

**BYLAWS
OF
TWO RIVERS AIKIKAI**

**ARTICLE I
OFFICES**

SECTION 1. PRINCIPAL OFFICE

The principal office of the organization is located in Multnomah County, State of Oregon.

SECTION 2. CHANGE OF ADDRESS

The designation of the county or state of the organization's principal office may be changed by amendment of these bylaws. The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these bylaws:

_____ Dated: _____

SECTION 3. OTHER OFFICES

The organization may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

**ARTICLE II
NON-PROFIT PURPOSES**

SECTION 1. IRC SECTION 501(c)(3) PURPOSES

This organization is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

SECTION 2. SPECIFIC OBJECTIVES AND PURPOSES

The specific objectives and purposes of this corporation shall be:

- a) to help individuals on their path of well-being of mind, body and spirit through the practice of the Japanese martial arts of Aikido, Iaido and Karatedo to peacefully engage conflict.

- b) to provide instruction in other body movement and meditation techniques that relate to the study of Aikido, Iaido and Karatedo.
- c) to sponsor and/or participate in events involving the public demonstration of any or all of the above.
- d) to sponsor seminars and workshops open to the general public where ideas, techniques, and training of Aikido, Iaido and Karatedo may be shared with others.
- e) to engage in other activities related to educating the general public concerning Aikido, Iaido and Karatedo along with related body movement and meditation techniques.

ARTICLE III DIRECTORS

SECTION 1. NUMBER

The organization shall have 7 directors and collectively they shall be known as the Board of Directors.

SECTION 2. QUALIFICATIONS

Directors shall be the age of majority in the State of Oregon. Other qualifications for directors of this organization shall be as follows:

- a) at least two positions shall be filled by current instructors of the organization with a minimum rank of nidan (2nd degree black belt) in Aikido, Iaido or Karatedo.
- b) at least two positions shall be filled by current members with a white belt rank in Aikido, Iaido or Karatedo at the start of their 3 year term.

SECTION 3. POWERS

Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this organization shall be conducted and all corporate powers shall be exercised by and under the direction of the Board of Directors.

SECTION 4. DUTIES

It shall be the duties of the directors to:

- a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these bylaws;
- b) Shall maintain standards of conduct as defined under ORS 65.357, General Standards for Directors;
- c) Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the organization;
- d) Supervise all officers, agents and employees of the organization to assure that their duties are performed properly;
- e) Meet at such times and places as required by these bylaws;
- f) Register their addresses with the Secretary of the corporation, and notices of meetings mailed, telegraphed or electronically communicated in a written form to them at such addresses shall be valid notices thereof.

SECTION 5. TERM OF OFFICE

Each director shall hold office for a period of three (3) years and until their successor is elected or appointed and qualifies.

SECTION 6. COMPENSATION

Directors shall serve without compensation except that a reasonable fee may be paid to directors for attending regular and special meetings of the board. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

SECTION 7. PLACE OF MEETINGS

Meetings shall be held at the principal office of the organization unless otherwise provided by the Board or at such other place as may be designated from time to time by resolution of the Board of Directors.

SECTION 8. REGULAR MEETINGS

Regular meetings of the Board of Directors shall be held at the discretion of the Board of Directors but minimally once every 3 months (quarterly).

If the organization makes no provision for members, then, at the regular meeting of the directors held during the fourth (4th) quarter of the fiscal year, directors shall be elected by the Board of Directors. Voting for the election of directors shall be by written ballot. Each director shall cast one vote per candidate, and may vote for as many candidates as the number of candidates elected to the board. The candidates receiving the

highest number of votes up to the number of directors to be elected shall be elected to serve on the board.

SECTION 9. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the President, the Vice President, the Secretary, by any two directors, or, if, different, by the persons specifically authorized under the laws of this state to call special meetings of the Board. Such meetings shall be held at the principal office of the corporation or, if different, at the place designated by the person or persons calling the special meeting.

