

**BYLAWS OF
THE PACIFIC NORTHWEST JAPAN EXCHANGE AND TEACHING
ALUMNI ASSOCIATION: REGION US-11**

Revised January 28th, 2025

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 what is available to Friends of JET. 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 in elections, and the ability to attend regular meetings of the Steering Council without a suspension of the rules.

3.4 Equality and Diversity

PNWJETAA welcomes all persons of every background, religion, race, color, sex (including gender identity, sexual orientation, or pregnancy), age, genetic information (including family medical history), 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

PNWJETAA
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 be the main governing body of the Association, and shall conduct 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 as the de facto chair, represent the chapter at public events, authorize all communications with National and International organizations, attend the annual meeting of JETAA USA and regional conferences if no other Councilor is chosen, 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 Councilors. They will provide guidance and execution of events, remain current on chapter initiatives and projects, represent the chapter at public events as needed, maintain the membership database if no council position exists to manage it, 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 CLAIR and MoFA; reconcile receipts from chapter activities; submit budget reports as required; manage the Association's finances; represent the chapter at public events as needed; and attend the annual meeting of JETAA USA and regional conferences if no other Councilor is chosen.

5.2.5 Secretary

The Secretary will schedule, attend, and document chapter meetings; respond to reporting requests including annual Internal and National Chapter updates; work closely with Councilors to disseminate chapter information; represent the chapter at public events as needed; 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 as defined in Section 6.1, 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 from among the membership of the Association. Executive Officers shall be elected at the annual meeting of the Association, and their terms shall be thirteen (13) months, from January 1st to the following February 28th, or 29th in a leap year. During the first month of their term, the elected Officer shall be the Position Elect, assuming full responsibilities of their office on February 1st. They shall serve in that capacity until the following January 31st. They shall serve their final month as Position Emeritus starting February 1st. The Treasurer shall be the exception to this rule, and shall hold office for a minimum of twenty-five (25) months. If an Executive Officer position becomes vacant, an interim alumni member can be selected by a unanimous vote of the Steering Council at a regular or special meeting. This interim position will be held until the following February 28th, or 29th in a leap year. 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, or the President if no successor is elected.

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 unbecoming of PNWJETAA Executive Board members. The removal of an Executive Board member shall require a unanimous vote of the Steering Council. The accused is not allowed a vote, but is allowed up to 5 minutes to plead their case.

ARTICLE 6: STEERING COUNCIL

6.1 Definition of Steering Council

As deemed necessary by the Executive Board, additional positions may be created with a simple majority vote to assist the Executive Board in the business of the Association. For each additional position under consideration, a job description must be provided before a vote can be taken, at which time the position shall be appointed by the Executive Board until the next election. Thereafter, the position shall be elected by a vote of the membership at the Annual Meeting. These positions and the Executive Officers shall constitute The Steering Council of the Association. 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 Steering Council shall be subject to the same provisions as Executive Officers as laid out in 5.4 and 5.5.

6.1.1 Dissolution of Steering Council positions shall be done by simple majority vote of the entire Steering Council, and dissolutions will take effect at the end of the calendar year in which the dissolution occurs.

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 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 Councilor 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 Councilor 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 Councilors, 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 Bounenkai (Year End 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 Councilor 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 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

Councilors shall not be compensated for their regular work. People contracted by a Councilor to perform a service may be granted compensation at the discretion of the Executive Board. Councilors may be compensated for work contracted to them by other 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 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. In the event that an Advisory Board member steps into a Steering Council position, they shall be removed from the Advisory Board for the duration of their service.

7.2 Powers and Authority of Advisory Board

Advisory Board members shall be invited to regular meetings of the Steering Council, 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 a simple majority vote of 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

PNWJETAA will seek funding from the Grant-in-Aid 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 or the US JET Alumni Association. 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.

9.1.2 In-kind Donations

In-kind donations exceeding \$500 in total value, or unsolicited goods or services provided to PNWJETAA, are the responsibility of the Steering Council, but documented and monitored by the Treasurer. The documentation created by the Treasurer must be made available to all Councilors. 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 \$25 in a single transaction from subordinate Councilors, association members, partner organization executive officers, or prospective partner organizations executive officers; an Executive Officer may only accept a gift purchased with pooled funds regardless of individual amounts contributed with approval of the Steering Council.

An Executive Officer may accept a gift valued at more than \$25 in a single transaction from a partner organization as a whole or prospective partner organization as a whole if the gift is addressed to PNWJETAA at large and made available to subordinate Councilors through event participation or voluntary service.

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

Councilors may participate in gift-giving and giveaway events provided that any gifts or prizes available thereat may be won as a result of a randomized system.

If mismanagement or questionable circumstances arise, the Steering Council will use a supermajority vote to determine 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) checking 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 or other Executive Officer as decided by a unanimous vote of the Executive Board 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

Alterations or amendments to these Bylaws shall be made in writing and have two (2) readings at two (2) consecutive regular meetings, at the last of which same must receive the favorable vote of at least two-thirds of the Steering Council, and only after the Association members have been properly notified before the final reading.

10.3 Political Affiliations

The Association shall not take a political stand on any issues, and no Councilors 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 amended to be the official Bylaws of the Association at the organizational meeting of the Steering Council on the 28th day of January, 2025.

