

JACL CONSTITUTION AND BYLAWS

TABLE OF CONTENTS

CONSTITUTION	4
PREAMBLE	4
ARTICLE I. NAME AND OFFICES	4
SECTION 1. Name	4
SECTION 2. Offices	4
ARTICLE II. PURPOSE	4
SECTION 1. General Purpose	4
SECTION 2. Non-Partisan Organization	4
ARTICLE III. INCORPORATION AND SEAL	4
SECTION 1. Incorporation in California	4
SECTION 2. Official Seal	4
ARTICLE IV. MEMBERSHIP	5
SECTION 1. Qualifications	5
SECTION 2. Chapters	5
ARTICLE V. CHAPTERS	5
SECTION 1. Organization Is Comprised of Chapters	5
SECTION 2. Chapter Activities	5
SECTION 3. Relationship to National Program	5
ARTICLE VI. DISTRICT COUNCILS	5
SECTION 1. Establishment of District Councils	5
SECTION 2. Functions and Powers of District Councils	5
SECTION 3. District Constitution and Bylaws	5
SECTION 4. District Governors' Caucus	5
ARTICLE VII. NATIONAL COUNCIL	6
SECTION 1. Composition	6
SECTION 2. Adoption of Program for Action	6
ARTICLE VIII. THE NATIONAL YOUTH/STUDENT COUNCIL	6
Section 1. Composition	6
Section 2. Adoption of a Youth/Student Program for Action	6
Section 3. Relationship to the National Program	6
ARTICLE IX. NATIONAL BOARD	6
Section 1. Composition of the Board	6
Section 2. Powers	6
ARTICLE X. NATIONAL OFFICERS	7
SECTION 1. Elected Positions	7
SECTION 2. Appointed Positions	7
SECTION 3. The National Youth/Student Positions	7
ARTICLE XI. NOMINATION OF NATIONAL OFFICERS	7
ARTICLE XII. AMENDMENTS	7
SECTION 1. National Council Vote Necessary	7
SECTION 2. Notice	7
SECTION 3. Constitution Amendment	7
SECTION 4. Bylaw Amendment	8
SECTION 5. Amendment Proposals Without Notice	8
ARTICLE XIII. INITIATIVE AND REFERENDUM	8
SECTION 1. Definitions	8
SECTION 2. Requirements for Initiative	8
SECTION 3. Requirements for Referendum	8

BYLAWS	9
ARTICLE I. MEMBERSHIP.....	9
SECTION 1. Active Members.....	9
SECTION 2. National Associate Members.....	9
SECTION 3. Non-Profit Organization Members.....	9
SECTION 4. Youth/Student Memberships.....	9
SECTION 5. National Supporting Members.....	10
ARTICLE II. CHAPTERS.....	10
SECTION 1. Chapter Requirements.....	10
SECTION 2. Chapters in Good Standing.....	10
SECTION 3. Representation at National Council Meetings.....	11
SECTION 4. Probation.....	11
SECTION 5. Suspension or Revocation of Chapter Charter.....	11
ARTICLE III. DISTRICT COUNCILS.....	11
SECTION 1. Geographic Distributions.....	11
SECTION 2. Establishment of a New District Council.....	12
ARTICLE IV. NATIONAL COUNCIL POWERS AND MEETINGS.....	12
SECTION 1. Exercise of Powers.....	12
SECTION 2. Annual Session.....	12
SECTION 3. Quorum.....	12
SECTION 4. Notice.....	12
SECTION 5. Adjourned Meeting.....	13
SECTION 6. Special Meetings.....	13
ARTICLE V. VOTING OF NATIONAL COUNCIL.....	13
SECTION 1. Eligibility to Vote.....	13
SECTION 2. Majority Vote Required.....	13
SECTION 3. Action by Written Consent Without a Meeting.....	13
SECTION 4. Proxies.....	14
ARTICLE VI. NATIONAL BOARD.....	14
SECTION 1. Number of Board Members.....	14
SECTION 2. Election and Term of Office of Board Members.....	14
SECTION 3. Vacancies.....	14
SECTION 4. Place of Meetings.....	15
SECTION 5. Open Meetings.....	15
SECTION 6. Special Meetings.....	15
SECTION 7. Quorum.....	15
SECTION 8. Alternates for District Governors, National Youth/Student Council Chairperson, and National Youth/Student Representative.....	15
SECTION 9. Waiver of Notice.....	16
SECTION 10. Adjournment.....	16
SECTION 11. Notice of Adjournment.....	16
SECTION 12. Action Without Meeting.....	16
ARTICLE VII. NATIONAL OFFICERS.....	16
SECTION 1. Duties of National Elected Officers:.....	16
SECTION 2. Duties of Appointive Officers.....	17
SECTION 3. Term of Office.....	17
SECTION 4. Duties of National Youth/Student Officers.....	17
ARTICLE VIII. NOMINATION AND ELECTION OF NATIONAL OFFICERS.....	17
SECTION 1. Nominations Committee Functions.....	17
SECTION 2. Elected at National Convention.....	18
ARTICLE IX. EXECUTIVE DIRECTOR.....	18
SECTION 1. Appointed by National Board.....	18
SECTION 2. Duties.....	18
ARTICLE X. NATIONAL CONVENTION.....	18
SECTION 1. Annual Convention.....	18
SECTION 2. National Convention Committee.....	18
SECTION 3. Chapter Awarded the National Convention.....	18
ARTICLE XI. NATIONAL COMMITTEES.....	19

SECTION 1. National Board Subcommittees	19
SECTION 2. National Advisory Committees	19
SECTION 3. Ex-Officio Members.....	19
ARTICLE XII. THE PACIFIC CITIZEN	20
SECTION 1. Official Publication	20
SECTION 2. Editorial Board.....	20
SECTION 3. Meetings.....	20
SECTION 4. Editor/General Manager	20
SECTION 5. Budget and Allocation	20
ARTICLE XIII. ADMINISTRATION OF SPECIAL PROJECTS.....	21
SECTION 1. Board of Directors	21
SECTION 2. Powers of Board of Directors.....	21
SECTION 3. Reporting to National Board.....	21
SECTION 4. Role of National President.....	21
ARTICLE XIV. BUDGET AND FINANCE	21
SECTION 1. Current Operations.....	21
SECTION 2. National JAFL Reserve Fund.....	21
ARTICLE XV. SEGREGATED ACCOUNTS.....	22
SECTION 1. Description	22
SECTION 2. Committee	22
SECTION 3. Purposes	22
SECTION 4. Disposition of Income	22
SECTION 5. National Endowment Fund.....	22
SECTION 6. Meetings and Reports	22
ARTICLE XVI. PAST NATIONAL PRESIDENTS	22
ARTICLE XVII. RULES OF ORDER.....	23
ARTICLE XVIII. LIMITATIONS.....	23
SECTION 1. Non-Liability for Chapter Actions	23
SECTION 2. National Council Action	23
SECTION 3. Advertisements	23
SECTION 4. Contributions	23
SECTION 5. Facilities use.....	23
ARTICLE XIX. JAFL YOUTH/STUDENT PROGRAM.....	23
SECTION 1. Purpose and Policy.....	23
SECTION 2. Chapter Youth/Student Programming	23
SECTION 3. District Youth/Student Programming	24
SECTION 4. National Youth/Student Council.....	24
SECTION 5. Vacancy by Removal or Impeachment.....	24
ADDENDUM: CREED, SLOGAN, HYMN	25
SECTION 1. Creed.....	25
JAPANESE AMERICAN CREED	25
SECTION 2. Slogan	25
SECTION 3. "JAFL Hymn"	25
JAFL HYMN	25

National JAFL Constitution and Bylaws

(As adopted July 31, 1980; amended August 13, 1982; August 17, 1984; July 24, 1986; August 9, 1988; June 21, 1990; August 8, 1992; August 6, 1994; August 10, 1996; July 3, 1998; October 3, 1998; June 29, 2000; June 29, 2002; August 14, 2004; July 19, 2008; July 6, 2012; July 12, 2014, July 14, 2015)

CONSTITUTION

PREAMBLE

We, Members of the Japanese American Citizens League, in order to foster American Democracy, promote active participation in civic and national Life, and secure Justice and Equal Opportunities for Americans of Japanese Ancestry, as well as for all People regardless of Race, Creed, and Religion, Color, National Origin, Age, Sex, Sexual Orientation, or Disability, do establish this Constitution for the Japanese American Citizens League of the United States of America.

