

BYLAWS

**B.K.S. Iyengar Yoga National Association of the U.S., a
Michigan Nonprofit Corporation**

**Dated as of
January 31, 2021**

**BYLAWS
OF
B.K.S. IYENGAR YOGA NATIONAL ASSOCIATION
OF THE U.S.**

A Michigan Nonprofit Corporation

ARTICLE I

NAME, OFFICES, AND PURPOSES

1.1 Name. The name of the corporation is B.K.S. Iyengar National Association of the U.S., d/b/a IYNAUS.

1.2 Purpose and Activities. The corporation will operate exclusively for charitable and educational purposes within the meaning of sections 170(c) and 501(c)(3) of the Internal Revenue Code. The purpose of the corporation is to educate others about the art, science and philosophy of Yoga according to the teachings of Yogacharya B.K.S. Iyengar. To further this purpose, the corporation may:

1.2.1 Assess applicants for teaching certificates awarded by RIMYI as set out in the IYNAUS Assessment Manual.

1.2.2 Support the aims and objectives of RIMYI, where consistent with the charitable purposes of IYNAUS.

1.2.3 Provide research and resources (financial, educational, and training) for outreach efforts to Iyengar Regional Associations, studios and teachers committed to making Iyengar yoga more diverse, equitable and inclusive.

1.2.4 Arrange and provide for the holding of events, Yoga demonstrations, meetings, conventions, conferences, lectures and classes in the United States, and facilitate Yoga intensive studies at the Ramamani Iyengar Memorial Yoga Institute (RIMYI) in Pune, India.

1.2.5 Facilitate and expedite communication between RIMYI and United States students, and foster a fruitful East-West cultural exchange.

1.2.6 Maintain a national registry of certified teachers and assessors.

1.2.7 Promote and advance the study and the practice of, and research into, the therapeutic effects of Iyengar Yoga as a means of improving the mental, physical, and spiritual health of the community, and to publish the useful results of any such research.

1.2.8 Maintain and enforce applicable intellectual property rights related to the Iyengar name in connection with teaching Iyengar Yoga.

1.2.9 Establish a reference library and maintain archives of pertinent materials written by or about B.K.S. Iyengar, including depictions, electronic reproductions and works.

1.2.10 Support charitable and educational activities in Bellur, India of the Iyengar family, consistent with IYNAUS' charitable and educational purposes.

1.2.11 Establish a newsletter, website, and other means of disseminating information consistent with IYNAUS' charitable and educational purposes.

1.2.12 Employ staff, own property, borrow money, raise funds, incur expense or do any other thing in pursuance of these functions.

1.2.13 Support and maintain high ethical standards in the teaching of Iyengar Yoga in the United States, through a standing ethics committee that seeks to resolve issues and complaints.

1.2.14 Acquire, own, dispose of and deal with real and personal property and interests therein and to apply gifts, grants, bequests and devises and their proceeds in furtherance of the purposes of the corporation.

1.2.15 Do all such things and to perform such acts to accomplish its purposes as the Board of Directors may determine to be appropriate consistent with its status as a public charity under U.S. tax law and a nonprofit corporation under the laws of the State of Michigan.

1.3 Nonprofit Operation. No director of the corporation shall have any title to or interest in the corporate property or earnings in the director's individual or private capacity, and no part of the net earnings of the corporation shall inure to the benefit of any trustee, director, officer or private individual. No part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE II MEMBERS AND MATTERS RESERVED TO THE MEMBERS

2.1 Members. Individual membership is open to all persons interested in the purposes of the corporation. All United States members determine their regional affiliation and become IYNAUS members through their region. International members may join through a region or through IYNAUS. Membership is automatic for any person who is a member of a United States Regional Iyengar Yoga Association recognized by the corporation.

2.2 Matters Reserved. Each member in good standing has the right to vote on the following as these may come up from time to time as determined in the sole discretion of the IYNAUS Board:

2.2.1 Regional board representatives for the member's region;

2.2.2 Approval/disapproval of general meeting minutes when attending a general meeting, or by ballot in non-convention years;

2.2.3 Approval of IYNAUS financial report and budget when attending a general meeting, or by ballot in non-convention years;

2.2.4 Removal of directors (see below);

2.2.5 On any topic brought to vote by the Board when the member is in attendance at a special meeting.

Member meetings can be held at IYNAUS conventions (at which the quorum shall be the number of members in attendance), and may be otherwise called by signed, written petition of at least 20 members, more than half of whom are certified Iyengar Yoga teachers, with at least 30 days' advance written notice to the IYNAUS President. The quorum for any member meeting (other than at a convention) shall be 200 members, more than half of whom are certified Iyengar Yoga teachers.

