

**BYLAWS OF
THE PORTLAND CHAPTER OF
THE JAPANESE AMERICAN CITIZENS LEAGUE**

ARTICLE I -- Membership

Section 1. Active Members.

(a) Members in good standing of the Portland Chapter of the JACL who shall have agreed to comply with and abide by the constitution and bylaws of the Portland JACL and the constitution and bylaws of the national JACL.

(b) Active members shall be entitled to all rights and privileges of this chapter, including, but not limited to, the right to hold elective office and vote.

(c) Active members shall pay chapter dues as, from time to time, prescribed by the Chapter Council Board. Membership dues shall include special organizational services offered by the chapter and national JACL.

Section 2: Youth/Student Membership.

(a) Youth/Student members shall be those persons who are 25 years of age or younger or are currently enrolled in a Trade School, Business College, College, University or other institution of higher learning at either the undergraduate or graduate level.

(b) Student members shall be entitled to all rights and privileges of the Portland JACL unless otherwise provided.

(c) Student members shall pay chapter dues as, from time to time, prescribed by the Chapter Council Board.

Section 3. National Supporting Members.

(a) All categories of National Supporting Members will pay dues as prescribed by the National JACL bylaws.

(b) All such categories of membership will enjoy the privileges of active members in addition to any additional privileges prescribed by National JACL.

Section 4. Booster Membership.

(a) Booster members are those persons who have contributed funds to this chapter. Such persons may have contributed an amount insufficient to classify them in any other membership classification or have contributed a sufficient amount but who desire not to be so classified.

(b) In the discretion of the Chapter Council Board, each booster member shall be recognized in a manner determined by the Chapter Council Board.

(c) Booster members shall have no national or district recognition or be eligible to participate in any national JACL programs as active members. Further, booster members will not be eligible to vote or hold an elective office in the National JACL, Pacific Northwest District or the Portland Chapter of the JACL. Booster members shall, however, receive chapter benefits as prescribed by the Chapter Council board.

(d) The Chapter Council may establish a minimum donation level to qualify as booster members.

ARTICLE II -- CHAPTER COUNCIL BOARD

Section 1. Powers and Responsibilities.

The Chapter Council Board shall be vested with the legislative and administrative powers of this chapter and shall have such responsibilities as prescribed in the constitution of this chapter.

Section 2. Composition of the Chapter Council Board.

Pursuant to Section 2 or Article IV of the Constitution, the Chapter Council Board shall be composed of all elective officers and up to ten active members elected by the membership of this chapter. The Chapter Council Board shall also be composed of not more than five active members appointed by the president of the chapter for the year in which such president serves. Chapter Council Board shall also consist of the immediate past president of the chapter and such person shall serve on the Chapter Council Board..

Section 3. Elected Members of the Chapter Council Board.

The ten active members to be elected to the Chapter Council Board shall be elected pursuant to Article V of these bylaws and shall hold office for a two year term. Terms for the elected members may be staggered in order to avoid all elected members turning over in the same year.

Section 4. Appointed Members to the Chapter Council Board.

The president of the chapter shall select the active members to serve as appointed members to the Chapter Council Board. Such appointed members shall serve only at pleasure and sole discretion of the then president of the chapter.

Section 5. Vacancies in Elected and Appointed Members to the Chapter Council Board.

(a) Elected members of the Chapter Council Board. Upon the death, resignation or other removal of any elected member of the Chapter Council Board, the president shall appoint an active member of the chapter to serve during the remainder of the term of such elected Chapter Council Board member. Any appointment must be approved by a majority vote of the Chapter Council Board.

(b) Appointed members to the Chapter Council Board. Upon the death, resignation or other removal of an appointed member of the Chapter Council Board, the president may fill such vacancy for the remainder of the term of such appointed Chapter Council Board member with an active member. Such active member shall be appointed and shall serve at the pleasure and discretion of the president of the chapter. The president need not seek approval for such an appointment from the Chapter Council Board.