ARTICLE I. NAME AND OFFICES

SECTION 1. Name

The name of this organization shall be the Japanese American Citizens League of the United States of America. The official abbreviation shall be JACL.

SECTION 2. Offices

The National Headquarters and offices of this organization shall be located at such places as designated by the National Council.

ARTICLE II. PURPOSE

SECTION 1. General Purpose

The purposes of this organization shall be to:

- a. Protect the rights of Japanese Americans as its primary and continuing concern. It shall also strive to secure and uphold civil and human rights for all people.
- b. Preserve the culture and values of Japanese Americans in a multi-cultural society.
- c. Participate in the development of understanding between all social and ethnic groups.
- d. Promote, sponsor, and encourage programs, projects, and activities designed to further and to encourage members to perform faithfully their duties and obligations to the United States of America. The organization and its members shall uphold the Constitution and the laws of the United States and the several states.

SECTION 2. Non-Partisan Organization

This organization shall be non-partisan and non-sectarian and shall not participate or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE III. INCORPORATION AND SEAL

SECTION 1. Incorporation in California

The incorporation of this organization shall be under the nonprofit organizations laws of the state of California.

SECTION 2. Official Seal

The official seal of this organization shall bear the words: "Japanese American Citizens League, Incorporated Under the Laws of the State of California, June 21, 1937."

ARTICLE IV. MEMBERSHIP

SECTION 1. Qualifications

The membership of this organization shall be comprised of all persons who agree to abide by the Constitution and Bylaws of this organization.

SECTION 2. Chapters

The individual members shall be organized into chapters.

ARTICLE V. CHAPTERS

SECTION 1. Organization Is Comprised of Chapters

The National organization shall be comprised of regularly chartered Chapters, Chapters in process, District Councils, and Members.

SECTION 2. Chapter Activities

The Chapters of this organization are encouraged to sponsor and to promote programs of their own which are calculated to serve their local communities in the spirit prescribed in the Preamble, and to participate in various projects recommended by the National organization.

SECTION 3. Relationship to National Program

The Chapters shall be as autonomous as is consistent with the Constitution and Bylaws and with the policies and programs of the National organization.

ARTICLE VI. DISTRICT COUNCILS

SECTION 1. Establishment of District Councils

The regularly chartered chapters shall be grouped together for administrative and program purposes into District Councils.

SECTION 2. Functions and Powers of District Councils

The District Councils shall: have jurisdiction over their member Chapters; participate in and direct the National Program within their respective Districts as well as sponsor such activities of their own which shall serve the best interests of their District; act upon all business matters referred to them by the National Board, National Council, and their authorized officers; and coordinate the activities of the Chapters within the District with the National organization.

SECTION 3. District Constitution and Bylaws

Each District Council shall be governed by its own Constitution and Bylaws and have such autonomy as is consistent with the Constitution, Bylaws, and the policies and programs of the National organization. The presiding officer of each District Council shall be the Governor.

SECTION 4. District Governors' Caucus

The District Governors' Caucus shall be comprised of the governors of the District Councils. The District Governors' Caucus shall elect a chairperson at its first annual National Board Meeting to serve for a term of one year and in accordance with rules it shall adopt. The chairperson shall serve as a voting member of the National Executive Committee. Resignation of the Governors' Caucus Chairperson shall be accepted by the National Board or the National

President acting on behalf of the National Board.

ARTICLE VII. NATIONAL COUNCIL

SECTION 1. Composition

The legislative powers of this organization shall be vested in a National Council which shall be comprised of two official delegates from each of the chartered Chapters and two official Youth/Student delegates from each District. The official Chapter delegates and District Youth/Student delegates shall be chosen from among their active members.

SECTION 2. Adoption of Strategic Plan

The National Council shall consider and adopt a Strategic Plan for the ensuing years designed to maintain and vitalize the National organization and to achieve its aim and purposes. Such actions shall be construed as establishing the policies of the National organization, and the National Board will be guided by such policies.

ARTICLE VIII. THE NATIONAL YOUTH/STUDENT COUNCIL

Section 1. Composition

The National Youth/Student Council shall be comprised of the National Youth/Student Council chairperson, the National Youth/Student representative, and one district youth and student representative from each district.

Section 2. Adoption of a Youth/Student Program for Action

The National Youth/Student Council shall consider and adopt a Youth/Student Program for Action designed to maintain and vitalize a national JACL Youth/Student program and to achieve the aim and purposes of the national organization. Such actions shall be construed as establishing the policies of the National Youth/Student Council, and said body will be guided by such policies.

Section 3. Relationship to the National Program

The National Youth/Student Council shall be as autonomous as is consistent with the Constitution and Bylaws and with the policies and programs of the national organization.

ARTICLE IX. NATIONAL BOARD

Section 1. Composition of the Board

The National Board shall be comprised of the elected National Officers, the District Governors elected by their Districts, the National Youth/Student Council Chairperson, and the National Youth/Student Representative. All Board Members shall have one vote.

Section 2. Powers

General Corporate Powers: Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the articles of incorporation and these Constitution and Bylaws relating to action required or permitted to be approved by the National Council, the business and affairs of the corporation shall be managed; and all corporate powers shall be exercised by or under the National Board.

Implementation. The National Board shall implement the resolutions and decisions of the National Council.

ARTICLE X. NATIONAL OFFICERS

SECTION 1. Elected Positions

The elective National Officers shall be the President, four Vice Presidents, and the Secretary/Treasurer.

The four Vice Presidents shall be respectively designated as:

"Vice President for General Operations";

"Vice President for Public Affairs";

"Vice President for Planning and Development"; and

"Vice President for 1000 Club, Membership and Services".

The elective officers shall be citizens of the United States, Active members of the organization and shall be at least eighteen (18) years of age, except that the President shall be at least twenty-five (25) years of age.

The office of the Secretary/Treasurer shall be held by a person with a working knowledge of accounting including analysis of financial statements.

SECTION 2. Appointed Positions

The appointive officers shall be the National Legal Counsel, and the Chairperson of the Pacific Citizen Editorial Board.

The National Legal Counsel shall be appointed by the President subject to the approval of the National Board.

SECTION 3. The National Youth/Student Positions

The National Youth/Student Council shall elect a National Youth/Student Chairperson with its one vote per district plus one collective National Council vote. The collective National Council vote shall be determined by simple majority of votes by chapters present at the national convention. The National Youth/Student Chairperson shall serve for the following biennium and in accordance with the rules adopted by the National Youth/Student Council.

The National Youth/Student Representative shall be elected by the National Youth/Student Council with its one vote and one collective National Council vote. The collective National Council vote shall be determined by simple majority of votes by chapters present at the national convention. The National Youth/Student Representative shall serve for the following biennium.

ARTICLE XI. NOMINATION OF NATIONAL OFFICERS

There shall be a National Nominating Committee for National Officers as set forth in the Bylaws.

ARTICLE XII. AMENDMENTS

SECTION 1. National Council Vote Necessary

The Constitution and Bylaws of this organization may be amended by the National Council upon the motion of a District Council, the National Youth/Student Council or the National Board.

SECTION 2. Notice

Notification of proposed amendments must be filed with the Executive Director at least sixty (60) days before the National Council Meetings, and the Executive Director shall send a copy of the proposed amendment to every Chapter and District Youth/Student Representative at least thirty (30) days preceding the National Council Meeting at which a decision is requested.

SECTION 3. Constitution Amendment

A three-fourths majority of the votes of the National Council present at the National Council meeting shall be necessary to amend this Constitution.

SECTION 4. Bylaw Amendment

A two-thirds majority of the votes of the National Council present shall be necessary to amend the bylaws.

