

BYLAWS OF THE JAPAN AMERICA SOCIETY OF SAN ANTONIO

ARTICLE I NAME

The name of the association shall be the Japan America Society of San Antonio.

ARTICLE II HEADQUARTERS

The headquarters of the Japan America Society of San Antonio (Hereinafter sometimes referred to as “JASSA” or “Society”) shall be located in San Antonio, Texas. The Society shall have and continually maintain a registered office and a registered agent unless otherwise provided by the Board of Directors.

ARTICLE III PURPOSE

The Japan America Society of San Antonio is organized and shall be operated exclusively for non-sectarian, charitable and educational purposes. It shall provide a forum for the discussion of topics of common interest to the people of the United States and the people of Japan, such as arts, literature, cultural ideals, aspirations and developments of each. It shall foster increased business and economic interchanges. It shall strive to promote friendly personal relations between individuals of the two nations as they meet, either as members of the Society or in residing or traveling in either country. It shall foster and promote scholarship among the students of the respective colleges, universities and other educational institutions of both countries. Without concerning itself in any way with the internal policies of either nation, it shall seek to engender closer cooperation between the two nations towards the goals of peace, progress, and prosperity for people the world over.

ARTICLE IV MEMBERSHIP

Section 1. Eligibility

- A. Any person of good moral character shall be eligible for membership in the Society provided such person evidences the desire to advance the Society purposes set forth in the Certificate of Incorporation and the Bylaws and to comply with said certificate and Bylaws and any rules, regulations, decisions, operating procedures, policies, and interpretations properly adapted by the Board of Directors. All applicants shall make

BY-LAWS JASSA

- application to the Treasurer in such form and manner as the Board of Directors may from time to time prescribe. If the Treasurer (or any other officers) shall have cause to believe that any applicant may not be eligible for membership, he shall forward such application and recommendations to the Board, which will direct such further proceedings as are necessary for fairness and justice in consideration of the application. A majority vote of the Board shall be required to approve any application for membership submitted to it for review.
- B. The Board of Directors shall prepare an application form. Prospective members shall complete the form and submit it to the Treasurer. The applicant shall be admitted to membership upon receipt of dues.
- C. Any membership may be terminated by a 2/3 vote of the Board of Directors.

Section 2. Categories

The categories of membership in the Society shall be: individual, family, student, non-profit, government, corporate, sustaining, life, and honorary members. All memberships receive all the rights, privileges, benefits, and services offered by the Society unless otherwise stipulated.

A. Individual

1. Individual membership is divided into two (2) categories: Junior members (17 years of age or younger) and Senior members (18 years of age and older).
2. Only Senior members shall have voting rights in electing members of the Board, Officers, or in voting on such matters as may from time to time require a vote of the Membership. Each Senior member shall be entitled to one (1) vote in such matters.

B. Family

1. A Family membership consists of a spouse, son, daughter, step-son/daughter, adopted children, etc. that constitutes being part of an immediate family unit.
2. Children within the family must be 20 years of age or younger, living at home. Once a child turns 21 years of age, he/she must obtain their own membership.

C. Student

A Student member is anyone attending an educational institution above the high school level and is over the age of 18.

BY-LAWS JASSA

D. Non-profit – Government – Corporate

Non-Profit, Government, or Corporate memberships are legal entities that have been incorporated either directly through legislation or through a registration process established by law and who wish to foster the purposes of the Society.

E. Sustaining

Sustaining members shall be those persons and entities which help sustain the activities of the Society and pay higher dues than individual and corporate members.

F. Life

Life members shall be those individuals who make a one-time payment, which takes the place of annual dues for that person's lifetime, in accordance with the dues schedule in effect at the time of payment.

G. Honorary

Honorary members shall be those individuals who, by virtue of auspicious services rendered in the advancement of the purposes of the Society, whether as a member or otherwise, shall accept such membership when offered by the Board of Directors.

