

Bylaws of the Michigan/Ohio JET Alumni Association (aka: Great Lakes JETAA) Adopted March 28, 2017 by Vote

- I. NAME: The name of this non-profit Michigan corporation shall be: Michigan/Ohio JET Alumni Association (aka: Great Lakes JET Alumni Association (the “Organization”).

- II. PURPOSE: To provide opportunities for former participants in the Japan Exchange Teaching Program to work together in the following pursuits: Promotion of mutual understanding and friendship between the people of Michigan and Ohio and the local Japanese community through organization of social events and volunteer activities. Providing support to the Japanese Consulate in their recruitment, selection, and orientation of new JET Program participants. Dissemination of information concerning JET Alumni through a newsletter. Providing a framework for social interaction and sharing of career development resources among JET Alumni.

- III. MEMBERSHIP & QUALIFICATIONS
 1. REQUIREMENTS: To become a Member, an individual must:
 - a. Live in Michigan or Ohio
 - b. Register online at the chapter website.
 - c. Must be a past participant in the Japan Exchange and Teaching Program.
 - d. Supportive of the goals of the JET Program and purpose of the Organization.
 2. DUES: Membership is voluntary with no mandated fees or dues, but each Member may be expected to contribute towards cost sharing of attended events.
 3. VOTE OF MEMBERS: Each Member is entitled to one (1) vote on each matter submitted to a vote. A vote may be cast either orally or in writing. When an action, other than the election of Directors, is to be taken by vote of the Members, it shall be authorized by a majority of votes cast by the Members entitled to vote thereon, unless a greater plurality is required by the articles of incorporation or the Michigan Nonprofit Corporation Act (the “Act”). Directors shall be elected by a plurality of the votes cast at an election. A tie vote results in a failed motion.
 4. RESIGNATION: A Member may resign from the Organization by providing written notice to an Officer. Membership in another chapter will be deemed as resignation from the Organization.
 5. TERMINATION: The Board of Directors may terminate membership based on the following criteria:
 - a. Not being in good standing in the community.
 - b. Failure to participate in activities of the Organization.

- c. Anything else at the discretion of the Executive Board of Directors that negatively affects the chapter.
- d. Requires a majority vote of officers.

IV. ELECTIONS

1. **TERM OF OFFICE:** Elections for Officers (and necessarily Directors of the Board) shall take place every two (2) years, to be completed no later than April 1 of every even-numbered year.
2. **INSPECTORS OF ELECTION:** The Board of Directors, in advance of an election, shall appoint two (2) or more Inspectors of Election to act. If Inspectors are not so appointed, the person presiding at an election may, and on request of a Member entitled to vote thereat shall, appoint two (2) or more inspectors. In case a person appointed fails to appear or act, the vacancy may be filled by appointment made by the board of directors in advance of the election or during the election by the person presiding thereat. The Inspectors shall determine the Members entitled to vote, shall receive votes, ballots or consents, hear and determine challenges and questions arising in connection with the right to vote, count and tabulate votes, ballots or consents, determine the result, and do such acts as are proper to conduct the election or with fairness to all Members. On request of the person presiding at the election or a Member entitled to vote thereat, the Inspectors shall make and execute a written report to the person presiding at the meeting of any of the facts found by them and matters determined by them. The report is prima facie evidence of the facts stated and of the vote as certified by the inspectors.
3. **PLATFORMS:** Candidates for Officer positions must submit an election platform in writing or digitally to the inspectors along with any and all other required documents/items. Instructions for submission and all relevant documents/information will be made available according to the established voting. Platforms shall be due eight (8) days prior to the election date.
4. **TIMELINE:** Using the current official platform the Organization uses to distribute information, Officers shall ensure the following goals are accomplished according to the timeline:
 - a. Members shall be given one (1) week to submit votes, starting the day that platforms are made available.
 - b. No later than one (1) week after voting closes, all candidates who ran for Officer positions shall be notified of their status and final results of the election shall be announced to Members.
 - c. Newly-elected Officers shall assume duties by the next board meeting following the conclusion of voting.
 - d. Within four (4) weeks of the closure of the polls:
 - i. A meeting between and incoming Officers shall be held to share information/resources.

- ii. Any related accounts and passwords of the Organization shall be turned over to incoming Officers.
 - e. To be declared the winner(s) of an election for Officer positions, candidates must obtain the highest number of the votes cast during the elections for that given Office.
 - f. In the case of a tie, a runoff election shall be held. It is the responsibility of the Inspectors of Election (outlined in Article IV, Section 2) to organize the runoff election.
5. VOTING PROCEDURE: Voting procedures must be publicly posted concurrent with candidacy announcements. Members shall be given the choice to vote for candidates as well as the choice to abstain from voting for one or all candidates. Any voting tool which has been agreed upon by the board may be utilized so long as it accommodates and allows for all members to participate.
6. TRANSITION: Outgoing Officers are expected to facilitate the transition process and attend, at a minimum, the following Officer Orientation meeting. It is preferred that at least one Officer remains in position to serve as a mentor to incoming Officers and provide continuity.