SECTION 10. NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Incorporation, these bylaws, or provisions of law, the following provision shall govern the giving of notice for meetings of the Board of Directors:

- a) Regular meetings. No notice need be given of any regular meeting of the Board of Directors.
- b) Special meetings. A prior notice of at least one week shall be given by the Secretary of the organization to each director of each special meeting of the Board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, or by e-mail, and shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting.
- c) Waiver of notice. Whenever any notice of a meeting is required to be given to any director of this organization under provision of the Articles of Incorporation, these bylaws, or the laws of the state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting shall be the equivalent to the giving of such notice.

SECTION 11. QUORUM FOR MEETINGS

A quorum shall consist of a majority of the members of the Board of Directors.

Except as otherwise provided under the Articles of Incorporation, these bylaws, or provisions of law, no business shall be considered by the Board at any meeting at which a quorum is not present, and the only motion which the President shall entertain at such meeting is a motion to adjourn.

SECTION 12. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these bylaws, or provisions of law, require a greater percentage or different voting rules for approval of the matter by the Board.

SECTION 13. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by a chairperson chosen by a majority of the directors present at the meeting. The Secretary of the organization shall act as the secretary of all meetings of the Board, provided that, in their absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

SECTION 14. VACANCIES

A vacancy in the board of directors shall exist upon the death, resignation, or removal of any director. A vacancy in the board of directors may be filled by the board of directors at any meeting. Each director so elected shall hold office for the balance of the unexpired term of their predecessor. If the board of directors accepts the resignation of a director tendered to take effect at a future time, a successor may be elected to take office when the resignation becomes effective.

SECTION 15. RESIGNATION

A director may resign at any time by delivering written notice to the chair, the president, or the secretary. A resignation is effective when notice is effective under ORS 65.034 unless the notice specifies a later effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the board of directors.

SECTION 16. REMOVAL

A director may be removed at any time, with or without cause, by vote of a majority of the members. In addition, in the event that a director shall have three unexcused absences from meetings of the board of directors during the period between any two consecutive annual meetings of the members, the board may declare the office of such director vacant by majority vote of the directors present at a meeting, providing all members of the board have been notified in writing that a removal action is on the agenda. The board will determine if any absence is excused, either before or after the absence, in its sole and exclusive discretion.

SECTION 17. ACTION WITHOUT MEETING

Any action required or permitted to be taken at a board of directors' meeting may be taken without a meeting if the action is taken by all members of the board of directors. The action shall be evidenced by one or more written consents describing the action

taken, signed by each director, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last director signs the consent, unless the consent specifies an earlier or later effective date. A consent under this section has the effect of a meeting vote and may be described as such in any document. For purposes of this Section, a director's consent by email shall be deemed to be a signed writing so long as it specifically references the action item proposed.

SECTION 18. DIRECTOR CONFLICT OF INTEREST

A conflict of interest transaction is a transaction with the corporation in which a director of the corporation has a direct or indirect interest, as defined in ORS 65.361. A conflict of interest transaction is not voidable or the basis for imposing liability on the director if the transaction is fair to the corporation at the time it was entered into or is approved either (a) by the vote of the board of directors or a committee of the board of directors by the affirmative vote of a majority of the directors on the board of directors or the committee who have no direct or indirect interest in the transaction if the material facts of the transaction of the directors' interest are disclosed or known to the board of directors or committee of the board of directors or (b) by obtaining the approval of the Attorney General of Oregon or a Circuit Court of the State of Oregon in an action in which the Attorney General of Oregon is joined as a party. For purposes of this section, a director of the corporation has an indirect interest in a transaction if (a) another entity in which the director has a material interest or in which the director is a general partner as a party to the transaction or (b) another entity in which the director is a director, officer or trustee is a party to the transaction, and the transaction is or should be considered by the board of directors of the corporation. A transaction may not be authorized, approved or ratified under this section by a single director. If a majority of the directors who have no direct or indirect interest in the transaction votes to authorize, approve or ratify the transaction, a quorum is present for the purpose of taking action under this section.

