

Bylaws of *International Shintaido*

August 1, 2020

Article 1: Name

The name of this organization is *International Shintaido (IS)*.

Article 2: Description

IS is an overarching / umbrella organization comprised of independent Shintaido instructors from around the world. Some of these members serve on the organization's Board of Governance or Technical Committee. The organization shall be operated as a non-profit organization.

Article 3: Shintaido Mission Statement

Activities of the *IS* and its members are governed by this overall Shintaido Mission Statement:

1. Ten-Chi-Hitobito-Ware Ittai: To become unified with the Universe, Nature, People and Self through body movement;
2. Through Shintaido, to become one's true self, develop one's spirituality and live a bright and fulfilling life, beyond materialism;
3. To promote peace through Shintaido.

Article 4 : Role of *IS*

1. *IS* exists to provide a structure of association that will contribute to the unity of international Shintaido, and support Shintaido as a globally recognized "Way" (*DO, michi*) of physical / body-based practice with origins in ancient spiritual and martial practices.

In addition, the *IS* will:

- a. Provide a credible exam system by which practitioners may qualify to become instructors and to set standards of qualifications for exam jury members;
 - b. Provide consistency in terms of the exam curriculum and exam procedures throughout the world;
 - c. Provide appropriate administration of the membership and their exam results and grades;
 - d. Establish a Code of Ethics, compliance with which will be conditional to acquiring and maintaining membership.
2. *IS* will provide a structure of association by which members can benefit from the knowledge and attainment of each other, especially the most learned among them.

To this end *IS* will:

- a. Establish a committee of higher grades in charge of all aspects of the philosophy of Shintaido, its deep substance, the evolution of the practice, research and development (R&D) of the practice, the development of the curricula of examinations and maintaining their consistency, the composition and qualifications of exam jury members, selection and provision of qualified examiners for high-level exams, and provision of high-level teaching and training at international events;
- b. Provide this committee with the financial and logistical means of performing this role.
- c. The name of this committee shall be the ***International Technical and Examination Committee*** (ITEC). (See Article 6.)

3. *IS* will provide a structure of association that supports a high quality of Shintaido instruction and facilitates a vital and inclusive community of instructors:

- a. With opportunities to meet (both physically and by means of remote meeting technology) on a periodic basis including, but not limited to, international gasshukus, ideally every four years;
- b. With opportunities for members to receive advanced instruction, and to facilitate discussions on instruction and other Shintaido matters;
- c. With communication tools facilitating access to and exchange of information and facilitating mutual support among members by such means as newsletters, website, social media and e-mailing lists;
- d. With the creation and maintenance of an archive of the origins and development of Shintaido up to the present;
- e. With the assignment of operational functions and relevant knowledge management to members for transmission of these activities into the future. (See Article 7.2 c)]

4. *IS* will provide a structure of association operating according to democratic principles.

To this end *IS* will:

- a) Hold regular GMMs to discuss and take all strategic decisions (see Article 9);
- b) Elect a Board of Governance to conduct current affairs (all of the above) according to GMM decisions (see Article 8);
- c) Make a clear distinction between the role of the technical committee and the role of a Board of Governance;
- d) Provide a clear process for the interaction between this technical committee, *IS* members, and the Board of Governance by which activities performed by this committee are discussed with

members, including the opportunity for members to propose activities to the committee, with the aim of reaching a consensus on such projected activities.

e) Additionally, *IS* will adhere to the principle of subsidiarity, that nothing should be centralized that can be performed more effectively or more cheaply on a more local, decentralized basis. If there are activities that are better centralized and performed at the international level, this should be considered and voted upon by the members.

Article 5: Members and Membership Fees

1. A member of *IS* may be any person awarded the grade of Shodan/Jun-shidoin/Graduate or above by an *IS*-qualified jury in one or more of the disciplines of Shintaido, who has agreed to abide by the *IS* Code of Ethics and is current in payment of annual membership dues. A member of *IS* does not need to be a member of a regional or national Shintaido association.

2. In case of non-compliance with the Code of Ethics, a member may be excluded only by a joint decision of the Board and ITEC.

3. The annual membership fee is agreed at the GMM upon proposal by the Board. Fees for the calendar year are due each year before the end of March. Membership will be considered current only if fees are paid. If an individual allows membership to lapse due to nonpayment and then applies to renew membership, the Board will decide the amount of dues necessary for that individual to rejoin *IS*.

4. Members have the right to participate in and vote at the GMM, to participate in *IS* advanced practices, and to challenge advanced exams organized by *IS*. They will have access to *IS* communication tools such as newsletters and other *IS* documentation and information. They are eligible to run for election to the Board and to participate in committee work.

5. Membership can be terminated in writing before the end of March.

Article 6: ITEC (International Technical and Examination Committee)

1. Role of ITEC

The role of ITEC is described above in Article 4.2.a.