V. BOARD OF DIRECTORS

1. NUMBER AND TERM OF DIRECTORS: The Board of Directors (“the Board”) shall consist of no less than four (4) Directors at any given time, including at least one (1) former Officer to serve as a mentor to incoming Officers and Directors and to provide continuity. The Members may increase or decrease the number of Directors at any meeting of the Members or by written consent in lieu thereof. Either the Members or the Board may fill the vacancy caused by an increase in the number of Directors. All Directors shall serve a two (2) year term beginning April 1 of every even year. A Director shall hold office for the term for which he or she is elected or appointed and until his or her successor is elected or appointed and qualified, or until his or her resignation or removal. Directors may serve continuous terms.
2. ELECTION: The Directors shall also serve as Officers and the Members shall elect Officers directly, those people elected as Officers being deemed to have been elected Directors as well. Elections shall be implemented in accordance with Article IV.
3. VACANCY: Unless otherwise limited by the articles of incorporation, a vacancy occurring in the Board may be filled by the affirmative vote of the majority of the remaining Directors. A directorship to be filled because of an increase in the number of Directors, or to fill a vacancy, may be filled by the Board for a term of office continuing only until the next election of Directors by the

Members. If because of death, resignation, or other cause, the Organization has no Directors in office, an Officer, a Member, an executor, administrator, Trustee, guardian of a Member, or other fiduciary entrusted with responsibility for the person or estate of a Member, may call a special meeting of Members in accordance with the articles of incorporation or these bylaws.

VI. OFFICERS

1. ELECTION: The Officers to be elected by the Members shall be as follows: President, Michigan Vice President, Ohio Vice President, Secretary, Treasurer, Event Coordinator, Webmaster and other such Officers as the Board may determine. Each Officer must be an active Member in good standing, with permanent residence in Michigan or Ohio and maintain regular email correspondence. Elections shall be implemented in accordance with Article IV.
2. Duties
 - a. President
 - i. Presides as the Chairperson at Organization Meetings. S/he is also an ex-officio Member of all Committees.
 - ii. May call a Special Meeting for a specific purpose.
 - iii. Has the power to sign contracts on behalf of the Organization, but cannot bind a Member absent specific, written consent by that Member.
 - iv. Arrange and lead Regular Meetings as prescribed
 - v. Supervise the Officers and Committee Chairs in the performance of their duties.
 - vi. Act as the official representative of the Organization at all outside functions and through contact with CLAIR, the national JETAA association, the Japanese Consulate of Detroit, or any other organization.
 - vii. Liaise with the staff of the Japanese Consulate of Detroit and report all relevant consular activity to the Board and Members.
 - viii. Maintain archives of position as appropriate.
 - ix. As a Board Member, perform other duties as needed
 - b. Michigan and Ohio Vice Presidents
 - i. Assist the President in the discharge of his/her duties and officiates in the absence of the President at all Organization Meetings or activities.
 - ii. May be assigned, from time to time, to committees.
 - iii. Coordinate the normal functions of Sub Chapters, with the Michigan Vice President serving as Chair of the Michigan Sub Chapter Committee and the Ohio Vice President serving as Chair of the Ohio Sub Chapter Committee.

- iv. Maintain a list of Members and representatives, with the Michigan Vice President serving as Chair of the Michigan Membership Committee and the Ohio Vice President serving as Chair of the Ohio Membership Committee.
 - v. Maintain archives of position as appropriate.
 - vi. As Board Members, perform other duties as needed.
- c. Secretary
- i. Maintain a digital attendance record of Members.
 - ii. Keep the Minutes of each Meeting digitally and provide a copy for each Member and provide such record for the year at each meeting, for reference, if requested.
 - iii. Serve as Chief Editor of the newsletter and serve as Chair of the Newsletter Committee and distribute digital and web-based announcements for events.
 - iv. The Board shall annually make a report to the membership of the status and activities of the Organization. The Secretary shall be the Project Coordinator for this effort or, in the Secretary's absence, the Coordinator shall be any other person as designated, and accepted, by the Board.
 - v. Support the Treasurer in the preparation of applications and proposals as needed.
 - vi. Maintain the permanent records of the Chapter (proposals, applications, and other documentation deemed relevant to the Chapter administration and to future chapter Officers).
 - vii. Maintain archives of position as appropriate.
 - viii. As a Board Member, perform other duties as needed.
- d. Treasurer
- i. Keep records of all income and expenses and give a complete financial report to the Board annually. (The treasurer, secretary, and/or president may prepare and sign checks.) The treasurer maintains all monies of the Organization and deposits them in a bank account in the name of the Organization. There shall be an annual audit or review of the Treasurer's records.
 - ii. Chair the Finance Organization Committee.
 - iii. Report at least annually to the Board the name of each depository and each account for the funds of the Organization, the balance on deposit in each account, and the name of each employee or person authorized to sign checks thereon.
 - iv. Prepare applications for funding and reporting

(Grant-in-aid from the Japan Local Government Center, pre- and post-quarterly Ministry of Foreign Affairs reports the Japanese Consulate of Detroit, etc.). Follow up with the necessary documentation in order to receive funding.

