

YOGA SOCIETY OF NEW YORK, INC.

By-Laws\* October, 2012

**PREAMBLE**

We gratefully acknowledge and dedicate these By-Laws to the founder and spiritual director of this organization, Shri Brahmananda Sarasvati (Ramamurti S. Mishra, M.D.). His lifelong dedication to humanity, supreme spirit (Absolute I-AM) and the highest truths remain as an inspiration to us all. He planted the seeds of self-knowledge in the hearts of many people the world over, which are destined to grow and help bring about the goal of individual and universal peace and harmony in spiritual unity. We are thankful for the opportunity to continue the legacy he began.

**ARTICLE I**

**OFFICE**

**1. PRINCIPAL OFFICE:**

The principal office of the Corporation shall be in the Town of Monroe, County of Orange, State of New York.

**2. OTHER OFFICES:**

The Corporation may also have offices at such other places within or without this State as the Board of Directors may, from time to time, determine or the business of the Corporation may require.

**\* Original Constitution and By-Laws dated June 5, 1963**

**New By-Laws (replaces original) adopted on April 4, 1998**

**Amendments to the By-Laws passed April 2010 and April 2011**

**Amendments to the By-Laws passed October, 2012**

## **ARTICLE II**

### **PURPOSES**

#### **1. PURPOSES:**

A. The purposes for which this Corporation has been organized are as follows:

(i) The worship, practice, teaching and education of that belief known as Yoga which is a system of physical, mental and spiritual training seeking the union of mortal man with the Supreme Spirit. Yoga is the joining, union and re-integration of the individual consciousness with the cosmic consciousness.

(ii) To assemble at meetings to study, discuss and practice integral Yoga philosophy, aims and discipline, and to disseminate through educational lectures and publications the principles of Yogic practice, and to do each and every act incidental, helpful and necessary toward the carrying out of the religious and educational purposes. These acts are included in, but not limited to, the following:

- (a) Study and analysis of the self to discover the divine Self within;
- (b) Through study, analysis and meditation to discover and use mental and spiritual power for the service of all human beings;
- (c) To seek the realization of unity in all life;
- (d) Through concentration, contemplation and meditation to search for truth;
- (e) To promote harmony and charity among all peoples;
- (f) To be devoted to the Supreme Spirit.

(iii) The purpose of the Corporation shall also be for the moral or mental improvement of men, women and/or children.

B. However, the same shall not give the Corporation the power to confer any degree or diploma, except in accordance with the Laws of the State of New York.

## **ARTICLE III**

### **MEMBERSHIP**

**1. MEMBERSHIP:** There shall be two classes of membership, being: voting and non-voting.

**2. QUALIFICATIONS OF MEMBERSHIP:**

**A. Voting:**

- (i) Individuals who support the purposes of the society, and
- (ii) Those individuals who have a genuine interest in the study and practice of Yoga, determined as follows:
  - (a) Been a non-voting member for at least two (2) years; and
  - (b) Demonstrated dedicated service, work, financial or other major contributions to the Corporation for at least two years; and
  - (c) Written references of at least three voting members; and
  - (d) Active participation in the programs, activities of the Corporation or equivalent participation at other affiliated Ashrams for at least two years; and
  - (e) Study the teachings, philosophy and practices of Yoga as taught by, Shri Brahmananda Sarasvati, founder and Spiritual Director of the Corporation; and
  - (f) Full and timely payment of dues pursuant to these bylaws; and
- (iii) Minimum 18 years of age; and
- (iv) Approval of the Board of Directors.

**B. Non-Voting Members:**

The Board of Directors shall determine the qualifications for non-voting members.

**C. Discrimination:**

Membership shall not be denied due to race, color, sexual preference, age or equivalent discrimination.

**3. PROCEDURES FOR MEMBERSHIP:**

The Board of Directors shall, from time to time, adopt and amend procedures for membership, both as to voting and non-voting members. The membership shall approve all such procedures prior to the same being effective.