Section 3. Dues

- A. All categories of membership, with the exception of Honorary and Life, shall maintain current annual membership in the Society. Memberships expire on 31 Dec each year. Dues for each category shall be determined by the Board of Directors.
- B. Annual memberships shall be renewed at the beginning of each calendar year. Annual dues for memberships (excluding Honorary and Life) shall be due and payable as of January 1st of each year.
- C. A grace period for payment of annual dues may be determined by the Board of Trustees to allow for continued annual membership but may not exceed more than 31 days. If membership is not paid by the end of the grace period, all rights, privileges, benefits, and services offered by the Society may be terminated.
- D. Dues for new members shall be payable upon submission of the application. For initial memberships, dues paid after February 1st will be pro-rated.

BY-LAWS JASSA

**ARTICLE V
BOARD OF DIRECTORS**

Section 1. Management, Power, and Responsibility

- A. The governing body of this Society shall be known as the Board of Directors.
- B. The Board of Directors shall consist of the Executive Officers of the Society. Each officer is entitled to one (1) vote.
- C. The immediate past President, upon payment of dues, shall be a member of the Board of Directors with voting privileges.
- D. Special committee chairmen may attend the Board of Directors meetings, but may not vote.

Section 2. Duties

- A. Except as otherwise specified in the Certificate of Incorporation or the Bylaws, the Board of Directors shall be responsible for conducting all the affairs and business of the Society.
- B. To formulate Society policies and procedures.
- C. To insure full compliance with local, state, and national laws.
- D. To consider and act on business referred to it by membership and to report on such action at a succeeding meeting.

Section 3. Honorary Director(s)

The Board of Directors is authorized to admit, by invitation, such distinguished individual(s) as the Board may select as Honorary Director(s). Honorary Directors shall enjoy all the privileges of the Society except the rights to hold office and vote. They shall not be liable for the payment of any dues or assessments. The term of Honorary Director shall be two years. The Board may invite an Honorary Director to an extended term.

**ARTICLE VI
EXECUTIVE SECRETARY / INTERN**

Section 1. Executive Secretary

- A. The Board of Directors may appoint an Executive Secretary of the Society, with the terms of appointment and employment to be determined by the Board of Directors.

BY-LAWS JASSA

- B. The Executive Secretary shall carry out the business operations of the Society under the direction of the Board of Directors. The Executive Secretary shall attend all meetings of the Board of Directors and may attend committee meetings as appropriate.
- C. The Executive Secretary may or may not be a member of the Society, but shall not be an officer or committee chairman.

ARTICLE VII EXECUTIVE COMMITTEE

Section 1. Officers of the Executive Committee

A. Composition

1. The Executive Committee shall be composed of the following:
 - a. **President**
 - b. First Vice President - Membership
 - c. **Second Vice President - Program**
 - d. Third Vice President - Education
 - e. **Fourth Vice President - Business and Economic Affairs**
 - f. Fifth Vice President - Cultural Activities
 - g. **Sixth Vice President – Events Coordinator**
 - h. Recording Secretary
 - i. **Treasurer**
 - j. IT Director
 - k. **Sister City Liaison**
 - l. Parliamentarian
2. No two (2) offices on the Executive Committee may be held by the same person.

B. Terms

1. Officers shall be elected for a term of two (2) years at the annual general meeting in September and shall take office on January 1 of the following year.
2. No officer shall serve in the same position for more than two consecutive terms.
3. In order to maintain continuity within the Executive Committee (Board of Directors) half of the officers will be elected one year and the other half the following year.
 - a. The positions of President, Second Vice President - Program, Fourth Vice President - Business and Economic Affairs, Sixth Vice President – Event

BY-LAWS JASSA

Coordinator, Treasurer, and Sister City Liaison will be elected on the odd years (i.e 2015, 2017, etc...)

- b. The positions of First Vice President - Membership, Third Vice President – Education, Fifth Vice President - Cultural Activities, Recording Secretary, IT Director, and Parliamentarian, will be elected on the even years (i.e 2016, 2018, etc...)

C. Removal

An Officer elected by the members may be removed, with or without cause, only by vote of the members, but the authority to act as an Officer may be suspended by the Board of Directors for cause.

D. Resignation

Any Officer may resign at any time by given written notice to the Society. Any resignation shall take effect at the date a successor is named.

E. Vacancies

Vacancies in offices other than the President shall be declared by 2/3 vote of the Board of Directors.

