

BY-LAWS  
of the  
ASSOCIATED KOI CLUBS OF AMERICA

ARTICLE I  
*NAME*

The Corporation shall be known as the ASSOCIATED KOI CLUBS OF AMERICA, INC. (Referred to as AKCA).

ARTICLE II  
*PURPOSE*

The purpose of the corporation is: To promote, create and enlarge the hobby of keeping, breeding, appreciating and exhibiting Koi; to disseminate information about Koi activities world wide to its membership; to issue publications which will provide information on Koi culture not only to members but also to the public-at-large; to provide information to the public-at-large through news releases to the media and other public relations endeavors; to encourage and promote the chartering of organizations or clubs where interest is expressed and to assist them in becoming and remaining viable.

ARTICLE III  
*MEMBERSHIP*

Any club or organization whose primary interest is in Koi culture shall be eligible for membership in this Corporation. Membership shall not be construed as surrender of autonomy or in any way interfering into the affairs of the individual clubs or organizations. No one may become a member as an individual except in those cases of membership as an Honorary or Associate Member.

Section 1: Club definition. A club is an organization governed by a constitution and/or By-Laws with duly elected officers holding regular meetings and meeting all membership requirements.

Section 2: Classes of Membership.

- A. Active Member: Active members shall consist of Koi clubs in the US and Canada in good standing with this Corporation.
- B. Associate Member: Associate members shall be any koi hobbyist who sincerely desires to support and participate in AKCA and who is not a member of an AKCA club because no club exists within one hundred (100) miles of the Associated Member's home or place of business. They can attend AKCA meetings but will not be allowed to vote or hold office. Associate Members may be approved by the AKCA Board of Directors with the recommendations of the Membership Committee.
- C. Honorary Members: Honorary Members shall be individuals who have been recommended By the Membership Committee and who have been approved by the Board of Directors to Receive the status of Honorary Member as recognition of their service and commitment to the Functions, but will not be eligible to vote or hold office except as they are members of a club in good standing. There will be no dues connected with this title.
- D. Professional Membership: Professional Membership is defined as any individual or Organization engaged in the sale of Koi or Koi products related to the koi hobby for Commercial gain. This membership does not carry a vote or eligibility for elected office.

Section 3: Application and Election to Membership. Application for membership into this Corporation must be made in writing to the Membership Committee. The Board of Directors will approve or disapprove membership with recommendation of the Membership Committee. When accepted, dues and all other necessary fees will be accepted by the Chief Financial Officer.

Section 4: Membership Dues: Active Membership dues shall be \$100.00 per year, which includes general liability insurance, for individual member clubs. Associate Membership dues shall be \$25.00 per year, does not include insurance. Professional Membership dues shall be \$240.00 and does not include insurance, but does include a one line "Name" listing in "Koi USA". Dues are payable in July of each year. If dues are not paid with three (3) months or 90 days of the billing date, that club will not be in good standing and will be suspended from AKCA membership, voting powers, general liability insurance, Koi USA reduced subscription rates and dropped from Koi USA club listing. A reinstatement fee of fifty (\$50) dollars will be assessed. Honorary Members will pay no dues.

Section 5: Change of Dues. A two-thirds vote of the voting members of the Board of Directors representing all clubs in good standing shall be required in order to change dues. All member clubs shall be given the opportunity to vote. All votes must be received within ninety (90) days of the question.

## ARTICLE IV GOVERNMENT

### Section 1: Management.

A. Board of Directors: Each AKCA club shall elect or appoint one (1) member as AKCA Director, (formerly Known as the AKCA Representative) who will be the representing director from that club on The AKCA Board. As an AKCA voting Director, this person must meet the requirements of Article X of the AKCA By-Laws. This member will be designated by their club to receive minutes of Meetings, report to their clubs regularly on AKCA matters, vote as directed by the club on such matters as shall come before the Board of Directors and whenever possible attend AKCA Board of Director's meetings. Each club shall notify the current AKCA Membership Committee, in writing, of any changes to the club's AKCA Director or Officers. A vacancy in the Board of Directors shall be filled within thirty (30) days after it occurs by the appointment of a Director by the member club concerned. A club AKCA Director, not able to attend AKCA Board meetings, is responsible to communicate at least every other month with the assigned local AKCA Board member.

B. Proxies: Member Clubs in good standing whose Directors are unable to attend the monthly meetings of the Board of Directors may designate a proxy (in writing to the AKCA Secretary) to provide said member club with the representation to which they are entitled on the Board of Directors of the Corporation. This proxy shall represent said member club as it directs.

C. Executive Board: The following officers shall be the Executive Board; Chairperson, Vice-Chairperson, Secretary, and Chief Financial Officer.