(c) Resignation. Any appointed or elected Chapter Council Board member may resign, which resignation shall be effective on giving written notice to the president of the chapter, unless the notice specifies a later effective date. If the resignation of the Chapter Council board members is effective at a future time, the vacancy may be filled prior to the effective date of such resignation in accordance with these bylaws. Such person shall begin serving on the effective date of the resignation.

(d) Removal. Any appointed member of the Chapter Council Board is subject to removal in the sole discretion of the president of the chapter. Any elected member of the Chapter Council Board shall be subject to removal for misfeasance, malfeasance, or non-feasance in office but only after:

1. A special meeting of the Chapter Council Board is called for the purpose of reviewing any alleged misfeasance, malfeasance or non-feasance in office and
2. Notice in writing is given to all members of the Chapter Council Board in accordance with the general notice requirements contained in these bylaws for general and special meetings of the Chapter Council Board; and
3. Such notice specifically identifies the person subject to the allegation(s) and the grounds for such allegation(s) and
4. At the special meeting, such person has an opportunity to be heard on the question of misfeasance, malfeasance or non-feasance in office and
5. A three-fourths majority of the Chapter Council Board present at the special meeting vote in favor of such removal.

Section 6. Meetings.

(a) Frequency of meetings. Subject to subparagraph (b) of this Section 6, the Chapter Council Board shall normally meet once a month at a place and time designated by the Chapter Council Board. All meetings of the Chapter Council Board shall be open to all members of all classifications of this chapter except when closed for matters relating to personnel or litigation.

(b) By majority consensus, a monthly meeting can be postponed or cancelled when other significant chapter or community activities suggest this action.

(c) Special meetings. Special meetings of the Chapter Council Board for any purpose may be called at any time by the president of the chapter or when requested in writing by three or more members of the Chapter Council Board or when requested in writing by ten or more members of any classification of this chapter.

(d) Notice. Notice of the time and place of general and special meetings shall be given to each Chapter Council Board member by one of the following methods:

1. By personal delivery of written notice or
2. By mail postage prepaid, by Email, in the chapter newsletter, or otherwise, or
3. Except for notice of a special meeting called to consider the removal of an elected member of the Chapter Council Board or the removal of an officer, by direct oral communication or by telephone communication either directly to the Chapter Council Board member or to a person at the Chapter Council Board member's office or residence who may reasonably be expected to communicate such notice promptly to the Chapter Council Board member. All such notices shall be communicated or sent to the Chapter Council Board members' telephone number or address, respectively, as shown on the records of this chapter.

Such notice shall be communicated or sent at least ten days before the time set for the general or special meeting.

Section 7. Quorum.

The presence of a majority of the authorized number of Chapter Council Board members entitled to vote shall constitute a quorum for the transaction of business at any general or special meeting of the Chapter Council Board. Acts or decisions by the majority of the Chapter Council Board members present, unless a greater voting requirement is otherwise provided herein, at any general or special meeting duly held at which a quorum is initially present are valid and the Chapter Council Board may continue to transact business, notwithstanding the withdrawal of Chapter Council Board members, if such action taken is approved by at least a majority of the required quorum for that meeting. A majority of the board members present, whether or not constituting a quorum, may adjourn any meeting at another time and place. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 48 hours, in which case, personal notice of the time and place shall be given before the time of the adjourned meeting to the Chapter Council Board members who are not present at the time of adjournment.

Section 8. Waiver of Notice.

(a) The transaction of business at any general or special meeting of the Chapter Council Board, however called and noticed or whenever held, shall be as valid as though taken at a meeting duly held after regular call and notice if:

1. A quorum is present and
2. Either before or after the meeting, each of the Chapter Council Board members not present sign a written waiver of notice, and a consent to the holding of the meeting, or an approval of the minutes. The waiver of the notice or consent need not specify the purpose of the meeting. All waivers, consents or approvals shall be filed with this chapter's records or made a part of the minutes of the meeting. Notice of a general or special meeting shall be deemed to have been given to any Chapter Council Board member who attends a general or special meeting without protest before or at its commencement.

(b) There shall be no waiver of notice or notice deemed to have been given for a special meeting called for the specific purpose of the removal of an elected Chapter Council Board member or the removal of an officer.

