quorum**

A quorum at any regular meeting shall consist of the majority of voting members present.

## **ARTICLE VIII: Amendments**

These Bylaws may be amended at a regular meeting by a two-thirds affirmative vote of those voting members present, provided that the proposed amendments have been approved by the Chapter Board and the International Board of Directors, and that copies of amendments have been mailed to Chapter Members at least two weeks prior to the meeting.

## **ARTICLE IX: Disposition of Funds**

Upon dissolution of the Chapter, after all outstanding debts have been paid, the remaining funds shall be donated to any worthy cultural, educational, or artistic cause, as determined by a majority vote of the Chapter Board, provided that this does not conflict with any existing local and/or national government law.

## **ARTICLE X: Authority**

The most recent edition of *Robert's Rules of Order Newly Revised* shall govern this Chapter in all applicable cases.

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