

CONSTITUTION of the PACIFIC NORTHWEST KOI CLUBS ASSOCIATION

ARTICLE I - NAME

The name of this organization shall be PACIFIC NORTHWEST KOI CLUBS ASSOCIATION (PNKCA).

ARTICLE II - PURPOSE

The purpose of this Association will be: to promote, create and enlarge the hobby of keeping, breeding, appreciating and exhibiting Koi. To disseminate information about Koi activities internationally to its membership; to, from time to time provide information on Koi keeping and culture, not only to members but also to the public-at-large; to encourage and promote the chartering of organizations or clubs where interest is expressed and to assist them in becoming and remaining viable; and to regularly organize gatherings of its membership.

BY-LAWS

ARTICLE I - MEMBERSHIP

The members of this Association shall be those individual persons who meet the following qualifications:

1. Express an interest in the hobby of Koi keeping and appreciation.
2. Are members of a club that promotes the hobby of Koi keeping and appreciation and the club is located within the Pacific Northwest. For these purposes, the Pacific Northwest is defined as the Provinces of British Columbia and Alberta, Canada and the States of Oregon, Washington and Idaho, USA.
3. The club, on behalf of its members, has applied and been accepted as a member-club by this Association.

Section 1 Club Definition

A club is an organization composed of individual members, governed by written organizing documents, having duly elected officers and holding regular meetings of its members. The members of this Association are organized by club affiliation.

Section 2 Association Representatives

Each member club within the Association shall elect two of its members to represent that club respecting Association affairs and to be recipients of Association correspondence, and accordingly, relay same to the other members of their clubs.

Section 3 Active Member

Active members shall consist of members of the clubs in good standing with this Association.

Section 4 Application and Election to Membership

Written applications, on PNKCA application forms, must be presented to the executive by all prospective new members. Yearly dues must accompany form: Application forms to be held by the executive. The Executive will approve or disapprove membership after due consideration of all requirements. Dues and all other necessary fees will be accepted by the Treasurer.

Section 5 Membership Dues

Active and associate membership dues shall be TWENTY DOLLARS (\$20.00) of the United States Funds per annum. These dues may be adjusted annually subject to the approval of the annual budget by the Association Representatives. Dues are payable on the second day of January of each succeeding year thereafter.

Section 6 Change of Dues

A two-thirds vote of the Association Representatives will be required in order to change dues. No club shall be entered into the rolls of the Association unless dues have been paid.

Section 7 Member Club Identification and Promotion

The Association shall maintain a brochure listing member clubs with a contact person. This brochure shall be made available at member club shows and promotional activities. The current brochure is attached as Appendix 1. The vacant fold may be printed with a club's membership form.

Section 8 Club Autonomy

Membership in this Association shall not be construed as surrender of autonomy or in any way interfering with the affairs of the member clubs.

ARTICLE II - GOVERNMENT

Section 1 Management

The control and general management of the affairs of the Association shall be vested in the Association Representatives from which the Executive shall be elected. There shall be two (2) representatives from each club. A quorum shall consist of a minimum of one Representative from two-thirds (2/3) of the member clubs and shall include one elected officer or their nominee. The Chairman shall preside at all meetings of the Association and in his or her absence the next ranking officer shall preside. All Association Representatives shall have one (1) vote each and are entitled to vote on any matter before the Executive.

Section 2 Powers

- (a) General Association Powers - Subject to the provisions of any American or Canadian law respecting non-profit clubs, organizations or societies and by limitations in the articles of such clubs, organizations or societies, and these By-laws, relating to action required to be approved by the members, the business and affairs of the Association shall be managed. All Association powers shall be exercised by or under the direction of the Executive.
- (b) Specific Powers - Without prejudice to the general powers and subject to the same limitations, the Representatives shall have the power to:
- (1) Select and remove all Executives of the Association; prescribe any powers and duties for them that are consistent with the laws and with these By-laws, and fix their compensation.
 - (2) Change the principal business office situated within the Pacific Northwest from one location to another, and designate any place within or outside the Pacific Northwest for the holding of any members' meeting or meetings including annual meetings.
 - (3) Alter the form of these By-laws. These By-laws may be amended or altered or repealed by the Representatives after the proposed alterations are presented by way of Notice of Motion no less than thirty (30) days prior to the time of voting on said alteration, with an affirmative two-thirds (2/3) vote of all Representatives present and voting. Voting shall be by secret ballot. Proxy vote will be accepted with respect to by-law changes.