**4. VOTING MEMBERS:**

Until so changed by the Board of Directors, the procedure shall be by a request for membership by the individual setting forth, in writing, compliance with the requirements set forth herein and such additional requirement, if any, as the Board shall from time to time adopt. The Board of Directors shall vote, by the majority of total members of the Board, not by majority of the quorum of that meeting, to accept or reject the membership request. The Board shall have the right to request personal interviews and additional data, as necessary. The person shall become a member upon payment of dues or assessments after acceptance by the Board.

**5. TERMINATION OF MEMBERSHIP/VOTING AND NON-VOTING:**

**A. Voluntary Termination:**

Upon failure to pay annual dues within sixty (60) days of due date, membership shall terminate, unless the Board of Directors shall extend said date on an individual basis.

**B. Non-Voluntary Termination:**

A membership can be terminated by the Board of Directors for all actions detrimental to the Corporation, persistent violations of policies, rules and regulations and/or ceasing active participation in the purposes of the Corporation, and such additional reasons for termination as adopted by the Board of Directors and approved by the membership.

**6. HEARING:**

A. At the option of the member, the Board shall hold a hearing prior to termination for non-voluntary termination, in which the grounds for termination shall be proven by a preponderance of the evidence and the member shall have the right of cross examination and presentation of its own evidence. Prior to the hearing, the member shall be given thirty (30) days written notice of the grounds for termination in specific detail.

B. Voluntary termination shall be automatic. No hearing shall be required.

**7. EXISTING MEMBERS:**

A. The list of all voting members is annexed hereto as Schedule "A" and Schedule "B". All not so listed, shall not be deemed voting members hereof. Their term of membership shall be until September 30th of the calendar year of the adoption of these amended by-laws. The dues and assessments shall be adjusted accordingly, based upon present membership year.

B. All existing lifetime members are as set forth on Schedule B. The members so listed shall be deemed lifetime voting members, subject to Paragraph 9B hereinafter set forth. Lifetime members are members for the duration of their life; however, their voting rights shall be reviewed in accordance with Paragraph 9B.

C. Family members - Existing family membership shall be deemed as set forth on Schedule "A". The family members entitled to vote shall include up to two designated heads of household that are over the age of 18.

**8. TERM OF MEMBERS:**

A. All voting membership shall be for a term of one year, to expire on September 30 of each year. New voting members shall be members from date of acceptance until September 30 with dues pro-rated accordingly.

B. Voting members shall be deemed to continue on the condition that all dues and assessments are paid by November 30th of each year, unless extended by the Board on an individual basis.

C. Non-voting Membership shall be for one year from date of application.

D. In order to vote at a Membership Meeting a member must be a voting member at least 45 days prior to the date of the Membership Meeting.

**9. LIFETIME AND/OR HONORARY MEMBERS:**

A. The Board shall permit Honorary Members on those occasions that the Board so warrants. Such membership shall be non-voting and shall permit complete waiver of annual nonvoting member dues.

B. All existing lifetime members shall continue to be voting members until September 30, 2000. Thereafter, the Board shall review such lifetime members to determine if their voting rights shall continue. The criteria for such determination shall be the obligation

to vote or attend a membership meeting at least once every two years. In the event the individual lifetime member no longer meets such criteria, their status shall be changed to a lifetime non-voting member. At any time thereafter, such lifetime nonvoting member can make application to the Board of Directors to have their status changed to voting member.

**10. LIST OF MEMBERSHIP:**

The recording secretary shall, at all times, maintain a current list of voting members, non-voting members, pending applications for membership and pending hearings for termination, and members terminated in the last five years.

**11. MEMBERSHIP MEETINGS:**

A. The annual membership meeting of the Corporation shall be held on the first day of October each year, or within three weeks after such date. The Secretary shall cause to be mailed to every voting member, at the address as it appears on the membership roll book of the Corporation, a notice stating the time and place of the annual meeting and the purpose thereof to any member of the Corporation at least twenty-one (21) days prior to such meeting. All persons appearing on such voting membership roll shall be entitled to vote at the meeting.

B. A second membership meeting shall be held during the first twenty-one (21) days of April each year.

C. The Secretary shall cause a notice of such meeting to be mailed to all voting members at their addresses as they appear in the membership roll book, at least twenty-one (21) days, but not more than fifty days before the scheduled date of such meeting.

