

BYLAWS OF IKEBANA INTERNATIONAL
HOUSTON, TEXAS, CHAPTER NO. 12

ARTICLE I - NAME

The name of this Chapter shall be Ikebana International, Houston, Chapter 12, 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. Regular members in good standing are those whose International and Chapter dues have been paid to the Chapter. Through the Chapter, which shall be known as their Primary Chapter, they may exercise International and Chapter voting privileges, and hold office.
2. A Regular member in good standing who relocates residences 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.
3. Associate: A Regular Member of a Primary Chapter may join other Chapters by paying only the Chapter dues;

ARTICLE III, Section 2 (cont'd)

1. Regular Members (cont'd)

3. Associate (cont'd)

such Members shall not have International and Chapter voting privileges in those 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 Member shall be paid by their sponsoring Chapter.
- 2.4. The International Board of Directors may exempt a new Chapter for up to three years from paying International dues for one Honorary Member.
- 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 JPY for International dues, and (b) \$15 per member for Houston, Chapter 12's operating expenses. The total amount of dues required per Member, shall be presented by the Treasurer to the Chapter Board for approval at the May Chapter Board Meeting at the latest.

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.

BYLAWS (CONT'D)

ARTICLE IV - BUSINESS YEAR AND DUES (CONT'D)

Section 4

Honorary Members shall be exempted automatically from payment of Chapter dues.

Section 5

Membership shall be terminated automatically if a Member's annual dues have not been paid by July 1.

Membership can be reinstated upon payment of current dues, and subsequent issues of publications will be sent and back issues of publications will be sent if available.

Note: Each Chapter may set its own deadline for its Members to pay their dues. When determining the date for payment, remember that the International dues must be sent to the International Headquarters office in Tokyo by July 1.

Section 6

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

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.

ARTICLE V (CONT'D)

Section 4 - Duties (cont'd)

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 Intn'l.
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 following meeting.

Section 5 - Duties of Elected Directors

Note: Each Chapter may have as many Directors as needed. However, the following positions are highly recommended:

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 the 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 oversee the details of Chapter programs.
3. The Second Vice President, in the absence of the President and First V.P., shall perform the duties of the President. In addition, the Second V.P. shall oversee creation and distribution of the Chapter's Yearbook.
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. The Corresponding Secretary shall complete Chapter Activity Report Form, Membership Registration Form and List of Elected Directors Form as required by Ikebana Int'l HQs.

ARTICLE V (CONT'D)

Section 5 (cont'd) - Duties of Elected Directors

6. The Treasurer shall:

- 6.1 Be custodian of the Chapter funds, receive all money of this Chapter, keep accurate records of receipts and expenditures, and pay out funds for routine expenses and other expenditures as authorized by the Chapter Board.
- 6.2 Be the Chairperson for 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 Notify Members whose dues are in arrears.
- 6.6 At the close of the business year, submit books for audit by a qualified person approved by the Chapter Board.

7. The Historian shall keep an album of all Chapter events.

8. The Nominating Director shall act in accordance with the Bylaws, Article VI, Section 1, to nominate a slate of Elected Directors annually with the Chapter Board's approval. The Nominating Director cannot serve in the same office for more than one per consecutively.

Section 6 - Duties of Committees

1. Each Committee's Chairperson shall be appointed by the Chapter President with approval of the Elected Board.
2. Standing Committees shall consist of Exhibition, Budget, Hospitality, Public Relations and Ways and Means. They shall operate throughout the business year.

Note: Chapters may establish as many Standing Committees as needed.

- 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 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 TV. 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

ACTICLE V (CONT'D)

Section 6 (cont'd)

2.4 (The Public Relations Committee) 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 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 - ELECTIONS 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 1 consecutive term.
- 1.3 Nominating Committee Members 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 serve 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.

ARTICLE VI (CONT'D)

Slate of Nominations (cont'd)

- 3.2 After approval by the Board, the slate of nominees shall be submitted to the Chapter Membership at least thirty days prior to the election.

Section 2 - Election of Directors

1. Directors shall be elected for a term of 1 year 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.
3. A candidate receiving a majority vote shall be elected.

- Note:**
- 3.1 Choose one-year or two-year terms for the Chapter Directors. No Directors or Committee Chairperson should hold the same office for more than two years (2 one-year terms or 1 two-year term). In very special cases, exceptions may be made, but not for the President or the Vice President.
 - 3.2 The Chapter Annual General Meeting (AGM) shall be held in the period from May to September.

ARTICLE VII - MEETINGS AND QUORUMS

Section 1 - Program Meetings

The Chapter shall hold a minimum of four program meetings/year.

Section 2 - Annual General Meeting (AGM)

1. The Annual General Meeting shall be held in May.
2. Power of the AGM
 - 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 AGM
 - 3.1 The minutes of the AGM 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 Contents of Minutes
 - 3.3.1 Objective matters, including the date and place

ARTICLE VII (CONT'D)

- 3.3.2 Total membership of Chapter and number of Members present.

- 3.3.3 Substance of meeting and results thereof.

Section 3 - Meetings of the Board of Directors

1. Regular meetings of the Board of Directors shall be convened at least 3 times/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 regular scheduled Board of Directors' meeting.

Section 4 - Quorum

A quorum at any regular meeting shall consist of 1/3 of the regular Membership.

ARTICLE VIII - AMENDMENTS

These Bylaws may be amended at a regular meeting by a two-thirds affirmative vote of those voting Members present, providing 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.