ARTICLE IV OFFICERS

SECTION 1. DESIGNATION OF OFFICERS

The officers of the corporation shall be a president, a vice president, a secretary, a treasurer, and such other officers as the board of directors shall from time to time appoint. The officers shall be appointed by, and hold office at the pleasure of, the board of directors. The same individual may not hold more than one office.

SECTION 2. COMPENSATION AND TERM OF OFFICE

(a) The compensation, if any, and term of office of all of the officers of the corporation shall be fixed by the board of directors.

(b) Any officer may be removed, either with or without cause, at any time by action of the board of directors.

(c) An officer may resign at any time by delivering written notice to the chair, the president, or the secretary. A resignation is effective when the notice is effective under ORS 65.034 unless the notice specifies a later effective date. If a resignation is made effective at a later date and the corporation accepts the later effective date, the board of directors may fill the pending vacancy before the effective date if the board of directors provides that the successor does not take office until the effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the board of directors.

(d) No removal or resignation as provided in (b) or (c) of this section shall prejudice the rights of any party under a contract of employment.

SECTION 3. DUTIES OF THE PRESIDENT

The president shall be the chief executive officer of the organization and have the general powers and duties of management usually vested in a chief executive officer, shall keep and maintain (or cause to be kept and maintained) adequate and correct books and records of accounts, and shall have such other powers and duties as may be prescribed by the board of directors or the bylaws. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these bylaws, they shall, in the name of the organization, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

SECTION 4. DUTIES OF THE VICE PRESIDENT

The vice president shall preside at meetings of the board of directors at which the president is absent and in the absence of the president shall have the other powers and perform the other duties of the president. The vice president also shall have such other powers and perform such other duties as may be prescribed by the board of directors.

SECTION 5. DUTIES OF THE SECRETARY

The secretary shall have responsibility for preparing minutes of meetings of the board of directors and for authenticating records of the corporation. The secretary shall keep or cause to be kept, at the principal office or such other place as the board of directors may order, a printed and digital book of minutes of all meetings of directors. The secretary also shall have such other powers and perform such other duties as may be prescribed by the board of directors or these bylaws.

SECTION 6. DUTIES OF THE TREASURER

The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation. The treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the board of directors, shall disburse or cause to be disbursed funds of the corporation as may be ordered by the board of directors, and shall have such other powers and perform such other duties as may be prescribed by the board of directors or these bylaws.

ARTICLE V COMMITTEES

SECTION 1. GENERAL PROVISIONS

The board of directors may elect an executive committee. In addition, the board of directors may create other committees of the board of directors and appoint members of the board to serve on them or designate the method of selecting committee members. Each committee shall consist of two or more directors who serve at the pleasure of the board of directors. The creation of a committee and the appointment of directors to the committee or designation of a method of selecting committee members must be approved by a majority of all directors in office when the action is taken. The provisions of these bylaws governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the board of directors shall apply to committees and their members as well. Committees of the board of directors may, to the extent specified by the board of directors, exercise the authority of the board of directors; provided, however, that no committee of the board of directors may:

- (a) Authorize distributions, provided that this restriction does not apply to payment of value for property received or services performed or payment of benefits in furtherance of the corporation's purposes;
- (b) Approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets;
- (c) Elect, appoint, or remove directors or fill vacancies on the board or on any of its committees; or
- (d) Adopt, amend, or repeal the articles of incorporation or bylaws.

SECTION 2. EXECUTIVE COMMITTEE

The board of directors may elect an executive committee which, to the extent provided by resolution of the board of directors, shall have and may exercise all of the authority of the board of directors in the management of the corporation except in respect to the limitations set forth in above.

The executive committee will consist of at least three directors. The following directors will comprise the three standing members of the executive committee:

- President
- Secretary
- Director with kyu rank

All board members must be notified of executive committee meetings when practicable. Any director or officer may attend executive committee meetings. The chair shall report all actions taken by the executive committee at the next board meeting.

