

Bylaws of the Northern California Koi Club Zen Nippon Airinkai Chapter

Name, Entity and Purpose of the Club

Section A - The name of the **Club** shall be the Northern California Koi Club, Zen Nippon Airinkai NorCal also known as ZNA NorCal Chapter. It's an Educational Non-Profit Organization within the State of California of the United States of America.

Section B - The purpose of the Club will be to promote and enlarge the hobby of Koi keeping, breeding, appreciating and exhibiting Koi; to disseminate information about the above to the membership; to engage in educational and social activities related to our purposes; and to acquire and own such property as may be necessary for any or all of the foregoing purposes.

Article 1 – Rule Number One

In order to promote friendship, peace, harmony and most of all fun, ZNA NorCal adopts what will hereafter be referred to as “Rule Number One” which is:

Virtually any koi related issues may be calmly and rationally discussed at club meetings and different opinions and points of view may be put forth but we agree never to argue about anything.

If a discussion is, in the sole judgment of any club member, becoming heated, out of control or in any way resembles an argument, that member may invoke this rule by simply saying, “Rule Number One” and that will be the signal to stop all discussion of the current topic unless and until the membership present unanimously votes to reopen the subject.

If it is determined by the officers that a member's adverse actions are extreme, that member may be expelled from that meeting or event. The expelled member may return to the next meeting and if able to, calmly and rationally finish their discussion.

Members that repeatedly violate Rule Number One may face disciplinary action as described in Article XIX.

Article II – Full Paid Membership and privileges

Section A - Any person who has an interest in Koi culture shall be eligible for membership. Upon application and payment of dues and fees as outlined in Article IV the application will be accepted by the membership. Any member may voluntarily withdraw or may be suspended or expelled by majority vote of the Board for violation of the bylaws, non-payment of dues or for conduct deemed detrimental to the Club, or its members.

Section B - Membership shall not be transferable. Rights to property of the Club shall

cease and terminate upon death, withdrawal, expulsion or other termination of membership in the Club.

Section C – Voting can be done in person, by written proxies, electronic voting (web browser or email), first class US Postal mails, or fax within a designated period set by the Election committee.

Section D – A “Member in Good Standing” is defined as an individual who is current with paid membership dues and not under censorship or suspension from their membership.

Section E – Paid members can examine Club’s records on finance, meeting minutes, proposals, etc., except any documents related to Executive Session meetings. Only the current Board members have access to Executive Session meeting documents as described in Article V – Section C.

Section F – Current calendar year documents can be accessed during monthly meetings with 10 calendar day notification in advance via email, fax, or first class US Postal mail. No phone call will be accepted. Review of any older records shall require a 30 calendar days notice in advance via email, fax, or first class US Postal mail. No phone call will be accepted. All requests for reviewing records must be sent to the Operational Board. All record reviews must be accompanied by the current Secretary or a representative appointed by the President with full disclosure to the Board members. No photocopying machine, camcorder, camera, note book, laptop, PDA or any type of electronic devices shall be allowed during the reviewing session. No photocopies will be provided or given. No photocopies will be made. No picture shall be allowed to be taken of the documents. No written notes shall be allowed during the reviewing session.

Section G – Club members shall not use Club’s materials such as equipment, newsletter, contents of <http://www.znanorcal.org>, meeting minutes, meeting agendas, etc. for personal gain. Such action may lead to invoke Article XVII, Article XVIII and/or Article XIX. Materials published on <http://www.znanorcal.org> are solely for members’ enjoyment. Recording or copying for personal use can be made after Board approval. Club’s properties have all rights reserved and protected under U.S Laws.

Section H – Koi Professionals, as described in Article VI Section A, shall not have any voting privileges.

Article III - Fiscal Year

Section A - The membership year and the year for the payment and collection of club dues shall be the end of April to coincide with ZNA Japan’s year.

Section B - The fiscal year for tax reporting purposes will be the calendar year.

Article IV – Membership Dues and Nichirin Magazine Subscriptions

Section A - The current annual club dues is \$40.00. The Operational Board has the right to decrease the annual fees. Any increase in dues must have the majority of

membership approval.

