

**BYLAWS
of the
TEACHERS OF JAPANESE LANGUAGE & CULTURE ASSOCIATION OF TEXAS, INC.**

**ARTICLE 1
NAME**

The name of this organization shall be Teachers of Japanese and Culture Association of Texas, Inc. A shortened name, Japanese Teachers Association of Texas, or the acronym JTAT may be used in place of Teachers of Japanese and Culture Association of Texas, Inc., for daily operations, correspondence, etc.

**ARTICLE 2
NON-PROFIT ORGANIZATION**

JTAT is a not-for-profit organization established exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code 1986 (or the corresponding section of any future tax code). All JTAT activities are consistent with the status of an educational and charitable organization as defined in the Internal Revenue Code.

**ARTICLE 3
ASSOCIATION PURPOSES**

The purposes of the Association are as follows:

1. To promote and encourage cooperation among scholars, teachers, and students of the Japanese language, literature, culture and the arts, and others engaged in these activities, and to foster research and study in these fields.
2. To promote a network for exchanging information and ideas through meetings, educational seminars, travel opportunities, and publications.
3. To be proactive in developing instructional materials for Japanese language, literature, culture and the arts.
4. To establish and maintain a reference resource that can be used by members for the purpose of developing multimedia teaching and instructional materials.
5. To act as a clearinghouse for job opportunities.
6. To encourage cultural exchange between the U.S. and Japan.

**ARTICLE 4
MEMBERSHIP**

Classes of Members

4.01 The Association shall have three classes of members.

- (A) Regular membership shall be open to all teachers of the Japanese language, those involved in the administrative functions necessary to support Japanese language teaching, and undergraduate or graduate students studying to become Japanese teachers. Regular members are eligible to vote and be candidates for office.

(B) Corporate membership shall be open to all corporations which can support the Association's mission. They do not have voting rights at the membership meetings.

(C) Honorary membership shall be open to all individuals who have made contributions towards promoting the purposes of the Association and approved by the Board of Directors. They are elected for life. They are exempt from any dues and do not have any voting rights at the membership meetings.

Membership Fees and Dues

4.02 The Board of Directors may set and change the amount of the annual dues payable to the Association by Regular Members and Corporate Members. Dues shall be payable September 1 for membership covering the period of September 1 to August 31.

Certificates of Membership

4.03 The Board of Directors may provide for the issuance of certificates or membership identification cards as evidence of membership in the Association. This duty shall be delegated to the Secretary of the Association.

Voting Rights

4.04 Each Regular member shall be entitled to one vote.

ARTICLE 5 MEETINGS OF MEMBERS

Annual Meeting

5.01 The Board of Directors shall hold an annual meeting of the members in October of each year or at another time that the Board of Directors designates. At the annual meeting, the members shall elect directors and officers and transact any other business. If, in any year, the election of directors and officers is not held at the annual meeting, the Board of Directors may call a special meeting of the members to conduct the election or may authorize a vote via postal mail or electronic means.

Special Meetings

5.02 Special meetings of the members may be called by the president, the Board of Directors, or not less than one-tenth of the voting members.

Notice of Meetings

5.03 Written, printed, or electronic notice of any meeting of members shall be delivered to each member entitled to vote at the meeting not less than ten nor more than 30 days before the date of the meeting. The notice shall state the place, day, and time of the meeting, who called the meeting, and the general purpose or purposes for which the meeting is called. Notice shall be given by the secretary of the Association, or the officers or persons calling the meeting.

Quorum

- 5.04 Attendance of one fourth of Regular Members in good standing shall constitute a quorum. No action may be approved without the vote of at least a majority of the number of members required to constitute a quorum. Likewise, in the case of voting by mail or electronic means, the total number of votes cast by the voting deadline will be counted to determine whether or not a quorum was met.

Voting

- 5.05 All regular members in good standing are entitled to one vote. Voting on a motion shall be by voice, with the following exceptions in which voting shall be by ballot: (1) any election of directors or officers; (2) any amendment to the Bylaws; or (3) when requested by the chairperson of the meeting. The Board of Directors may authorize members to vote by mail or by electronic means approved by the Board.

Proxies

- 5.06 A member entitled to vote may vote by proxy executed in writing by the member. The proxy will be valid for that particular meeting only.

ARTICLE 6 BOARD OF DIRECTORS

Management of the Association

- 6.01 The affairs of the Association shall be managed by the Board of Directors.

Number, Qualifications, and Tenure of Directors

- 6.02 The number of directors shall be three or a number determined by the Board of Directors that is not less than three and not greater than nine. The Board of Directors shall include the executive committee (President, Vice President(s), Secretary, and Treasurer) and may include other individuals in addition to the executive committee, such as the immediate Past President. Directors shall be residents of Texas and Regular Members of the Association. Each Director shall serve for a term of two years, starting January 1 and ending Dec. 31 of the following year.

