

BYLAWS:

Portland Community
08/08/2009

ARTICLE I – NAME OF ORGANIZATION

Kundalini Yoga Portland

ARTICLE II – OFFICE

5013 SE Hawthorne Blvd
Portland Oregon 97215
503 238-1032

ARTICLE III – PURPOSE

The primary purpose of this organization is to serve and inspire by providing the teachings of The Siri Singh Sahib, Yogi Bhaijan, Sikh Dharma, and the practice of Kundalini Yoga to the Portland Community.

ARTICLE IV – MEMBERSHIP

- There shall be two classes of members: a student level and a professional level.
- The membership of this [community] shall consist of all paid-up members, service volunteers, and staff.
 - Definition of each:
 - Paid-up Members:** Those persons who have contributed monthly membership dues as determined by the Portland Panj.
 - Portland Kundalini Yoga Teachers who are current on their monthly dues (marketing fees)**
 - Service Volunteers/Seva:** persons may be offered a “work exchange” opportunity that will allow them to contribute to the growth and support of the community and also attain membership status and the privileges afforded to members. Parameters for this opportunity to be outlined and approved by the Panj (ie leading sadhana, serving on the board, organizing an event)
 - ~~Staff: Those persons employed by the community.~~
- **Resignation:** A member may resign at any time.

ARTICLE V – Board of Directors (henceforth known as the Portland Panj)

Section 1: General Duties, Responsibilities, and Authority

- The affairs of Kundalini Yoga Portland shall be managed by its Board of Directors also known as the Portland Panj.

Section 2: Qualifications of Board Directors

- Directors must be doing a regular Sadhana (daily meditation practice), encouraged to attend at least one group Sadhana a month, and must be active in community events.

Two members of one nuclear family may not serve as Directors at the same time.

- Directors must serve as an example in the community. If the Director is an Amrit Dhari Sikh or taken Sikh vows they commit to live in adherence to their vows as divined by the office of the Bhai Shaib Western Hemisphere, Addendum A in appendix. If a Director is not an Amrit Dhari Sikh nor has taken Sikh vows it is recommended that he/she agrees to adhere to the Kundalini Yoga Teacher code of ethics, see Addendum B in appendix.

Section 3: *Number of Directors*

- The number of Directors may vary with a minimum of five, the exact number of which shall be fixed from time to time by resolution of the Directors.

Section 4: *Term of Directors*

- The terms are to be staggered so that one Director is rotated out of office every 6 months allowing a 3-6 month process for new Director to be mentored and Director resigning from the Directorship to have time to finish any outstanding projects or assignments. .
- The terms shall be approximately 2 and ½ years with a maximum of 3 years or until qualified directors are present to replace retiring directors.
- A Director may be re-elected after a minimum of 6 months out of office.

Section 5: *Appointment of Directors*

- When there is a vacancy in the Directorship, the Panj shall present the community members with one to three candidates that must be active in the community. The candidates will have a period of time to accept or decline the nomination. The candidates will be fully informed of expected duties in regards to service on the Panj. The community members will then have a time frame to place their vote and the new Director will be announced at the following community meeting. Upon election, new Directors must become members of the community.

Section 6: *Regular Meetings*

- Regular meeting of the Portland Panj may be held at a time and place to be determined and an agenda will be made by the Directors at least a week prior to the meeting.
- Portland Panj meetings will be held 10 times per calendar year or more
- Community gatherings are held at least twice a year.
- Panj meeting minutes will be available to the community.
- Panj meetings are open to any person who is determined by the Directors to be a regular participant in Portland Kundalini Yoga events. They may attend only in an observer capacity unless otherwise requested by the Portland Panj.
- Panj meetings may be closed to outsiders by a vote of 80% of the board.

- A Director may arrange to be present at a Panj meeting through teleconference and in so doing will not be considered absent.
- Panj meeting minutes will be made available to the community via website prior to the next meeting.

Section 7: *Quorum & Voting*

- **Quorum:** A Portland Panj meeting shall be 80% or 4/5 of Directors currently on the Portland Panj.
- **Voting:** In order to approve a proposal the Portland Panj must have a quorum.
- A Director not physically present may vote by absentee ballot.
- A Director may have an alternate fill in only if they have given written notice to the Portland Panj one week prior to the meeting.

Section 8: *Special Meetings*

- In the event of a community emergency, a special meeting of the Portland Panj may be held at a time and place to be determined by the Portland Panj. With notice given by both e-mail and phone, to all Directors at least 24 hours prior to the meeting.
- If a quorum is not present, then decisions shall be limited to handling of the emergency.