SECTION 5. Amendment Proposals Without Notice

An amendment to the Bylaws proposed at the National Council Meeting without prior notice, notwithstanding Section 2 above, upon endorsement by at least five (5) Chapters shall be considered by the National Council in the same manner as any proposed amendment. Any such amendment approved by the National Council, under the provisions of this Section 5, shall be referred to all Chapters and District Youth/Student Representatives for final approval and ratification by the majorities specified in Sections 3 and 4 of this ARTICLE XII. Such referral shall be made by mail within sixty (60) days after approval by the National Council, and shall be ratified by the time period specified by the National Council at the time such amendment is approved but not to exceed ninety (90) days.

ARTICLE XIII. INITIATIVE AND REFERENDUM

SECTION 1. Definitions

An initiative is a process whereby the individual members may propose and enact resolutions and other policies pertaining to the organization.

A referendum is a process whereby the individual members may vote to approve or disapprove resolutions and policies adopted by the National Board or other authorized decision-making bodies within the organization.

SECTION 2. Requirements for Initiative

An initiative shall be instituted when recommended by three (3) District Councils and supported by signatures of at least five (5) percent of the membership of said District Councils as reported and recorded in the JACL membership list of the last preceding year.

SECTION 3. Requirements for Referendum

A referendum shall be instituted when such is recommended by three (3) District Councils and supported by signatures of at least five (5) percent of the membership of said three (3) District Councils as reported and recorded in the JACL membership list of the last preceding year.

BYLAWS

ARTICLE I. MEMBERSHIP

SECTION 1. Active Members

- a. Active members shall be members in good standing of a Chapter in good standing or a Chapter recognized by the National Council.
- b. Active members shall be entitled to all the rights and privileges of this organization, including the right to hold elective offices unless otherwise provided.
- c. Active members shall pay dues as follows:
 - (1.) National dues set by the National Council, to be remitted by the Chapter to National Headquarters; and
 - (2.) Chapter dues, if any, set by the Chapter, to be retained by the Chapter. Membership dates shall be established by the National Board. Membership dues shall include an Active Membership card, a subscription to the *Pacific Citizen* on the basis of one subscription to each household, and privileges of other special organizational services.
- d. Active members who move from one locality to another may have their membership transferred without further payment of any fees upon written request to the Executive Director by the member or Chapter involved.
- e. Reduced rates for additional members of the same family residing at the same address may be established by the National Council. Such additional members shall not receive the *Pacific Citizen*.

SECTION 2. National Associate Members

- a. National Associate Members shall be persons eligible for membership in this organization residing in areas where there are no Chapters and are not members of any Chapter.
- b. National Associate Members shall be entitled to all the rights and privileges of this organization except the right to vote and hold local office.
- c. National Associate Members shall pay annual membership dues to National Headquarters as set by the National Board. Membership dues shall include a National Associate Membership card, one year's subscription to the *Pacific Citizen*, and privileges of other special organizational services. Additional members of the same household, residing at the same address, shall pay annual dues consisting of one half the National dues but such additional members shall not receive the *Pacific Citizen*.
- d. Membership dates for National Associate Members shall be set by the National Board.
- e. National Associate Members who reside in or move to an area where a regular Chapter is in existence may have their membership transferred thereto as an active member without the further payment of dues upon written request of the Executive Director by either the Associate Member or the Chapter involved.

SECTION 3. Non-Profit Organization Members

- a. Non-Profit Organization Members shall:
 - (1.) be non-profit organizations, other than JACL Chapters, that subscribe to the purposes of this organization;
 - (2.) be an independently incorporated 501(c)(3) tax exempt organization;
 - (3.) provide JACL with a copy of tax exemption and articles of incorporation;
 - (4.) provide JACL with a copy of the organization's most recent independent audit; and
 - (5.) provide other documentation as may be required by the Combined Federal Campaign (hereinafter "CFC") or other funder.
- b. Non-Profit Organization Members shall pay to National Headquarters annual National dues as set by the National Council. Membership dates for Non-Profit Organization Members shall be set by the National Board. Membership dues shall include a Non-Profit Organization Membership card, one year's subscription to the *Pacific Citizen* and shall be entitled to all rights and privileges of this organization except the right to vote and the right to hold any office.

SECTION 4. Youth/Student Memberships

- a. Youth/Student: A member of a Chapter or the National organization who is 25 years of age or younger or is

currently enrolled in a Trade School, Business College, College, University or other institution of higher learning at either the undergraduate or graduate level.

- b. Youth/Student Members shall be entitled to all rights and privileges of this organization unless otherwise provided.
- c. Youth/Student Members shall pay membership dues to be fixed by the National Board, of which a percentage shall be retained by the local Chapter. Payment of this amount shall entitle the Youth/Student Member to a JACL Youth/Student Membership card, one year's subscription to the *Pacific Citizen* if no other member of the household receives a copy, and special organizational services.
- d. Youth/Student membership rates shall be fixed by the National Board.
- e. Youth/Student Members who move from one locality to another may have their membership transferred without further payment of fees upon written request to the Executive Director by the Youth/Student or the Chapter involved.

SECTION 5. National Supporting Members

- a. Membership Categories:
- b. Individuals who contribute in excess of the regular membership shall be known as National JACL Supporting Members according to categories defined by the National Council.
- c. Such categories shall include:
 - (1.) JACL One Thousand Club, which consists of three classes:
 - (a.) JACL Fifty Club;
 - (b.) JACL Century Club; and
 - (c.) JACL Millennium Club;
 - (2.) JACL Corporate Club, which consists of three classes:
 - (a.) Silver;
 - (b.) Gold; and
 - (c.) Diamond.
- d. Apportionment of Dues: Apportionment of dues for JACL One Thousand Club, JACL Fifty Club and JACL Century Club between National and Chapters shall be determined by the National Council. The apportionment of the JACL Millennium Club dues of \$1,000.00 per year between National and Chapters shall be \$900.00 to National and \$100.00 to Chapters. In the event a JACL Millennium Club Member is not a member of a Chapter, the amount allocable to the Chapter will be allocated to National.
- e. Membership Dates: Membership dates of National Supporting Members shall be set by the National Board except for JACL Millennium Club dues which will be due on December 31 of every year beginning with the year ending December 31, 2005.
- f. Life Membership: The National Board shall adopt consistent policies and rules governing the granting and recognition of Life Membership. JACL Millennium Club Members otherwise eligible as Life Members will continue their memberships as Life Members.

ARTICLE II. CHAPTERS

SECTION 1. Chapter Requirements

The official Chapter charter of the organization shall be granted by the National Board when any group of individuals has satisfied the following requirements:

- a. Have twenty-five (25) or more persons who shall have signed a petition for a charter subscribing to the purposes of the organization. The National Board may grant Chapter charters with less than the foregoing number if it deems the circumstances merit special consideration;
- b. Have a currently elected set of officers including a President who is at least eighteen (18) years of age;
- c. Have a Constitution and Bylaws which are consistent with the Constitution and Bylaws of the National organization and which are acceptable to the National Board.
- d. Have an application for membership in the organization accompanied by payment of a Chapter initiation fee, annual Chapter dues, and the National membership fees for their members as set by the National Council; and
- e. Have been recommended by the District Council in whose geographic area such proposed Chapter is situated.

SECTION 2. Chapters in Good Standing

The chartered Chapters to be in good standing shall have:

- a. A minimum of twenty-five (25) members unless the Chapter is operating under a special charter grant from the

National Board.

- b. All National and District dues, fees, and assessments paid sixty (60) days prior to the National Convention;
- c. Currently elected set of officers, including a President who is at least eighteen (18) years of age; and
- d. Cooperated in projects, programs, and services, promulgated by the National organization.
- e. Complied with all applicable federal tax laws.

SECTION 3. Representation at National Council Meetings

- a. Two official delegates and alternative delegates may be designated by the chartered Chapters to represent them at the National Council meeting of this organization.
- b. Two District Youth/Student delegates and alternate delegates may be designated by each District to represent them at the National Council meeting of this organization

SECTION 4. Probation

A Chapter which has been inactive for two (2) years; i.e., elected no officers, or had no members, carried on no activities, paid no National dues, or had failed to respond to correspondence from its District Council and National Headquarters, upon being notified of such delinquency, shall thereupon be placed on a six (6) month probationary period. Such notification shall be publicized.