Nomination and Election of Directors

- 6.03 Director candidates are nominated by the Nominating Committee, and upon approval by the Board of Directors are submitted to the Regular Membership for a vote at the Annual Meeting, at a special meeting designated by the Board, or by mail or electronic means. Directors shall be elected in a staggered manner so as to have at least one director continuing in office when the new directors begin their terms. Each director shall hold office until a successor is elected and qualified. A director may be re-elected for multiple terms.

Vacancies

- 6.04 Any vacancy occurring in the Board of Directors, an any director position to be filled due to an increase in the number of directors, shall be filled by the Board of Directors. A vacancy is filled by the affirmative vote of a majority of the remaining directors. A director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office.

Meetings

- 6.05 The Board of Directors will have meetings when necessary on an annual, regular, or special basis, either in person, by telephone, or over the Internet. Special meetings of the Board of Directors may be called by of the President or any Director.

Notice

- 6.06 Written or printed notice of any meeting of the Board of Directors shall be delivered to each director not less than ten or more than 30 days before the date of the meeting. The notice shall state the place, day, and time of the meeting, who called the meeting, and the purpose or purposes for which the meeting is called.

Quorum

- 6.07 A majority of the number of directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. No action may be approved without the vote of at least a majority of the number of directors required to constitute a quorum.

Minutes

- 6.08 Formal minutes will be taken at all meetings of the Board and will be sent to all Board members in a timely manner. A substitute Secretary will be appointed by the President if the regular Secretary is not present.

Duties of Directors

- 6.09 Directors shall exercise ordinary business judgment in managing the affairs of the Association. Directors shall act as fiduciaries with respect to the interests of the members. In acting in their official capacity as directors of this Association, directors shall act in good faith and take actions they reasonably believe to be in the best interests of the Association and that are not unlawful. In all other instances, the Board of Directors shall not take any action that they should reasonably believe would be opposed to the Association's best interests or would be unlawful. A director shall not be liable if, in the exercise of extraordinary care, the director acts in good faith relying on written and financial and legal statements provided by an accountant or attorney retained by the Association.

Action of Board of Directors

- 6.10 The Board of Directors shall try to act by consensus. However, the vote of a majority of directors present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board of Directors unless the act of a greater number is required by law or the bylaws. A director who is present at a meeting and abstains from a vote is considered to be present and

voting for the purpose of determining the decision of the Board of Directors. For the purpose of determining the decision of the Board of Directors, a director who is represented by proxy in a vote is considered present.

Proxies

- 6.11 A director may vote by proxy executed in writing by the director.

Compensation

- 6.12 Directors shall not receive salaries for their services. The Board of Directors may adopt a resolution providing for a payment to directors of expenses of attendance, if any, for the attendance at each meeting of the Board of Directors.

Removal of Directors

- 6.13 The Board of Directors may vote to remove a director at any time, only for good cause. Good cause for removal of a director shall include the unexcused failure to attend four consecutive meetings of the Board of Directors. A meeting to consider the removal of a director may be called and noticed following the procedures provided in the bylaws. The notice of the meeting shall state that the issue of possible removal of the director will be on the agenda and the notice shall state the possible cause for removal. The director shall have the right to present evidence at the meeting as to why he or she should not be removed and to be represented by an attorney at the meeting. At the meeting, the Association shall consider possible arrangements for resolving the problems that are in the mutual interest of the Association and the director. A director may be removed by the affirmative vote of 66 percent of the Board of Directors.

ARTICLE 7 EXECUTIVE COMMITTEE

Officer Positions

- 7.01 The officers of the Association shall consist of a President, one or two Vice Presidents, a Secretary, and a Treasurer. These officers shall make up the Executive Committee which will conduct the day-to-day operation of the Association. Any two or more offices may be held by the same person, except the office of president.

President

- 7.02 The president shall be the chief executive officer of the Association. The president shall supervise and control all of the business and affairs of the Association. The president shall preside at all meetings of the members and of the Board of Directors. The president shall perform other duties prescribed by the Board of Directors and all duties incident to the office of president.

Vice President

- 7.03 When the president is absent, is unable to act, or refuses to act, the vice president shall perform the duties of the president. When the vice president acts in place of the president, the vice president shall have all the powers of and be subject to all the restrictions upon the president. If there is more than one vice president, the other Board members will vote on which vice president

shall act in place of the president. The vice president(s) shall perform other duties as assigned by the president and Board of Directors.