Section 9. Action Taken Without Meeting.

Any action required or permitted to be taken by the Chapter Council Board may be taken without a meeting if all Chapter Council Board members consent in writing to such action. Email is a form of written consent. Such action by written consent shall have the same force and effect as a vote of the Chapter Council Board at a duly convened meeting. Such written consent or consents shall be filed with the minutes of the proceedings of the Chapter Council Board. This provision for action taken without a meeting shall not apply to a special meeting called for the specific purpose of the removal of an elected Chapter Council Board member or the removal of an officer.

ARTICLE III – OFFICERS

Section 1. Duties of Officer

(a) The president shall:

1. Preside at all meetings of the Chapter Council Board.
2. Supervise the affairs of the Portland JAACL in conformance with the policies and programs of the Chapter Council Board and the constitution and bylaws of this chapter and the National JAACL.
3. Represent this chapter when and where necessary or appoint a person or persons to represent it.
4. Make appointments in his or her discretion or with the approval of the Chapter Council Board when necessary in accordance with the constitution and bylaws of this chapter.
5. Appoint members to various committees standing or ad hoc; and
6. Perform all other duties and responsibilities as required by the constitution and bylaws of this chapter and the National JAACL.

(b) The vice-president shall:

1. Perform those duties as may be assigned to him or her, from time to time, by the president of this chapter or the Chapter Council Board and
2. Serve in the capacity as the president of this chapter if the president is unable to fulfill the duties of the office of president.

(c) The secretary shall:

1. Keep an accurate and detailed record of all Chapter Council Board meetings.
2. Prepare minutes of all Chapter Council Board meetings and submit the minutes to the Chapter Council Board at the next succeeding Chapter Council Board meeting.
3. Send or communicate notices to members of the Chapter Council Board for general or special meetings in accordance with these bylaws and
4. Perform those duties assigned to him or her, from time to time, by the president of this Chapter or the Chapter Council Board.

(d) The treasurer shall:

1. Keep an accurate and correct account of all monies received and disbursed by this chapter; to prepare a financial report for each Chapter Council Board meeting accounting for all monies received and all disbursements made between the immediately preceding meeting and the Chapter Council Board meeting in which such report is made.
2. Prepare a year-end financial report upon termination of his or her term as treasurer, including an accounting of all monies received and disbursed during his or her term, identifying the sources of all funds and the distributees of such funds. Such year-end financial report shall be subject to the approval of the Chapter Council Board and be provided to the treasurer who shall be elected to serve in the next succeeding year.
3. Accurately prepare and timely file all tax returns and reports to all government agencies necessary and
4. Perform those duties assigned to him or her, from time to time, by the president of this Chapter or the Chapter Council Board. The books of the treasurer shall be open at all times for inspection by any member of this chapter.

(e) The membership chairperson shall:

1. Promote the support of the national JACL by stimulating the continuance of past members and the enrollment of new members in all classifications and
2. Perform those duties assigned to him or her, from time to time, by the president of this Chapter or the Chapter Council Board.

(f) The official delegates shall:

1. Represent the Portland JACL at all District and National meetings when required to do so.
2. Delegate all or part of his or her authority to an alternate or assistant official delegate if such delegation, in the sole discretion of the official delegate, is necessary or advantageous and
3. Perform those duties assigned to him or her, from time to time, by the president of this Chapter or the Chapter Council Board.

Section 2. Term of Office.

All officers shall be elected in accordance with Article V of these bylaws and shall serve for a period of two years or until the elections of their successors.

Section 3. Resignation and Removal of Officers.

(a) Upon the death, resignation or other removal of any officer, the president shall appoint an active member of the chapter to serve during the remainder of the term for such officer. Any appointment must be approved by a majority vote of the Chapter Council Board.

(b) Resignation. Any officer may resign, which resignation shall be effective on giving written notice to the president of the chapter, unless the notice specifies a later effective date. If the resignation of the officer is effective at a future time, the vacancy may be filled prior to the effective date of such resignation in accordance with these bylaws. Such person shall begin serving on the effective date on the resignation.