SECTION 5. Suspension or Revocation of Chapter Charter

- a. The National Board may suspend or revoke the charter of any Chapter which is determined to have committed any of the following infractions:
 - (1.) Violation of the Constitution or Bylaws of this organization;
 - (2.) Refusal to a serious degree to cooperate in the National program; or
 - (3.) Failure to pay dues as set by the National Council.
- b. Prior to revocation or suspension of a Chapter's charter, the following procedure shall be followed:
 - (1.) A notice shall be sent by certified or registered mail to the most recent address of the Chapter as shown on the organization's records. Such notice shall set forth the reasons for the proposed suspension or revocation. Such notice shall be sent at least (30) days before the proposed effective date of the revocation or suspension.
 - (2.) The Chapter being so notified shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not fewer than five (5) days before the effective date of the proposed action. The hearing will be held by a special committee comprised of not fewer than three (3) Past National officers appointed by the President. The notice to the Chapter of the proposed action shall state the date, time, and place of the hearing.
 - (3.) Following the hearing, the special committee shall make recommendations in writing to the National Board. The recommendation of the special committee shall be approved by a three-fourths majority of the National Board.

ARTICLE III. DISTRICT COUNCILS

SECTION 1. Geographic Distributions

The National organization shall be divided into the following Districts with the following jurisdictions:

- a. Pacific Northwest District Council -- Washington, Northern and Southwest Oregon, Idaho Panhandle, and Alaska;
- b. Northern California-Western Nevada-Pacific District Council -- Merced County (excluding the Livingston-Merced Chapter), Monterey County, and all other counties in California north of the aforementioned counties, Hawaii, Japan, and Northwestern sections of Nevada;
- c. Central California District Council -- Kern, Tulare, Kings, Fresno, Madera Counties, and including the Livingston-Merced Chapter of Merced County;
- d. Pacific Southwest District Council -- All counties in California south of Kern and Monterey Counties, the States of Arizona, New Mexico, and Southwestern sections of Nevada;
- e. Intermountain District Council -- Utah, Montana, Idaho proper, Southeast Oregon, adjoining Eastern sections of Nevada, Wyoming, and Colorado;
- f. Midwest District Council -- Illinois, Ohio, Missouri, Minnesota, Michigan, Indiana, Wisconsin, Iowa, Kentucky,

- Tennessee, Mississippi, Texas, Nebraska, Kansas, North Dakota, South Dakota, Louisiana, Oklahoma, Arkansas, and Alabama; and
- g. Eastern District Council-Maine, Vermont, New Hampshire, New York, New Jersey, Pennsylvania, Massachusetts, Connecticut, Delaware, Maryland, Rhode Island, Virginia, West Virginia, the District of Columbia, North Carolina, South Carolina, Georgia, and Florida.

SECTION 2. Establishment of a New District Council

A new district council may be established upon petition by three (3) or more chartered Chapters and upon approval of the National Council.

ARTICLE IV. NATIONAL COUNCIL POWERS AND MEETINGS

SECTION 1. Exercise of Powers

The National Council shall have such powers as designated in the Constitution and Bylaws including the power to:

- a. elect National Officers;
- b. set the National dues rate with the exception of special dues rate which shall be set by the National Board;
- c. amend the Constitution and Bylaws;
- d. designate the location of the National Headquarters and Offices;
- e. establish policy reaffirming the purpose of the organization;
- f. consider and decide upon any other issues properly introduced before the Council; and
- g. any other powers granted under the Constitution or this Bylaws.

SECTION 2. Annual Session

The National Council shall meet in general session annually during the National Convention.

SECTION 3. Quorum

- a. The quorum necessary to conduct business shall be the majority of the chartered Chapters in good standing and the District Youth/Student votes held by the District Youth/Student Representatives.
- b. The members present at a duly called or duly held meeting at which a quorum is present may continue to conduct business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

SECTION 4. Notice

- a. Notice of National Council meetings shall be given not less than ten (10) nor more than ninety (90) days prior to the date of the meeting. Such notice shall specify the place, date, and hour, of the meeting; and
 - (1.) in the case of a special meeting, the general nature of the business to be transacted, and no other business may in that case be transacted; or
 - (2.) in the case of the annual meeting, those matters which the National Board, at the time of giving the notice, intends to present for action by the National Council.
- b. The Executive Director shall mail Chapter Presidents and District Youth/Student Representatives copies of the proposed agenda for the National Council meeting at least thirty (30) days preceding such meeting.
- c. Manner of Giving Notice: Notice of any meeting of the National Council shall be given personally or by first-class mail, telegraphic, or written communication, charges prepaid, addressed to each Chapter at the address of that Chapter then currently appearing on the books of the organization or the address given by the Chapter to the organization for the purpose of notice, and addressed to the District Youth/Student Representatives at the address filed with the National Youth/Student Representative. If no address appears on the organization's records and no other has been given, notice shall be deemed to have been given if either:
 - (1.) Notice is sent to that Chapter or District Youth/Student Representative by first-class mail or telegraphic or other written communication to the Chapter's principal office or District Youth/Student Representative's address; or
 - (2.) Notice is published at least once in a newspaper of general circulation throughout the membership of this

organization. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by telegram or other means of written communications.

- d. An affidavit of the mailing or other means of giving any notice of any National Council meeting may be executed by the Secretary/Treasurer, Assistant Secretary/Treasurer, or any other party of the organization giving the notice and if so executed, shall be filed and maintained in the minute's book of the organization.

SECTION 5. Adjourned Meeting

National Council meetings, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the votes of the National Council represented at the meeting, either in person or by proxy. But in the absence of a quorum, no other business may be transacted at such meetings, except as provided in this Article V. [below].

SECTION 6. Special Meetings

- a. Special Session: The National Council shall meet in special session upon the call of the President or the National Board.
- b. Special Meetings for Removal of Nationally-Elected Board Members: Special meetings of the National Council for the purpose of removal of National Board Members and election of their replacements may be called by five (5) percent or more of the Chapters. If a special meeting is called by Chapters, the request for the meeting shall be submitted by such Chapters in writing, specifying the general nature of the business proposed to be transacted, and shall be delivered personally or sent by registered mail or by telegraphic or other facsimile transmission to the President, any Vice President, or Secretary/Treasurer of the organization. The Officer receiving the request shall give notice of the Chapters and District Youth/Student Representatives entitled to vote, that a meeting will be held and the date for such meeting, which a date shall not be less than thirty-five (35) nor more than ninety (90) days following the receipt of the request. If the notice is not given within twenty (20) days after receipt of the request, the Chapters requesting the meeting may give the notice. Nothing contained in this subsection shall be construed as limiting, fixing, or affecting the time when a meeting of the National Council may be held when the meeting is called by the National Board.

ARTICLE V. VOTING OF NATIONAL COUNCIL

SECTION 1. Eligibility to Vote

Only Chapters in good standing may vote in National Council sessions, with each Chapter entitled to one vote. The District Youth/Student delegate(s) from each District may vote in National Council sessions with each District entitled to one vote.

SECTION 2. Majority Vote Required

The majority vote of Chapters and District Youth/Student Representatives present and constituting a quorum at the National Council shall determine business before the National Council.

SECTION 3. Action by Written Consent Without a Meeting

The results of telegraphic, telephonic or mail voting shall be binding on all Chapters and District Youth/Student Representatives in emergencies when the Executive Director shall have conducted a special poll at the direction of the President who shall announce the results of such special polls. The President shall refer an official request from a District Council or the National Youth/Student Council to the Executive Director for a special poll within thirty (30) days after date of mailing for the return ballot. A majority of the votes returned shall decide the outcome of the proposed issues, provided a majority of the Chapters and District Youth/Student Representatives of the organization reply. All such written ballots shall be filed with the Secretary/Treasurer of the organization and maintained in the organization's records. In mail voting, the Executive Director shall mail either a self-addressed envelope or a postcard to each Chapter and District Youth/Student Representative by certified mail and set a deadline of thirty (30) days after date of mailing for the return of the ballots. All such solicitations shall indicate the number of responses needed to meet the quorum requirements and with respect to ballots other than for election of Officers, shall state the percentage of approvals necessary to pass the measure submitted. The solicitations shall also provide spaces for approval, disapproval,

and abstention.