Section 9: *Vacancies and Temporary Leave of Absence*

- A Director may appoint an Alternate Director who, if approved by the Portland Panj, will be allowed to sit in place of the Director on a Temporary Leave of Absence (TLOA).
- The Alternate Director may have a voice and make decisions. That person must be in contact with the Director on TLOA and can be a replacement for a maximum of 6 months.
- The Director on a TLOA will not be considered absent with an Alternate Director representing him.
- The Alternate Director can only become an official Director upon the procedures as outlined in Article 4, Section 3.
- If there is an unexpected vacancy a meeting will be called with the community and election will be held. The Community will have a two week advanced notice of the meeting. Community members who are unable to attend the meeting may nominate their choice by email to any Panj Members.
- If an alternate is to fill-in for a Director on a TLOA, then that Director must give written notice to the Portland Panj one week prior to the meeting.
- With the approval of the Portland Panj, a Director may be granted a Leave of Absence, relieving that member of the responsibility of attending Panj meetings.

Section 10: *Removal of Directors*

- Missing three of the regular monthly Portland Panj meetings within one year period of time is cause for removal.

- With the approval of the Portland Panj, a Director may be granted a 'leave of absence', relieving that member of the responsibility of attending meetings.
- A Director may be removed by a vote of two thirds of the members present at a special membership meeting called for that purpose.
 - Removal may result if it is determined in the judgment of the Portland Panj that a Director was derelict in his or her duty, or there is reason to believe that his or her actions were unlawful or if he or she is no longer qualified as outlined in Article V Section 2.
 - The notice for the meeting shall state that the purpose of the meeting is the removal of the Director.
 - The Director being considered for removal shall not cast a vote.
 - A letter of intent shall be sent to the Director two weeks prior to the meeting.

Section 11: *Compensation*

- Directors shall not receive any salary for their services as Director, but may be reimbursed for expenses related to Portland Panj duties that are pre-approved by the Portland Panj.
- Directors shall not serve as paid employees of Kundalini Yoga Portland
- If a Director is a yoga instructor, and serves the community in that capacity, that member may acquire income for that service.

Section 12: *Action without Meeting*

- An action may be taken with approval of all Directors without a meeting, if consent in writing is given by all Directors, through e-mail or hand signatures.

ARTICLE VI – COMMITTEES**Section 1: *Committees***

- The Portland Panj may establish committees/committees as it deems necessary and desirable.
- Such committees/committees may carry out functions assigned by the Portland Panj or be advisory committees.
- Members of these committees/committees shall be selected by the Portland Panj from Kundalini Yoga Portland.

Section 2: *Composition of Committees*

- Each committee chair will consult and communicate with the Portland Panj about its activities.

Section 3: *Limitations of Powers*

- No committee may authorize payment of a dividend or any part of the income or profit of the corporation to its Directors or officers; nor may it approve dissolution, merger or the sale, pledge, or transfer of any of the corporation's

assets; nor may it elect, appoint, or remove Directors to fill vacancies of the Directors; nor may it adopt, amend, or repeal the Articles, bylaws or any resolution of the Portland Panj.

ARTICLE VII – FINANCES

Section 1: *Management of the Community Bank Account*

- Two of the Directors, shall be responsible for making transactions and verifying bank balance.

Section 2: *Auditing*

- When the community budget exceeds \$25,000 per year the account shall be audited by a Certified Public Accountant who is not a member of the Kundalini Yoga Portland

ARTICLE VIII – CORPORATE INDEMNITY OF OFFICERS AND DIRECTORS

- The Kundalini Yoga Portland Community may indemnify any Director or Officer or former Director or Officer, his or her heirs or assignees for any of all judgments, settlements, attorney fees and litigation expenses incurred by reason of his or her having been made a party to litigation due to having been a Board member of the Kundalini Yoga Portland Community.
- The Kundalini Yoga Portland Community may advance expenses where appropriate.
- The provisions of this section apply also to any cause of action arising prior to the adoption of these Bylaws.
- The rights of indemnification set forth herein are not exclusive. Directors are not entitled to indemnification if the cause of action is brought by the Kundalini Yoga Portland Community itself against a Director – or if it is determined that a Director or Officer was derelict in his or her duties, or had reason to believe that his or her actions were unlawful.

ARTICLE IX - DISSOLUTION OF THE ORGANIZATION

- Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for the public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for the purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X – AMENDMENTS TO BYLAWS

- These Bylaws and any Addendums may be altered, amended or repealed and new Bylaws may be adopted by vote of 80% of the entire Portland Panj, at any regular or special meeting called therefore with notice specifying purpose and providing written copies of the proposed amendments.

- Such notice shall be mailed at least ten (10) days prior to the meeting and be both e-mailed and posted on the website.