

WHEREAS,

The goal of the JET Program is to promote internationalisation in Japan's local communities by helping to improve foreign language education and fostering international exchange at the community level,

WHEREAS,

The Pacific Northwest, defined hereafter as Washington State, Northern Idaho, and Montana State, is home to many alumni of the JET Program,

WHEREAS,

A need exists to continue the JET Program's goal of international exchange at the community level in the Pacific Northwest,

WHEREAS,

A legal document is a requirement for incorporation,

The steering council of the organization known as the PACIFIC NORTHWEST JET ALUMNI ASSOCIATION hereby adopts these bylaws on this ___ day of _____, 2020.

BYLAWS

OF

JAPAN EXCHANGE AND TEACHING ALUMNI ASSOCIATION (JETAA): PACIFIC NORTHWEST UNITED STATES REGION US-11

ARTICLE 1: NAME

The name of this organization shall be the Pacific Northwest Japan Exchange and Teaching Alumni Association: Region US-11 (hereinafter called “PNWJETAA” or “the Association”).

ARTICLE 2: PURPOSE AND MISSION STATEMENT

2.1 Purposes

The Association is established for the following purposes:

1. To be the alumni association of returned Japan Exchange and Teaching (“JET”) Program participants residing in the Pacific Northwest region, that is the state of Washington, northern Idaho and Montana
2. To continue to promote and support the JET Program and all stages of its participants including prospective, current, and alumni
3. To strengthen networking between PNWJETAA members across the region and the various non-JET Japan-related organizations
4. To continue to promote and support other north American JETAA chapters
5. To nurture and enhance ties between Japan and the United States.

2.2 Mission Statement

Nurturing US-Japan relations in the Pacific Northwest region by supporting and engaging all stages of JET Program participants through community outreach and cultural education.

ARTICLE 3: MEMBERSHIP

3.1 Definition of Membership

In order to qualify for membership in PNWJETAA, one must be an alumni of the JET Program, live within the geographical boundaries of Washington, Northern Idaho, or Montana, and be registered as a member with PNWJETAA.

3.2 Definition of Honorary Membership

Individuals who have not participated in the JET Program, but who are affiliated with the Association and contributed to US-Japan relations in the Pacific Northwest Region, and who are in good standing with the Association may be recognized as honorary members but may not receive any benefits of membership beyond the token gift of the PNWJETAA pin. The Association holds no responsibility in tracking or stewarding honorary memberships.

3.3 Benefits of Membership

When one meets the qualifications for membership, one is entitled to certain privileges. These shall include priority when registering for events with a participant limit, the ability to vote at the annual meeting, and the ability to attend regular meetings of the Steering Council without a suspension of the rules.

3.4 Equality and Diversity

The PNWJETAA welcomes all persons of every background, religion, race, gender, sexual orientation, age, and ability. The Executive Board will lead an organization committed to inclusivity and discrimination-free business by facilitating activities that are for the benefit of all persons, holding each other accountable.

3.5 Zero-Tolerance Policy and Removal

Any member of the Association found responsible for exhibiting inappropriate, violent, or non-law-abiding behavior must participate in mediation with an acceptable impartial and neutral third party who has no decision-making authority within PNWJETAA. A mutually-acceptable resolution will be prioritized. Any Executive Officer(s) or Councilor(s) as defined in Articles 5 and 6 found responsible for inappropriate behavior may be removed from their position and/or the organization immediately with a simple majority vote of the Steering Council as defined in Article 6.

ARTICLE 4: OFFICES

The Association does not have physical offices. The Association shall have a mailing address located at

c/o The Japanese Cultural and Community Center of Washington
1414 S Weller St
Seattle, WA 98144

Official information about the JET Program can be obtained from
The Consulate-General of Japan in Seattle
701 Pike St, Suite 1000
Seattle, WA 98101

ARTICLE 5: EXECUTIVE BOARD

5.1 Definition

The Executive Board shall have the power to set meeting dates and times, form committees, create steering council positions, adopt policies, organize events and elections, facilitate communication and collaboration between the Association and community groups, and run the general business of the Association.