For clarification, "members" herein refers to the dues-paying members of IYNAUS, not to imply that the corporation is a membership corporation under the Michigan Nonprofit Corporation Act. IYNAUS is a directorship corporation within the meaning of the Act. The removal power above is given to ensure accountability to a larger population of Iyengar Yoga practitioners and teachers. The rights in this Article are reserved to the members by unanimous agreement of the Board pursuant to section 488 of the Act.

ARTICLE III BOARD OF DIRECTORS

3.1 Board of Directors. The Board of Directors is the governing body of the corporation. The corporation is organized on a nonstock, directorship basis under the Michigan Nonprofit Corporation Act of 1982, as amended (the "Act"). Except as otherwise provided by law, all matters which are subject to membership vote or other action in the case of a Michigan nonprofit membership corporation shall be approved by action of the Board of Directors.

3.2 Powers of the Board of Directors. The Board of Directors shall have charge, control and management of the business, property, personnel, affairs and funds of the corporation, and shall have the power and authority to do and perform all acts and functions permitted for an organization described in section 501(c)(3) of the Internal Revenue Code not inconsistent with these bylaws, the articles of incorporation, or the laws of the State of Michigan. The Board of Directors shall meet as often as necessary to conduct the business of the corporation, but at least annually.

3.3 Number of Directors. The Board of Directors shall consist of not less than three and not more than 26 persons, as determined from time to time by the Board of Directors.

3.4 Term and Appointment of Directors. Directors shall be elected to three year terms by the affirmative vote of the Board of Directors at its annual meeting or by consent

without a meeting. It is intended but not required that (with the exception of the attorney-in-fact for the Iyengar family) Directors not serve more than two consecutive terms. The regional associations may nominate one Director per region, subject to approval by the Board. If a Director nominated by a regional association serves as an officer, the region may nominate a second Director. In the case of two Directors having been previously (before the effective date of these bylaws) nominated by a regional association, both Directors will serve out their terms. The Board may appoint additional Directors, fewer in number than those nominated by the regional associations, based upon interest, aptitude and skills. The Board and the regional associations should strive to include, as a minority of Board members, students not certified as teachers. The Board will endeavor to stagger the terms of the Directors so that approximately one-third of the Directors are elected at each annual meeting. Directors' terms shall commence upon Board confirmation of appointment and end on the calendar year end following the three year anniversary of confirmation, or at such other date as the Board may determine.

3.4.1 Resignation. A director may resign by giving notice to the Secretary of the corporation, which notice shall be immediately forwarded to the Board of Directors. Unless otherwise specified in the resignation, the resignation shall take effect upon receipt by the Secretary, and the acceptance of the resignation shall not be necessary to make it effective.

3.4.2 Removal. Any director may be removed from office with or without cause at any meeting of the Board of Directors by the affirmative vote of a majority of the directors. Note below that the Executive Council also possesses a limited right to remove a director. In addition, the members of IYNAUS may remove any director with or without cause by majority vote at a meeting of members as provided in the Article above.

3.4.3 Vacancies. Vacancies occurring in the Board of Directors by reason of death, resignation, removal or other inability to serve shall be filled (a) if the Director was not nominated by a regional association, by the affirmative vote of a majority of the remaining directors, or (b) if the Director was nominated by a regional association (and is not an officer), the regional association may nominate a new Director. A Director elected to fill a vacancy shall serve for the unexpired portion of the term of the replaced Director.

3.5 Annual Meeting. The annual meeting of the Board of Directors shall be held on a date to be determined by the Board from time to time. At the annual meeting, the Board of Directors shall elect directors, elect officers, and consider such other business as may properly be brought before the meeting. If less than a quorum of the directors appears for an annual meeting of the Board of Directors, the holding of such annual meeting shall not be required and matters which might have been taken up at the annual meeting may be taken up at any later regular, special, or annual meeting or by consent resolution. Notice shall be given to the directors at least ten (10) but not more than sixty (60) days prior to an annual meeting of the Board of Directors.