Section B - Renewal dues are payable by the March meeting of each year except in the case of new members whose initial dues are payable with their application for membership and may be prorated according to the time left in the calendar year. All dues are payable to club treasurer.

Section C – the International ZNA membership, including Nichirin Magazine, shall be announced yearly due to fluctuating exchange rates with the Japanese Yen. As of January 2008, magazine subscription cost is \$90.00 for English version and \$110.00 for Japanese version.

Section D – Membership will be automatically terminated if renewal dues are not paid by May 1st. Membership will be reinstated upon a full membership payment of annual dues.

Article V – Meetings

There will be four (4) types of meetings. Type 1 is club annual meeting which takes place once per calendar year as defined in Section A below. Type 2 is the club members' general meeting as defined in Section B below. Type 3 is Executive Session meeting as describe in Section C. Type 4 is the special meeting as defined in Section D below.

Section A - The annual meeting of the membership for receiving annual reports from the Secretary and Treasurer shall be held at the regular meeting time in April of each year. Notice of the annual meeting must be submitted to the membership in writing at least ten (10) calendar days prior to event. Email from the Board member or the club newsletter shall be deemed a satisfactory method of written notification.

Section B - The regular club member general meetings shall be held monthly or bi-monthly. The Operational Board will decide and notify all members of the date, time and location of next meeting via emails or club newsletter 10 calendar days prior to the meeting date. A change in the established date, time and location of these regular meetings may be made by majority vote of the Operational Board. The Operational Board will notify the membership of a new date, time and location of next meeting via email or club newsletter 10 calendar days prior to the meeting date.

Section C – Executive Session meetings shall be used for issues related to Articles XIX and XX. This meeting can be called by any member of the Operational Board. The Executive Session meeting shall be conducted in closed session **with all board members present**. General members are not allowed to attend unless requested by the Operational Board in writing. All notes, materials used in discussion during Executive sessions shall remain sealed and only current elected Operational Board members can review them. Regardless of who requests the review, the review must be accompanied by either the current Club's President or Secretary. No photocopying machine, camcorder, camera, note book, laptop, PDA or any type of electronic devices shall be allowed during the reviewing time. No photocopies will be provided or given. No photocopies will be made. No picture shall be allowed to be taken of the documents. No written notes shall be allowed during the reviewing. Executive sessions are to be used for cases that require protection of members' privacy or Club's confidentiality.

Section D - Special meetings may be called by the President of the Club or by the majority vote of the Board or by special request to the President or to the Board of at least five (5) members in good standing. The President or the Board will set the date, time and location of such meeting subject to the approval of the majority vote of the Board with written notice to the membership at least ten (10) calendar days in advance of such meeting. If a quorum of 20 or more members is present at such special meetings, any business normally done only at regular meetings may be transacted. Notice of special meetings must also include a summary of the business items to be acted upon. Notification via the club's newsletter or email to the club memberships will be deemed acceptable for this purpose.

Section E – Monthly Club meetings shall be in open forum format. The Operational Board will first conduct its business. General members can attend, listen to the discussions, and participate in the discussions; however, non-board members do not have voting privileges or making motions during this time. Members are encouraged to make motions during the open floor discussion which will immediately follow once the Board completes its business. The open floor discussion will be focused on new business or any open concerns/issues that members would like to have addressed.

Section F – All Club meeting minutes shall be provided to the newsletter editor by the Secretary within 7 calendar days after the meeting adjourned. Meeting minutes of Executive Session shall be not released and will remain sealed to general members as described in Section C above.

Section G – the Club's Secretary shall send out the monthly meeting agenda at least 10 calendar days prior to the scheduled meeting date.

Article VI – Shows and Judging

Section A – Any person, except for a “Koi professional”, may enter fish in the club's ZNA sanctioned show. A “Koi professional” is any individual who meets the definition of a “Koi Professional” as defined by ZNA America. Any show entrant found to be in violation of this rule will be banned from all future ZNA NorCal sponsored shows. Any awards they may have received for showing koi will be forfeited. If the entrant is a ZNA NorCal member, membership will be forfeited permanently with no refund.