Control: The control and management of the affairs of this Corporation shall be vested in a quorum when routine or business matters are to be decided, which shall consist of a minimum of one Director or proxy from ten percent (10%) of the member clubs in good standing plus 2 Elected officers. The Chairperson of the Board of Directors shall preside at all meetings of the Board of Directors, except that in his or her absence, the next ranking elected officer shall preside. The Director or proxy of each member club shall have one vote, and is entitled to vote on any matter before the Board. Only individual hobbyist who are AKCA Directors or individual hobbyists who hold proxies for member clubs in good standing may vote, or place business before the Board of Directors. One person may vote 3 club proxies maximum on any vote at an AKCA Board meeting. Members of the Executive Board may place business before the Board of Directors. Individual Executive Officers do not have individual votes on matters before the Board of Directors. The Executive Board as a unit has one vote, in the event of a tie vote of the Board of Directors, on all matters before the Board of Directors.

### Section 2: Powers.

A. General Corporate Powers. Subject to the provisions of the California Non-Profit Corporation Law and any limitations in the Articles of Incorporation and these By-Laws relating to Action required to be approved by the Members, the business and affairs of the Corporation shall be managed and all corporate powers shall be exercised, by or under the Direction of the Board of Directors.

B. Specific Powers. Without prejudice to these general powers, and subject to the same limitation, the Board of Directors shall have the power to:

1. By a simple majority vote, select, remove, and replace any agents, contractors, and employees of the Corporation; prescribe any powers and duties for them that are consistent with Law, with the Articles of Incorporation, and with these By-laws; and fix their compensation.
2. Select, replace and remove all officers of the Corporation only by a two-thirds (2/3) vote of all voting Directors in good standing. All votes must be received within ninety (90) days of the question. In the event of a resignation or death of any officer of the Corporation during his/her term, the remaining highest ranking officer will have the authority to nominate an interim officer who will then fill that term until it expires. This nomination shall be ratified by the Board of Directors at the next regularly scheduled meeting of the Board of Directors.
3. By a two-thirds (2/3) vote of all Directors in good standing, change the principal executive office or the principal business office in the State of California from one location to another.
4. By a simple majority vote, to cause the Corporation to be qualified to do business in any other state, territory, dependency or country and conduct business within or outside the State of California; and designate any place within or outside the State of California for the holding of any regularly scheduled or special meetings of the Board of Directors of the Annual Meeting of the General Membership.
5. By a simple majority vote, adopt, make, and use a Corporate seal; prescribe the forms of membership certificates; and alter the form of the seal and certificate.
6. By a simple majority vote, borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation, and other evidence of debt and securities.
7. The Executive Board, during the periods between official meetings of the Board of Directors, shall be delegated at an Executive Board meeting with the power and authority to manage the business and affairs of the Corporation, except the power to amend or repeal the bylaws. The Executive Board may be called to session by any one of the four Executive Officers. All four Executive Officers must be present at this meeting. All actions of this meeting must be ratified at the next regularly scheduled meeting of the Board of Directors.

Section 3: The Board of Directors shall determine the policy for the magazine "Koi USA," and for any other publication of the Corporation.

## ARTICLE V *OFFICERS AND THEIR DUTIES*

Section 1: Election of Officers.

- A. The elected officers of this Corporation shall consist of Chairperson, Vice-Chairperson, Secretary and Chief Financial Officer. They shall be elected by a two-thirds (2/3) vote of voting Directors in good standing and validated duly constituted Directors at the June AKCA Board of Directors meeting each year. The Officers shall assume office at the time of the Annual General Membership meeting.
- B. Qualification for the election officers of this corporation:
  1. Individual hobbyist seeking nominations for the offices of this Corporation must have Attended two (2) of the last twelve (12) monthly Board of Directors meetings. If elected, they must be able to attend (at their own expense) the majority of the monthly meetings of the Board of Directors and all meetings of the Executive Board.

2. An individual hobbyists seeking nominations for the offices of this Corporation must be a Member in good standing of an AKCA member club that is in good standing and (a) have held at least one office, for a complete term, or (b) served as the AKCA club Representative of that club within the last three (3) years.
3. Nominees for the office of Chairperson must have previously served in an office as an Executive officer of AKCA.

Section 2: Duties of the Chairperson.

- A. The Chairperson shall preside at all meetings of this Corporation. He or she shall appoint all committee persons with the approval of the AKCA Board, except as limited by Article VII. The chair person shall be an ex-officio member of all appointed committees, except the Nominating Committee.
- B. The term of this office is one (1) year, but, he or she may serve two consecutive years if nominated and elected for the second term.

Section 3: Duties of the Vice-Chairperson.

