

BYLAWS
OF THE
UNITED STATES JAPAN EXCHANGE AND TEACHING PROGRAMME
ALUMNI ASSOCIATION

ARTICLE 1
NAME

1.1 The name of the corporation is the United States Japan Exchange and Teaching Programme Alumni Association (USJETAA).

ARTICLE 2
OFFICES

2.1 The Corporation's registered office is located at 1201 15th Street, NW, Suite 330, Washington, DC 20005. The Corporation will keep the Corporation's records, files, papers and documents at the Office. The Corporation may also have offices at other places as the Board of Directors ("Board" as defined in Article 5 below) determines or as the Corporation's business requires.

ARTICLE 3
PURPOSES AND POWERS

3.1 Nature of Corporation.

The Corporation is a not-for-profit organization organized and operated exclusively for charitable and educational purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended and the corresponding provision of future Code revisions (collectively, "Code").

3.2 General and Specific Purposes.

The Corporation is organized and shall be exclusively operated for the purposes set forth in its Certificate of Incorporation which is filed with the State of Delaware. Specific purposes of the Corporation include, but are not limited to: a) Promote cross-cultural understanding between Japan and the United States, and support the U.S.-Japan relationship; b) be a self-sustaining national organization with 501(c)(3) status that will serve as a resource for the Japan Exchange and Teaching Programme ("JET") alumni, USJETAA chapters nationwide, and potential JET participants; c) support the network of Japan Exchange and Teaching Programme Alumni Association ("JETAA") chapters in areas deemed appropriate by the Board of Directors (e.g., programming, membership recruitment, fundraising, leadership and professional development and others); d) facilitate collaboration and information sharing among JETAA chapters; e) serve as a point of contact for organizations interested in partnering with JETAA chapters; and, g) support for the JET Programme and the JET community as appropriate.

3.3 General Powers.

The Corporation may take actions that are reasonably designed to implement the Purposes.

3.4 Nonprofit Status.

The Corporation is not organized for pecuniary profit of its Directors, Officers (as defined in Article 5 below) or its members. The Corporation may not issue stock or declare or distribute dividends. No part of the Corporation's net income will inure to the benefit of any Director, Officer or member. The Corporation will devote the balance of money or assets remaining after paying the Corporation's obligations related solely to the Purposes.

3.5 Distribution of Assets Upon Dissolution.

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all the assets of the corporation to one or more organizations then qualified under section 501(c)(3) selected by the Board of Directors of the corporation. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the city or county in which the principal office of the corporation is then located to such organization or organizations as said court shall determine and as are then qualified as exempt under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

3.6 No Power to Influence Legislation.

The Corporation may not participate in, or intervene in any political campaign on behalf of or against any candidate for public office (including the publishing or distribution of statements). The Corporation will not attempt to influence legislation, unless it first qualifies to lobby under Section 501(h) of the Code and does not exceed the lobbying ceiling amounts permitted under that section.

3.7 Additional Powers.

To further the Purposes, the Corporation may accept grants, gifts, and donations, collect and disseminate statistics and other information, conduct research, engage in fundraising activities, conduct promotional activities including advertising and publicity, and hold property.

ARTICLE 4 MEMBERSHIP

4.1 Members.

Any individual who, or JETAA Chapter or Sub-chapter that, fulfills the membership requirements set by the Board is a member of USJETAA (“Member”).

4.2 Membership Requirements.

Membership requirements, levels and benefits of membership will be determined by the Board of Directors and may be revised based on the needs of the Corporation with a majority vote by the Board.

ARTICLE 5 BOARD OF DIRECTORS

5.1 General Powers.

The Board will have the general power to manage and control the affairs and property of the Corporation, directly and through hired Staff (as defined in Article 13 below) and will have full power, by majority vote to adopt rules and regulations governing the action of the Board of Directors.

5.2 Number of Directors, Composition.

The Board will be comprised of no more than 12 elected Directors. In principle, at least half of the serving Directors should be alumni of the JET Programme (or alumni of the Mombusho English Fellows Program, a precursor to JET). Initially, a Founding Board consisting of up to 12 Directors, will be appointed by the United States-Japan Bridging Foundation after consideration of recommendations from the JETAA community and other interested parties.

5.3 Elected Directors.

The Board will elect Directors before the Annual Meeting of the Board (“Annual Meeting”). Each Elected Director will serve a three-year term starting at the Annual Meeting following their election. An Elected Director may seek to be elected for two consecutive terms. After two consecutive terms, a Director must sit off of the Board for one year before running again.