D. Such notice shall state the date, time, place and purpose of the meeting and by whom called.

E. The notice shall clearly set forth all action to be taken at such meeting.

**12. SPECIAL MEETINGS**

A. Special meetings of the voting members of the Corporation may be called by the Board of Directors, or upon petition presented to the Board signed by twenty (20%) percent of the voting members.

B. The Secretary shall cause a notice of such meeting to be mailed to all voting members at their addresses as they appear in the membership roll book, at least twenty-one (21) days, but not more than fifty days before the scheduled date of such meeting.

C. Such notice shall state the date, time, place and purpose of the meeting and by whom called.

D. The notice shall clearly set forth all action to be taken at such meeting.

**13. ORDER OF BUSINESS:**

The order of business at all meetings of members shall be as follows:

Roll call;

Reports of officers;

Old and unfinished business;

New business;

Adjournments.

**14. MEMBERSHIP DUES:**

A. The Board of Directors shall set and determine annual membership dues and/or assessments in September of each year for the coming year.

**15. RIGHTS OF NON-VOTING MEMBERS:**

Non-voting members shall have no rights, or interest in any manner including, but not limited to the right to vote, inspect books and records, receive notice of meeting or any other rights under the Religious Corporation Law, or Not-For-Profit Corporation Law. The purpose of same is only to permit use of facilities and allow such persons the opportunity to determine if they wish to become a voting member. However, non-voting members shall have the right to obtain a copy of the Certificate of Incorporation and/or bylaws.

**16. REFERENCES TO TERMS:**

That all references to members in these By-laws or Certificate of Incorporation shall be only to voting members, unless specifically designated to the contrary.

**17. RIGHTS OF VOTING MEMBERS:**

A. All voting membership rights, such as, but not limited to inspection of books and records, shall be as set forth in the Religious Corporation Law and the Not-for-Profit Corporation Law.

B. Membership shall confer no property right of any nature or type, whether in and to the right to continued membership, interest in the property of the Corporation, whether existing or upon dissolution.

## **18. QUORUM FOR MEMBERSHIP MEETINGS:**

A. Thirty-three and one-third percent (33 1/3%) of all voting members present, in person or by absentee ballot, or electronically using a method pre-approved by the Board at the member's expense, shall constitute a quorum for the transaction of business or any specified item of business by the members.

B. The vote of a majority of the members present, at the time of the vote, in person or by absentee ballot, if a quorum is present at such time, shall be the act of the membership.

C. Members shall be permitted to submit their vote, in writing or by fax or other methods, prior to or simultaneously with the meeting.

D. A majority of the members present, whether or not a quorum is present may adjourn any meeting to another time and place. Notice of adjourned time and place shall be given to all members.

## **ARTICLE IV**

### **DIRECTORS**

#### **1. MANAGEMENT OF THE CORPORATION:**

A. The Corporation shall be managed by the Board of Directors, which shall consist of (9) Directors. Each Director shall be at least twenty-one (21) years of age. Each Director must be a voting member.

B. Management by the Board shall be in accordance with the Not-for-Profit Corporation Law, the Religious Corporation Law; and by these by-laws.

#### **2. ELECTION AND TERM OF DIRECTORS:**

A. At each annual meeting of members, the membership shall elect Directors to hold office for three (3) years. Each Director shall hold office until the expiration of the term for which elected and until the successor has been elected and shall have qualified, or until prior resignation or removal.

B. Each year three Directors shall be elected for said three (3) year term, with 1/3 of the Directors elected each year.



C. The existing Directors and their terms are set forth on Schedule D annexed hereto, and the same shall continue until their term is completed.

D. (1) The Board by majority vote shall recommend a proposed slate of at least three members to be elected at the next annual meeting. The notice of annual membership meeting shall contain such recommendation with a brief description of each candidate.

(2) Upon petition signed by ten percent (10%) of the voting membership, additional nominees may be added to the notice of the meeting, together with the brief description provided the same are received by the secretary 45 days before the date of the election. No voting member may sign more than three petitions. In the event that a member signs more than three petitions that member's signature will be null and void and not counted on any petition.