- v. Prepare and submit an annual expense budget to the Japanese Consulate of Detroit, if necessary, or requested.
 - vi. Maintain archives of position as appropriate.
 - vii. As a Board Member, perform other duties as needed.
- e. Event Coordinator
- i. Research venues for Organization events and oversee event logistics.
 - ii. Serve as point of contact with event venues and service providers before and during event.
 - iii. Organize and delegate duties to manage details of events such as venue set up, menu selection, and payment for services/space rental.
 - iv. Oversee preparation and distribution of announcements for events.
 - v. Maintain archives of position as appropriate.
 - vi. As a Board Member, perform other duties as needed.
- f. Webmaster
- i. Maintain and manage all digital and web-based assets of the Organization, including, but not limited to websites, social media pages, and email addresses.
 - ii. Maintain an archive of the website.
 - iii. Provide technical training and support for Board Members.
 - iv. Maintain archives of position as appropriate.
 - v. As a Board Member, perform other duties as needed.
3. TERM OF OFFICE: All Officers shall serve a two (2) year term ending March 30 of every even year. Each Officer of the Organization shall hold office for the term for which he or she is elected or appointed and until his or her successor is elected or appointed and qualified, or until his or her resignation or removal.
4. RESIGNATION: An Officer may resign by written notice to the Organization (this can be done through a digitally signed and scanned document). The resignation is effective upon its receipt by the Organization or at a subsequent time specified in the notice of the resignation.
5. REMOVAL
- a. An Officer elected or appointed by the Board may be removed by the Board with or without cause at any time.
 - b. If, in their judgment, any Officer is not meeting his/her duties or

the best interests of the Organization would be served thereby, a two-thirds majority of Members voting at a regularly scheduled meeting may dismiss the Officer from office.

- c. Board members may be removed by the membership on grounds of corruption through a 2/3 majority vote of the entire membership. Corruption is defined as the intent to cause harm to the chapter or committing a crime.

6. VACANCIES

- a. In the event that the President resigns or the office is otherwise vacant, a Vice President shall either resign and assume the position him/herself, or appoint an interim President from the membership. Resulting position changes must be approved by a majority of Members voting at the next regularly scheduled chapter meeting.
- b. In the event that a Vice President, Secretary, Treasurer, Event Coordinator, or Webmaster resign or those Offices are otherwise vacant, the President shall make an appointment to the vacant position from the membership. This appointment must be approved by a majority of Members voting at the next regularly scheduled chapter meeting.
- c. An officer ship to be filled because of an increase in the number of Officers, or to fill a vacancy, may be filled by the Board for a term of office continuing only until the next election of Officers by the Members.
- d. If because of death, resignation, or other cause, the Organization has no Officers in office, a Member, an executor, administrator, Trustee, guardian of a Member, or other fiduciary entrusted with responsibility for the person or estate of a Member, may call a special meeting of Members in accordance with the articles of incorporation or these bylaws.

- 7. DELEGATION OF AUTHORITY AND DUTIES BY BOARD OF DIRECTORS: All Officers, employees and agents shall, in addition to the authority conferred, or duties imposed, on them by these bylaws, have such authority and perform such duties in the management of the corporation as may be determined by resolution of the Board of Directors not inconsistent with these bylaws.

VII. MEETINGS

- 1. FREQUENCY: There shall be a minimum of one (1) Regular Meeting of the Organization annually. The Executive Board shall hold a minimum of six (6) meetings annually.
- 2. ATTENDANCE: The Secretary will keep a digital record of attendance at each meeting.
- 3. NOTICE OF MEETINGS: Except as otherwise provided in the Act,

written notice of the time, place and purpose of a meeting of Members shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally, by mail, by website, by facebook or by email, to each Member of record entitled to vote at the meeting.