5.4 Officers.

The Board of Directors may elect from among its members a Chairperson, Vice-Chairperson, Secretary, Treasurer and such other officers as it may consider appropriate with such duties as it may prescribe. In general, officers should serve on the Board for at least one year before being elected (except for Officers of the Founding Board) and serve for their remaining term.

5.5 Vacancies.

The Directors may fill Elected Director vacancies by the vote of a majority of the Directors then in office, even if less than a quorum is present. If elected to fill a vacancy, that Elected Director will serve for the time remaining in his or her predecessor’s term.

5.6 Meetings.

The Board of Directors will hold the following Meetings: a) an Annual Meeting once a year at such time and place as the Board of Directors decide with notice by mail, email, facsimile or personal delivery to each Director at the address shown in the records of the USJETAA at least 2 days prior to the scheduled Annual Meeting date; b) Regular Meetings involving all Directors may be held periodically either in person or virtually as scheduled by the Executive Committee and with Notice; c) Other Meetings with not less than two and no more than 30 days prior written Notice; and d) Special Meetings scheduled by the Chairperson or the Secretary with Notice if two or more Directors request a Special Meeting. Special Meetings will be held at the time and place stated in the Notice, and will include the agenda and any resolutions to be considered. Unless otherwise specified in these Bylaws, Annual, Regular, Other and Special Meetings will be referred to generally as Meetings.

5.7 Conduct of Meetings.

Meetings will be conducted in a professional manner in accordance with these Bylaws.

5.8 Place of Meeting.

The Board may hold its Meetings at any place inside or outside of the District of Columbia.

5.9 Notice, Waiver, By Attendance.

Any Director may waive notice of any meeting. The attendance of a Director at any meeting constitutes a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at and the purpose of any annual meeting of the Board of Directors need not be specified in the notice or waiver of notice of such meeting. Action may be taken by the Board of Directors or any Board committee by conference telephone call, video conference or other electronic means of group communication, provided that each participant has been given adequate notice of the meeting and that participants may simultaneously hear and/or identify each other during the meeting.

5.10 Quorum.

At all Meetings, a quorum is one-third of the then-total number of Directors. If less than a quorum is present at a Meeting, a majority of the Directors present may adjourn the meeting. An act of the majority of the Directors present at a Meeting in which a quorum is present is an act of the Board unless a greater number is required by statute, Certificate of Incorporation or these Bylaws.

5.11 Proxy.

A Director may give another Director a written proxy to express their position or to vote on their behalf. That written proxy may be given by mail, email, facsimile, or personal delivery, must be made part of the record of the Meeting, and does not count toward the establishment of a quorum under this Article 5.

5.12 Action Without a Meeting.

Any action required or permitted to be taken at a meeting of the Board or of any committee thereof may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the members of the Board or of the committee, as the case may be, and such written consent is filed with the minutes of the proceedings of the Board or the committee. Such consent shall have the same force and effect as a unanimous vote of the Board or of the committee, as the case may be, and may be stated as such in any article or document to be filed with public authorities.

5.13 Compensation.

The Corporation will not pay Directors for their service as Directors. The Board may resolve to reimburse a Director for reasonable, pre-approved expenses for attendance at Meetings or to compensate a Director for service to the Corporation. The Board may also prescribe procedures through which Directors can be reimbursed for expenses actually incurred while on official business of the Corporation.

5.14 Resignation.

A Director may resign at any time by giving his or her written resignation to the Board.

5.15 Removal of Directors.

A Director may be removed, with or without cause, by a vote of the majority of Directors at a Meeting if Notice of the proposed removal was given properly under this Article 5. The Board may warn any Director who fails to regularly attend Board meetings that their subsequent absence may result in their removal from the Board.

ARTICLE 6 COMMITTEES

6.1 Committee Creation.

The Board will have an Executive Committee, as detailed in Section 6.8 below (“Executive Committee”). The Board may, by resolution adopted by a majority of Directors, designate and appoint other necessary committees, each of which will be dedicated to the Purposes of the Corporation. Unless otherwise specified, the Executive Committee and Board Committees are referred to in these Bylaws collectively as “Committees.” Forming a Committee and delegating it authority does not relieve the Board, or any individual Director, of their respective legal obligations.

6.2 Committee Chairs.

The Chairperson will appoint the leader for each Committee (each a “Chair”) from the Directors, except the Chair of Finance Committee, which is chaired by the Treasurer.

6.3 Committee Composition, Term.

Each Committee must consist of two or more Directors. Chairs will select as Committee members at least one other Director and as many non-Directors as are necessary to fulfill the purpose of that Committee. Each member will serve on that Committee until a) the function of that Committee is complete; b) the Board disbands that Committee; or c) a time mutually agreed between the Chair and the Committee member. Vacancies on a committee will be filled by the Chair of that Committee with input from the Board of Directors when necessary.

