Bylaws

The International
Feng Shui Guild, Inc.

A not-for-profit 501C-6 Professional Association

Incorporated April 30, 2002

State of Florida

ARTICLE I: OFFICE AND REGISTERED AGENT

Section 1. Principal Office.

The principal office of the International Feng Shui Guild (hereafter referred to as the IFSG) shall be located in the State in which either the CEO or Office Manager reside. The Registered Office and Agent will be changed accordingly when necessary.

ARTICLE II: PURPOSE / MISSION

The International Feng Shui Guild is a professional non-profit organization dedicated to:

- Advancing the practice, teaching and use of Feng Shui worldwide
- Promoting and serving our membership with resources, networking opportunities, publications and a content-rich website
- Unifying the Feng Shui community by establishing and upholding universal standards in professional practice and education
- Inspiring public confidence in the professionalism of our members as demonstrated in our by-laws, Code of Ethics and the Feng Shui Universal Topics.

ARTICLE III: MEMBERSHIP

Section 1. Levels and Qualifications.

The Board of Directors shall determine and set forth in separate documents the qualifications, dues, terms, and other conditions of each level of membership.

Section 2. Voting Rights.

Only Professional members in good standing shall have the right to vote on issues the Board may choose to bring before the members.

Section 3. Voting.

Each voting (professional) member in good standing shall have one vote on any issue presented to the members. A majority of the votes cast shall constitute the will of the members.

All notifications related to a vote must include the date and time of the voting deadline and must be sent at least seven (7) days before the voting deadline. Votes are accepted at any time before the deadline via phone, fax, e-mail or other accepted method to a designated address or number.

Additionally, the Board may put forth special business or call “special votes” at times during the year outside the annual meeting. Notifications, rules, and vote processes remain as above.

Section 4. Meetings.

There shall be an “annual membership meeting” to discuss and vote (when necessary) on organizational policy, procedure and related organization business; and any action taken during the annual meeting may be taken without a physical meeting, through motions made and votes collected via phone, fax, e-mail or other accepted method taken at meetings by eligible members must be in accordance with voting rules in accordance with Article III Section 3 Voting.

All meeting notifications must include the date and time of the meeting date and must be sent at least seven (7) days before that meeting date.

Additionally, the Board may call "special meetings" at times during the year outside the annual meeting requirement. Meeting notification rules and action requirements remain as above.

Section 5. Resignation and Suspension.

Any member, other than an Officer of the International Feng Shui Guild (hereafter referred to as the IFSG), may resign their membership by giving the Membership Director seven days notice in writing to that effect. Refund of any membership fee for the remainder of the year will be at the discretion of the Membership Committee.

a. The IFSG reserves the right at all times to decline any application for any level of membership.

b. Where the Board is of the opinion that a member of the IFSG has refused to comply with any of the provisions of these Bylaws, especially the Code of Ethics, the Board (or Membership Committee) may expel or suspend that person from membership, at its discretion. Refund of any membership fee for the remainder of the year will be at the discretion of the Membership Committee.

ARTICLE IV: BOARD OF DIRECTORS

Section 1. Powers.

There shall be a Board of Directors of the organization, which shall supervise and control functions of the organization that are related to governance, except as otherwise expressly provided by law, the Articles of Incorporation, or these Bylaws.

Section 2. Number and Qualifications.

The Board of Directors shall be composed of up to 9 directors, including the CEO who is a full voting member of the Board. At least 6 directors must have served in previous leadership positions within the organization or offer leadership resources necessary for the Board. All directors must be Professional members in good standing.

Section 3a. Elections and Elections Committee.

The Elections Committee will select or approve all applicants for Board Member positions, except CEO who is selected by the Board. The Elections Committee is appointed by the Board Chair and consists of 3 or 4 voting members who have prior experience on earlier Boards, committees, organizational management or task forces. Committee guidance and direction will be provided by the Board Chair and CEO.

The Elections Committee is responsible for accepting applications to the Board, selecting qualified candidates and presenting the ballot to the voting Members for a vote. All Professional members in good standing may submit applications for Board positions to the Elections Committee.

Section 3b. Election.

Votes cast in accordance with Article III Section 3 Voting shall constitute the will of the members.

Section 4a. Term of Office.

The members of the Board of Directors shall serve a term of three [3] years in any given position, with the option for reelection. Directors may be eligible for additional terms, up to two. Beyond two (2), requires unanimous consent of the Board.

Section 4b. Board Term Rotation.

To ensure continuity within the Board and organization, Board terms will stagger in rotations related to Board term in accordance with Article IV Section 4A for open positions will be held accordingly.

Section 5. Resignation.

Any director may resign at any time by giving written notice to the Board Chair. Such resignation shall be effective immediately.

Section 6. Removal.

Any director who refuses to comply with any of the provisions of these Bylaws, especially the Code of Ethics, or is found to be catering to special interests above the interests of the IFSG, may be removed from office by a two-thirds vote of the Board members at any regular or special meeting of the Board called expressly for that purpose.

Section 7. Vacancies.

Vacancies may be filled by majority vote of the remaining members of the Board of Directors for the unexpired term.