SECTION 4. Proxies

- a. Voting by proxy shall be permitted when it shall be inconvenient for Official Delegates to attend meetings of the National Council.
- b. Such proxies shall be in writing, signed by the Chapter President or delegate and dated, and shall include whatever restriction and instructions the chapter deems necessary and proper under the circumstances, and provided that the chapters represented by proxy shall have paid the minimum National Convention Proxy fee.
- c. No active member shall hold more than three (3) proxies.
- d. The proxy shall be signed by the proxy holder as having accepted the restrictions and instructions on the proxy.

ARTICLE VI. NATIONAL BOARD

SECTION 1. Number of Board Members

The authorized number of Board Members shall be not more than sixteen (16).

SECTION 2. Election and Term of Office of Board Members

The National Officers shall be elected pursuant to Article VIII. of these Bylaws and shall hold office as set forth in Article VII. of these Bylaws. However, if any National Convention is not held or Officers are not elected, Officers may be elected at any special National Council meeting held for that purpose. Each Board Member, including those elected to fill a vacancy or elected at a special National Council meeting, shall hold office until expiration of the term for which elected and qualified. District Governors shall be elected by Chapters in their respective District.

SECTION 3. Vacancies

- a. Events Causing Vacancy: A vacancy in the National Board shall be deemed to exist on the occurrence of the following:
 - (1.) The death, resignation, removal or impeachment of any Board Member;
 - (2.) The declaration by resolution of the National Board of vacancy in the office of a Board Member who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order or judgment of any court to have breached a duty under the California Nonprofit Corporation Law;
 - (3.) The vote of the Chapters and District Youth/Student Representatives to remove a Board Member;
 - (4.) The increase of the authorized number of Board Members; or
 - (5.) The failure of members to elect the authorized number of Board Members.
- b. Resignations: Except as provided in this subsection, any Board Member may resign which resignation shall be effective on giving written notice to the President, the Secretary/Treasurer, or the National Board, unless the notice specifies a later effective date. If the resignation of a Board Member is effective at a future time, the Board may elect a successor to take office as of such later time. A Board Member may not resign if the organization would then be left without an elected Board Member in charge of its affairs.
- c. Vacancy Appointments:
 - (1.) The President shall appoint active members of the organization to all vacancies among the elective officers of the Board, such appointments to be approved by the National Board. Appointees shall serve until the next election.
 - (2.) The order of succession to a vacancy in the Office of the President shall be as follows: Vice President of General Operations, Vice President for Public Affairs, Vice President for Planning and Development, Vice President for One Thousand Club, Membership and Services, and Secretary/Treasurer. The successor President shall appoint an active member to fill the vacancy resulting from the successions, subject to (c) (1) of this section. In the case of temporary absences, that Officer assuming the Presidential Office does not leave a vacant seat but assumes two Offices until the return of the President.
- d. Vacancies Filled by Vote of Chapters and District Youth/Student Representatives: Chapters and the District Youth/Student Representatives may elect Board Members at any time to fill any vacancy or vacancies not filled by the Board, but any such election by written consent shall require the consent of a majority of the Chapters and District Youth/Student Representatives.
- e. No Vacancy on Reduction of Number of Officers: No reduction of the authorized number of Board Members shall have the effect of removing any Board Member before that Board Member's term of office expires.

- f. Vacancy by Removal or Impeachment: The elective Officers of this organization shall be subject to removal or impeachment for misfeasance, malfeasance or nonfeasance in Office, provided that the National Board, after investigation, presents the case in question to the National Council. A three-fourths majority vote of the Chapters in good standing shall be required to adjudge the Officer charged.

SECTION 4. Place of Meetings

Meetings by Telephone: The National Board shall meet at least twice annually at times and places designated by the President and upon the call of the President when requested to do so in writing by three (3) or more elected Members of the National Board. Any meeting, regular or special, may be conducted by conference telephone or similar communication equipment so long as all Board Members participating in the meeting can hear one another; and all such Board Members shall be deemed to be present in person at such meeting.

SECTION 5. Open Meetings

All meetings of the National Board and Executive Committee shall be open to the membership except that the meeting may be closed for matters relating to personnel or litigation. The presiding Officer may exercise prerogative as to the extent of participation by non board members.

SECTION 6. Special Meetings

- a. Authority to Call: Special meetings of the National Board for any purpose may be called at any time by the President or when requested in writing by three or more Members of the National Board.
- b. Notice:
 - (1.) Manner of Giving: Notice of the time and place of special meetings shall be given to each Board Member by one of the following methods:
 - (a.) by personal delivery of written notice or direct oral communications
 - (b.) by first-class mail, postage paid;
 - (c.) by telephone communications, either directly to the Board Member or to a person at the Board Member's residence who may reasonably be expected to communicate such notice promptly to the Board Member; or
 - (d.) by telegram, charges prepaid. All such notices shall be given or sent to the Board Member's address or telephone number as shown on the record of the organization.
 - (2.) Time Requirements: Notices sent by first-class mail shall be deposited into a United States mail box at least ten (10) days before the time set for the meeting. Notices given by personal delivery, telephone, or telegraph shall be delivered, telephoned or given to the telegraphed company at least 48 hours before the time set for the meeting.
 - (3.) Notice Contents: The notice shall state the time, place and purpose of the meeting.

SECTION 7. Quorum

A presence of a majority of the authorized number of Board Members entitled to vote shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 10 of this Article VI. Acts or decisions by a majority of the Board Members present at a meeting duly held at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Board Members, if such action taken is approved by at least a majority of the required quorum for that meeting.

SECTION 8. Alternates for District Governors, National Youth/Student Council Chairperson, and National Youth/Student Representative

If a District Governor, National Youth/Student Council Chairperson, or the National Youth/Student Representative is unable to attend a meeting of the National Board, an alternate may be selected by the Officers of such District Council or National Youth/Student Council; and such alternate shall be allowed to vote on all matters.

SECTION 9. Waiver of Notice

The transactions of any meeting of the National Board, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice if:

- a. a quorum is present; and
- b. either before or after the meeting, each of the Board Members not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the organization's records or made a part of the minutes of the meeting. Notice of a meeting shall be deemed to have been given to any Board Member who attends the meeting without protest before or at its commencement of a lack of proper notice.

SECTION 10. Adjournment

A majority of the Board Members present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

SECTION 11. Notice of Adjournment

Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the Board Members who were not present at the time of the adjournment.

SECTION 12. Action Without Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting if all Board Members consent in writing to such action. Such action by written consent shall have the same force and effect as a vote of the National Board at a duly convened meeting. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

ARTICLE VII. NATIONAL OFFICERS

SECTION 1. Duties of National Elected Officers:

- a. The President shall:
- b. Preside at all meetings of the Executive Committee, National Board, and the National Council;
- c. Supervise the affairs of this organization in conformance with the policies and programs of the National Board and the National Council;
- d. Represent the organization where necessary or appoint a person to do so;
- e. Make appointments with the approval of the National Board; and
- f. Perform all other duties and responsibilities indicated in these Constitution and Bylaws.
- g. Other nationally elected or appointed Officers shall perform such tasks as designated by the National Constitution and these Bylaws as well as those that may be assigned to them by the National Board, the National Council, or the President.
- h. Vice President for General Operations: The Vice President for General Operations shall be responsible for monitoring the internal affairs of the National organization, including matters and committees relating to personnel, structural organization, the management and operation of National and District Offices, and the National Convention.
- i. Vice President for Public Affairs: The Vice President for Public Affairs shall be responsible for monitoring the external affairs of the National organization, including matters and committees relating to legislation, civil rights, public issues, media and public relations.
- j. Vice President for Planning and Development: The Vice President for Planning and Development shall be responsible for monitoring matters and committees relating to research, studies, grants, scholarships, historical preservation, and formulation of long-range goals and policies.
- k. Vice President for One Thousand Club, Membership and Services: The Vice President for One Thousand Club, Membership and Services shall be responsible for monitoring matters and committees relating to membership development and membership services. Such Vice President shall promote the enrollment of One Thousand Club Members as well as other categories of memberships.
- l. The Secretary/Treasurer: The Secretary/Treasurer shall account for and oversee the monies and other assets received or disbursed by the organization and make payments with the approval of the National Board or the

National Council. The books shall be reviewed annually by an independent accountant, and the Secretary/Treasurer shall make annual reports to the membership.