3.6 Regular Meetings. Regular meetings of the Board of Directors may be held at such times and places as the directors may from time to time determine at a prior meeting or as shall be directed or approved by the vote or consent of all the directors. No notice is required for a regular meeting of the Board of Directors.

3.7 Special Meetings. Special meetings of the Board shall be called by the Secretary upon the written request of the President or any two directors. Special meetings of the Board of Directors shall be held pursuant to notice of the time, place and purpose thereof either delivered personally or sent by telephone, mail or electronic means, including by email, to each director not less than twenty-four (24) hours prior to the meeting and if by telephone or electronic means, confirmed in writing before or after the meeting.

3.8 Compensation. Per IRS rules, directors may not receive more than reasonable compensation for services on the Board of Directors. If the Board of Directors decides not to provide compensation to directors, the corporation may still purchase insurance as provided in section 6.2, provide reasonable compensation to a director for services which are beyond the scope of the director's duties as a director, or reimburse any director for expenses actually and necessarily incurred in the performance of the director's duties as a director.

ARTICLE IV RULES GENERALLY APPLICABLE TO MEETINGS OF BOARD, EC AND COMMITTEES

4.1 Action Without a Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors, Executive Council, or a committee may be taken without a meeting, without prior notice, and without a vote, if 2/3 of the directors, Council members, or committee members entitled to vote thereon consent in writing or by electronic transmission. The consents shall be filed with the minutes of the proceedings and shall have the same effect as a vote for all purposes.

4.2 Quorum and Voting Requirements. A majority of the Directors or Executive Council members, as the case may be, constitutes a quorum for the transaction of business. Committees have no quorum requirements here but may establish them as desired. The vote of a majority present at any meeting at which there is a quorum shall be the act of the Board or Council, except as a larger vote may be required by the laws of the State of Michigan, these bylaws, or the articles of incorporation. A director may not authorize another person to act for the director by proxy on any matter, except that a director may authorize another person to act for the director with respect to the election of directors by proxy in accordance with the Act.

4.3 Participation in Meeting by Remote Communications Equipment. A member of the Board or of a committee may participate in a meeting by conference telephone or by other means of remote communication (including an Internet chat room or web conference) through which all persons participating in the meeting may communicate with the other participants. All participants shall be advised of the means of remote communication and the names of the participants in the meeting shall be divulged to all participants. Participation in a meeting in this manner constitutes presence in person at the meeting.

4.4 Methods for Giving Notices and Consents. Unless otherwise provided in these bylaws or the Act, any notice or consent required or permitted may be given in writing or by electronic transmission. An electronic transmission, as defined in the Act, includes without limitation an email or text. Notwithstanding the foregoing, no notice need be given to any

person who submits a signed waiver of notice before or after a meeting, or who attends a meeting without objecting to any lack of notice at the beginning of the meeting or upon arrival.

ARTICLE V OFFICERS

5.1 Officers. The officers shall be a President, a Secretary, a Treasurer, an Equity and Inclusion Officer and, if desired, a Vice President. There may also be such other officers as the Board of Directors deems appropriate. All officers are also members of the Board.

5.2 Election and Term of Office. All officers shall be elected for a term of three-years by the Board of Directors. It is intended, but not required, that no officer serve more than two consecutive terms. No person may execute, acknowledge or verify an instrument in more than one capacity if the instrument is required by law or by the articles of incorporation or these bylaws to be executed, acknowledged or verified by two or more officers. In case of the absence or disability of any officer of the corporation and of any person hereby authorized to act in his place during periods of absence or disability, the Board may, from time to time, delegate the powers and duties of such officer to any other officer, or any directors, or any other person whom it may elect or appoint.

5.3 Resignation. An officer may resign by giving notice to the Board of Directors. Unless otherwise specified in the resignation, the resignation shall take effect upon receipt by the Board of Directors, and the acceptance of the resignation shall not be necessary to make it effective.

5.4 Removal. Any officer may be removed with or without cause by the vote of a majority of the directors then in office at any regular or special meeting of the Board of Directors, or by 2/3 vote of the Executive Council.

5.5 Vacancies. In the event of the death, resignation, removal, or other inability to serve of any officer, the Board of Directors shall elect a successor who shall serve until the expiration of the normal term of such officer or until his or her successor shall be elected.