Section 8. Board Meetings.

Regular business meetings of the Board shall be held monthly, with a minimum of six (6) meetings a year.

Section 9. Special Meetings.

Special meetings of the Board of Directors may be called at the direction of the Chair or by a majority of the Directors then in office, to be held at such time, day, and place as shall be designated in the notice of the meeting.

Section 10. Notice.

Notice of the time, day, and place of any meeting of the Board of Directors shall be given at least 7 days prior to the meeting. (Notice must be given in writing; email or electronic messaging is acceptable.)

Section 11. Quorum.

Two-thirds of the directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 12. Voting.

The affirmative vote of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. In the event of a tie, the Board Chair shall have the deciding vote. Each director shall have one vote. The CEO is a full voting member of the Board.

Section 13. Unanimous Written Consent In Lieu of a Meeting.

The Board may take action without a meeting if written consent to the action is signed by all of the directors.

Section 14. Conflicts of Interest.

"Conflict of interest" shall be defined as catering to special interests above the interests of the IFSG.

Section 15a: Compensation.

Board Members and other Directors serve in a voluntary capacity with no compensation. Effective with membership approval of these Bylaws, any membership fee reductions awarded to Board Members or other Directors shall not be extended beyond December 2009.

Section 15b: Honorary Membership

Honorary or Lifetime Memberships may only be awarded by unanimous consent of the entire Board.

Section 15c: Fund Raising.

The Board is empowered to develop fund-raising campaigns to support the work of the IFSG.

ARTICLE V: OFFICERS

Section 1. Officers.

The officers of the Board consist of the Board Chair, Secretary, and Treasurer.

Section 2. Term of Office.

The officers of the Organization shall serve a term in accordance with Article IV Section 4A in any given position, with the option for renewal. Officers may be eligible for additional terms, up to two. Beyond two (2) requires the unanimous consent of the Board.

Section 3. Resignation.

Any officer may resign at any time by giving written notice to the Board Chair. Such resignation shall be effective immediately.

Section 4. Removal.

Any officer who refuses to comply with any of the provisions of these Bylaws, especially the Code of Ethics, or is found to be catering to special interests above the interests of the IFSG, may be removed from office by a two-thirds vote of the Board members at any regular or special meeting of the Board called expressly for that purpose.

Section 5. Vacancies.

Vacancies may be filled by majority vote of the remaining members of the Board of Directors for the unexpired term.

Section 6. Chair.

The Chair leads and directs all Board processes and works in partnership with the CEO. The Chair supervises the functions of the organization related to governance, while the CEO supervises the function of the organization related to operations.

Section 7. Secretary.

The Secretary shall keep the minutes of the meetings of the Board of Directors and is responsible for the integrity of corporate and historical records.

Section 8. Treasurer.

The Treasurer shall be responsible for and oversee all financial administration of the Organization.

Section 9. CEO.

Although not an Officer, the CEO is a full voting member of the Board, is selected and evaluated by the Board, and reports only to the Board.

The CEO shall direct and control the business and affairs of the Organization; sign contracts or other instruments as previously authorized by the Board of Directors, and shall perform all duties incident to the office of CEO, including overseeing the operations of the IFSG Office and other duties that may be assigned by the Board of Directors.

ARTICLE VI: COMMITTEES

Section 1. Executive Committee.

Between meetings of the Board of Directors, governance issues will be taken up by the Officers of the Board, serving as an Executive Committee.

Section 2. Other Committees and Task Forces.

The Board of Directors may create committees and task forces and approve members as they deem appropriate. Such committees and task forces shall have the power and duties designated by the Board of Directors, and shall give advice and make non-binding recommendations to the Board. The board of directors retains oversight of all task forces, committees, committee members, committee direction and committee chairs.

Section 3. Term of Office.

Committee membership term is at the discretion of the Committee Chair. The Board may choose to dissolve, restructure or retain the existing committees as they see fit.

Section 4. Resignation.

Any committee member may resign at any time by giving written notice to the Committee Chair, with a copy to the Board Chair. Such resignation shall be effective immediately.

Section 5. Removal.

Any committee member who refuses to comply with any of the provisions of these Bylaws, especially the Code of Ethics, or is found to be catering to special interests above the interests of the IFSG, may be removed from said committee at the discretion of the Committee Chair, and a majority approval of the Board.

Section 6. Vacancies.

Committee vacancies may be filled by the Committee Chair with a majority approval of the Board.

Section 7. Rules.

Each committee and task force may adopt rules for its meetings in accordance with these Bylaws or with any rules adopted by the Board of Directors.

ARTICLE VII: MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year.

The fiscal year of the Organization shall be the calendar year.

Section 2. Notice.

Any notice may be served by the Secretary to any member either personally, by mail or electronically, addressed to the member at his or her last known address and any letter so sent shall be deemed to have been received within seven (7) days of dispatch.

ARTICLE VIII: AMENDMENTS TO BYLAWS

The Bylaws may be amended by vote of the members in accordance with Article III Section 3 Voting rules. Notice of these changes shall be provided to the members and include a summary of the proposed amendments in accordance Article III Section 4 Meetings.