Treasurer

7.04 The treasurer shall:

- (a) Have charge and custody of and be responsible for all funds and securities of the Association.
- (b) Receive and give receipts for moneys due and payable to the Association from any source.
- (c) Deposit all moneys in the name of the Association in banks, trust companies, or other depositories as provided in the bylaws or as directed by the Board of Directors or president.
- (d) Write checks and disburse funds to discharge obligations of the Association. Funds may not be drawn from the Association or its accounts for amounts greater than \$50.00 \$100.00 without the signature of the president or a vice president in addition to the signature of the treasurer.
- (e) Maintain the financial books and records of the Association.
- (f) Prepare financial reports at least annually.
- (g) Perform other duties as assigned by the president or by the Board of Directors.
- (h) Perform all the duties incident to the office of treasurer.

Secretary

7.05 The Secretary shall:

- (a) Give all notices as provided in the bylaws or as required by law.
- (b) Take minutes of the meetings of the members and of the Board of Directors, send out the minutes to members in a timely manner, and keep the minutes as part of the Association records.
- (c) Maintain custody of the Association records.
- (d) Keep a register of the mailing address of each member (Regular, Corporate and Honorary), director, officer, and employee of the Association, and also provide this information to the Treasurer.
- (e) Perform duties as assigned by the president or by the Board of Directors.
- (f) Perform all duties incident to the office of secretary.

ARTICLE 8 COMMITTEES

Establishment of Committees

8.01 The Board of Directors may adopt a resolution establishing one or more committees, delegating specified authority to a committee, and appointing or removing members of a committee. The Board of Directors may establish qualifications for membership on a committee.

Authorization of Specific Committees

8.02 In addition to the Executive Committee, the Board of Directors shall designate a Nominating Committee as a standing committee. The Board may designate ad hoc committees as necessitated,

such as a Membership, Workshop, Speech Committee, or Nengajo Committees. The Board of Directors shall define the activities and scope of authority of each committee.

Term of Office

- 8.03 Each member of a committee shall continue to serve on the committee for one year or until a successor is appointed. However, the term of a committee member may terminate earlier if the committee is terminated, or if the member ceases to qualify, resigns, or is removed as a member. A vacancy on a committee may be filled by an appointment by the Board of Directors. A person appointed to fill a vacancy on a committee shall serve for the unexpired portion of the terminated committee member's term.

Chair

- 8.04 One member of each committee shall be designated as the chair of the committee. The chair shall be appointed by the President of the Association. The chair shall call and preside at all meetings of the committee.

Notice of Meetings

- 8.05 Written, or printed, or electronic notice of committee meetings shall be delivered to each member of a committee in advance of the date of the meeting. The notice shall state the place, day, and time of the meeting, and the purpose or purposes for which the meeting is called. Committee business may also be conducted via email.

Quorum

- 8.06 One half of the number of members of a committee shall constitute a quorum for the transaction of business at any meeting of the committee. No action may be approved without the vote of at least a majority of the number of committee members required to constitute a quorum.

Actions of Committees

- 8.07 Committees shall try to take action by consensus. However, the vote of a majority of committee members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the committee unless the act of a greater number is required by law or the bylaws. A committee member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the act of the committee.

Proxies

- 8.08 A committee member may vote by proxy.

Compensation

- 8.09 Committee members shall not receive salaries for their services. The Board of Directors may adopt a resolution providing for payment to committee members of expenses of attendance, if any, for attendance at each meeting of the committee.

**ARTICLE 9
TRANSACTIONS OF THE ASSOCIATION**

Contracts

- 9.01 The Board of Directors may authorize any officer or agent of the Association to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Association. This authority may be limited to a specific contract or instrument or it may extend to any number and type of possible contracts and instruments.

Deposits

- 9.02 All funds of the Association shall be deposited to the credit of the Association in banks, trust companies, or other depositories that the Board of Directors selects.

Gifts

- 9.03 The Board of Directors may accept on behalf of the Association any contribution, gift, or bequest for the general purposes or for any special purpose of the Association. The Board of Directors may make gifts and give charitable contributions that are not prohibited by the bylaws, the articles of incorporation, state law, and any requirements for maintaining the Association's federal and state tax status.

Potential Conflicts of Interest

- 9.04 The Association shall not make any loan to a director or officer of the Association. A member, director, officer, or committee member of the Association may lend money to and otherwise transact business with the Association except as otherwise provided by the bylaws, articles of incorporation, and all applicable laws. The transaction must be described fully in a legally binding instrument and be in the best interest of the Association. The Association shall not borrow money from or otherwise transact business with a member, director, officer, or committee member of the Association without full disclosure of all relevant facts and without the approvals of the Board of Directors or the members, not including the vote of any person having a personal interest in the transaction.

Prohibited Acts

- 9.05 As long as the Association is in existence, and except with the prior approval of the Board of Directors or the members, no member, director, officer, or committee members of the Association shall:
- (a) Do any act in violation of the bylaws or a binding obligation of the Association.
 - (b) Do any act with the intention of harming the Association or any of its operations.
 - (c) Do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the Association.
 - (d) Receive an improper personal benefit from the operation of the Association.
 - (e) Use the assets of this Association, directly or indirectly, for any purpose other than carrying on the business of this Association.
 - (f) Wrongfully transfer or dispose of Association property, including intangible property such as good will.