2. ITEC Membership

a. ITEC is comprised of *IS* members who hold the rank of 4-Dan or above and/or General Instructor / Dai-shihan or above.

b. All persons holding the rank of 4-Dan or above and/or General Instructor/Dai-shihan or above are entitled to become members of ITEC. Any person attaining one of these grades will be officially invited to become a member with the understanding that they will participate in the work of ITEC.

c. ITEC members will serve for at least four years. Every four years any ITEC member may ask to step out, continue or reintegrate with the group in case of having previously stepped out.

d. ITEC may invite non-ITEC members as consultants or committee members

3. Functioning of ITEC

a. ITEC will meet in person at *IS* international events. During these events, in order to effectively perform their role and make decisions, at least 50% of the ITEC members must be present.

b. In the interest of time, sub-committees of ITEC may meet otherwise to perform their role and work together on keiko-related matters. All members of ITEC will be consulted about proposals made by the sub-committees.

4. Role of the Doshu

a. The Doshu who are members of ITEC provide leadership to the group.

b. If ITEC is deadlocked or unable to reach a consensus, these Doshu will make final decisions.

c. These Doshu are responsible for leading the development of exam curriculum for Shintaido.

d. They will serve as jury for examinations from Senior Instructor/Sei-shihan level and above; ITEC will establish the detailed modalities of examinations and their requirements, including examiners.

e. At international events, the Doshu will direct ITEC keiko and determine who will give gorei, depending on the subject of the general keiko.

f. In the absence of Doshu on ITEC, ITEC will establish a mechanism to fulfill their role.

5. ITEC Activities and Budget

a. Each year ITEC will develop an activity program and a budget to be approved by ITEC members. This plan and budget will then be submitted and discussed with the *IS* Board to ensure compatibility with the overall *IS* plan. The *IS* budget will then be sent to members for comments, questions and suggestions. An ITEC member will be available at the GMM to present their activities and budget and answer questions from the general membership. Approval is then given by the members at the annual GMM. The overall *IS* budget approval process is described in Article 8 of these bylaws.

b. ITEC will report at the following GMM on activities and actual spending. ITEC may choose to provide interim information to the Board and/or members.

6. Board Representative to ITEC

ITEC may invite a Board member to observe some of its discussions, and on these occasions the Board will designate who this observer will be.

Article 7: Board of Governance

1. A Board of Governance elected by the membership will administer *IS*.

- a. The first board will consist of the five founding members elected by the constitutive meeting.
- b. Starting with the General Membership meeting held in 2020, the Board will consist of five to seven members.
 - i. Candidacies from the various regions of membership will be encouraged
 - ii. All board members will represent the interests of the whole *IS* membership
- c. Chair of the Board of Governance

The Board will elect one of its members as its chairperson.

- i. The chairperson is elected for the duration of their term on the board and can be re-elected.
 - ii. This mandate to be the chairperson may be revoked at any time by a majority vote (greater than 50%) of the Board members.
 - iii. The primary role of the chairperson is to facilitate the process of good governance by the Board, empower all board members and board committees, facilitate effective meetings, and perform other duties as decided by the Board.
- d. ITEC Representative to the Board
 - i. When the *IS* Board has been elected, ITEC will be asked to provide a representative who will work with the Board members. This will be a consulting role, not a voting member.
- e. All *IS* members are eligible for candidacy as Board members, except members of ITEC. (The purpose of this rule is to avoid confusion between authority derived from an electoral mandate and authority derived from Shintaido rank: Membership of ITEC is based on rank, whereas membership of the Board of Governance is based on an electoral mandate.)
- f. Board members are renewed every four years. Outgoing members can be re-elected. Each candidate will send a declaration of intent at least one month before the GMM.
- g. Between elections, the Board may temporarily replace a member who leaves the Board. A temporary member will serve out the term of office of the replaced member. The Board will not permit the number of its members to fall below five.
- h. In addition to the chairperson, the Board will appoint among its members at least a Treasurer and a Secretary.

- i. The Board will meet at least four times a year by electronic means (i.e.: telephone, Skype, etc.).

2. Role of the Board of Governance:

- a. The Board will ensure that the organization achieves its mission in an ethical, transparent, accountable, and prudent manner.

- b. The Board will administer, manage and control *IS* affairs under its purview in accordance with the role and purpose of *IS* as described in Article 4, above.

