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**New York Chapter
Japanese American Citizens League**

CONSTITUTION AND BYLAWS

PREAMBLE

We the members of the New York Chapter of the Japanese American Citizens League, in order to reaffirm faith in the fundamental human rights and the worth and dignity of each human being, to promote active participation in civic and national life, to protect, preserve and promote the human and civil rights of all men and women, to secure justice and equal opportunities and treatment for Americans of Japanese ancestry as well as for all people regardless of their race, creed, color, religion, gender, sexual orientation, age, disability or national origin, we do hereby establish this Constitution and Bylaws for the New York Chapter of the Japanese American Citizens League of the United States of America.

ARTICLE I – NAME AND OFFICE

SECTION 1: NAME. The name of this organization shall be “JAPANESE AMERICAN CITIZENS LEAGUE – NEW YORK CHAPTER,” hereinafter referred to as the “Chapter,” and the official abbreviation shall be “JAACL NY.”

SECTION 2: OFFICE. The principal office of the Chapter shall be in the City of New York or such other place in the Greater New York Metropolitan Area as the Board of Directors or members shall designate.

ARTICLE II – PURPOSE

The fundamental purposes of the Chapter shall be:

- (a) To protect the rights of Japanese Americans as its primary and continuing concern and preserve the culture and values of Japanese Americans in a multicultural society;
- (b) To protect, preserve, promote and advocate the human and civil rights of all men and women who may be disadvantaged or discriminated against because of their race, creed, religion, color, gender, sexual orientation, age, disability or national origin; and to act as the guardian of and spokesperson for the rights and well-being of persons of Japanese and other Asian and Pacific Islander ancestry;
- (c) To foster and promote the highest ideals and standards of American democracy through the Chapter and in cooperation with Asian Pacific Islander American organizations and other related groups;
- (d) To act and operate within the framework of programs, policies and activities of the National Japanese American Citizens League in furtherance of Chapter purposes and

objectives and to uphold the Constitution and the laws of the United States, the State of New York and the City of New York; and

- (e) To be non-partisan and non-sectarian and not endorse any candidates for public office or engage directly in any legislative or political activity.

BYLAWS

ARTICLE I – MEMBERSHIP

SECTION 1: QUALIFICATIONS. An Active Chapter member shall be any person who agrees to abide by the Chapter Constitution and Bylaws and support the purposes and objectives of the Chapter, and who is a member in good standing of the Chapter through paying dues to the National JACL.

SECTION 2: VOTING RIGHTS, RIGHT TO VOTE, RIGHT TO HOLD OFFICE, Etc.

- (a) **VOTING.** Each member in good standing shall be entitled to one vote on each matter submitted to a vote of members.
- (b) **ELECTION.** Directors of the Board shall be elected according to who receives the most votes at the Annual Membership Meeting of the members entitled to vote in the election, and any other action to be taken by vote of the members shall be authorized by a majority of the votes cast at the meeting of the members entitled to vote thereon.
- (c) **OTHER RIGHTS.** All members and supporting members shall have the right to participate in all discussions, activities, programs, meetings and other functions of the Chapter and, to the extent qualified, to participate in or receive benefits and privileges of all pertinent national programs and activities.

SECTION 3: QUORUM. At any meeting of the members ten percent (10%) of the members present shall constitute a quorum for the transaction of any business. When a quorum is once present to organize a meeting, it shall not be broken by the subsequent withdrawal of any member. The members present may adjourn the meeting despite the absence of a quorum.

SECTION 4: PROXIES. Every member of the Chapter who is entitled to vote at a meeting of the members may authorize another member of the Chapter to act for that member by a proxy provided that no member may hold more than one such proxy. The sole exception to this rule is the Recording Secretary, whom any member may alternatively appoint as his or her proxy. To be valid, the proxy must be a certified statement with the signature of the member who is granting the proxy as well as the name of the member who is to be the proxy with date and the name of the meeting. It must be duly registered with the Recording Secretary and submitted no later than three (3) days prior to a meeting.