Jessica Record

Jessica Record (Jan 29, 2025 15:03 PST)

Jessica Record, President

Lynn Miyauchi

Lynn Miyauchi (Feb 25, 2025 20:52 PST)

Lynn Miyauchi, Vice-President

Jeremy R Odden

Jeremy R Odden (Feb 25, 2025 21:05 PST)

Jeremy Odden, Treasurer

Mira Pomerantz

Mira Pomerantz (Feb 26, 2025 00:07 EST)

Mira Pomerantz, Secretary

DEFINITIONS

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| ADA | Americans with Disabilities Act of 1990 |
| AED | Automated external defibrillator |
| CLAIR | Council of Local Authorities for International Relations: a Japanese governmental organization that administers the JET Program alongside MoFA and MEXT |
| Councilors | Members of boards, councils, and committees within the Association |
| Friend of JET | A person that is involved in JETAA activities, despite not participating in the JET Program themselves; informal term often applied to partners and families of Councilors |
| GiA | Grant in Aid: funding distributed by CLAIR/JLGC |
| JLGC | Japan Local Government Center: the New York based branch of CLAIR in the United States that is our primary source of funding |
| JET Program | Japan Exchange and Teaching Program: a program administered by MEXT, CLAIR, and MOFA to promote cultural exchange on a grassroots level in Japan |
| JETAA | JET Program Alumni Association |
| JETAA USA | The national JETAA organization that PNWJETAA falls under the umbrella of; our parent organization |
| MEXT | The Japanese Ministry of Education, Culture, Sports, Science, and Technology: one of the administrators of the JET Program alongside MoFA and CLAIR; MEXT has no impact on JETAA functioning |
| MoFA | Japanese Ministry of Foreign Affairs: one of the organizations that administers the JET Program with CLAIR and MEXT, and our secondary funding source |
| 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 of Idaho. |

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| Robert's Rules of Order | Manual of parliamentary procedure that governs most organizations with boards of directors |
| Sasakawa / SPF | Sasakawa Peace Foundation: a non-partisan organization that is dedicated to diplomacy, cultural exchange, and dialogue between the US and Japan; an occasional funding source for PNWJETAA |
| USJETAA | A 401(c)(3) for JETAA chapters in the United States |
| 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. |












Bylaws - Adopted 25-01-28


Final Audit Report

2025-02-26


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|-----------------|--|
| Created: | 2025-01-29 |
| By: | Jeremy Odden (jeremy_odden@mail.com) |
| Status: | Signed |
| Transaction ID: | CBJCHBCAABAANsQXN6Bwgu7d-gtfagzZLcq2k--93fQU |

"Bylaws - Adopted 25-01-28" History

-  Document created by Jeremy Odden (jeremy_odden@mail.com)
2025-01-29 - 7:17:37 PM GMT- IP address: 97.113.38.148
-  Document emailed to president@pnwjetaa.org for signature
2025-01-29 - 7:20:26 PM GMT
-  Email viewed by president@pnwjetaa.org
2025-01-29 - 11:02:49 PM GMT- IP address: 50.47.202.131
-  Signer president@pnwjetaa.org entered name at signing as Jessica Record
2025-01-29 - 11:03:22 PM GMT- IP address: 50.47.202.131
-  Document e-signed by Jessica Record (president@pnwjetaa.org)
Signature Date: 2025-01-29 - 11:03:24 PM GMT - Time Source: server- IP address: 50.47.202.131
-  Document emailed to vicepresident@pnwjetaa.org for signature
2025-01-29 - 11:03:25 PM GMT
-  Email viewed by vicepresident@pnwjetaa.org
2025-02-23 - 7:22:22 AM GMT- IP address: 73.239.217.72
-  New document URL requested by vicepresident@pnwjetaa.org
2025-02-26 - 4:34:39 AM GMT- IP address: 73.239.217.72
-  Email viewed by vicepresident@pnwjetaa.org
2025-02-26 - 4:49:45 AM GMT- IP address: 73.239.217.72
-  Signer vicepresident@pnwjetaa.org entered name at signing as Lynn Miyauchi
2025-02-26 - 4:52:27 AM GMT- IP address: 73.239.217.72
-  Document e-signed by Lynn Miyauchi (vicepresident@pnwjetaa.org)
Signature Date: 2025-02-26 - 4:52:29 AM GMT - Time Source: server- IP address: 73.239.217.72

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2025-02-26 - 4:52:30 AM GMT

 Email viewed by treasurer@pnwjetaa.org

2025-02-26 - 5:04:34 AM GMT- IP address: 97.113.38.148

 Signer treasurer@pnwjetaa.org entered name at signing as Jeremy R Odden


2025-02-26 - 5:05:13 AM GMT- IP address: 97.113.38.148

 Document e-signed by Jeremy R Odden (treasurer@pnwjetaa.org)

Signature Date: 2025-02-26 - 5:05:15 AM GMT - Time Source: server- IP address: 97.113.38.148

 Document emailed to secretary@pnwjetaa.org for signature

2025-02-26 - 5:05:16 AM GMT

 Email viewed by secretary@pnwjetaa.org

2025-02-26 - 5:06:24 AM GMT- IP address: 76.121.113.230

 Signer secretary@pnwjetaa.org entered name at signing as Mira Pomerantz

2025-02-26 - 5:07:01 AM GMT- IP address: 76.121.113.230

 Document e-signed by Mira Pomerantz (secretary@pnwjetaa.org)

Signature Date: 2025-02-26 - 5:07:03 AM GMT - Time Source: server- IP address: 76.121.113.230

 Agreement completed.

2025-02-26 - 5:07:03 AM GMT