ARTICLE III - EXECUTIVE OFFICERS AND THEIR DUTIES

Section 1 Election of Executive Officers

The election of the Executive of the Association shall consist of Chairman, Vice-Chairman, Secretary and Treasurer. They shall be nominated and elected by the Association Representatives on the same day as the annual Association Convention is held, and the officers shall assume office on the following day. No officer shall be elected to the same office for more than two consecutive terms unless agreed upon by majority vote of Representatives. Each term shall consist of two years. The Executive shall be elected from the members. In the event an executive position is vacated prior to the end of the two-year term, the remaining Executive may appoint a member to fill such position.

Section 2 Duties of the Chairman

The Chairman shall preside at all meetings of the Association. He or she shall appoint all committee persons.

Section 3 Duties of the Vice-Chairman

The Vice-Chairman shall, in the absence or disability of the Chairman, preside at all meetings of this Association and shall act in his or her absence on matters before the Representatives.

Section 4 Duties of the Secretary

The Secretary shall record all minutes of the proceedings of this Association and shall maintain such minutes in a neat and orderly manner. It will be his or her responsibility to mail the minutes to a Representative of each club.

Section 5 Duties of the Treasurer

He or she shall receive, collect and deposit immediately upon receipt in the name of the Association, all monies. If petty cash is needed the treasurer will be responsible in obtaining necessary funds from the Association bank account and then returning all funds after the completion of the event i.e.: sales table, auction, raffle, dues, for the purpose of making change only. And he/she shall present the books of the Association for audit prior to the annual general meeting.

Section 6 Qualifications of Executive Officers

Any member, as defined in Article I and who is in good standing, may be elected or appointed to and serve as an Executive Officer, providing that such member is a koi hobbyist and not involved in selling of koi, goldfish or related products. A dealer is defined as someone who is commercially involved in koi or goldfish husbandry and husbandry-related products and services.

ARTICLE IV - ASSOCIATION MEETINGS

Section 1 Representative Meetings

Regular meetings of the Association Representatives shall be held two times a year, one of which shall be the annual general meeting, at such place designated by the Chairman. The Secretary shall notify all members of the place and date of such meetings at least thirty (30) days prior to the date set.

Section 2 Special Meetings

Special meetings of the executive and/or the Representatives will be held at the request of the Chairman.

Section 3 Annual General Meeting

The Executive and all club Representatives shall meet annually in an open meeting with members of the affiliated clubs in an event which shall be known as the Pacific Northwest Koi Clubs Association Convention.

ARTICLE V - COMMITTEES

All committees shall be created by the Chairman. All committee chairmen shall keep a record of the proceedings and actions of their respective committees as a history and to assist successive committee persons.

Section 1 Membership and By-laws Committee

The Membership and By-law Committee shall review all applications for membership into this Association and shall review any proposed amendments to the By-laws and shall make its recommendations to the Executive.

Section 2 The Annual Convention Committee

The Annual Convention Committee shall organize the annual gathering of the membership. To promote the Koi hobby, the Convention Committee shall ensure that dealers and Koi related businesses shall be equally able to represent their activities at the annual convention. No Koi related business may be the subject of the annual convention's pin, poster or registration form.

Before **ANY MONIES or COMMITMENTS are made or spent**: The annual convention committee shall submit a PNKCA Convention Report (Income/Expenses) Projection to the PNKCA Board Treasurer for review and approval by the board.

The annual convention committee shall return to the PNKCA Treasurer the net of convention income (including any money advanced by the PNKCA to the convention committee, registration fees, advertising proceeds, auction/ raffle proceeds, convention pin sales, vendor space rental, sales table proceeds, and including special speaker grants from the AKCA, and concession receipts) minus expenses (which may include dinner, special admission fees, pin costs, speaker support fees (travel, lodging, food), photography, printing and miscellaneous fees).

To require that the hosting club's (Convention Committee Chairman) report to the (PNKCA Board Chairman) in a timely manner, the details of how the Annual Convention Plans are progressing.