(c) Removal. Any officer shall be subject to removal for misfeasance, malfeasance, or non-feasance in office but only after

1. A special meeting of the Chapter Council Board is called for the purpose of reviewing any alleged misfeasance, malfeasance or non-feasance in office and
2. Notice in writing is given to all members of the Chapter Council Board in accordance with the general notice requirements contained in these bylaws for general or special meetings of the Chapter Council Board and
3. Such notice specifically identifies the person subject to the allegation and the grounds for such allegation and
4. Such person has an opportunity to be heard on the question of misfeasance, malfeasance or non-feasance in office and
5. A three-fourths majority of the Chapter Council Board present at the special meeting vote in favor of such removal.

Section 4. Resignation or Removal of the President.

Upon the resignation or removal of the president of this chapter, the vice-president shall serve the remaining term of the president. The office of vice-president, thereby vacated, shall be filled by an active member of this chapter nominated by the Chapter Council Board and such person shall serve the remaining term of the vice-president upon favorable vote of a majority of the Chapter Council Board present at the meeting. The vice-president serving as president shall have all powers vested in the president by the constitution and bylaws including the power to remove appointed members of the Chapter Council Board and replace such appointed members with his or her own appointments.

ARTICLE IV – COMMITTEES

Section 1. Standing Committees. The standing committees of this Chapter shall be:

(1) The Nominations Committee, (2) The Membership Committee, (3) The Scholarship Committee

The president shall have the responsibility to appoint the persons to serve on such standing committees and shall also have the responsibility to designate the chairperson of such standing committees. The chairperson of the standing committee shall, when appropriate, report the activities of the standing committee to the Chapter Council Board at any regular or special meeting of the Chapter Council Board.

Section 2. Ad Hoc Committees.

Upon majority vote of the Chapter Council Board present at any regular or special Chapter Council Board meeting, an ad hoc committee shall be formed for a specific purpose or responsibility. The president, upon such approval by the Chapter Council Board, shall appoint the members of such ad hoc committee and the person to be designated as the chairperson of such ad hoc committee. The chairperson of the ad hoc committee shall, when appropriate, report the activities of the ad hoc committee to the Chapter Council Board at any regular or special meeting of the Chapter Council Board.

Section 3. Responsibilities of Standing and Ad Hoc Committees.

The members of any standing or ad hoc committee of this chapter shall have only those responsibilities and authority as authorized by resolution of the Chapter Council Board. All actions of any standing or ad hoc committee shall be ratified or rejected by the Chapter Council Board. Any member of a standing or ad hoc committee shall serve only at the sole pleasure and discretion of the president.

Section 4. Meetings and Action of Standing and Ad Hoc Committees.

Meetings and actions of any standing or ad hoc committee shall be governed by, and held and taken in accordance with, the provisions concerning such meetings of the Chapter Council Board, with such changes in the context of these bylaws as are necessary to substitute the committee and its members for the Chapter Council Board and its members, except that the time for the regular meetings of committee may be determined either by resolution of the Chapter Council Board or by resolution of the standing or ad hoc committee. Special meetings of the standing or ad hoc committees may also be called by resolution of the Chapter Council Board. Minutes shall be kept of each meeting of any standing or ad hoc committee and shall be filed with the records of this chapter. The Chapter Council Board may adopt rules for the governing of any standing or ad hoc committee not inconsistent with the provisions of the constitution or bylaws of this chapter. All meeting of any; standing or ad hoc committee shall be open to any member of this chapter.

ARTICLE V -- NOMINATION AND ELECTION OF OFFICERS AND ELECTED MEMBERS TO THE CHAPTER COUNCIL BOARD

Section 1. Nomination Committee Functions.

The nominations for officers and elected members to the Chapter Council Board shall be conducted in the following manner:

(a) A nominations committee shall be appointed by the president of this chapter prior to end of May of the calendar year in which elections are held. The nominations committee shall consist of at least three active members of this chapter. At least one of the members of the committee will not be on the current Council board. The president shall designate the chairperson of the nominations committee following completion of all appointments.