6.4 Powers and Limitations of Committees.

Each Committee will have such powers as the Board of Directors may grant it consistent with law, the Certificate of Incorporation, and the Bylaws.

6.5 Quorum.

Unless the Board specifies otherwise, a Committee quorum is a majority of the Committee members present. An act of a majority of Committee members present at a Committee Meeting with a quorum is an act of that Committee. A Committee member may participate by electronic means as authorized by Section 5.9 of these Bylaws.

6.6 Procedures.

Each Committee will operate under its own procedures (“Operating Procedures”), which the Committee will write and amend from time to time. Operating Procedures must be approved by the Executive Committee before being used by the Committee, and may not be inconsistent with these Bylaws or with rules adopted by the Board.

6.7 Reporting.

Each Committee must report its actions and discussions to Executive Committee.

6.8 Executive Committee.

The Executive Committee will consist of all officers and the executive director. The Executive Committee may also include legal counsel (“Counsel”). The Board may elect up to three at-large members from Directors who have a) served on the Board for at least a year; and b) been recommended by the Governance Committee. The Board can, with approval of all Directors, waive this one-year requirement. All members of the Executive Committee, except Counsel, may vote on Executive Committee resolutions. The Executive Committee is responsible for overseeing the Executive Director and Staff in the day-to-day management of the Corporation. The Executive Committee will set dates and locations for Meetings and its own meetings. An Executive Committee member may participate by electronic means as authorized by Section 5.9 of these Bylaws.

ARTICLE 7 OFFICERS

7.1 Officers.

The Officers of Corporation will be the Chairperson, Vice Chairperson, Secretary, Treasurer, Executive Director and such other officers as may be elected in accordance with the provisions of

this Article 7. Each Officer must be an elected Director. The Board may elect or appoint other Officers, including a Counsel, as it desires, who may or may not be a Director. Not more than one office may be held simultaneously by the same person.

7.2 Election and Term of Office.

The Board will elect Officers at the Annual Meeting. Candidates for Officer positions should have served as a Director for at least one year before they may seek an Officer position, although the Board can, with approval of all Directors, waive this one-year service requirement. Each Officer will hold office for a term of one year and may run for reelection annually for the duration of their term as a Board Director and or until his or her successor has been duly elected and qualified.

7.3 Removal.

The Board may remove Officers by vote of the Board if, in its judgment, the best interests of the Corporation would be served by that Officer's removal.

7.4 Vacancies.

The Board may fill Officer vacancies when necessary to complete the unexpired portion of a term.

7.5 Responsibilities of the Chairperson.

The Chairperson is the chief policy officer and spokesperson for the Corporation and will preside, or select another Officer to preside, at all Meetings of the Board of Directors. The Chairperson of the Board shall be an ex officio member of all committees of the Corporation.

7.6. Responsibilities of the Vice Chairperson.

The Vice Chairperson will perform the Chairperson's duties when the Chairperson is absent and other duties prescribed by the Board.

7.7 Secretary.

The Secretary of the Corporation shall keep minutes and issue notices of meetings of the Board and Executive Committee and shall perform such other duties as are incident to the office.

7.8 Treasurer.

The Treasurer of the Corporation shall be its chief financial officer. The Treasurer shall oversee the accounting for the funds of the Corporation under policies and directions of the Board and shall present interim and year-end financial reports to the Board at such time and in such form as may be requested by the Board. The Treasurer shall perform all duties as are incident to the office. The Treasurer is responsible for developing an investment strategy and will consult with the financial advisory committee on the purchase of investment for the Corporation and will make recommendation on the disposition of funds for the Corporation.

7.9 Executive Director.

The Corporation may employ a qualified Executive Director to carry out the Purposes. If there is an Executive Director, the Executive Director will be responsible for setting policy for the Corporation and will report directly to the Chairperson.

7.10 Executive Director's Duties, Generally.

If the Corporation employs an Executive Director, the Executive Director will be the chief administrative and operating officer of the Corporation, provided however, the Executive Director

shall be under the general supervision of the Chairperson in the performance of the following duties:

- (a) Preparation and presentation of the business to be acted upon at meeting of the Corporation;
- (b) Assist the Secretary in the taking and keeping minutes;
- (c) Preparation, in consultation with the Treasurer, of an annual operating budget for the Corporation, including income, expenses and grant making budgets;
- (d) Preparation of biennial reports on finances and the activities of the Corporation;
- (e) Supervision, hiring and termination of the Corporation's Staff;
- (f) Authorization of grants that are less than \$5,000 with the total of such grants not to exceed \$75,000 per fiscal year; and
- (g) Administration of the Corporation and performance of any other duties assigned to him by the Chairperson or the Board of Directors.