F. Duties

1. The President shall preside at all meetings of the Society and the Board of Directors, and shall nominate the chairs of all special committees, except the Nominating Committee, with confirmation by the Board of Directors.
2. The First Vice President – Membership, in the absence of the President, shall perform all duties of the President and shall succeed to the office of President should a vacancy occur. The First Vice President shall be Membership Chair.
3. The Second Vice President – Program, in the absence of the President and First Vice President, shall perform the duties of the President and shall be Program Chair.
4. The Third Vice President – Education, in the absence of the President, First and Second Vice Presidents, shall perform the duties of the President and shall be Education Chair.
5. The Fourth Vice President – Business and Economic Affairs, in the absence of the President, First, Second, and Third Vice Presidents, shall perform the duties of the President and shall be Business and Economic Affairs Chair.

BY-LAWS JASSA

6. The Fifth Vice President - Cultural Activities, in the absence of the President, First, Second, Third and Fourth Vice Presidents, shall perform the duties of the President and shall be Cultural Activities Chair.
7. The Sixth Vice President – Events Coordinator, in the absence of the President, First, Second, Third, Fourth, and Fifth Vice Presidents, shall perform the duties of the President and shall be Event Chair.
8. The Recording Secretary shall keep an accurate record of all business transacted at all meetings of the Society and the Board of Directors and shall present the minutes for approval at the succeeding meeting.
9. The Treasurer shall be custodian of the Society funds, receive all monies of the Society, keep accurate records of receipts and expenditures, maintain a petty cash fund, sign check, pay bills for routine expenses within the approved budget and other expenditures as authorized by the Board of Directors. The Treasurer, with the assistance of the Budget Committee, shall prepare an annual budget before the beginning of the fiscal year, and shall submit a report of current finances at each Society and Board of Directors meetings, and shall notify members whose dues are in arrears. The Treasurer’s books shall be audited annually at the close of the fiscal year by a qualified person approved by the Board of Directors.
10. The IT Director will administer the Societies software, social media, web sites, and directing replies to web-site inquiries.
11. The Sister City Liaison shall be Sister City Chair.
12. The Parliamentarian shall be appointed by the President and serve as a non-voting member of the Executive Committee. The Parliamentarian shall advise the President and the Society in all matters pertaining to parliamentary procedures.

ARTICLE VIII ELECTION OF OFFICERS

Section 1. Nominations

- A. An Elections Committee shall be formed by the end of June and consist of five (5) members: two (2) selected by and from the Board of Directors, three (3) selected by and from the general membership. The Elections Committee shall appoint its Chairman within one week.
- B. The Elections Committee shall prepare a slate of the nominees for the elected officers of the organization.
- C. Additional nominations, with the consent of the nominee, shall be accepted from the

BY-LAWS JASSA

floor prior to election.

- D. No member of the Elections Committee is permitted to run for an elected office of the organization.

Section 2. Elections

- A. The election of officers shall be conducted by the Elections Committee.
- B. Officers shall be elected for a term of two (2) years at the annual general meeting in September and shall take office on January 1 of the following year. (See Article VII, Section 1.B.3.a and b for schedule)
- C. All persons who have been members in good standing for thirty days prior to the election shall be eligible to vote.
- D. Voting shall be by ballot unless there is a single slate, in which case, declaration of election by voice vote is authorized.
- E. Absentee voting by mail is authorized using an official ballot. A member voting absentee must request an official ballot from the Elections Committee Chairman no later than one week prior to the Election Day. Absentee ballots must reach the Elections Committee Chairman no later than the day of the elections.
- F. The candidate for an office receiving a majority of the votes cast shall be elected to that office. In the event that no one receives a majority vote for an office, the two candidates receiving the greatest number of votes shall be voted upon again. Voting will continue until a majority is reached or one of the candidates withdraws.
- G. The Elections Committee shall present the final election tally to the Board at its meeting following the election.

ARTICLE IX STANDING COMMITTEES

The standing committees shall be: Membership, Program, Education, Business and Economic Affairs, Cultural Activities, Events, and Sister City. These committees may also perform additional duties as assigned by the Board of Directors.

Section 1. Responsibilities

- A. The Membership Committee shall be responsible for recruiting new members and all other activities related to membership.