5.1.1 Composition

The Executive Board shall be made up of elected Executive Officers. The Executive Officers shall be one (1) President or two (2) Co-Presidents, one (1) Vice President, one (1) Secretary, and one (1) Treasurer.

5.1.2 Rules of Formation

In order for the Executive Board to have legal standing, the following conditions must be met.

5.1.2.a The Executive Board shall consist of not less than two (2) and no more than five (5) Executive Officers.

5.1.2.b At minimum, the offices of President and Treasurer must be filled.

5.1.2.c The same person may not hold the office of President and Treasurer at the same time.

5.2 Duties of Executive Officers

5.2.1 President

The President is responsible for overall leadership and direction of PNWJETAA. They will plan and attend chapter meetings, represent the chapter at public events, provide all communications with National and International organons, attend the annual National Conference and regional conferences and represent PNWJETAA at public and private functions as needed.

5.2.2 Co-President

When this position is filled there will be no President, but rather 2 Co-Presidents, where the duties outlined in 5.2.1 will be shared between the two Co-Presidents. If the Vice-President position is vacant, they will also share the duties outlined in 5.2.3.

5.2.3 Vice-President

The Vice-President will support the role of President and other chapter members in leadership. They will provide guidance and execution of events, remain current on chapter initiatives and projects, represent the chapter at public events, maintain the membership database if the membership coordinator council position is vacant, and facilitate the President's role when the President is absent.

5.2.4 Treasurer

The Treasurer will plan and execute annual operating budget requests from both the Council of Local Authorities for International Relations ("CLAIR") and the Ministry of Foreign Affairs ("MoFA"); reconcile receipts from chapter activities; submit budget reports as required; represent the chapter at public events; and attend the annual National Conference and regional conferences.

5.2.5 Secretary

The Secretary will schedule, attend and document chapter meetings; respond to report requests including annual Internal and National Chapter updates; work closely with Steering Council Officers and councillors to disseminate chapter information; represent the chapter at public events; and advocate proper archiving of PNWJETAA information at all levels.

5.3 Powers of the Executive Board

The Executive Board shall have the power to set meeting dates and times, form committees, create steering council positions, adopt policies, organize events and elections, facilitate communication and collaboration between the Association and community groups, and run the general business of the Association.

5.4 Election and Term of Executive Officers

PNWJETAA members will nominate and elect Executive Officers. Executive Officers shall be elected at the annual meeting of the Association, and their terms shall be one (1) year, from April 1st to March 31st. The Treasurer shall be the exception to this rule, and shall hold office for a minimum of two (2) years. If an Executive Officer position becomes vacant, an interim alumni member can be selected by a unanimous vote of the executive board and a super majority of the

steering council at a regular or special meeting. This interim position will be held until the next March 31st. . There shall be no prohibition on re-elections of Executive Officers.

5.4.1 End of Term Obligations

All officers, upon the completion of their term, dismissal from office, or resignation of position, must turn over all online accounts, documents, and any other possessions belonging to PNWJETAA to their successor.

5.5 Removal of Executive Officers

Executive Officers will only be removed from their positions for abuse of power, chronic failure to complete duties, or conduct unbefitting of PNWJETAA Executive Board members. The removal of an Executive Board member shall require a unanimous vote of the Executive Board and a super majority vote of the remaining Steering Council.

5.6 Vacancies

In the event of a vacancy on the Executive Board, the Steering Council may appoint someone to fill the vacancy with a simple majority vote. The appointee shall carry out the duties of the position until the next election, at which time they must win the vote of the membership to retain the position.

ARTICLE 6: STEERING COUNCIL

6.1 Definition of Steering Council

The Steering Council shall be the main governing body of the Association. The Steering Council shall be made up of the Executive Board and other association members filling non-essential positions according to the needs of the council. The Steering Council has no minimum member requirements beyond the minimum Executive Board requirements, and positions shall be created and dissolved as needed, not to exceed 15 members in total. The duty of the Steering Council is the advancement of the goals of PNWJETAA. The Steering Council shall be elected by the same rules as laid out in 5.4 and follow the same procedures as defined in 5.4.1~5.6.

