

BYLAWS OF THE JIKIDEN REIKI ASSOCIATION

Article 1. PURPOSE

The purpose of the Jikiden Reiki Association is to support the members as Jikiden Reiki Practitioners and Jikiden Reiki Teachers, to encourage community, cooperation and communication among and between members, and to promote the teaching and practice of Jikiden Reiki.

Article 2. MEMBERSHIP

Section 1.

The initial classes of members shall be one from among individuals who have taken Jikiden Reiki seminars as follows: Jikiden Reiki Practitioners: including Level 1 Shoden Practitioners and Level 2 Okuden Practitioners and Jikiden Reiki Teachers which include: Assistant Teacher Shihan Kaku, Teacher Shihan, and Teacher Dai Shihan or as determined from time to time at the Annual General Meeting of the Jikiden Reiki Association.

Section 2.

The membership of the Jikiden Reiki Association shall consist of Jikiden Reiki Practitioners and Jikiden Reiki Teachers who support the purpose of this association which is a nonprofit corporation, who have been trained by Chiyoko Yamaguchi, Tadao Yamaguchi, or fully certified Shihan Kakus, Shihans and Dai Shihans certified by the Jikiden Reiki Institute (Jikiden Reiki Kenkyukai) in Kyoto, Japan, and who practice and teach Jikiden Reiki in its original form as taught to them.

Section 3.

Membership shall be terminated for non-payment of dues, by written resignation of the member, or by a vote for such termination by the Board of Directors of the Jikiden Reiki Association.

Article 3. BOARD OF DIRECTORS

Section 1.

The management and administration of the affairs of this corporation shall be by a Board of Directors consisting of seven: five from among Jikiden Reiki Teacher members and two from among Jikiden Reiki Practitioner members

Section 1 (a).

Directors shall be nominated initially by the membership three months prior to the Annual General Meeting and elected at that meeting by email or in a virtual meeting from among those nominated who communicated their willingness to stand for the Board. Members are encouraged to nominate themselves or other members for the Board of Directors by emailing the Jikiden Reiki Association <mailto:info@jikiden.org>.

Directors shall be nominated five from among the Jikiden Reiki Teacher members and two from among the Jikiden Practitioner members. Initially three of the first elected Jikiden Reiki Teacher Directors shall serve a three year term. Two of the elected Jikiden Reiki Teacher Directors shall serve a two year term. The initial elected Jikiden Reiki Practitioner Directors shall serve for three years.

After the initial election of the Board of Directors, Directors shall be elected each year to three year terms of office from those attending the Annual General Meeting, virtually or physically, or voting by email, prior to or on the day of the Annual General Meeting in the same 5:2 proportion as outlined above. Board terms are staggered to ensure that not all Directors end their term at the same time.

Section 1 (b).

Board members may nominate themselves or be nominated by other members to serve two consecutive three year terms of office. After any continuous six years in office a Board member shall take two years off before being eligible for another term on the Board of Directors of the Jikiden Reiki Association.

Section 2.

The number of Directors constituting the Board may be changed by a specific amendment of the By-Laws made at an Annual General Meeting.

Section 3.

Requirements for Board members shall be: active members in good standing in the Jikiden Reiki Association; attend all meetings of the Board of Directors either physically, virtually or by telephone or email; attend Conferences, if any; have e-mail access; and a mailing address and be available for phone or virtual consultations during the year.

Section 4.

Responsibilities of the Board of Directors shall be: to oversee the general operations of the Jikiden Reiki Association; to oversee the planning and organizing of the Annual General Meeting; to approve the Annual General Meeting budget and oversee the approved budget; to set membership dues; to review the By-Laws and make necessary recommendations for amendments to be considered by the membership; to communicate regularly with the Jikiden Reiki Institute; to assume ultimate responsibility for accurate translation of official documents if necessary; and to report to the membership in simple and clear language how these responsibilities are being carried out.

Section 4(a).