The annual convention committee shall ensure that convention business is completed, summarized (a detailed income/expense breakdown with receipts) and presented to the PNKCA Treasurer, with the appropriate transfer of funds, **no later than three months following the date of the convention**. If this target date is met, the member club shall not submit Association dues for the next year. If this target date cannot be met, the annual convention committee chairperson shall contact the PNKCA Treasurer directly to arrange a reasonable extension, subject to Executive Board approval.

In return for the efforts of the convention host club, a check for 25% of the net profits (excluding super raffle and sales table income) will be sent to the host club by the PNKCA Treasurer after all convention money has been received by the PNKCA Treasurer along with a final convention accounting. If PNKCA Treasurer does not receive all convention monies and the final convention accounting from the host club within the **three month** time period following the date of the convention, then the host club will forfeit the 25% profit. If this target date cannot be met, the annual convention committee chairperson shall contact the PNKCA Treasurer directly to

arrange a reasonable extension, subject to Executive Board approval.

Section 3 The Audit Committee

The Chairman shall delegate an Audit Committee of two (2) prior to the annual general meeting to facilitate a report to be given at that meeting.

ARTICLE VI - NON-PARTISAN ACTIVITIES

This Association has been formed for the purposes described in these By-laws and it shall be non-profit and non-partisan. No substantial part of the activities of the association shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the Association 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 on matters that pertain to Koi, their keeping, culture or related areas.

ARTICLE VII- DISSOLUTION

In the event of the dissolution of this Association, all assets remaining shall be given to another non-profit Koi association.

ARTICLE VIII - PROCEDURES

Robert's Rules of Order (revised) shall govern all proceedings of this association providing they are not in conflict with these By-laws and any amendments thereto.

ARTICLE IX - AWARDS AND MONETARY GRANTS

Section 1 Award, Plaques or Special Gifts

The Treasurer shall on a yearly basis pay out the necessary funds to cover the cost of:

- The Convention Host's Gift
- Yearly Show Plaques (now perpetual)
- Officers Plaques or Gifts (every second year)
- Inter-club competition cash award
- The Ed Fujimoto Inspirational Award
- The Bronze Koi Award

Section 2 Monetary Grants for Promotion of the Hobby of Koi Keeping

When the treasury permits, annually, the Association may make up to six grants of \$150 to six different member clubs to aid in the promotion of the hobby at events other than Koi shows. (Maximum of \$900 per year). Clubs in good standing (membership dues paid up) shall receive funds on a rotating basis. Clubs, which do not get a grant in the current year will be first on the list to receive next year's available grants, if reapplication is made in a timely manner. Application for grants in the coming year should be made to the PNKCA Treasurer prior to the Spring Representative Meeting. A grant application form is attached as Appendix 2. Clubs, which receive a grant, are to provide a brief written report with photos of the use of grant money no later than December 31 of

the current year unless an extension is granted. If any report has not been completed or an extension received by that date that club will forfeit the grant. Alternate clubs will be notified and given the opportunity to provide a report prior to the following Spring Representatives Meeting. Upon completion of display and the report with photos turned in to the PNKCA Treasurer who will then issue grant money to club.

ARTICLE X - PAST CHAIRMAN'S CLUB

Past Chairmen of the Association are asked to serve on an advisory committee called the Past Chairman's Club in order to transfer their valuable information gained as Chairmen to the new officers. They are asked to attend the Association meetings of Representatives twice yearly. They will serve with an advisory capacity only, and will not be eligible to vote.

Amendments voted and passed on March 15, 1996.
Amendments voted and passed on August 21, 1999.
Amendments voted and passed on March 11, 2000.
Amendments voted and passed on June 16, 2001.
Amendments voted and passed on May 17, 2003.
Amendments voted and passed on March 13, 2004
Amendments voted and passed on March 12, 2005
Amendments voted and passed on June 16, 2007

As Secretary of the PNKCA I do hereby swear to the authenticity, current and correct status of this document.

Verified by: Gene Anderson, Chairman of the PNKCA
Verified by: Carmen Stafford, Secretary of the PNKCA
Verification Date: 6/16/07

/S/ Gene Anderson
Chairman of the Pacific Northwest Koi Clubs Association

/S/ Carmen Stafford
Secretary of the Pacific Northwest Koi Clubs Association

Association Brochure - Appendix 1
PNKCA Grant Application - Appendix 2
New Member Application form