At any time the Corporation does not employ an Executive Director, the Board shall designate the Chairperson or another Director to perform the functions and duties of the Executive Director set out in Sections 7.9, 7.10, and 8.1 of these Bylaws.

7.11 Transfer of Authority.

If an Officer is absent for any Meeting, and if the substitute indicated by these Bylaws ("Substitute") is also absent, or if there is no Substitute, the Board may, by majority vote, transfer the powers or duties of that Officer to another Officer, Director or employee of the Corporation.

7.12 Delegation.

The officers may delegate some of their duties through hiring outside experts and consultants.

ARTICLE 8 CONTRACTS

8.1 Contracts.

The Executive Director may sign contracts on behalf of the Corporation. The Board may authorize an Officer or agent in writing, in addition to the Officers authorized by these Bylaws, to execute agreements and instruments on behalf of the Corporation. This authority may be general or confined to specific instances. Without this written authorization, the Executive Committee will review and approve for signature by the Chairperson all agreements, instruments, or action binding the Corporation.

ARTICLE 9 FINANCES AND ACCOUNTING

9.1 Financial Procedures.

The Board will adopt and periodically revise a set of financial procedures to be used by the Corporation ("Financial Procedures"). These Financial Procedures will not be inconsistent with the Corporation's Certificate of Incorporation, these Bylaws or with rules adopted by the Board. The Financial Procedures may include guidelines for accounting, deposits, disbursements, check writing, credit card use, receiving payments, reconciliation, record keeping, petty cash and competitive bidding in purchases.

9.2 Gifts

The Board may accept on behalf of the Corporation any contribution, grant, gift, bequest or devise for the Purposes or for any special purpose of the Corporation.

9.3 Loans.

The Board must approve in advance proposed Corporation loans and indebtedness, whether general or specific.

ARTICLE 10 BOOKS, RECORDS

10.1 Audits.

The financial statements of the Corporation shall be reviewed annually by an independent certified public accountant and approved by the Board.

10.2 Bank Accounts and Indebtedness.

All funds received by the Corporation shall be deposited in such bank or banks as shall be authorized and approved by the Board. All checks, drafts, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such of the officers or agents of the Corporation and in such manner as shall from time to time be determined by the Board.

10.3 Bonds.

Such officers, agents and employees of the Corporation as the Board may designate shall, at the expense of the Corporation, execute such fidelity or other bond as may be required by the Board.

10.4 Books and Records.

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board and of the Executive Committee. All books and records of the Corporation may be inspected by any Director, or the Director's agent or attorney, during normal business hours, upon reasonable notice, and for all proper purposes.

ARTICLE 11 BUDGET AND FINANCIAL OPERATION

11.1 Fiscal Year.

The Fiscal Year of the Corporation is January 1 to December 31.

11.2 Budget.

The financial operation of the Corporation will be conducted in accordance with the Annual Budget. The Treasurer, Finance Committee, Executive Director and Staff will prepare the Annual Budget in a format consistent with that used in the audit and will include details of anticipated amounts, sources of support and revenue.

ARTICLE 12 INDEMNIFICATION

12.1 The Corporation shall indemnify any and all of its Members, Directors or officers or former Members, Directors or officers or any person, who may have served at its request as a director or

official or another corporation or organization (in which it has an administrative or financial interest or of which it is a creditor), against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they or any of them are made parties, or a party, by reason of being or having been a Member, Director or officer of the Corporation, or of such other corporation, except in relation to matters as to which any such Member, Director or officer or former Member, Director or officer or person shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability. The Corporation shall obtain such insurance as may be required to give effect to this provision.

ARTICLE 13 STAFF

13.1 Staff.

Subject to Chairperson's prior approval, the Executive Director may retain and maintain Interns and/or a Staff ("Staff"). Currently employed Staff members may not be a Director, an Officer or a voting member of a Committee.

ARTICLE 14 ADVISORY BOARD

14.1 Advisory Board, Tenure, Authority.

The Board may form an Advisory Board for the Corporation.

ARTICLE 15 SEAL

15.1 A seal may be created and used as determined by the Board.

ARTICLE 16 AMENDMENTS TO BYLAWS

16.1 The Bylaws may be altered, amended or repealed and new Bylaws may be adopted by majority vote of the Board of Directors present at any annual, regular or special meeting, if at least fifteen (15) days written notice is given of intention to alter, amend or repeal the Bylaws or to adopt new Bylaws at such meeting.