The first Annual General Meeting of members of the Jikiden Reiki Association shall be virtual and shall be held on February 3, 2013. The date for the first election of the Board of Directors will be on February 3, 2013. The deadline for nominations will be November 3, 2012 at midnight (UTC-08:00) Pacific Time (US & Canada).

Subsequent dates for Annual General Meeting meetings of the membership and deadlines for nominations of members to the Board of Directors of the Jikiden Reiki Association will be set by the Board of Directors and communicated to the membership in a manner reasonably calculated to reach each member. It shall be a member's responsibility to update the association of any changes in their email and mailing address.

If the Board of Directors decides to hold a physical conference of the Jikiden Reiki Association, the Board shall determine Conference fees that include room and board and administrative and planning costs (at the lowest possible rates) for the membership interested in attending. Members will be responsible for their own transportation, the conference fees, and incidental costs to and from and during any physical Jikiden Reiki Association conference. The costs and incidental costs of Board members and relevant staff needed to attend Board meetings and any Jikiden Reiki Association Conference will be paid by the Jikiden Reiki Association if fiscally feasible.

Section 5.

Five members of the Board of Directors shall constitute a quorum.

Section 6.

The Board of Directors may appoint committees to carry out the objectives of the corporation. A committee can make decisions only to the extent of its delegated authority.

Section 7.

In the event of a vacancy on the Board of Directors the remaining Directors by majority vote may elect a temporary replacement until the next Annual General Meeting when a permanent replacement shall be elected by the membership to serve for the unexpired portion of the term.

Article 4. OFFICERS

Section 1.

The members of the Board of Directors shall serve as the officers of the corporation. The officers shall be the president, vice president, and secretary/treasurer.

Section 2.

The duties of the president, vice president and secretary/treasurer shall be such as are usually imposed upon such officers of corporations and as are required by law and such as may be assigned to them respectively by the Board of Directors from time to time, but checks upon any bank account of the corporation shall be signed only by such individuals as the Board of Directors may from time to time appoint by an appropriate resolution.

Article 5. MEETINGS OF MEMBERS

Section 1.

The Annual General Meeting of the members for election of the Board of Directors and for the transaction of such other business as may properly come before the meeting shall take place at the Annual General Meeting. Conferences, if any, shall coincide with the Annual General Meeting which shall be held at such time and location as determined by the Board of Directors.

Section 2.

Special general meetings of the members may be called at any time by the Board of Directors at such time and place as the Board of Directors may prescribe.

Section 3.

Written or printed notice stating the place and date of the Annual General Meeting, and in the case of a special meeting the purpose or purposes for which the meeting is called, shall be delivered not less than thirty days before the date of the meeting.

Section 4.

Each member who is financially current shall be entitled to cast one vote at any election or on any subject at any regular or special meeting of the members and such vote shall be cast in person or virtually in an appropriate manner.

Section 5.

Except as otherwise provided in this document or by statute, the membership shall adopt matters by majority vote of the members present at which a quorum of the Board of Directors is present. The membership shall have the power to override any action of the Board of Directors by a vote of two-thirds of the members virtually or physically present at a meeting at which a quorum is present. The Board of Directors shall be bound by adoption of any matter by the members. This Article 5, Section 5 of these By-Laws shall not be amended except by majority vote of the membership.

Article 6. MEETINGS OF THE BOARD OF DIRECTORS

Section 1.

Meetings of the Board of Directors shall be held at any place, at any time, upon the call of any five or more Directors. Notice shall be given in person, telephonically, by email or by mail at least a week prior to any meeting. Notice of any meeting of the Board may be waived in writing by any Director at any time.

Article 7. INDEMNIFICATION

Any person who has been made or was a party or was threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, administrative, or investigative, by reason of the fact that he/she is or was a Director of this corporation, shall be indemnified against expenses including attorney's fees, judgments, fines, and amounts paid in settlement annually and reasonably incurred by his/her connection with such action, suit or proceeding, if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the corporation.

Article 8: DISSOLUTION

Upon voluntary or involuntary dissolution, the assets of the corporation shall be applied and distributed as provided in Chapter 24.03 of the Revised Code of Washington.