

Ikebana International  
Naples Chapter #160  
Bylaws  
Proposed January 2024

**ARTICLE I: Name**

The name of this Chapter shall be Ikebana International Naples Chapter #160, a cultural, non-profit, Chapter of Ikebana International with headquarters in Tokyo, Japan.

**ARTICLE II: Objectives**

**Section 1**

This organization is organized exclusively for charitable, educational and cultural purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code, or corresponding sections of future federal tax code.

In addition, the objective of this Chapter shall be to stimulate, cultivate and perpetuate the study of ikebana 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** – The membership shall consist of:

1. Regular Members

- a. Regular Members in good standing are those who's International and chapter dues have been paid to the Chapter. Through this Chapter, which shall be known as their Primary Chapter, they may exercise International and Chapter voting privileges and hold office.
- b. A Regular Member in good standing who relocates residence 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.

- c. Associate: A Regular Member of a Primary Chapter may join other Chapters by paying only the Chapter dues; such Members shall not have International and Chapter voting privileges in those other Chapters, and may not hold office in those Chapters.

## 2. Honorary Members

- a. Honorary membership in the chapter may extended to those individuals who have rendered outstanding service to the Chapter.
- b. Honorary membership in individual Chapters is based on criteria established by the Chapter.
- c. International dues for this Chapter's Honorary Members shall be paid by their sponsoring Chapter.
- d. The International Board of Directors may exempt a new Chapter from paying International dues for up to three years for one Honorary Member.
- e. Honorary Members shall have, without payment of 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 fiscal year shall run from July 1 through June 30.

### **Section 2:**

Dues for each Regular Member shall be (a) equal to 6,000 yen for International dues, plus (b) up to \$150 per member for Chapter #160'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.

### **Section 4:**

Honorary members shall be exempted automatically from payment of dues.

### **Section 5:**

Membership shall be terminated automatically if a Members' 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 if available.

**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 Officers and Chairpersons of Standing Committees responsible for Chapter governance.

**Section 2:**

The Chapter Board shall consist of Elected Officers of the Chapter and 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 shall be:**

- 1) Exercise power and authority over the affairs of the Chapter in the interim between the meetings of the Chapter.
- 2) Formulate Chapter policies and procedures.
- 3) Implement the directives from International Headquarters in the most expeditious manner for the common good of Ikebana International and this Chapter.
- 4) Ensure full compliance with local and national laws, governing an organization such as Ikebana International.
- 5) Conduct all business of the Chapter not specified as belonging to the Executive Officers or Committee Chairpersons.
- 6) Consider and act upon business referred to it by the membership and to report on such action at the following meeting.

**Section 5: Duties of Elected Officers**

- 1) The President shall preside at all meetings 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 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 be the Program Chair.
- 3) The Second Vice-President in the absence of the President and the First Vice President shall perform the duties of the President. The Second Vice-President shall be the Membership Chairman.



- 4) The Recording Secretary shall keep an accurate record of all business transacted at all meetings of the Chapter and Chapter Board and shall present the minutes for approval at the succeeding meeting.
- 5) The Corresponding Secretary shall conduct general correspondence of the Chapter as directed by the President of 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 International Headquarters.
- 6) The Treasurer shall:
  - a. Be custodian of Chapter funds, receive all money of this Chapter, keep accurate records of receipts and expenditures, and pay out funds for routine expenditures and other expenditures as authorized by the Chapter Board.
  - b. Be the chairman of the Budget Committee.
  - c. Submit a monthly statement of current finances at each monthly Board meeting.
  - d. Submit the Membership Registration Form with payment of annual dues to the International Headquarters prior to July 1.
  - e. Notify Members whose dues are in arrears.
  - f. 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 a record of all Chapter events.

#### **Section 6: Duties of Committees**

- 1) The Chapter President with approval of the Elected Board of Directors shall appoint each Committee's Chairperson.
- 2) The Chapter may establish as many Standing Committees as needed.
- 3) This chapter has one Standing Committee which is Ginza.
- 4) Special Committees shall be created as needed with the approval of the Chapter Board. The chairperson shall be appointed by the President. Chairpersons of Special Committees shall not have a vote on the Chapter Board.

## **ARTICLE VI: Election and Installation of Officers**

### **Section 1: Nominations**

1. The Nominating Committee (Special Committee)
  - a. The Nominating Committee shall, with approval of the Chapter Board, appoint 2 or 4 Members to form their Nominating Committee.
  - b. Nominating Committee Members shall not serve on this Committee for more than one consecutive term.
  - c. Nominating Committee Members may be a candidate for election in the business year for which the Committee is preparing nominations (Per 2019 Robert's Rules of Order).
2. Candidates
  - a. Candidates for office shall be nominated by the Nominating Committee with the approval of the Board of Directors.
  - b. The candidate for the office of President shall have served on the Chapter Board for at least a period of one business year.
  - c. Additional nominations may be made from the floor, provided that the consent of the nominee has been secured.
3. Slate of Nominations
  - a. 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 February meeting of the Board of Directors.
  - b. After approval by the Board of Directors, the slate of nominees shall be submitted to the Chapter membership at least thirty days prior to the Chapter's Annual General Meeting.

### **Section 2: Election of Directors**

1. Directors shall be elected for a term of two years at the Chapter Annual General Meeting in April and shall immediately be installed and take office. A candidate receiving a majority vote shall be deemed elected.
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 email may be authorized.
3. A candidate receiving a majority vote shall be deemed elected.

## **ARTICLE VII: Meetings and Quorum**

### **Section 1: Program Meetings**

The Chapter shall hold a minimum of six (6) program meetings annually.

### **Section 2: Annual General Meeting (AGM)**

1. The Annual General Meeting shall be held in April.
2. Power of the Annual General Meetings:
  - a. Presentation of business plan and budget
  - b. Presentation of business report and settlement of accounts
  - c. Election and installation of officers
  - d. Other important matters

3. Minutes of the Annual General Meeting
  - a) The Minutes of the Annual General Meeting shall be recorded in English.
  - b) The Minutes shall be approved by the Board of Directors, shall contain at least the following matters and shall signed and/or sealed by the President and the Recording Secretary.
4. Contents of Minutes
  - a. Objective matters, including the date and place of the meeting.
  - b. Total membership of the Chapter and the number of Members present.
  - c. The substance of the proceedings of the meeting and any results thereof.

### **Section 3: Meetings of the Board of Directors**

1. The President shall convene regular meetings of the Board of Directors at least four(4) times per year.
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 regularly scheduled Board of Directors' meeting.

### **Section 4: Quorum**

A quorum at any regular meeting shall consist of 35% 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 the proposed amendments have been approved by the Chapter Board and the International Board and copies of amendments have been emailed to Chapter members at least two weeks prior to the meeting.

### **ARTICLE IX: Disposition of funds**

Upon the dissolution of this 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 a public purpose.

### **ARTICLE X: Authority**

The most recent edition of Robert's Rules of Order shall govern this Chapter in all applicable cases.