- (a) A written proxy shall be valid for only one single meeting of the members as

therein specified and in any event shall be valid for thirty (30) days from the date thereof.

- (b) Every proxy shall be revocable at the pleasure of the member executing it.

ARTICLE II – CHAPTER MEETINGS

- (a) **ANNUAL MEMBERSHIP MEETING.** A meeting of the Chapter members shall be held annually for the election of the Directors and transaction of other business at a time and place to be announced on call by the Chapter Board.
- (b) **INSTALLATION MEETING.** A meeting for the formal installing of elected officers shall be held annually at a time and place determined by the Board of Directors. Notwithstanding the date of this meeting the elected officers shall commence in their offices immediately after being elected.
- (c) The Board of Directors shall hold five (5) to six (6) meetings a year, with no less than quarterly meetings, at such times and places fixed by the Board. Any one or more Directors may participate in these meetings by means of telephone or video conference call, provided that all participants in the meeting are able to hear each other at the same time. Participation by such means shall constitute presence at a meeting.
- (d) A special meeting of the Board may be called upon the discretion of the President if deemed advisable given the reasons for it. It may also be called upon written request of at least one-fourth of the Directors. For any special meeting to take place a written notice must be made to each Director at least five (5) days prior notifying them of the special meeting and stating its purpose.

ARTICLE III – BOARD OF DIRECTORS

SECTION 1: ADMINISTRATION. The executive and administrative powers of the Chapter shall be vested in the Board of Directors and the Board shall manage and administer all of the affairs of the Chapter.

SECTION 2: NUMBER. The number of Directors shall not be less than seven (7) or more than fifteen (15).

SECTION 3: ELECTION AND TERM OF OFFICE. At least two-thirds (2/3) of the Directors shall be elected by members of the Chapter and up to one-third (1/3) may be appointed by the President subject to the approval of the Board of Directors.

- (a) Each elected Director shall hold office for a term of two (2) years.
- (b) Each appointed Director shall hold the office for one (1) year.
- (c) The elected members of the Board of Directors shall be elected by the eligible

members at the Annual Membership Meeting.

- (d) **The appointed Directors shall be appointed by the President and their names submitted to the Board for approval immediately after election at the Annual Membership Meeting.**

SECTION 4: REMOVAL.

- (a) **Any or all members of the Board of Directors may be removed with cause by the majority vote of members in good standing on the membership records of the Chapter.**
- (b) **The Board of Directors may remove any Director for cause by a majority Board vote with the entire Board present for the removal meeting.**
- (a) **Three consecutive absences from a Board meeting without reasonable excuse will constitute cause for removal.**

SECTION 5: QUORUM. One-half (1/2) of the entire Board of Directors present shall constitute a quorum for the transaction of business. Once a quorum is once present, it shall not be broken by the subsequent withdrawal of any Director. A majority vote with the quorum shall be the act of the Board.

SECTION 6: VACANCIES. Vacancies occurring in the Board of Directors for any reason may be filled by majority vote with a quorum present.

- (a) **A member voted by the Board to fill the vacant elected Directorship shall serve in that office until completing the unexpired term of the predecessor.**
- (b) **A vacancy in the appointed Directorship may be filled by the President with the approval of the Board and will remain until the next Annual Membership Meeting.**

SECTION 7: RESIGNATION OF DIRECTORS. Any Director may resign at any time. Such resignation shall be made in writing and submitted to the Board of Directors. The resignation shall take effect at the time specified therein and if no time is specified it becomes effective upon receipt by the Board. No resignation shall discharge any accrued obligations of duty of a resigned Director.

SECTION 8: COMMITTEES. The Board of Directors by resolution adopted by a majority of the entire Board may designate from among the Directors an Executive Committee consisting of at least three (3) Board members or another standing committee with members selected from the Board or the general membership. Each committee shall have such authority and power as is provided in the resolution establishing the committee and which may from time to time be granted to the committee by resolutions of the Board.