Section B – No person who is a Koi professional as defined by ZNA America may enter the ZNA judgeship certification program or become a ZNA Local Certified Judge.

Section C – The requirements to become a Local Certified ZNA Judge shall be those requirements adopted by ZNA America District at the yearly Club President's meeting.

Section D – A koi winning the status of Grand Champion at any ZNA NorCal Koi Show is not eligible to compete in a future ZNA NorCal Koi Show regardless of time between shows, except under different ownership.

Section E – ZNA NorCal can request the US ZNA District Chairman to provide ZNA Certified Judge(s) to judge the show.

Article VII – Operational Board

This organization shall be led by an Operational Board (hereafter referred to as the Board) which shall consist of officers and members at large whose duties are defined in subsequent sections of these Bylaws. The Board shall be comprised of:

- President (1)
- Vice President (1)
- Secretary (1)
- Treasurer (1)
- Member at Large (1)

Section A - These positions are elected by the membership for a two (2) years term with no term limit.

Section B – Vacancy of any Board position shall be filled via election by the membership. Replacement of Board members shall be elected only for the remainder of the term of office vacated. Vacancy shall be filled within 30 calendar days based on Article IX.

Section C – A “Koi Professional”, as defined in Article VI Section A, may not serve as either elected or appointed officers, nor will they have voting rights

Section D – The number of Members at Large can be changed depending on the number of membership. Additional Members at Large positions can be added for each additional 50 members above a base membership of 150 paid members.

Section E - Officers of ZNA NorCal Chapter can not hold any other ZNA club chapter officers elected position.

Section F – Attendance for all meetings is mandatory. An exception to this rule would be a valid excused absence. However, two or more consecutive unexcused absences at regularly scheduled Board meetings will result in removal from the Board.

Article VIII – Board Election and General voting

Section A – The application for Board positions, as defined in Article VII, shall be distributed by the Election committee 30 calendar days prior to the Club’s annual meeting. A distribution via the club newsletter or email from Election Committee or club website is deemed acceptable.

Section B - Nomination of members for position on the Operational Board should be submitted by general meeting in February. During the general meeting in February, the slate of candidates shall be presented to the general membership. At that time, any additional nomination will be added to the list of candidates. Candidates shall complete the “Candidate’s Statement” which include any presentation of new ideas/agenda/platform for next two years.

Section C – Candidates shall be introduced in the February newsletters.

Section D - In the event no one runs for election for a certain position(s), the newly elected Board members will be responsible for identifying a qualified candidate(s)

and vote for the candidate(s) (no ZNA NorCal membership vote required). Each Board member will have one vote. Candidate with the most votes will be elected to that position. In the case of a tie, the President has deciding vote.

Section E – Voting will be done in person, by US mails, electronic voting, proxy or fax. Those members voting in person will do so at the April meeting. All votes will then be tabulated by the Election Committee and verified by the President or Secretary. Winners will then be announced to the general membership present.

Section F –Board Election voting shall be conducted in person by secret ballots or by written paper format which must be mailed via first class US Postal Mail, electronic voting (email or web browser) or faxed to an address set by the Election committee. No other methods of voting shall be accepted. All votes sent by US Mails shall remain sealed and to be opened by the Election committee at the April General Membership meeting with the Board present. Any unsealed votes received via US Mail shall be discarded and shall not be counted. The Club's Secretary and/or the Vice President shall certify the vote tally for each candidate. The President shall make the final announcement of the election results.

Section G – proxies shall be allowed.

Section H – Candidates for the Operational Board positions must be present at the March and April.

Section I - The candidate that receives the most number of votes for a given position will be declared the winner for the specific position.

Section J – in case of a "tie" results, a run-off election will be held immediately, during the April meeting.

Section K - In the event when a candidate receives the majority votes for more than 1 position, he/she will reserve the right to choose the position he/she wishes to serve. As a result of this candidate's decline of other positions, the candidates next in order will be awarded the available officer positions.

Article IX – Special Election

Special Election procedures shall be followed when there is a vacancy of any Board position before the current term expires. Members must be notified by the Operational Board within 7 calendar days of the notice of the vacancy. Notice by emails or newsletter is deemed acceptable for this purpose.