SECTION 2. Duties of Appointive Officers

- a. National Legal Counsel:
 - (1.) The National Legal Counsel shall be appointed by the President subject to the approval of and removal by the National Board.
 - (2.) The National Legal Counsel shall pass upon, review, suggest, and consider all legal matters pertaining to this organization or opinions on law or legislation.
 - (3.) The National Legal Counsel may designate one or more Deputy National Legal Counsels who, under the direct supervision of the National Legal Counsel, shall carry out assignments and duties.
 - (4.) The National Legal Counsel shall attend all meetings, including closed sessions, of the National Board, unless excused by the National Board, and may attend meetings of National Board Subcommittees, including the Executive Committee, upon invitation of the President or Subcommittee chair.
- b. Chairperson of the *Pacific Citizen* Editorial Board:
 - (1.) The Chairperson of the *Pacific Citizen* Editorial Board shall be appointed by the President subject to the approval of and removal by the National Board. The Chairperson is an advisor to the National Board on all matters and shall attend all open meetings of the National Board, unless excused by the National Board.
 - (2.) The Chairperson of the *Pacific Citizen* Editorial Board shall call meetings of the *Pacific Citizen* Editorial Board, preside at such meetings, and be responsible for carrying out all duties of the *Pacific Citizen* Editorial Board as enumerated in these Bylaws.

SECTION 3. Term of Office

National Officers shall serve for two (2) years or until the election of their successors. No National Officer may serve more than two (2) successive terms in the same office.

SECTION 4. Duties of National Youth/Student Officers

- a. The National Youth/Student Council Chairperson shall call meetings of the National Youth/Student Council, preside at such meetings, and be responsible for carrying out all duties of the National Youth/Student Council as enumerated in these bylaws.
- b. The National Youth/Student Representatives shall perform duties prescribed by the National Council, National Board, and the National Youth/Student Council. The National Youth/Student Representative shall represent the views, interests, and needs of youth and students of all ages.
- c. The National Youth/Student Council and its officers will report directly to the National Board and to the National Council.

ARTICLE VIII. NOMINATION AND ELECTION OF NATIONAL OFFICERS

SECTION 1. Nominations Committee Functions

The nominations for National Officers shall be conducted in the following manner:

- a. A Nominations Committee shall be appointed by the National President. The Nominations Committee shall consist of a Chairperson appointed by the National President, one member of the National Youth/Student Council, and one representative from each of the District Councils to be appointed by the National President upon recommendations of the respective District Councils. Each such representative shall be one who intends to be present at the National Convention and who will not be a candidate for a National Office. If the representative is unable to be present at the meeting of the Nominations Committee, the Governor of the particular District Council or the National Youth/Student Council Chairperson may recommend a substitute to be appointed by the President. The Chairperson shall be the presiding officer of the Committee with no voting power except in case of a tie.
- b. Not later than sixty (60) days before the next National Council meeting, applicants for National Offices shall submit their official applications to the National Nominations Committee. The National Nominations Committee shall publish a list of qualified candidates for each National Office, including candidate statements.
- c. After expiration of the above sixty (60)-day period, additional nominees may not be considered by the National Nominations Committee until such time the National Council is duly convened when additional nominations may

be taken from the floor. Such nominations from the floor shall include the background information on the nominees as required on the official nomination form and shall be subject to the requirements of endorsement of each candidate's duly elected Chapter President or credentialed Chapter Delegate and of four (4) credentialed JACL chapters that are present at the National Council. The National Council may vote to close nominations after time for such additional nominations has been provided.

- d. The names of all candidates must be submitted on official nomination forms provided by the National Nominations Committee, setting forth pertinent background information, together with the candidate's signature of willingness to serve if elected.
- e. The Nominations Committee shall meet prior to the first business session of the National Council and prepare the slate of candidates for National Offices for presentation to the National Council. In making up this slate for presentation, the Nominations Committee may name a candidate for an office other than that for which submitted, provided consent for such change is obtained.

SECTION 2. Elected at National Convention

The National Officers shall be elected by ballot at the time, day, and location stated on the approved National Council Agenda of the National Convention during even numbered years.

ARTICLE IX. EXECUTIVE DIRECTOR

SECTION 1. Appointed by National Board

The Executive Director shall be appointed or terminated by the National Board. The staff members, except for the Editor/General Manager of the *Pacific Citizen* and *Pacific Citizen* staff, shall be appointed or terminated by the Executive Director and in the case of a Regional Director, with the advice and counsel of the District Council involved.

SECTION 2. Duties

- a. The Executive Director shall administer the affairs of the organization and shall implement the policies of the National Council as directed by the National Board and shall be directly accountable to the National Board through the President. The National Board is responsible to the National Council for the performance of the Executive Director.
- b. The Executive Director shall supervise the National Headquarters and all staff members, except for the Editor/General Manager of the *Pacific Citizen* and *Pacific Citizen* staff, and regional area offices within the National budget, except for the *Pacific Citizen* office, and, under the supervision of the National Secretary/Treasurer, shall disburse funds for all organization activities, other than the *Pacific Citizen*, in accordance with the mandates of the National Council.

ARTICLE X. NATIONAL CONVENTION

SECTION 1. Annual Convention

The National Convention of this organization shall be convened every year at a place designated by the National Board.

SECTION 2. National Convention Committee

The program guidelines of the Convention shall be established by the National Board in consultation with the Chapter awarded the Convention.

SECTION 3. Chapter Awarded the National Convention

The Chapter awarded the National Convention shall be responsible for all necessary physical arrangements for the Convention with consultation and cooperation from the National Board and the District Council to which it belongs.

ARTICLE XI. NATIONAL COMMITTEES

SECTION 1. National Board Subcommittees

- a. The National Board may, by resolution adopted by a majority of the Board Members, designate one or more committees, each consisting of two or more Board Members, to serve at the pleasure of the National Board. Such committee, to the extent authorized by the resolution of the National Board, shall have the authority of the National Board. All actions of such committees shall be ratified or rejected by the National Board.
- b. Meetings and Action of Subcommittees of National Board: Meetings and action of subcommittees shall be governed by, and held and taken in accordance with, the provisions concerning meetings of the National Board, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board and its Members, except that the time for regular meetings of committees may be determined either by resolution of the Board or by resolution of the committee.
- c. Special meetings of committees may also be called by resolution of the Board. Notice of special meetings of committees shall also be given to any and all alternate Members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board may adopt rules for the government of any committee not inconsistent with the provisions of these Bylaws.
- d. There shall be an Executive Committee of the National Board comprised of the President, the four Vice Presidents, the Secretary/Treasurer, the Chairperson of the District Governors' Caucus, and the National Youth/Student Council Chairperson. The Executive Committee shall be responsible for and conduct functions of the National Board to the extent expressly designated and authorized by the National Board. The actions of the Executive Committee shall be ratified or rejected by the National Board at their next meeting.