- c. More specifically, in regard to its planning of activities and budget, the Board will:

- i. Propose *IS* activities for discussion with and approval by the membership at the GMM;

- ii. Organize ad hoc committee work, including securing the participation of willing *IS* members, according to their skills and availability. For example, official functions such as IT Community Manager, Exam Records Keeper, Archivist, Event Manager or Technical Development Project Manager would be assigned to members (among Board, ITEC or general members), singularly or in collaboration. In their respective roles, ITEC and the Board would entrust these functions to them and ensure the relevant knowledge is properly recorded for future transmission;

- iii. Prepare corresponding yearly budgets to be discussed with and approved by the membership at the yearly GMM;

- iv. Include with above-said budgets ITEC-proposed activities and budgets, itemized separately from other budget items.

- d. Accounts and activity reports: The Board will:

- i. Provide yearly activity reports (separate from those of ITEC);

- ii. Provide yearly financial statements (income and expenses, assets and liabilities).

- e. Membership administration: The Board will:

- i. Maintain a database of members, including contacts, exam results and grades;

- ii. Collect and keep track of membership dues.

- f. The Board will ensure that international events and examinations are planned and held. It will:

- i. Coordinate and supervise organization of these events;

- ii. Negotiate with ITEC regarding financial and logistical details of the provision of teaching.

- g. The Board will provide means of communication for all members as described in Article 4.3.c above.

- h. The Board will organize a yearly GMM (see Article 8 below), prepare and send relevant documents in advance, chair discussions, organize votes, produce minutes.
- i. The Board will keep archives of the origin and development of Shintaido up to the present and make them accessible to members.
- j. The Board will be mindful of the duties these bylaws attribute to ITEC (see above Article 4.2.a) and make sure those duties are performed by ITEC.

Article 8: General Membership Meeting

1. Members of *IS* can make decisions on *IS* structure, activities and finances at the General Membership Meeting (GMM):

- a. By approving bylaws and changes to bylaws;
- b. By electing a Board of Governance;
- c. By discussing and approving:
 - i. Activities and budgets proposed by ITEC;
 - ii. Activities and budgets proposed by the Board;
 - iii. Activity reports and financial reports submitted by ITEC;
 - iv. Activity reports and financial reports submitted by the Board;
 - v. All other decisions proposed by the Board;
 - vi. All other points included in the agenda. (See Article 8.3.b below.)
- d. Only members can vote. (See Article 5, above, for conditions of membership.) A member can give a proxy to another member to vote on his/her behalf. A proxy must be documented and sent by its originator to be received by the *IS* Board Secretary prior to the vote.
- e. Quorum: Votes are only valid if 50% of all members are voting, including proxies. Decisions are achieved by a majority vote (i.e. greater than 50% of members actually voting, including proxies). For changes to the bylaws or for dissolution of *IS*, a majority of 2/3 of the voting members is required.

2. *IS* will have a GMM every year, and it will be conducted:

- a. With members physically present every four years (as combined with an international event / gashuku);
- b. As an online, text-based, and simplified process at some time during the other years.

3. GMM organization:

- a. The date of the GMM will be decided by the Board and communicated to all members at least six months in advance for physical meetings, and two months in advance for online meetings.
- b. Members can ask the board to have specific items included in the GMM agenda for discussion and/or decision. These requests should be sent to the Board at least three months before a physical GMM and one month before an online GMM. Inclusion of agenda requests submitted later will be left to the discretion of the Board.
- c. The agenda for the GMM will be communicated to members by the Board at least one month in advance.
- d. All preparatory documents (See Article 8.1.c.) will be sent to members at least one month in advance. This will give members a chance to ask questions, ask for clarifications, and make suggestions before the GMM.
- e. The Board will organize distinct voting processes for physical GMMs and for on-line GMMs, including possibilities of proxies for physical GMMs. No member can hold more than seven proxies.
- f. Minutes of each GMM will be published by the Board and submitted to members no later than two months after the GMM. Approval of the minutes will formally take place at the following GMM.

4. Extraordinary GMMs:

- a. The Board may decide to hold an extraordinary GMM online if a decision requiring membership approval cannot wait until the next regular GMM. The rules for organization of an extraordinary GMM will be the same as for an online GMM (See Article 8.3 above).
- b. Members can also request an extraordinary GMM. Following request by at least 20% of *IS* members, the Board must organize a GMM within two months.

Article 9: Place of Incorporation

The principal office and place of incorporation for *IS* shall be located in France as a not-for-profit (non-profit) organization ('Association loi de 1901').

Article 10: Dissolution of *IS*

In the event that the GMM votes to dissolve the organization of *IS*, then any funds held by the organization will be given to another NPO, preferably a Shintaido NPO. In such a case, the Board will prepare a proposal for disbursing the funds and submit it to the GMM for approval.

Article 11: Maintenance and Translation of these Bylaws

A current version of these Bylaws will be maintained by *IS* and made available to all members. Translations will be provided according to need as determined by the Board. All efforts will be made to

provide accurate translations of this document. However, in case of dispute over its interpretation, and as this organization has an international purpose, the English-language version shall be regarded as the original text.