Section A – Members shall nominate an individual or self-nominate for any vacant position within 14 days after the vacancy has been announced by submitting an application of candidacy as described in Article VIII section B. The voting shall be conducted in person by secret ballots or by written paper format which must be mailed via first class US Postal Mail, electronic voting (emails or web browser) or faxed to an address set by the Election committee. No other methods of voting shall be accepted. All votes sent by US Mails shall remain sealed and to be opened by the Election committee at the April General Membership meeting with the Board

present. Any unsealed votes received via US Mail shall be discarded and shall not be counted. The Club's Secretary and/or the Vice President shall certify the vote tally for each candidate. The President shall make the final announcement of the election results.

Section B – After 14 calendar days expires and no nominations are submitted, the remaining current Board members can appoint a replacement candidate for the vacant position. The replacement candidate can be any one of the remaining board members or any non-board member. If a replacement candidate came from one of the current board members, then Section A and B of this Article will be applied.

Section C – proxies shall be allowed.

Section D - The candidate that receives the most number of votes for a given position will be declared the winner for the specific position.

Section E – In case of a "tie" results, a run-off election will be held immediately, during the general meeting.

Article X - Duties of The Operational Board

This section defines the role of each Operational Board Member(s) as specifically defined in each section. Their common responsibilities include participation in decision making and strategy to advance the club. Their general duties include:

- Each Board member must complete reading the current bylaws within 30 days from election date.
- Support and promote ZNA NorCal's mission
- Participate in monthly decision and strategy meetings
- Participate in an annual meeting at the end of each fiscal year
- Help in member recruitment and motivate all the members through thoughts and actions
- Help expand the presence of ZNA NorCal globally where deemed necessary and/or wanted
- Uphold and Follow the By Laws of ZNA NorCal.
- Participate in all voting process
- Maintain an open-door policy to the general membership for grievances.
- Open and receptive to input from the membership.
- Participate in online voting via email in special situation as defined below.
- Work as part of the complete Operational Board to develop written policies as necessary to provide for consistent and equitable management of Club business, activities, events, etc.

The Operational Board shall draft, review and recommend for vote by the general membership, a yearly budget and funding proposal for financial transactions it desires to engage in over the coming year which exceeds \$400.00 in club funds. This proposal shall represent the geographic concerns and interests of the Organization, as well as promoting the mission and goals of ZNA NorCal including annual membership/subscription fees adjustment if any.

Only the Club President, Vice President, and/or Treasurer will be allowed to sign on behalf of the Club on any and all contracts involving Club activities. Two of these signatures shall be required on any and all contractual documents.

Online voting by Board members is accepted on matters that are related to the Club's business activities and which cannot be delayed until the next general membership meeting. Online voting results must be stated on the agenda of next general membership meeting and its meeting minute.

Section A - Duties of the President shall include:

1. To preside at all meetings at which he or she is present.
2. To appoint all committees, with or without the assistance of the Board members.
3. To install the newly elected-officers at the end of his or her term (or appoint someone to do so).
4. To call special meetings of the Club or any other meeting which may be requested as outlined in the bylaws.
5. Act as spokesperson, club liaison with ZNA head office or ZNA District Chairperson as business requires.
6. Act as a contact point for committee leads
7. Set direction on short/long term strategy and budget
8. Attend ZNA America Presidents annual meeting if possible or appoint someone to attend, or send club proxy/report in case attendance is not possible.
9. In case of any question or demeanor, while in office, the President is further governed by Roberts Rules of Order (www.robertsrules.com).

Section B - Duties of the Vice-President shall include:

1. To assume all duties of the President during his or her absence or upon request by the President, plus other duties which may be assigned.
2. Act as a contact point for committee leads
3. Assist the Club President in Strategic planning
4. Assist directors for member recruitment and development
5. Serves as a point of contact when legal issues arise.