ARTICLE IV – OFFICERS AND APPOINTMENTS

OFFICERS: The officers of the Chapter shall be a President, may include one or more Vice Presidents, a Treasurer, a Recording Secretary, a Corresponding Secretary, a Membership Coordinator and such other officers as the Board shall designate. A person may concurrently hold any two or more offices except for the office of the President. Under certain circumstances, the Board of Directors may approve the election of Co-Presidents.

SECTION 1: The officers of the Chapter shall be elected by the Board of Directors from among the members of the Board at the first regular Board meeting following the Annual Membership Meeting. The President shall be an elected Director. Each officer shall serve for a term of two years.

SECTION 2: DUTIES OF THE OFFICERS (SUGGESTED GUIDELINES).

The **PRESIDENT** shall act as the executive and presiding officer of the Chapter with the following duties:

- (a) Conduct and preside at all meetings of the Board and the members.
- (b) Supervise the business affairs of the Chapter.
- (c) Make committee and Board appointments with the approval of the Directors.
- (d) Serve as an ex-officio member of all committees.
- (e) Present at the Annual Membership Meeting a report on the state of the Chapter.
- (f) Perform all other duties usually incidental to the office of the President.

The **VICE PRESIDENT** shall in the absence or disability of the President perform the duties and exercise the power of the President and shall have such powers and perform such duties as may be delegated by the President or prescribed by the Board of Directors.

The **TREASURER** shall have custody of the Chapter funds and other assets and by use of proper accounting procedures perform the following duties:

- (a) Receive and disburse Chapter funds and maintain accurate and complete financial records.
- (b) Prepare and present written reports quarterly to the Board of Directors and at each Annual Meeting to the membership concerning the Chapter's financial status.
- (c) To maintain financial records in accordance with the requirements of the Internal Revenue Service, New York State and New York City tax codes.
- (d) Advise and update the Board of Directors on all financial matters.
- (e) Perform all other duties usually incidental to the office of the Treasurer.

The **RECORDING SECRETARY** shall perform the following duties:

- (a) Record and maintain the minutes of Board meetings and membership meetings.
- (b) Make minutes available to the Directors and the membership.
- (c) Maintain a current calendar on Chapter activities for the Board and the membership.
- (d) Perform such other duties assigned by the President.

The CORRESPONDING SECRETARY shall perform the following duties:

- (a) Prepare and send notices to the Board and the membership of meetings and all other Chapter activities.**
- (b) Correspond with the membership by mail or e-mail on Chapter matters.**
- (c) Mail correspondence on Chapter business requested by Board members and members.**
- (d) Distribute and maintain an inventory of all Chapter stationery and relevant local and national publications.**
- (e) Keep and maintain a current directory of directors, officers, committee members and of the Chapter.**
- (f) Perform such other duties assigned by the President.**

The MEMBERSHIP COORDINATOR shall be responsible for administrating the Chapter's membership requirements.

- (a) Maintain an up-to-date Chapter membership roster and inform members on matters pertaining to their membership.**
- (b) Campaign and sign up new members and re-enroll members who have lapsed membership.**
- (c) Give advice and periodic reports on membership issues to the Board and the membership.**
- (d) Communicate and correspond with the National JACL Membership Coordinator regarding membership issues.**

STUDENT/YOUTH REPRESENTATIVE shall have the following duties:

- (a) Assemble and organize Chapter student and youth members.**
- (b) Advise the Board of Directors on matters pertaining to this group.**
- (c) Plan and organize activities for the group.**

SECTION 3: APPOINTIVE OFFICE by appointment of the Chapter President.

VICE GOVERNOR to the JACL Eastern District Council.