5.6 President. The President shall be the chief executive officer of the corporation, and, as such, under the direction of the Board of Directors shall have power, on behalf of the Board of Directors, to perform all acts, execute and deliver all documents, and take all steps that the President may deem necessary or desirable in order to effectuate the actions and policies of the Board.

5.7 Equity and Inclusion Officer. The Equity and Inclusion Officer (EIO) shall oversee and be responsible for the implementation of the corporation's vision as it relates to diversity, equity, inclusion and justice as stated in these bylaws. The EIO will be an ex officio member of the Yoga Equity Committee.

5.8 Vice President. In the absence or disability of the President, the Vice President shall perform the duties and exercise the powers of the President and shall perform such other duties as the Board of Directors shall prescribe.

5.9 Secretary. The Secretary (or, in the Secretary's absence or incapacity, an Assistant Secretary) shall send or cause to be sent all required notices of meetings of the Board of Directors, shall receive and attend to correspondence of the Board of Directors, and shall perform such other duties as usually pertain to the office or as shall be determined from time to time by the Board of Directors or the Executive Council.

5.10 Treasurer. The Treasurer (or, in the Treasurer's absence or incapacity, an Assistant Treasurer) shall have charge of the funds of the corporation, except for such funds as the Board of Directors may designate; shall see that an accounting system is maintained which will give a true and accurate accounting of the financial transactions of the corporation; and shall render reports from time to time as requested by the Board of Directors of his or her activities and the financial condition of the corporation. All funds received by the Treasurer shall immediately be deposited in a depository designated by the Board of Directors.

ARTICLE VI EXECUTIVE COUNCIL

6.1 Executive Council. There shall be a standing Executive Council of the Board of Directors, consisting of 8 members appointed by the Board of Directors with the recommendation or consent of the President, who will chair the Executive Council. The President may add up to 3 additional Board members to the Executive Council, in the President's discretion.

6.2 Powers of the Executive Council. Between meetings of the Board of Directors, the Executive Council is delegated and may exercise all of the power and authority of the Board of Directors in the management of the business and affairs of the corporation. However, the Executive Council may not, without Board approval, (a) remove more than one director in a calendar year, (b) amend the articles of incorporation, or (c) amend the bylaws. At each meeting of the Board of Directors, a member of the Executive Council shall report on material actions, if any, taken by the Executive Council between meetings of the Board of Directors.

6.3 Composition. Each of the President, Vice-President (if any), Secretary and Treasurer shall be an *ex officio* member of the Executive Council, provided that such officer is also a director. The Executive Council will also include the chair of the Assessment Committee, the chair of the Ethics Committee, the Equity and Inclusion Officer, and the attorney-in-fact for the Iyengar family.

ARTICLE VII COMMITTEES

7.1 Committees. The Board of Directors may establish and has established committees from time to time as it shall deem appropriate, and may establish policies or resolutions related to qualifications and mission. The terms of all committee members are three years. It is intended that committee members not serve more than two consecutive terms. Standing Committees may include, but not be limited to the following:

7.1.1 Yoga Equity. The mission of the Yoga Equity Committee is to create opportunities and a path for more Diversity, Equity and Inclusion (DEI) for students,

teachers and communities to study and learn the art, science, and philosophy of Iyengar yoga. The Yoga Equity Committee has responsibility for the execution of this mission.

7.1.2 Governance. The Governance Committee is charged with helping establish and populate the Board, Executive Council and Committees, complying with the corporation's articles and bylaws, and updating the corporation's governing documents as necessary or appropriate.

7.1.3 Assessment. The Chair of the Assessment Committee shall be elected by the certified teachers who have qualified to serve as assessors. The Assessment Committee shall have charge of the process of assessment of teachers and teacher candidates, subject to the direction of the Board.

7.1.4 Ethics. The Ethics Committee enforces the high ethical standards that apply to certified teachers. It is empowered to receive, investigate and resolve ethics complaints, and it reports to the President and to the Executive Council.

7.1.5 Finance. The Treasurer shall chair the Finance Committee. The duties of the Finance Committee include overseeing the organization's finances, advising the Executive Council and the Board on all matters relating to the corporation's business and financial activities, and preparing an annual budget.