Section C - Duties of the Secretary shall include:

1. To keep all records of the general membership, special, executive session meetings minutes and events including a hard copy of the latest approved Bylaws with signatures of all current Board members.
2. To assume duties of President or Vice President in their absence or upon request by President or Vice President.
3. To send out all notices of regular or special meetings as deemed necessary by the President or majority votes by the Board. Meeting notices in the club newsletter or by e-mail are deemed to comply with the bylaws.
4. Responsible for sending out monthly board and general club meeting minutes to the newsletter editor within 7 calendar days after the meeting was held.
5. Assist the Program Director with meeting facility locations.
6. Provide assistance and advice with ZNA NorCal promotional materials like banners, documents, event information where necessary.

Section D - **Duties of the Treasurer shall include:**

Event Finances – the Club Treasurer is responsible for the management of all funds expended or derived from events sponsored by the Club. An assistant may be appointed by the committee chairperson, with the agreement of the Club Treasurer, to assist with handling event funds. **All event funds must be accounted for within 30-days after the scheduled event is closed. In the event funds are not accounted for within the 30-days period, the Board will take further investigative action up to and including legal action.** Bank accounts for all Club events must have two signatories and one of the two authorized signatures of the account must be the Club Treasurer. The other signature must be the Event Chairperson. However, the checks for Club Events only need one signature.

1. To collect and record all dues, initiation fees, special fees, event fees, etc. paid to the Club as a result of its activities.
2. To send out membership cards at the appropriate times. Note: Such cards are not valid unless signed by the President and/or Secretary.
3. To prepare and present a monthly report of club financial status by providing the receipts and expenditures during the last month in a general ledger format or in Excel spreadsheet format with full detailed transactions.
4. To pay pre-determined accounts as may be authorized by the membership of the Club and to pay those bills presented and approved at each regular or annual meeting.
5. To prepare and submit all reports required by any governmental agency.
6. Any transaction greater than \$400.00 (Four hundred US dollars), must be pre-approved by the General Membership.
7. Help prepare budget for new fiscal year based on business needs and present at member annual meeting in April each year.

8. Treasurer has authority to turn down new budget requests for club activities that is deemed to have an impact on the overall club financial health.
9. All checks or funds must have two (2) board approved signatures. One signature must be the Treasurer.
10. Accountable for funding guidelines includes maintaining the budget and track actual expenses.

Section E – Duties of the Member(s) at Large shall include:

1. The Member(s) shall help develop a 2-year strategic plan which will at least include:
 - An increased commitment to the community
 - Increased membership with specific target
 - Increased revenue
 - Fundraising plans
2. The Member(s) at Large, in conjunction with the Operational Board, shall update the club members on its 2-year plan progress at the July and January General Meetings.

Article XI – Committees and Committee Leads

There shall be standing committees and select committees. All committees other than standing shall be created by the Board as the need arises. All committee chairpersons shall keep a record of the proceedings and actions of their respective committees as a history and to assist successive committee persons.

Section A – Standing Committee Chairpersons shall be appointed by the President based on experience/knowledge of the task/assignment. Such committees would include but not limited to: bylaws committee, election committee, program activities committee, judging committee.

Section B - All appointments are subject to the approval of those appointed. Term of other than standing committees shall be the club year, with the exception of committees in charge of a function that will not occur within the calendar year. In which case, the term of the committee will end upon completion of that function such as Koi Show Committee, Seminar Committee, Election Committee, etc.

Section C – Upon approval and acceptance by the Board, Committee Chairpersons shall develop a project plan proposal within thirty (30) days and present the proposal or project plan to the Board during the next monthly club meeting. The Board shall allow, upon request, an extension for the project plan of 15 additional calendar days. Upon expiration of 45 days from the appointment, committee chairperson shall be dismissed from assigned appointment, if unable to present a project plan/proposal.

Article XII - Approval & Amendments to the Bylaws

Section A - The full text of the bylaws, or amendments thereto, which are proposed must be served upon each member at least ten (10) calendar days prior to the meeting at which such bylaws or amendments are to be voted upon. Emails or newsletters are considered acceptable.

Section B – proxies shall be allowed.

Section C – Any proposed amendments to any part of these bylaws shall be sent to the bylaws committee. The bylaws committee shall review the proposed amendment(s). If there is merit, the proposed amendment(s) shall be forwarded to the Board for their considerations. The notice of approved amendment(s) shall be provided to the general membership during the current meeting. Only current Board members will vote on the amendment(s).