4. ORDER OF BUSINESS (Meeting topics are as follows, but may be modified if necessary.)
 - a. Open Meeting
 - b. Acceptance of Minutes and Task List Review
 - c. Report of Executive Officers
 - d. Reports of Members
 - e. Reports of Committees
 - f. Announcements
 - g. Unfinished Business
 - h. New Business
 - i. Adjournment
5. YEAR END REVIEW MEETING: Before the end of the fiscal year (preferably in January) the officers must hold a review meeting. Topics that should be covered in this meeting should include a GIA spending review, a bylaws review, an activity plan for the next fiscal year, an audit of treasury records, and an annual report to membership. (These may be modified if necessary.)
6. SPECIAL MEETINGS: The President or no fewer than three (3) of the Members may call a Special Meeting for a specific purpose with a minimum of ten (10) days' notice via email and/or letter. The notice must include the time, place and business to be transacted.
7. QUORUM: A quorum requires that a majority of the Executive Committee and no less than three (3) Regular Members are present at an Organization or Committee meeting.
8. VOTING: A simple majority of the Members present is required to pass a motion. Each Member has only one vote. A tie vote results in a failed motion.

VIII. COMMITTEES

1. STANDING COMMITTEES: The Committee Chairs of the Organization shall consist of Sub Chapter, Members, Newsletter, and Finance. Committee Chair positions may be added, removed, made into co-chair positions, or combined as necessary with approval of two-thirds of Members voting at a meeting or by majority vote of the Board.
2. SPECIAL COMMITTEES
 - a. A Special Committee created for a particular purpose or project will be approved by the Organization's Board at any meeting. At the time of the creation of each Special Committee, the Organization's Board shall determine the name of the

Committee, its composition, its mission and its duration. A Special Committee may be dissolved by a vote of the Members at any meeting or by a majority vote of the of the Organization's Board.

- b. The creation of a Special Committee carries with it the endorsement of the Organization. The responsibility of fulfilling the mission rests with the individual Members that have proposed and supported its creation.
- c. A Special Committee is required to provide open, public and transparent accounting. In the event of a tie vote, the President will have a vote to break the tie.
- d. The President is an ex-officio Member of all Committees except the Governance & Nominating Organization.
- e. An Honorary Representative may be appointed by majority vote of the Members to serve as an ex-officio Member of a Standing or Special Committee.

IX. INDEMNIFICATION

1. To the fullest extent not prohibited by applicable law, the Organization shall indemnify each person who, by reason of being or having been a Director of the Organization, named or otherwise, becomes or is threatened to be made a party to any legal, judicial, administrative or other proceeding, and the Organization by the Board of Directors may indemnify any other person as deemed proper by the Board of Directors, against any and all costs and expenses (including attorney fees, judgments, fines, penalties, amounts paid in settlement, and other disbursements) actually and reasonably incurred by or imposed upon such person in connection with any action, suit, investigation or proceeding (or claim or other matter therein), whether civil, criminal, administrative or otherwise in nature, with respect to which such person is named or otherwise threatened to be made a party by reason of being or at any time having been a Director, Officer, employee or other agent of or in a similar capacity with the Organization, or by reason of being or at any time having been, at the direction or request of the Organization, a Director, Trustee, Officer, administrator, manager, employee, Member, advisor or other agent of or fiduciary for any other corporation, partnership, trust, venture or other entity or enterprise including any employee benefit plan.
2. Each request or case of or on behalf of any person who is or may be entitled to indemnification for reason other than by being or having been a Director or Officer of the Organization shall be reviewed by the Board of Directors, and indemnification of such person may be authorized by the Board of Directors only if it is determined by the

Board of Directors that indemnification is proper in the specific case, and, notwithstanding anything to the contrary in this Code of Regulations, no person shall be indemnified to the extent, if any, it is determined by the Board of Directors or by written opinion of legal counsel designated by the Board of Directors for such purpose that indemnification is contrary to applicable law.

3. Upon the request of a Director or other party who is the subject of a legal, judicial, administrative or other proceeding referred to in Article IX, the Organization shall pay the expenses incurred by such Director, Officer or other party in defending the legal, judicial, administrative or other proceeding, including attorney fees, as they are incurred, in advance of the final disposition of the legal, judicial, administrative or other proceeding, upon receipt of an undertaking by or on behalf of the Director, or other party to repay the amount if it is ultimately determined that he/she is not entitled to be indemnified by the Organization.
4. Notwithstanding anything to the contrary in this Article IX, no person shall be indemnified to the extent, if any, it is ultimately determined by a court of competent jurisdiction that indemnification is contrary to applicable law.

X. AMENDMENT OF BYLAWS

1. At the Year End Review Meeting, the officers shall conduct a review of the bylaws.
2. A motion to amend the bylaws must be discussed at a Regular Meeting and then distributed to each Member and its representatives with a notice as to the date and time when the change will occur if passed. The voting to approve the motion cannot occur at the same meeting.
3. Any changes to the bylaws must be approved by a majority of the Members in a referendum-style approach; that is, voting to accept or reject the proposal. Voting on proposed amendments shall be done in accordance with Article IV.