SECTION 2. National Advisory Committees

- a. The National Advisory Committees shall be the Convention Committees, the Special Committees and the Standing Committees. National Advisory Committees, other than the Convention Committees, shall be designated either as a Special Committee or as a Standing Committee when formed under the procedures as hereafter provided.
- b. Convention Committees. The Convention Committees for various phases of the National program of the organization shall be convened for the National Convention at the request of the President with approval by the National Board.
- c. Special Committees. Special Committees (Select or Ad Hoc) are committees appointed as the need arises to carry out a specified task at the completion of which they shall automatically cease to exist. The Special Committees function between National Conventions on the various phases of a National program.
 - (1.) Special Committees may be created by the National Council, National Board, or the President with the approval of the National Board. The chairpersons of the Special Committees shall be appointed by the President with the approval of the National Board.
 - (2.) The National Vice Presidents may be assigned by the President to supervise the works of the Special Committees whose specific duties and scope of activities shall be prescribed by the assigned Vice President and the Executive Director with the approval of the National Board. Special Committee chairpersons shall be responsible to the assigned Vice President and the Executive Director.
- d. Standing Committees. Standing Committees shall be organized by the National Council to perform a continuing function and remain in existence until terminated by National Council action. The specific duties of these committees shall be prescribed by the President and the Executive Director with the approval of the National Board.
 - (1.) The members of the Standing Committee shall be appointed by the National Board. The Chairperson of each Standing Committee shall be selected by the President subject to the approval of the National Board.
 - (2.) Standing Committee members shall serve two (2) year terms and may serve no more than three (3) consecutive terms. A Standing Committee member who was initially appointed to complete the unexpired term of a Standing Committee Member may serve three (3) additional consecutive terms of two years each. The two (2) year term of service on a Standing Committee shall be concurrent with the two (2) year term of the National Officers on the appointing National Board.

SECTION 3. Ex-Officio Members

The President and the National Legal Counsel shall be ex-officio members of all committees, boards, or commissions which the National organization may establish. They shall not have the right to vote except as otherwise provided.

ARTICLE XII. THE PACIFIC CITIZEN

SECTION 1. Official Publication

The official publication of this organization shall be called *Pacific Citizen*. The objective of the *Pacific Citizen* is to:

- a. communicate with and educate JACL members and the community at large on the issues of importance to the JACL and the Asian Pacific Islander community;
- b. inform the readership of news affecting the Japanese American community; and
- c. serve as a public relations vehicle.

SECTION 2. Editorial Board

- a. The *Pacific Citizen* Editorial Board shall be entrusted with the editorial responsibilities of this publication, provided however that editorial decisions that may directly result in the material expenditure of funds or a material diminution in revenues, or which could affect JACL's status as an organization described in section 501(c)(3) of Internal Revenue Code, shall require the concurrence of the National Board. The *Pacific Citizen* Editorial Board shall be accountable to the National Council for the editorial policies of the *Pacific Citizen*
- b. The Pacific Citizen Editorial Board shall be comprised of the *Pacific Citizen* Editorial Board Chairperson, and a representative from each District and a youth/student representative.
- c. The National President shall appoint the *Pacific Citizen* Editorial Board Chairperson subject to the approval of the National Board each biennium to become effective no later than December 31st of the year in which the President is elected.
- d. The *Pacific Citizen* Editorial Board Members shall be elected for two (2) year terms by their respective Districts, except that a Youth/Student representative shall be appointed by the National President upon the recommendation of the National Youth/Student Council. Each Board member shall serve no more than two consecutive terms, except that a Board member who was initially appointed to complete the unexpired portion of a term may serve no more than five (5) consecutive years. In the event of a vacancy prior to the end of a Board member's term, the District or the National Youth/Student Council, respectively, shall elect or appoint, as appropriate a new Board member to serve the unexpired portion of the term. The appointments of the youth/student representative shall be subject to approval by the National Board.

SECTION 3. Meetings

The *Pacific Citizen* Editorial Board shall meet at least once every two years and upon the call of the Chairperson of the *Pacific Citizen* Editorial Board or when requested in writing by two or more members of the Board. Any meeting may be conducted by conference telephone or similar communications equipment so long as all Editorial Board members participating in the meeting can hear one another; and all such Editorial Board members shall be deemed to be present in person at such meeting.

SECTION 4. Editor/General Manager

- a. The Editor/General Manager shall be appointed by the National Board based upon recommendations by the *Pacific Citizen* Editorial Board. The National Board may terminate the Editor/General Manager after consultation with the *Pacific Citizen* Editorial Board, except that a decision to terminate the Editor/General Manager for failure to follow or to implement the policies or decisions of the *Pacific Citizen* Editorial Board shall require the concurrence of the *Pacific Citizen* Editorial Board, in the event of such non-concurrence the *Pacific Citizen* Editorial Board shall prevail. The other staff members of the *Pacific Citizen* shall be appointed or terminated by the Editor/General Manager.
- b. The Editor/General Manager shall administer the affairs of the *Pacific Citizen* and shall implement the policies of the National Council as directed by the National Board and the *Pacific Citizen* Editorial Board, and shall be directly accountable to the National Board and the *Pacific Citizen* Editorial Board. The National Board and *Pacific Citizen* Editorial Board are responsible to the National Council for the performance of the Editor/General Manager.
- c. The Editor/General Manager shall supervise the *Pacific Citizen* office and all *Pacific Citizen* staff and, under the supervision of the National Secretary/Treasurer, shall disburse funds for all *Pacific Citizen* activities in accordance with the mandates of the National Council and National Board.

SECTION 5. Budget and Allocation

The portion of dues attributable to *Pacific Citizen* subscriptions and any other *Pacific Citizen* revenues, and all *Pacific*

Citizen expenses, shall be clearly identified in the National Budget. All subscription income shall be disbursed to the *Pacific Citizen* in a timely manner to assure timely publication.

ARTICLE XIII. ADMINISTRATION OF SPECIAL PROJECTS

SECTION 1. Board of Directors

The projects of this organization shall be administered by a Board of Directors appointed by the National Board with the approval of the National Council except as otherwise provided and for a period designated by the National Board.

SECTION 2. Powers of Board of Directors

The Board of the Directors shall select its own officers, make rules and regulations, make recommendations on financing specific projects, and employ qualified individuals to further the projects undertaken. All such actions of the Board of Directors are subject to approval of the National Board.

SECTION 3. Reporting to National Board

The Board of Directors shall submit progress reports and account to the National Board for approval at least once annually and at all other times when called upon to do so.

SECTION 4. Role of National President

The President shall have the power to cast a vote to break deadlocks on issues in meetings of the Board of Directors, if not an official member of the Board in question. If a member, the President may cast an extra vote.

ARTICLE XIV. BUDGET AND FINANCE

SECTION 1. Current Operations

- a. The National Secretary/Treasurer together with the President and Executive Director shall prepare and present to the National Council for approval a budget which shall contain all items of general or special expense for the period in question.
 - (1.) Said budget shall be presented to all District Councils, Chapters, and District Youth/Student Representatives not less than sixty (60) days prior to the date it is to be voted upon by the National Council.
 - (2.) An appropriation of one percent or more not so submitted shall require the approval of three-fourths of the National Council.
 - (3.) The national budget may be amended by the National Board after its adoption by the National Council only if additional funds become available through other sources, including but not limited to grants and donations, not originally anticipated at the time of the adoption of the national budget.
- b. The National Board with the approval of three-fourths of the Chapters shall have the power to levy and to apportion special assessments in a just and equitable manner to further the work of this organization.
- c. Members of the National Board, or an appointed representative thereof, and the Executive Director and members of the staff shall be entitled to reasonable traveling and other necessary expenses while attending to the officially sanctioned business of this organization.
- d. Funds derived from membership and annual dues, National Convention registrations, and other current activities of this organization shall be deposited with the current fund.
- e. With the approval of the National Board, the Secretary/Treasurer may adjust allocations of specific items in the budget if such adjustments are deemed necessary.

SECTION 2. National JACL Reserve Fund

- a. A National JACL reserve fund shall be established to be used for special contingencies.
- b. Surplus monies or portions thereof, in the JACL national treasury at the conclusion of the fiscal year shall be placed in the reserve fund, and administered in accordance with Article XV. below.
- c. Withdrawals from this reserve fund shall be made only upon the unanimous approval of the President, the

ARTICLE XV. SEGREGATED ACCOUNTS

SECTION 1. Description

All assets of the Corporation, not a part of its current operating funds and held under any limitation as to the use of its principal or interest or both, shall be managed by the standing National Investment Policy Committee, with clear segregation of the endowments and programs comprising said assets.