E. Fifty (50 %) percent of the quorum of the meeting will be required to elect a Director.

F. In the event there is a tie or less than fifty (50 %) percent of the votes are received for voting on a particular Board of Trustee seat, then a runoff election for that seat will be held at the April Membership Meeting and the existing Director will continue to hold office as indicated in Article IV Section 2 A. The person so elected will hold office for the same term as if elected at the prior October Membership Meeting.

#### **4. VACANCIES:**

Vacancies occurring in the Board for any reason may be filled by a vote of a majority of the Directors then in office, although less than a quorum may exist. A Director elected to fill a vacancy shall be elected to hold office until the next general membership meeting at which an election for officers will be held. The individual so elected at that time shall serve for the unexpired term of the predecessor.

#### **5. REMOVAL OF DIRECTORS:**

A. Any or all of the Directors may be removed for cause by vote of the majority of the members.

B. Director shall be deemed automatically removed upon termination of membership, as voting member.

**6. RESIGNATION:**

A Director may resign at any time by giving written notice to the Board, the President or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect within thirty (30) days of receipt thereof by the Board or such Officer, and the acceptance of the resignation shall not be necessary to make it effective. The Director may withdraw its resignation at any time during said thirty (30) days by giving written notice of withdrawal of notice of resignation, in the same manner.

**7. QUORUM OF DIRECTORS:**

A majority of the entire Board shall constitute a quorum for the transaction of business or of any specified item of business.

**8. ACTION OF THE BOARD:**

The vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. Each Director present shall have one vote. Proxies shall not be permitted for Board member votes. However, the Board member not present may submit his vote, in writing, by fax or other methods, prior to or simultaneously with the meeting, and followed up with written confirmation.

**9. PLACE AND TIME OF BOARD MEETINGS:**

The Board may hold its meetings at the office of the Corporation or at such other places, either within or without the State, as it may from time to time determine.

**10. REGULAR ANNUAL MEETINGS:**

A regular annual meeting of the Board shall be held immediately following the annual meeting of members at the place of such annual meeting of members, at which time the officers shall be elected by the Board.

**11. NOTICE OF MEETINGS OF THE BOARD, ADJOURNMENT:**

A. Regular meetings of the Board may be held without formal notice at such time and place, as it shall from time to time determine.

B. Special meetings of the Board shall be held upon notice to the Directors and may be called by the President, upon notice to each Director, either personally or by mail or by wire. Special meetings shall be called by the President, or by the Secretary, or on written request of two Directors. Notice of a meeting need not be given to any Director who submits a waiver of notice before the meeting or who attends a meeting.

C. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given all Directors, who were absent at the time of the adjournment, and, unless such time and place are announced at the meeting, to the other Directors, present at the meeting.

**12. CHAIRMAN:**

At all meetings of the Board, the President, or in his absence, the Vice-President shall preside.

**13. EXECUTIVE AND OTHER COMMITTEES:**

A. The Board may appoint committees as necessary to consist of members and/or non-members.

B. Committees shall have no authority, except to report and advise the Board unless such authority is specifically given to a committee by the Board of Directors.

C. Each such committee shall serve at the pleasure of the Board.

**14. BUDGET:**

The Board shall annually prepare a budget to operate the Corporation for the coming fiscal year and shall make it available to any member within a reasonable time upon request.

**15. FINANCIAL:**

A. The Board shall have an annual review of its income and expenses prepared by a Certified Public Accountant in accordance with accepted industry standards for each fiscal year ending on September 30th.

B. Upon the request of the Board or upon petition executed by thirty-five (35%) percent of the members, a full CPA audit shall be conducted of the books and records.

**16. POWERS:**

The Board shall have all powers to manage, operate, run the Corporation in accordance with the provisions of the Religious Corporation Law and Not-for-Profit Corporation Law of the State of New York and the by-laws.

**17. CONVEYANCE OF ASSETS:**

A. Except as hereinafter provided, The Board shall have no power without voting membership approval to convey and/or enter into a course and pattern of conduct in

which the same is accomplished slowly over a period of time of all or substantially all of the assets of the Corporation, nor enter into a lease of the same, nor mortgage of the same, whether real, personal or mixed, without consent of the members, except for personal property of nominal salvage value; and leases to residents which shall be month-to-month.