Designation of an executive committee and delegation thereto of authority shall not operate to relieve the board of directors or any member thereof of any responsibility imposed by law.

Only the executive committee members will have the right to make motions, second motions and vote while the executive committee meets. Visiting directors of the board to the executive committee meeting will have the right to floor debate but may not make motions, second motions or vote. However, visiting directors of the board may be extended the right to make motions, second motions and vote if the executive committee so votes.

SECTION 3. OTHER COMMITTEES

The organization shall have other committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the Board and shall act in an advisory capacity to the Board.

ARTICLE VI NONDISCRIMINATION

The corporation shall not discriminate in providing services, hiring employees, or otherwise, upon the basis of race, color, gender identity, sexual orientation, religion, age, or national origin.

ARTICLE VII IRC 501(c)(3) TAX EXEMPT PROVISIONS

SECTION 1. LIMITATIONS ON ACTIVITIES

No substantial part of the activities of this organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal revenue Code), and this organization shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these bylaws, this organization shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

SECTION 2. PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of this organization shall inure to the benefit of, nor be distributable to, its members, directors, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this organization.

SECTION 3. DISTRIBUTION OF ASSETS

Upon dissolution of this organization its assets remaining after payment, or provision for payment, of all debts and liabilities of this organization shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal revenue Code or shall be distributed to the federal government, or to a state or local government for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

ARTICLE VII GENERAL PROVISIONS

SECTION 1. AMENDMENT OF BYLAWS

(a) The board of directors or the members may amend or repeal these bylaws or adopt new bylaws by majority vote.

(b) Whenever an amendment or new bylaw is adopted, it shall be copied in the minute book with the original bylaws in the appropriate place. If any bylaw is repealed, the fact of repeal and the date on which the repeal occurred shall be stated in such book and place.

SECTION 2. INSPECTION OF BOOKS AND RECORDS

All books, records, and accounts of the corporation shall be open to inspection by the directors in the manner and to the extent required by law.

SECTION 3. CHECKS DRAFTS AND ETC.

All checks, drafts, and other orders for payment of money, notes, or other evidences of indebtedness issued in the name of or payable to the corporation shall be signed or endorsed by such person or persons and in such manner as shall be determined from time to time by resolution of the board of directors.

SECTION 4. DEPOSITS

All funds of the corporation not otherwise employed shall be deposited to the credit of the corporation in those banks, trust companies or other depositories as the board of directors or officers of the corporation designated by the board of directors select, or be invested as authorized by the board of directors.

SECTION 5. LOANS AND GAURANTEES

The corporation shall not borrow money and no evidence of indebtedness shall be issued in its name unless authorized by the board of directors. This authority may be general or confined to specific instances. Except as explicitly permitted by ORS 65.364, the corporation shall not make a loan, guarantee an obligation or modify a pre-existing loan or guarantee to or for the benefit of a director or officer of the corporation.

SECTION 6. EXECUTION OF DOCUMENTS

The board of directors may, except as otherwise provided in these bylaws, authorize any officer or agent to enter into any contract or execute any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances. Unless so authorized by the board of directors, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or for any amount.

SECTION 7. INSURANCE

The corporation may purchase and maintain insurance on behalf of an individual against liability asserted against or incurred by the individual who is or was a director, officer, employee, or agent of the corporation, or who, while a director, officer, employee, or agent of the corporation, is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise; provided, however, that the corporation may not purchase or maintain such insurance to indemnify any director, officer, or agent of the corporation in connection

with any proceeding charging improper personal benefit to the director, officer, or agent in which the director, officer, or agent was adjudged liable on the basis that personal benefit was improperly received by the director, officer, or agent.

SECTION 8. FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

SECTION 9. SEVERABILITY

A determination that any provision of these bylaws is for any reason inapplicable, invalid, illegal or otherwise ineffective shall not affect or invalidate any other provision of these bylaws.

The foregoing bylaws were duly adopted by the board of directors of Two Rivers Aikikai.

Dated: August 21, 2023


Secretary