7.1.6 Trademarks. RIMYI owns certain intellectual property rights associated with the name "Iyengar Yoga" as a method of teaching yoga, along with certain related marks. These rights include registrations with the U.S. Patent and Trademark Office. RIMYI has designated an agent in the U.S. under a power of attorney to monitor, enforce, collect and distribute royalties (including to IYNAUS), and otherwise manage such U.S. intellectual property rights. The Trademarks Committee, consisting of at least two members who are CIYTs, one of whom is the agent, oversees this role and determines, with input from the Executive Committee and Assessment Committee, the qualifications and the rights of CIYTs to use such intellectual property.

7.2 Limitations on Committees. No committee shall have the power or authority to: (a) amend the articles of incorporation; (b) agree to merge with another organization; (c) authorize the conversion of the corporation into another type of entity; (d) authorize the sale, lease, exchange, or donation of all or substantially all of the corporation's property and assets; (e) authorize a dissolution of the corporation or a revocation of a dissolution; (f) amend the bylaws of the corporation; (g) fill vacancies on the Board of Directors; (h) remove any person from the Board of Directors; (i) adopt, delete, change or make exceptions to policies; (j) establish or abolish any standing Board committee; (k) reverse actions previously taken by the Board of Directors; or (l) approve the payment of compensation for any director serving on the Board of Directors or any committee. Further, a committee that is not composed entirely of directors of the corporation shall not exercise the power or authority of the Board of Directors in the management of the corporation's business and affairs, but may perform, under the direction of the Board, such functions as determined from time to time by the Board.

7.3 Procedure. Each Committee may adopt rules for its own government not inconsistent with these bylaws or with Robert's Rules Of Order, or with other rules adopted by the Board.

ARTICLE VIII CORPORATE DOCUMENT PROCEDURE

8.1 Execution of Corporate Documents. A corporate document shall not be signed by any officer, designated agent, or attorney-in-fact unless authorized by the Board of Directors or these bylaws.

8.2 Authority to Execute Documents. The Board of Directors may in any instance designate one or more officers, agents or employees to execute any contract, conveyance, mortgage or other instrument on behalf of the corporation, and such authority may be general or confined to specific transactions. The Board of Directors may also ratify any execution. When the execution of any instrument has been authorized without specifying the executing officers or agents, any of the President, the Secretary, or the Treasurer may execute such instrument on behalf of the corporation.

ARTICLE IX INDEMNIFICATION

9.1 Indemnification. Each person who is, was, or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding of any sort, whether civil, criminal, administrative, or investigative, and whether formal or informal, by reason of the fact such person is or was a director, officer, or member of a committee of the corporation or that such person serves or has served at the request of the corporation as a director, officer, partner, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise shall be indemnified by the corporation to the fullest extent permitted by the laws of the State of Michigan as they may be in effect from time to time. The corporation may, to the extent authorized from time to time by the Board, grant such rights to indemnification to any employee, non-director volunteer, or agent of the corporation to the fullest extent provided under the laws of the State of Michigan as they may be in effect from time to time.

9.2 Insurance. The corporation may purchase and maintain insurance on behalf of any person described in section 6.1 above against any liability asserted against and incurred by such person in any such capacity or arising out of his status as such, whether or not the corporation would have power to indemnify such person against such liability under the preceding section 6.1.

ARTICLE X MISCELLANEOUS

10.1 Amendments. These bylaws may be amended by the Board of Directors by the affirmative vote of two-thirds of the directors then in office. No amendment inconsistent with the articles of incorporation shall be effective prior to amendment of the articles of incorporation.

10.2 Fiscal Year. The fiscal year of the corporation shall be the calendar year.

10.3 Confidentiality and Sensitive Information. The corporation may have information and documents that are nonpublic and confidential. They may relate to finances, funding, personnel, community partners, recipients of services, problems, and opportunities. Information may be in writing, communicated orally, or learned through observation. The corporation may prepare confidentiality policies or agreements for use with directors, committee members, volunteers, contractors, and employees, and may provide oral instructions with respect to particular information. The duties of a director and officer of the corporation include the obligation not to disclose to third parties any nonpublic information, to use such information only for the nonprofit purposes of the corporation, and to return to the corporation any documents and other property upon request, or upon conclusion of their term of service, whichever comes first. This obligation continues for so long a period of time as the information is nonpublic. In addition, because of the type of services provided by the corporation, it will learn personal or sensitive information about vulnerable individuals and families, donors, and other members of the community. Even if some information possessed by the corporation is not technically “secret” or “nonpublic,” it is the policy of the corporation not to publicly talk about sensitive matters unless we have permission to do so from those who are the subject of the information.