Section D - approval by a majority of the Board members is required to adopt any Bylaw amendments. Absentee board members must make their vote choice known prior to the meeting. The voting either passing or rejection shall be entered into the minutes of the meeting.

Article XIII - Property rights of members

The property of this Club is irrevocable; dedicated to the objects and purposes of the Club as outlined in Article 1, Section B of these bylaws. In the event of the dissolution of the Club, its properties and moneys shall not revert to the possession of the membership but shall be given to another non-profit Club or educational organization within California which is to be chosen by the membership of the ZNA Northern California Koi Club, and whose aims and purposes are similar to those of the Northern California Koi Club. No part of any net earning or assets of the Club shall inure to the benefit of any member or individual.

Article XIV – Reimbursement Policy

Operational Board must develop a written club policy on how to reimburse its members on Club expenses while performing official club activities.

Article XV – Insurance

Section A - Liability insurance shall be maintained at a value of not less than one million dollars (\$1,000,000), indemnifying the Club, its Operational Board members, and members against all legal action, including suits claiming negligence while conducting club's business related activities

Section B – Liability insurance will not cover the following cases:

1. misuse of the club's resources for personal gain
2. illegal activities, including activities that are intentionally hidden from the Board

3. activities that are not defined in these Bylaws, or club related
4. Activities that are conducted for personal purpose and/or gain.
5. The Operational Board shall have the option to determine whether its member(s), including member(s) of the Board, violates the Bylaws and declare eligible or ineligible for liability insurance benefits in Executive Session meeting.

Article XVI - Commercial Enterprise

There shall be no commercial enterprise permitted to sell merchandise and/or services at Club functions without prior written consent of the Board of Directors. Prior shall be no less than fifteen (15) days. The Secretary will issue a letter of authorization at the direction of majority votes of the Board.

Article XVII - Removal of Board Members

Section A - In the event of any written complaint of misconduct by a Board member, a special committee shall be appointed by the Board to investigate such complaints within thirty (30) days after the receipt of the complaint. The accused member will be on leave of absence until the investigation report is completed. A report of the Committee's findings shall be made to the Board within 7 days of the completion of their investigation. The Board will invoke Article XIX, section C.

Section B – Any Operational Board members who missed two consecutive meetings without giving prior notice to the entire Board shall be removed from the Operational Board immediately. Article IV will be invoked immediately.

Article XVIII - Removal of Club Members

In the event of any written complaints of misconduct by a member, the Board will investigate such complaints within thirty (30) days after the receipt of the complaint. Complaints must be sent to the board in writing or by emails. Upon the completion of the investigation, the Board will take appropriate steps including invoking Article XIX, section C.

Article XIX - Discipline of a Member

Section A - Any member whose actions or behavior is deemed by the Board of Directors to be jeopardizing the reputation or integrity of the Club, may be suspended or terminated from club membership, pending completion of Section C below. This includes email etiquette, meeting etiquette, harassment, either verbally or in writing, or public insults/attacks toward other Club members, etc.

Section B - Any member who is verbally or physically abusive during Club meetings and/or events may be immediately dismissed from meeting/event and may be

subject to further discipline.

Section C - The accused party has the right to defend himself/herself before the Board in an Executive session as described in Article V – Section C. A majority vote of the Board, in closed session, will take place at the end of the Executive session to determine the final outcome. The decision will be sent to the accused party in writing within (10) calendar days.

Article XX – Lawsuit

In the event of a lawsuit brought against the Club by any of its members, the case will be heard by a private retired judge for arbitration. All decisions will be final. The plaintiff will pay for all costs if the decision is found in favor of the Club.

Article XXI – Parliamentary Authority

When applicable, Robert's Rules of Order (revised), shall govern proceedings of this club, providing they are not in conflict with the By Laws of the Club

Approved by membership on February 10th, 2008

Rev. 1 – est. Feb 2006 through Feb 10, 2008

Rev. 2 – Feb 10, 2008 through _____