6.2 Meetings of the Steering Council

In order to conduct the business of the Association, meetings shall be held periodically.

6.2.1 Place and Time of Meetings

All meetings shall be held at the most convenient time and place (which may be within or outside of the State of Washington) voted on by the Steering Council as a crucial item of business at the regular meeting immediately following the Annual Meeting. The Steering Council shall prioritize an accessible location for meetings. Meeting locations should meet certain criteria when possible, with the understanding that it may not be possible to meet all of the criteria for every meeting. This criteria includes, but is not limited to, meeting current fire codes, being equipped with AEDs and fire extinguishers, containing nursing and prayer rooms, being ADA-compliant, and being trained service animal-friendly.

6.2.1.a A remote meeting option must be provided for accessibility. The means of remote access shall be determined by the Steering Council. If the chosen remote option bears any cost to the Association, it shall be paid for out of the administrative budget. Only Executive Officers shall administer the remote meeting access, unless additional administrators are deemed necessary by a unanimous vote of the Executive Board.

6.2.2 Meeting Duration

Meeting durations will not exceed 3 hours unless otherwise directed within reason by the President, or Vice President in the absence of the President.

6.2.3 Notice of Meetings

Notice of the place, date, and hour of every meeting for Members shall be given to each Member entitled to vote thereat or otherwise entitled to notice thereof no less than one week before said meeting, except in cases beyond the control of the Association. Notice shall be provided electronically through various media for accessibility.

6.2.4 Regular Meetings

Regular Meetings are defined as meetings conducted by the Steering Council on a monthly basis.

6.2.4.a Agendas and minutes will be authored, maintained, and disseminated by the Secretary. In the absence of the Secretary, the President, or Vice President in the absence of the President, may within reason direct another Steering Council Officer to author, maintain, and/or disseminate the meeting agendas and/or minutes.

6.2.4.b Agendas and minutes older than 5 years will be archived by the Secretary to cloud-based digital storage as determined by the Steering Council. In the absence of the Secretary, the President, or Vice President in the absence of the President, may direct another Steering Council Officer to manage the archiving of agendas and minutes.

6.2.5 Annual Meetings

Annual Meetings are defined as meetings during which the Steering Council will review its previous year's achievements and budget applications, announce newly elected Steering Council Officers, and hold an open forum for upcoming membership goals. At least one Annual Meeting is required each fiscal year, with preference for the meeting to be conducted during the *shinnenkai* (new year party).

6.2.6 Special Meetings

Special Meetings will be called at any time within reason by the President, or Vice President in the absence of the President, at such time and place as may be specified in the notice or waiver of notice thereof. The President, or Vice President, may within reason direct another Steering Council Officer to fix a time and place for, and give notice to the Members of such a meeting.

6.3 Manner of Acting

In order to conduct the business of the Association in an efficient and fair manner, these rules are established for the manner of acting.

6.3.1 Quorum

For Executive Board meetings, a quorum shall be defined as a simple majority of the current Executive Officers being present. For Steering Council meetings, a quorum shall be defined as a simple majority of the current Steering Council Officers being present. For committees, ad hoc or permanent, a quorum shall be defined as a simple majority of the current members of that committee being present.

6.3.2 Majority Vote

For decisions requiring a simple majority vote, a majority will be defined as 51 percent and above after a quorum has been met in accordance with §6.3.1. For decisions requiring a supermajority vote, a majority will be defined as 67 percent and above after a quorum has been met. For decisions requiring a unanimous vote, there may not be any dissenting votes after a quorum has been met, except in the case of when someone must recuse themselves from a vote, or abstains from voting. In the event that an abstention results in a loss of quorum, the vote shall be considered hung.

6.3.3 Presumption of Assent

For routine actions of the Executive Board and Steering Council, including votes requiring a simple majority, there shall be a presumption of assent unless someone speaks against an action. For votes requiring a super majority or unanimous vote, there will be no presumption of assent. All actions requiring a super majority or unanimous vote must be proposed, seconded, discussed, and voted on under Robert's Rules of Order.

6.3.4 Hung Board Decisions

For decisions where the Board/Council is hung, the Board/Council may choose to table the motion for a later date, refer it to a committee, or give the deciding vote to a predetermined PNWJETAA member who is also an alumni of the Steering Council.