- (a) Appointed by the President from the membership to represent the Chapter, attend Eastern Council meetings, bring up Chapter issues and report back to the Board issues that were discussed.**
- (b) Term of office will be for two years.**

ALTERNATE VICE GOVERNOR. Appointed by the President from the membership in the event the Vice Governor is not available to carry on the duties as prescribed for that office.

Two DELEGATES and two ALTERNATE DELEGATES to attend the annual National JACL convention:

- (a) Appointed by the President from the membership to represent the Chapter as part of the**

- national delegate assembly at the convention.
- (b) Present resolutions proposed by the Chapter, be knowledgeable of the convention agenda and advocate and vote on issues.
 - (c) Upon return give a full report on the convention proceedings.

EDITOR to the Chapter Newsletter.

- (a) Write, seek articles and publish a periodic newsletter informing the membership on Chapter activities, the membership and any JACL news of interest.
- (b) Distribution will be made available to the entire Chapter membership and elsewhere as deemed appropriate or necessary by the Board of Directors.

EXECUTIVE DIRECTOR. The President may appoint with the approval of the Board of Directors an Executive Director to facilitate the administration of Chapter affairs.

- (a) Shall report directly to the Chapter President and have duties assigned.
- (b) May concurrently hold Chapter office and upon invitation of the President with consent of the Board be a member of the Executive Committee.
- (c) Shall make reports to the Board of Directors on activities and make recommendations.
- (d) Shall be reimbursed for expenses that are incurred on Chapter business.

SECTION 4: REMOVAL FROM OFFICE. Any elected or appointed Board officer may be removed for cause by the Board of Directors. It will require a majority vote with the entire Board present or by action in writing signed by all the other directors.

SECTION 5: VACANCIES. If a vacancy occurs in any Board officer position for any reason the Directors may elect a Board member from the membership to fill that position for balance of the unexpired term.

ARTICLE V – INITIATIVE, REFERENDUM AND RECALL

SECTION 1: DEFINITION.

- (a) Initiative is a process whereby an individual member may propose and enact a resolution and other policies pertaining to the Chapter. Requirement is that it must be supported by signatures of ten percent (10%) of the Chapter membership.
- (b) Referendum is a process whereby the individual member may vote to approve or to disapprove a resolution and polices adopted by the Board of Directors. Requirement is that it must be supported by signatures of ten percent (10%) of the Chapter membership.

SECTION 2: RECALL.

- (a) If ten percent (10%) of the Chapter members desire a referendum on any Board action or non-action or the recall of any Board member or officer they may request

such referendum or recall in writing signed by ten percent (10%) of the membership in favor of the referendum to the President.

- (b) The President within fifteen (15) days after receipt of such action will have the Corresponding Secretary prepare the notice of the referendum or recall and mail it out to the membership with an official ballot for voting.
- (c) The Chapter members will have fifteen (15) days after the date of the notice to respond to the mail ballot.
- (d) It will require a majority vote to decide whether the referendum or recall passes or not and the result will be announced by the President and reported in the Chapter Newsletter and the *Pacific Citizen*.

ARTICLE VI – AMENDMENTS

Amendment to the Constitution and Bylaws:

- (a) Upon receipt of an amendment, the Corresponding Secretary will send notice and the full text of the proposed amendment to the membership no later than fifteen (15) days before the date of the meeting as set by the Board.
- (b) An amendment to the Chapter Constitution and Bylaws meeting will be held as announced in the notice. The members will decide by a vote of one-third (1/3) of the Chapter members present and a quorum formed whether the amendment passes or not.
- (c) The President will announce the result and report it to the Chapter Newsletter and the *Pacific Citizen*.

ARTICLE VII – TRANSITION

Notwithstanding any other provision of this Constitution and Bylaws, for the purpose of transition, any Directors or Officers who are elected or appointed within ninety (90) days following the ratification of this amended Constitution and Bylaws by the members shall be deemed to be the duly elected or appointed Directors or Officers of the Chapter until their successors are duly elected or appointed and qualified.

Revised: December 20, 2015