- A. The Vice-Chairperson shall assist the Chairperson in conducting all meetings, act as parliamentarian and in the absence or disability of the Chairperson, preside at all meetings of this Corporation and shall act in his or her absence on matters before the board of Directors. The Vice Chairperson may elect, with the approval of the AKCA Board, to have an outside expert to aid in conducting the duties of Parliamentarian.
- B. The term of this office is one (1) year, but he or she may serve two consecutive years, if nominated and elected for the second term.

Section 4: Duties of the Secretary.

- A. The Secretary shall record all minutes of the proceedings of this Corporation and shall maintain such minutes in a neat and orderly manner. It will be this Secretary's responsibility to mail the minutes to the Directors within fifteen (15) days following the regular monthly meetings.
- B. The Secretary shall maintain the membership "mailing list". He or she shall hold this office for the term of one (1) year. There are no limits on the number of terms he or she may hold.
- C. The Secretary shall also record and maintain the Policies and Procedures. He or she shall also maintain a master calendar of all committee key dates.

Section 5: Duties of the Chief Financial Officer.

- A. The Chief Financial Officer shall receive, collect and deposit immediately upon receipt, in the name of the Corporation, all monies in a local bank and shall pay all bills and expenses incurred by this Corporation as directed by the Board of Directors.
- B. The Chief Financial Officer shall order an annual audit by a Board approved CPA of all the books of AKCA and arrange preparation of all appropriate taxes for the Corporation.
- C. The Chief Financial Officer shall prepare or cause to be prepared a monthly financial report to the Board of Directors at each monthly meeting to include the total corporation and all divisions. He or she shall hold this office for the term of one (1) year. There are no limits on the number of terms that he or she may hold.
- D. The Chief Financial Officer shall prepare all appropriate taxes for the corporation.

## ARTICLE VI *DIRECTORS MEETINGS*

Section 1: Regular Meetings: Regular meetings of Directors of this Corporation shall be held once per month, except December. These meetings shall be held on the second Friday of the month or another appropriate date established by majority vote of the Board of Directors. The meeting shall be held at the AKCA Corporate Headquarters. The Secretary shall notify all members of the Board of Directors at least five days prior to the date set.

Section 2: Special Meetings. Special Meetings of the Board of Directors will be held at the request of the Chairperson. The Secretary shall notify all members of the Special Meeting at least five days prior to the date set.

Section 3: Annual Meeting. The Board of Directors shall meet annually in an open meeting with members of the affiliated clubs.

## ARTICLE VII *COMMITTEES*

There shall be standing committees and select committees. All select committees shall be created by the Chairperson as the need arises, except the Nominating Committee, which shall be appointed by the entire Executive Board. Such select committees shall be created for a specific time period and their term, authority and membership may not be altered except by majority vote of the Board of Directors. The Chairperson will appoint standing committee members with the advice of any existing committee members of said committee and with the approval of the Board of Directors by a majority vote. No standing committee member shall be removed from their post except by majority vote of the Board of Directors received within forty-five (45) days of a formal announcement. Committee members must be members in good standing of a member club in good standing. All Committee Chairpersons shall keep records of the proceedings and actions of their respective committees as a history and to assist successive committee persons.

Section 1: Membership Committee. The Membership Committee shall review all applications for membership in this Corporation and shall make their recommendations to the Board of Directors. The Membership Committee shall also send out the annual dues notice, receives club renewals and maintains club information data bases.

Section 2: All American Koi Show Committee. If time, funds, and facilities become available, and if the event would not necessarily conflict with an existing show, it is the desire of the AKCA to establish an "All American Koi Show." If such a show is established, the All American Koi Show Committee shall plan, establish the dates, and coordinate activities for the "All American Koi Show" sponsored by this Corporation. It will solicit the support and coordination of efforts of all dealers participating with this Corporation.

Section 3: Publication Committee. (Primarily known as "KOI USA staff") The Publication Committee shall be responsible for the publication, operation and distribution of the magazine "KOI USA". It is this committee's responsibility to identify, recruit and recommend to the Executive Board any additions or deletions to the committee.

Section 4: Judging Certification Committee.

- A. This judging program has been created to select and qualify amateur Koi Show Judges to judge Koi show competitions of AKCA affiliated clubs and to help service and promote relationships between AKCA and member clubs. The AKCA Judging Committee reserves the sole right to select, qualify, certify and rescind AKCA Certified and Candidate Judges. It is this committee's responsibility to identify, recruit and recommend to the Executive Board any additions or deletions to the committee.