6.3.5 Action Without a Meeting

Routine business decisions may be made outside of official meeting sessions, but must be reported for ratification at the next official meeting. No decisions impacting the finances, optics, or future of PNWJETAA may be made by the Board/Council outside of official meetings.

6.3.6 Proxies

Proxies shall be allowed for committee members, ad hoc or permanent, unless objected to by other members of the same committee. The decision to allow a proxy after an objection shall require a simple majority vote. Proxies shall not be allowed for Executive Board or Steering Council members at any time.

6.4 Compensation

Executive Officers and members of councils, committees, and boards, hereafter referred to as "councilors", shall not be compensated for their work. People contracted by an Executive Officer or councilor to perform a service may be granted compensation at the discretion of the Executive Board. Executive Officers and councilors may be compensated for work contracted to them by other Executive Officers or councilors if that work goes beyond the scope of that position.

ARTICLE 7: ADVISORY BOARD

7.1 Advisory Board

The Executive Board may appoint an advisory board of the Association ("Advisory Board") of one (1) or more persons to provide advice and assistance to the Steering Council. Advisory Board members must be in good standing and have either completed at least one year of service as an Executive Board member or have made significant contributions to PNWJETAA.

7.2 Powers and Authority of Advisory Board

Advisory Board members may be invited to meetings of the Executive Board, but shall not be entitled to vote or exercise other powers of a member of the Steering Council. The Executive

Board may determine by separate resolution the operational rules, which shall govern the Advisory Board. Advisory Board members may be removed at any time, with or without cause, by the Executive Board.

ARTICLE 8: COMMITTEES

8.1 Appointment of Committees

The Executive Board may appoint one or more committees, each of which shall consist of one (1) or more steering council members, where one of them is the committee chair, as they deem necessary or appropriate to conduct the objective defined as the purpose of the committee. The appointment by the Executive Board of any committee shall be by resolution adopted by a simple majority of members of the Steering Council. The Executive Board shall retain the right to limit the powers and duties of any committee that it has created and to disband any such committees in its sole discretion. The Executive Board may, from time to time, appoint additional members to the committee as they deem necessary or appropriate. A committee member can be anyone from the PNWJETAA membership or general community as long as the committee chair is a Steering council member. A committee member may resign at any time upon written request to the Association. A committee member may be removed, either with or without cause, by the Executive Board.

8.2 Powers and Authority of Committees

The Executive Board may delegate to any committee any of the powers and authority of the Steering Council in the management of the business and affairs of the Association; provided however, no committee may: (a) approve or recommend to the Association dissolution, merger, or transfer of all or substantially all of the Association's assets; (b) elect, appoint, or remove Executive Officers or fill vacancies on the Executive Board; or (c) adopt, amend, or repeal the Articles of the Bylaws, or any resolution of the Executive Board.

ARTICLE 9: ADMINISTRATIVE AND FINANCIAL PROVISIONS

9.1 Administrative and Financial Provisions

The PNWJETAA will seek grant funding from the Grant in Aid (GiA) made available by CLAIR, from MoFA made available through the Consulate General of Japan in Seattle, or alternate funding sources such as those made available by the Sasakawa Peace Foundation (SPF) or the US JET Alumni Association (USJETAA). Funding will be sought by the Executive Board.

9.1.1 Methods

Original and electronic copies of receipts and invoices will be organized and managed by the Treasurer. Submission protocols are as stipulated by the respective grant funders.

9.1.2 Timelines

Grant proposals deadlines vary but are typically observed in spring. Grant reports are due either immediately after the funded event, a designated month, or within 30 days of the event end date as stipulated by the respective grant funders.

9.1.3 In-kind Donations

In-kind donations exceeding \$50 in total value, or unsolicited goods or services provided to PNWJETAA, are the responsibility of the Steering Council, but closely documented and monitored by the Treasurer. The documentation created by the Treasurer must be made known to all active Executive Officers, and made available upon request. A statement of receipt must be sent back to the donor reflecting the type of goods or services donated, the sum count of goods or value of services donated, and be signed by at least two Executive Officers.