SECTION 2. Committee

The National Investment Policy Committee shall be composed of seven (7) members appointed by the President subject to the approval of the National Board to serve terms of three (3) years each. To initiate this Committee, three (3) members shall be elected for the full three (3) year term, three (3) shall be elected for a two (2) year term, and one shall be elected for a one (1) year term. The members of this Committee shall elect annually a chairperson from among its members.

SECTION 3. Purposes

The purposes of this committee shall be:

- a. To supervise and administer the prudent investment of the assets committed to its charge, in accordance with policies and procedures approved by the National Board; and
- b. to advise and make recommendations to the National Board and National Council.

SECTION 4. Disposition of Income

Except as limited by the document(s) governing the endowment or program for which it holds the assets for investment, or by contrary direction of the National Board, the net income from the assets managed by the Committee shall be distributed in quarterly or other convenient installments for application by the National Board, consistent with approval of the National Council as provided in Article XIV. of these bylaws.

SECTION 5. National Endowment Fund

The assets of the Corporation heretofore held as the “National Endowment Fund” shall remain segregated under that name, and the principal thereof may not be utilized except upon an emergency as determined by the written approval of three-fourths of the chartered Chapters and the District Youth/Student Representatives.

SECTION 6. Meetings and Reports

Expenses: The Committee shall meet at least annually to review its portfolio and its supporting role in financing the operations and programs of the National JACL. In addition, it shall file periodically at the direction of the National Board, but at least annually, copies of financial statements in a format suitable for reporting to the membership. Meetings may be called by the chairperson of the Committee or by the National President and the National Secretary/Treasurer or by any three members of the Committee. The reasonable traveling and other necessary expense of the Committee incident to meetings, and such other ordinary and necessary costs, fees and expense incurred by the Committee in the furtherance of their duties shall be chargeable to the annual income of the segregated accounts and itemized in their financial statements, subject to audit.

ARTICLE XVI. PAST NATIONAL PRESIDENTS

The Past National Presidents of this organization, except those specifically named to the National Board, shall be considered honorary members of the National Board. They shall be kept currently informed of the activities of the organization and shall receive all regular informational material sent to National Board Members including the Pacific Citizen.

ARTICLE XVII. RULES OF ORDER

The parliamentary authority which shall govern in all cases not covered by the Constitution and Bylaws shall be the current edition of "Robert's Rules of Order Revised".

ARTICLE XVIII. LIMITATIONS

SECTION 1. Non-Liability for Chapter Actions

The National organization shall not be responsible for the commitments or obligations of local Chapters or District Councils or their officers, agents, employees, or representatives unless the Executive Director has expressly assumed such responsibilities, in advance, in writing.

SECTION 2. National Council Action

The actions of the National Council shall be binding and effective thereafter as the policy of the National organization.

SECTION 3. Advertisements

The National organization shall not advertise or purchase complimentary space in any magazine, booklet, souvenir program, or other publication or mass media for any purpose whatsoever, except upon approval of the National Board.

SECTION 4. Contributions

The National organization shall not contribute to any organization, group, or individuals for membership dues or projects, except upon the approval of the National Board.

SECTION 5. Facilities use

No entity of the organization, be it Chapter, District or National, shall hold any event in a private or public facility that discriminates on the basis of race, color, national origin, gender, sexual orientation, religion, creed, age or disability.

ARTICLE XIX. JACL YOUTH/STUDENT PROGRAM

SECTION 1. Purpose and Policy

- a. The JACL Youth/Student Program shall encompass all JACL youth and student-related activities and programs.
- b. The purpose of the JACL Youth/Student Program shall be to develop initiative and leadership, to increase understanding and appreciation of Japanese American culture, to serve youth, students and community, to promote the ideals of social justice, patriotism, goodwill, and to promote high standards in scholarship, sportsmanship and human relations.
- c. The JACL Youth/Student Program shall be established to promote the JACL in accordance with JACL National Constitution and Bylaws.

SECTION 2. Chapter Youth/Student Programming

- a. The responsibility for establishing and promoting Youth/Student Programs at the Chapter level is that of the JACL Chapters with assistance from the local Districts and National Youth/Student Council, the National Youth/Student Representative, the National Board and the National Staff.
- b. Chapter Youth/Student Programs shall be as autonomous as the Chapter Constitution and Bylaws permits.
- c. Chapter Youth/Student Programs, as a part of the local Chapter, shall be accountable to the Chapter Board and shall abide by the Chapter Constitution and Bylaws.
- d. The Chapter is encouraged to elect a Chapter Youth/ Student Chairperson who shall be a voting member of the Chapter Board.

SECTION 3. District Youth/Student Programming

- a. The responsibility for establishing and promoting Youth/Student Programs on the District level is that of the District with assistance from the local Chapters, the National Youth/Student Council, the National Youth/ Student Representative, the National Board and National Staff.
- b. District Youth/Student Programs shall be as autonomous as the District Constitution and Bylaws permits.
- c. District Youth/Student Programs, as a part of the District, shall be accountable to the District Board and shall abide by the Constitution and Bylaws.
- d. The District is encouraged to elect a District Youth/ Student Representative who shall be a voting member of the District Board.

SECTION 4. National Youth/Student Council

The National Youth/Student Council shall consist of District Youth/Student Representatives from each District and shall be chaired by the National Youth/Student Council Chairperson. The National Youth/Student Council shall perform prescribed duties in accordance with the rules it shall adopt.

SECTION 5. Vacancy by Removal or Impeachment

The National Youth/Student Chairperson and Representative shall be subject to removal or impeachment for misfeasance, malfeasance or nonfeasance in office, provided that the National Youth/Student Council, after investigation, presents the case in question to the National Council. A three-fourths majority of the National Youth/Student Council and one collective vote determined by a simple majority of votes by the National Council, shall be required to adjudge the charged officer.

ADDENDUM: CREED, SLOGAN, HYMN

SECTION 1. Creed

"The Japanese American Creed" by Mike M. Masaoka, as read in the United States Senate Chamber by Senator Elbert D. Thomas of Utah and printed in the Congressional Record, May 9, 1941, shall be the official Creed of this organization.

JAPANESE AMERICAN CREED

I am proud that I am an American citizen of Japanese ancestry, for my very background makes me appreciate more fully the wonderful advantage of this nation. I believe in her institutions, ideals, and traditions; I glory in her heritage; I boast of her history; I trust in her future. She has granted me liberties and opportunities such as no individual enjoys in this world today. She has given me an education befitting kings. She has entrusted me with the responsibilities of the franchise. She has permitted me to build a home, to earn a livelihood, to worship, think, speak, and act as I please as a free man equal to every other man.

Although some individuals may discriminate against me, I shall never become bitter or lose faith, for I know that such persons are not representative of the majority of the American people. True, I shall do all in my power to discourage such practices; but I shall do it in the American way; above board, in the open, through courts of law, by education, by proving myself to be worthy of equal treatment and consideration. I am firm in my belief that American sportsmanship and attitude of fair play will judge citizenship on the basis of action and achievement and not on the basis of physical characteristics.

Because I believe in America, and I trust she believes in me, and because I have received innumerable benefits from her, I pledge myself to do honor to her at all times and in all places, to support her Constitution; to obey her laws; to respect her Flag; to defend her against all enemies foreign or domestic; to actively assume my duties and obligations as a citizen, cheerfully and without any reservations whatsoever, in the hope that I may become a better American in a greater America.

SECTION 2. Slogan

The slogans of this organization shall be "Security Through Unity" and "For Better Americans in a Greater America", as proposed by Sumio Miyamoto and Mike M. Masaoka, respectively.

SECTION 3. "JACL Hymn"

The "JACL Hymn" with words by Marion Tajiri and music by Marcel J. Tyrell, has been officially adopted by the National Council.

JACL HYMN

There was a dream my father dreamed for me
A land in which all men are free
Then desert camp with watch-towers high
Where life stood still, 'mid sand and brooding sky
Out of the war in which my brothers died
Their muted voices with mine cried
This is our dream that all men shall be free
This is our creed we'll live in loyalty
God help us rid the land of bigotry
That we may walk in peace and dignity