- (g) Use the name of the Association (or any substantially similar name) or any trademark or trade name adopted by the Association, except on behalf of the Association in the ordinary course of the Association's business.
- (h) Disclose any of the Association information to any person not authorized to receive it.

**ARTICLE 10
BOOKS AND RECORDS**

Required Books and Records

10.01 The Association shall keep correct and complete books and records of account. The Association's books and records shall include:

- (a) A file-endorsed copy of all documents filed with the Texas Secretary of State relating to the Association, including, but not limited to, the articles of incorporation, any articles of amendment, and statement of change of registered office or registered agent.
- (b) A copy of the bylaws, and any amended versions or amendments to the bylaws.
- (c) Minutes of the proceedings of the members and Board of Directors.
- (d) A list of the names and addresses of the members, directors, officers, and any committee members of the Association.
- (e) A financial statement showing the assets, liabilities, and net worth of the Association at the end of the three most recent fiscal years.
- (f) A financial statement showing the income and expenses of the Association for the three most recent fiscal years.
- (g) All rulings, letters, and other documents relating to the Association's federal, state, and local tax status.
- (h) The Association's federal, state, and local information or income tax returns for each of the Associations' three most recent tax years.

Audits

10.02 Any member shall have the right to have an audit conducted of the Association's books. The member requesting the audit shall bear the expense of the audit unless the members vote to authorize payment of audit expenses. The member requesting the audit may select the accounting firm to conduct the audit.

**ARTICLE 11
FISCAL YEAR**

The fiscal year of the Association shall begin on the first day of January and end on the last day in December in each year.

**ARTICLE 12
NOTICES**

Means of Notice

Any notice required or permitted by the bylaws to be given to a member, director, officer, or member of a committee of the Association may be given by mail, fax, or email. A notice shall be deemed to be delivered when deposited in the United States mail or when sent by fax or email.

ARTICLE 13
SPECIAL PROCEDURES CONCERNING MEETINGS

Meeting by Telephone or Internet

13.01 The members, Board of Directors, and any committee of the Association may hold a meeting by telephone conference-call procedures in which all persons participating in the meeting can hear each other. A meeting may also be convened using the Internet so long as all persons can participate in the discussions and decisions.

Means of Voting

13.02 All regular members in good standing are entitled to one vote. Voting shall be by ballot or voice, except that any election of directors or officers shall be by ballot. The Board of Directors may authorize members to vote by mail or by electronic means on the election of directors and officers or on any other matter that may be voted on by the members.

Voting by Proxy

13.03 A person who is authorized to exercise a proxy may not exercise the proxy unless the proxy is delivered to the officer presiding at the meeting before the business of the meeting begins. The secretary or other person taking the minutes of the meeting shall record in the minutes the name of the person who executed the proxy and the name of the person authorized to exercise the proxy. If a person who has duly executed a proxy personally attends a meeting, the proxy shall not be effective for that meeting. A proxy filed with the secretary or other designated officer shall remain in force and effect for that particular meeting only.

ARTICLE 14
AMENDMENTS TO BYLAWS

These bylaws may be altered, amended, or repealed, and new bylaws may be adopted by vote of the membership. The notice of any meeting at which the bylaws are altered, amended, or repealed, or at which new bylaws are adopted shall include the text of the proposed bylaw provisions as well as the text of any existing provisions proposed to be altered, amended, or repealed.

ARTICLE 15
MISCELLANEOUS PROVISIONS

Legal Authorities Governing Construction of Bylaws

15.01 The bylaws shall be construed in accordance with the laws of the State of Texas. All references in the bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

Legal Construction

15.02 If any bylaw provision is held to be invalid, illegal, or unenforceable in any respect, this shall not effect any other provision in the bylaws.

Headings

15.03 The headings used in the bylaws are used for convenience and shall not be considered in construing the terms of the bylaws.

Gender

15.04 Wherever the context requires, all words in the bylaws in the male gender shall be deemed to include the female or neuter gender, all singular words shall include the plural, and all plural words shall include the singular.

Seal

15.05 The Board of Directors may provide for a corporate seal.

Enabling Clause

15.06 The bylaws shall be effective immediately upon approval of the incorporation of this body by the State of Texas, and shall supersede any previous Constitution of the Association. They shall be subject to ratification at the Annual Meeting of the membership.

Approved:

Hiroko Sato (President)

Peggy Hardt, Mihoko Nakashige (Vice Presidents)

Yoshie Sweigart (Secretary)

Mariko Jinbo (Treasurer)

Dated: December 3, 2009