BY-LAWS JASSA

- B. The Program Committee shall be responsible for planning and presentation of the four program meetings and any other program meetings of the Society.
- C. The Education Committee shall be responsible for coordinating educational services, such as Japanese language classes, speech contests, administering the scholarship programs, and acting as liaison with school systems and educational institutions.
- D. The Business and Economic Affairs Committee shall be responsible for promotion of economic interchange between Japanese and local businesses, hosting business delegations from Japan and participating in economic development activities involving Japan.
- E. The Cultural Activities Committee shall be responsible for promoting public events featuring Japanese arts, crafts, and culture. Also for publishing a JASSA Newsletter.
- F. The Events Committee shall be responsible for fundraising activities.
- G. The Sister City Committee shall be responsible for establishing and fostering sister city relationships between San Antonio, Texas and Kumamoto Japan.

ARTICLE X SPECIAL COMMITTEES

Special Committees may be established by the Board of Directors as necessary or advisable for the efficient management of the affairs of the Society.

ARTICLE XI MEETINGS AND QUORUM

Section 1. Parliamentary Authority

- A. *Robert's Rules of Order, Newly Revised*, shall govern this Society in all applicable cases not covered by these bylaws.
- B. Except as otherwise prescribed in the Bylaws, all decisions shall be by majority vote of those present and authorized to vote.
- C. Order of Business
 - 1. Call to Order
 - 2. Roll Call
 - 3. Approval of Minutes from last meeting
 - 4. Financial report
 - 5. Committee reports

BY-LAWS JASSA

6. Special report(s) (if applicable)
7. Old/Open Business
8. New Business
9. Set date/time for next meeting
10. Adjournment

Section 2. General Membership Meeting(s)

- A. The annual general meeting of the Society shall be in September for the purpose of the election of officers and transaction of other business as appropriate.
- B. The Society shall hold a minimum of four program meetings annually. Twenty members present at a meeting of the membership of the Society shall constitute a quorum.

Section 3. Board of Directors

The Board of Directors shall meet a minimum of four times per year. At these meetings, six (6) members of the Board of Directors shall constitute a quorum.

ARTICLE XII MISCELLANEOUS

Section 1. Fiscal Year

The fiscal year for the Society shall be from January 1 through December 31.

Section 2. Prohibited Transactions

A. Loans

1. In general, this Society shall not make any loan of money or property to or guarantee the obligation of any Director or Officer.
2. This Society may advance money to a Director, Officer, or any other member of this Society for authorized expenses reasonably anticipated to be incurred in performance of the duties of such Director, Officer, or member provided adequate substantiation of expenditures is given by such person to the Treasurer together with a return of any unsubstantiated advances within a reasonably short time after the activity causing such expenditures.

B. Self-Dealing Transactions

1. Except as provided in sub-section C below, the Board shall not approve a self-dealing transaction.

BY-LAWS JASSA

2. A self-dealing transaction is a transaction to which the Society is a party and in which one (1) or more of the Directors has a material financial interest.

C. Approval

1. The Board of Directors may approve a self-dealing transaction of the Board determines that:
 - a. The Society enters into the transaction for its own benefit;
 - b. The transaction is fair and reasonable to the Society; and
 - c. After reasonable investigation, the Board determines that it could not have obtained a more advantageous arrangement with reasonable effort under the circumstances.
2. Such determination must be made by the Board in good faith, with knowledge of the material facts concerning the transaction and the Director's interest in the transaction, and by vote of a majority of Directors then in office, without counting the vote of the interested Director(s).
3. Notwithstanding any provision above the contrary, no self-dealing transaction may be entered into or approved if it violates Section 4961 or any other provision of the Internal Revenue Code of 1986, as amended from time to time and as applicable to nonprofit and tax exempt organizations.

Section 4. Contracts

All contracts entered into on behalf of this Society must be authorized by the Board of Directors, or when it may delegate appropriate authority to a member acting on behalf of the Society.

Section 5. Amendments

These bylaws may be amended at a regular meeting of the Society by 2/3 vote after the proposed amendments have been approved by the Board of Directors and copies have been distributed to members at least two weeks prior to the meeting.

Section 6. Disposition of Funds

Upon the dissolution of this Society and after all outstanding debts have been paid, the remaining funds shall be donated to any worthy cultural, educational, or artistic cause as determined by the Board of Directors provided this does not conflict with any existing local, state, or national law.