9.2 Financial Provision Limitation/Cap

So long as they are serving on the Executive Board, an Executive Officer may not regularly accept a gift valued at more than \$10 in a single transaction from subordinate Steering Council Officers, association members, partnering organization executive officers, or prospective partner organizations executive officers; an Executive Officer also may not accept a gift representing pooled contributions for a gift, even if each gifter contributes \$10 or less.

An Executive Officer may accept a gift valued at more than \$10 in a single transaction from a partnering organization as a whole or prospective organization as a whole if the gift is addressed to the PNWJETAA at large and made available to subordinate Steering Council Officers and association members alike through event participation or voluntary service.

An Executive Officer may accept personal hospitality within reason at a home of a subordinate Steering Council Officer, association member, partnering organization executive officer, or prospective partnering organization executive officer, and other parties may offer an appropriate hostess gift at the home.

Executive Board officers, Steering Council members, general membership, partner organizations, and prospective partner organizations may participate in PNWJETAA holiday parties if they pay an early-bird ticket price, a regular ticket price, or a special ticket price made available to all partnering organizations and prospective partnering organizations, and any gifts or prizes may be won as a result of a randomized system.

If mismanagement or questionable circumstances arise, the Steering Council will use a simple majority to validate the reasonableness of the given exchanges as defined in Article 9.

9.3 Managing of Finances

Finances will be entrusted to a federally insured financial institution, except in the case of a reasonable amount of petty cash. In principle, the Association shall maintain one (1) checkings account for the Association's primary business, and one (1) savings account, which shall be set aside for the Association's Professional Development Fund. The Treasurer shall be the primary caretaker of the finances for the Association, and shall be responsible for maintaining the Association's account(s) at the aforementioned financial institution. The President shall also have access to the accounts and shall communicate to the Treasurer any actions they take on it, including deposits, withdrawals, and transfers. The Treasurer shall report to the Steering Council any changes to Association finances at every regular meeting.

ARTICLE 10: AMENDMENTS

10.1 Absence of Direction

Absence of direction should be interpreted as permitting innovations and intentional use of reasonable judgement and common sense that is otherwise consistent within the limits of authority outlined in the Bylaws, and with the law.

10.2 Amendments

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a unanimous vote by the Executive Officers at any meeting of the Steering Council where the proposed change(s) were included in the notice of the meeting.

10.3 Political Affiliations

The Association shall not take a political stand on any issues, and no members of the Steering Council shall participate in partisan political activities in their roles in the Association.

CERTIFICATE OF ADOPTION OF BYLAWS

We, the undersigned, being the president, vice-president, treasurer and the secretary of the Association, respectively, do hereby certify that the foregoing Bylaws were duly adopted as the official Bylaws of the Association at the organizational meeting of the Steering Council on the

_____ day of _____, 2020.

Samantha Corpuz

President

Michelle Kato

Vice-President

Jeremy Odden

Treasurer

Dawn Wyruchowski

Secretary

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1.1 Definitions

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| ADA | Americans with Disabilities Act of 1990 |
| AED | Automated external defibrillator |
| CLAIR | Council of Local Authorities for International Relations |
| Councilors | Members of councils, committees, and boards |
| GiA | Grant in Aid (distributed by CLAIR) |
| JET Program | Japan Exchange and Teaching Program |
| JETAA | Japan Exchange and Teaching Program Alumni Association |
| MoFA | Ministry of Foreign Affairs |
| Northern Idaho | The term "Northern Idaho" is based on the jurisdiction of the Consulate-General of Japan in Seattle, and is defined as Idaho County and the nine (9) northernmost counties. |
| Robert's Rules of Order | Manual of parliamentary procedure that governs most organizations with boards of directors |
| Sasakawa / SPF | Sasakawa Peace Foundation |
| USJETAA | United States JETAA |
| Professional Development Fund | A professional development fund managed by PNWJETAA that allows JET Alumni to apply for grants for events. Approved events must be geared toward professional development, e.g. career fairs, professional networking events or workshops. |

AMENDMENTS for upgrading to 501(c)3