B. The Board, without voting membership approval, shall have power to lease certain buildings and property to the International Schools of East-West Unity (“Gurukula”), Inc., upon such terms as may be just, to further the interest of the Yoga Society of New York, Inc. The Board, without voting membership approval, shall have power to convey certain real property to the Baba Bhagavandas Publication Trust, in accordance with the option to purchase filed in the office of the Orange County Clerk in the State of New York on March 9, 1995. The Board shall notify the voting membership of any lease or conveyance within ninety (90) days.

**18. SALARY:**

Board members shall not be paid a salary for acting as such, except, may be reimbursed reasonable expenses.

**19. OPEN MEETINGS:**

A. All meetings of the Board shall be open to all voting members, except the Board may perform such action in executive session, without voting members present, in the same manner and description as to type and kinds of matters, as is permitted under the New York State Open Meetings Law as applicable to municipalities. No other provisions of the New York State Open Meetings Law shall apply explicitly or implicitly to the meetings of the board.

B. All resolutions passed by the Board shall be at a meeting open to voting members. No resolutions may be passed in executive sessions. This shall not prohibit special Board meetings and resolutions being passed pursuant to paragraph 11B above.

C. The Board shall have the right to include or exclude all individuals who are not voting members of this organization.

## **ARTICLE V**

### **OFFICERS**

#### **1. OFFICES, ELECTION, TERM:**

A. The Board shall elect a President, a Vice-President, a Secretary and a Treasurer, and such other officers as it may determine, including assistants thereto who shall have such duties, powers and functions as hereinafter provided.

B. All Officers shall be elected to hold office until the meeting of the Board following the annual meeting of members.

C. Each Officer shall hold office for a one- (1) year term, and until his successor has been elected and qualified.

D. Each officer shall be a member of the Board of Directors.

#### **2. REMOVAL/RESIGNATION:**

A. Any Officer elected or appointed by the Board may be removed as an Officer, but not a Board member, by the Board with or without cause. In the event of the death, resignation, or removal of an Officer, and Board member, the Board, in its discretion, may elect a Successor to fill the unexpired term. Any two or more offices may be held by the same person, except the offices of President and Secretary, or President and Treasurer.

#### **3. PRESIDENT:**

A. The President is authorized to sign all documents on behalf of the corporation and shall preside at all meetings of the members and of the Board.

B. The President shall oversee the affairs of the Corporation and shall see that all orders and resolutions of the Board are carried into effect.

#### **4. VICE-PRESIDENTS:**

A. During the absence or disability of the President, the Vice-President, or if there are more than one, the executive Vice-President, shall have all the powers and functions of the President.

B. Each Vice-President shall perform such other duties, as the Board shall prescribe.

**5. TREASURER:**

A. The Treasurer shall have the care and custody of all the funds and securities of the Corporation, and shall deposit said funds in the name of the Corporation in such bank or trust company as the Directors may designate. The Board, not the Treasurer, shall have the power to appoint others to perform daily activities, such as deposits, bookkeeping and equivalent.

B. The Treasurer shall sign all checks, drafts, notes, and orders for the payment of money, which shall be duly authorized by the Board of Directors. However, the Board of Directors may also designate who in addition, or in place of the Treasurer shall also be able to sign all checks, drafts, notes and orders for payment of money.

C. The Treasurer shall, at all reasonable times, exhibit the books and accounts to any Director or voting member of the Corporation upon application at the office of the Corporation, during ordinary business hours.

D. At the annual meeting of the members, the Treasurer shall also present an interim report setting forth in full the financial conditions of the Corporation.

**6. ASSISTANT-TREASURER:**

During the absence or disability of the Treasurer, the Assistant-Treasurer, or if there are more than one, the one so designated by the Secretary or by the Board, shall have the powers and functions of the Treasurer.

**7. SECRETARY:**

A. The Secretary shall keep the minutes of the Board of Directors and also the minutes of the membership meetings. The Secretary shall have the custody of the seal of the Corporation, and shall affix and attest the same to documents when duly authorized by the Board of Directors.