Section 5: Seminar Committee. The committee shall consist of a Committee Chairperson and three assistants. The Chairperson shall be in charge of the current Seminar and each assistant shall be in charge of one of the following three year's Seminars. At the close of each Seminar a new assistant shall be assigned and the Chairperson dropped as the first assistant moves to be the new current Chairperson, thus, continuing a chain of four Seminar Chairpersons. This committee shall manage the Annual Koi of the Year and Koi Person of the Year programs and the persons responsible for these activities shall be members of the Seminar Committee.

Section 6: Speakers Committee. This committee's responsibility is to establish and maintain a director of speakers for the member clubs to draw upon for their needs and to aid the Seminar Committee in locating speakers for their workshops and keynote requirements. This Committee shall also be responsible for any Speaker's Grants.

Section 7: Finance Committee. This committee shall assist the Chief Financial Officer with accounting, allocation and investment of all AKCA funds. The Chief Financial Officer shall chair the committee.

Section 8: Bookstore Committee. This committee shall oversee the operation of the AKCA Bookstore and the merchandise therein. The Chief Financial Officer shall be a member of this committee.

Section 9: Science Committee. This committee shall evaluate and recommend new techniques for improving Koi health. This committee shall also manage the Koi Health Advisor program.

Section 10: Education Committee. The Education committee shall prepare or approve books, guides, and general education products for the Koi hobbyist.

Section 11: Insurance Committee. The Insurance committee shall be chaired by the AKCA Risk Manager for the purpose of finding reasonable insurance coverage for the AKCA Board and member clubs.

Section 12: By-Laws Committee. The By-Laws committee shall be created and have the responsibility to review and recommend changes, additions, and deletions at the direction of the AKCA Board.

## ARTICLE VIII *PARLIAMENTARY AUTHORITY*

Robert's Rules of Order (revised) shall govern all proceedings of this Corporation where applicable providing that such rules shall not be in conflict with the By-Laws of this Corporation.

## ARTICLE IX *AMENDMENTS*

Section 1: New By-Laws. The Corporation may change existing or adopt new By-Laws only by a vote of two-thirds of voting member clubs in good standing provided that such By-Laws not be adopted until they have been recommended for approval by a By-Laws Committee formed for such purpose. All member clubs will have forty-five (45) days to submit their vote on new or changed By-Laws upon receipt.

Section 2: Change in By-Laws. Any change in these By-Laws shall immediately be entered and recorded as a part of the By-Laws of this Corporation and a copy thereof shall be sent to all affiliate clubs within thirty (30) days after adoption.

Section 3: Notice of Change of By-Laws. The Secretary shall also include notice to all member clubs in good standing of any such proposed changes by including the current and proposed change to the By-Laws.

Section 4: Organization Headquarters. The Headquarters for this Corporation shall be in the greater Southern California area and shall not be moved without a change in the By-Laws as per Article IX - Section 1.

ARTICLE X  
*CONFLICT OF INTREST*

The Chairperson of the Board of Directors of this Corporation shall not be President of any Koi Club during his or her tenure of office. No Officer, Director, KOI USA Editor, or Committee Member can be engaged in commercial enterprise; be it a dealer or commercial breeder or manufacturer of products related to Koi or Koi ponds, nor be representative or agent of said commercial enterprise. No Officer, Director, or KOI USA Editor may receive perks or special benefits from AKCA.

ARTICLE XI  
*NONPARTISAN ACTIVITIES*

This Corporation has been formed under the California Non-Profit Mutual Benefit Corporation Law for the purposes described in the Articles and By-Laws, and it shall be non-profit and non-partisan. No substantial part of the activities of the Corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote except matters pertaining to Koi, their culture or related areas. The Corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purpose described above.

ARTICLE XII  
*DEDICATION OF ASSETS*

The properties and assets of this non-profit Corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member or Director of this Corporation. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization dedicated to charitable purposes, provided that the organization continues to be dedicated to the exempt purposes as specified in the Internal Revenue Code Section 501 (a) (3).

ARTICLE XIII  
*REIMBURSABLE EXPENSES*

It is understood that some expenses are incurred during the process of conducting business for AKCA. These expenses include but are not limited to: telephone and fax calls, postage stamps, AKCA stationary and fax paper. The above expenses are reimbursable, upon presentation of receipts (unless deemed excessive by the Executive Board and/or the AKCA Board of Directors) all other expenses are subject to the approval of the Executive Board and/or the AKCA Board of Directors. It is the Chief Financial Officer's responsibility to maintain and track these expenses and report all excesses to the AKCA Board of Directors.

I, the undersigned, certify that I am the presently duly elected Secretary of the above named Corporation and, to the best of my knowledge, the above By-Laws of the Corporation are those in effect as of this date, June 13, 2003.

Signed,



Carole Elliott  
Secretary

*June 2003*