B. The Secretary shall attend to the giving and serving of all notices of the Corporation, and shall have charge of such books and papers as the Board of Directors may direct, and shall have charge of such books and papers as the Board of Directors may direct, and shall attend to such correspondence as may be assigned, and perform all the duties incidental to the office.

C. The Secretary shall keep a membership roll containing the names, alphabetically arranged, of all persons who are voting members of the Corporation, showing their places of residence and the time when they became members, their time of expiration of membership, and such other information as set forth under the membership article and as the Board may so designate.

D. The Board may designate a separate corresponding Secretary and a separate recording Secretary.

**8. ASSISTANT-SECRETARIES:**

During the absence or disability of the Secretary, the Assistant-Secretary, corresponding and/or recording Secretary or if there are more than one, the one so designated by the Board, shall have all the powers and functions of the Secretary.

**9. SURETIES AND BONDS:**

In case the Board shall so require, any Officer or agent of the Corporation shall execute to the Corporation a bond in such sum and with such surety or sureties as the Board may direct, conditioned upon the faithful performance of their duties to the Corporation and including responsibility for negligence and for the accounting for all property, funds or securities of the Corporation which may come into their hands.

**10. DESIGNEES:**

The Board shall have the power to appoint designees to act for the officers for specific functions and activities.

**11. STATUTORY POWERS:**

The officers shall have such other powers as set forth for the equivalent office in the Religious Corporation Law and Not-for-Profit Corporation Law of the State of New York.

**ARTICLE VI**

**DISSOLUTION**

1. Dissolution shall be in accordance with the provisions of the Religious Corporation Law, Not-for-Profit Corporation Law and Certificate of Incorporation.

## **ARTICLE VII**

### **DISTRIBUTION OF AMENDED DOCUMENTS**

1. That a copy of the fully adopted by-laws shall be distributed to each voting member, set forth on Schedule “A”, and lifetime member set forth on Schedule “B”, and containing the Secretary’s certification of adoption and approval.
2. That the Board of Directors shall give a copy of these documents to each new voting member with the notice of approval of membership.

## **ARTICLE VIII**

### **REFERENCES**

1. All references to members herein shall be to voting members only.
2. Terms used in singular shall include plural and male shall include female.

## **ARTICLE IX**

### **SEAL**

1. The seal of the Corporation shall be as follows:

## **ARTICLE X**

### **CONSTRUCTION**

1. If there be any conflict between the provisions of the Certificate of Incorporation and these by-laws, the provisions of the Certificate of Incorporation shall govern.

## **ARTICLE XI**

### **AMENDMENTS**

1. The by-laws may be amended or repealed by sixty percent (60%) of the voting members at a meeting of the membership called for said purpose.
2. The notice of the meeting shall set forth a copy of the proposed by-law amendment.
3. By-laws may not be adopted, amended or repealed by the Board of Directors.
4. All amendments to the by-laws and/or Certificate of Incorporation shall be filed in the Orange County Clerk’s Office as part of the original filing of the Corporation. **16**



## **ARTICLE XII**

### **EXISTING BY-LAWS**

1. That the existing by-laws, constitution and any amendments thereto is hereby repealed as of the adoption of these by-laws.
2. These by-laws shall supersede and replace any prior by-laws, constitution and amendments of the same.

## **ARTICLE XIII**

### **ADOPTION**

1. That the by-laws herein are being adopted in accordance with the existing by-laws, the Religious Corporation Law and the provisions of the Not-for-Profit Corporation Law. In the event there are any inconsistencies, or failure of compliance, so long as there is compliance with the provisions of said Not-for-Profit Corporation Law, these by-laws shall be deemed properly adopted by the membership.
2. All existing lifetime members and existing supporting members in good standing shall be entitled to vote as members for these amended by-laws.

## **ARTICLE XIV**

### **INDEMNIFICATION**

The Corporation shall, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he (or a person of whom he is the legal or personal representative or heir or legatee) is or was a Trustee, officer, employee or other agent of the Corporation, or of any other organization served by him in any capacity at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys fees.