(b) Not later than the fifteenth day of September in that calendar year, the nominations committee shall request nominations from the general membership of this chapter for all offices and all positions for elective members to the Chapter Council Board. Such request may be made in the chapter newsletter. The request shall include the offices subject to election and the number of elected Chapter Council Board positions to be filled for the next succeeding year. The notifications shall designate October 15 in that calendar year as the deadline for submitting names for all offices and elective positions to the Chapter Council Board.

(c) Not later than the October Chapter Council Board Meeting in that calendar year, the nominations committee shall report to the Chapter Council Board at any regular or special meeting, the nominations for all offices and the positions for the elective members to the Chapter Council Board.

(d) Not later than November 15 in that calendar year, the nominations committee shall submit all names for all offices and the positions for the elected members to the Chapter Council Board to the general membership for voting thereon. Such notification shall include a ballot and the person to whom such ballot is to be mailed and may be made by the chapter newsletter. If there are no contested positions, and/or fewer than 16 members up for election, a slate can be presented in the newsletter. Such notification shall also designate December 10 of that calendar year for voting by the general membership for all offices and positions for the elected members to the Chapter Council Board. In ascertaining whether or not the deadline has been met for voting, the nominations committee shall consider all ballots postmarked on or before December 10 of that calendar year or received in writing in any other manner on or before December 10 of that calendar year as being timely submitted.

(e) Not later than December 20 in that calendar year, the nominations committee shall tabulate the ballots cast for all offices and the positions for the elected members to the Chapter Council Board and reports its findings to the Chapter Council Board. It shall be the responsibility of the chairperson of nominations committee to immediately inform those persons elected to their office or of their elected membership to the Chapter Council Board.

ARTICLE VI -- GENERAL MEMBERSHIP MEETINGS

Section 1. Frequency.

General membership meetings shall be held not less than once each calendar year. The choice of dates for such meetings shall be at the discretion of the Chapter Council Board. General membership meetings shall be open to all members of this chapter, regardless of classification.

Section 2. Notice.

Notice of a general membership meeting shall be in writing and mailed to each member of the Portland chapter of the JACL at least 15 days prior to such general membership meeting. Notice to the members of such meeting may be given in the chapter newsletter. The notice shall specify the time and place for such meeting as well as the business to be transacted and special presentations to or discussions with the members, if any, at such meeting.

ARTICLE VII – LIMITATIONS

Section 1. Non-Liability for Member's Actions.

The Portland JACL shall not be responsible for any commitments or obligations of members of this chapter or their officers, agents, employees or representatives obligating this organization unless the Chapter Council Board has expressly authorized such commitments or obligations in advance or ratified such commitments or obligations at a meeting of the Chapter Council Board, duly held.

Section 2. Chapter Council Board Action.

The actions of the Chapter council Board shall be binding and effective thereafter as the policy of the chapter.

ARTICLE VIII -- REIMBURSEMENT OF EXPENSES ADVANCED

Any officer, Board member, or member of the chapter may be reimbursed for any expenses advanced on behalf of the Portland JACL upon submission of invoices or vouchers of such expenses advanced to the Treasurer of the chapter. Any individual expenditure in excess of \$100 shall require a favorable vote of the majority of the Chapter Council Board prior to such reimbursement, unless such expenditure was approved by the Chapter Council Board in advance.

ARTICLE IX -- RULES OF ORDER

The parliamentary authority which shall govern this chapter in all cases not addressed by the constitution and bylaws of this chapter shall be the then current addition of Roberts Rules of Order Revised.

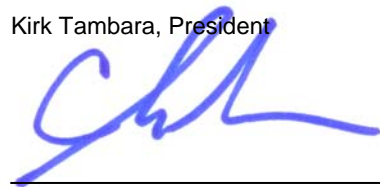
ARTICLE X -- AMENDMENTS

These bylaws may be amended in accordance with the constitution of this chapter.

Approved by Members of the Chapter Council Board:



Kirk Tambara, President



Chip Larouche, Treasurer

Marleen Wallingford, Vice President

Jean Yamamoto, Secretary

Setsy Sadamoto Larouche, Membership Chair

Rich Iwasaki, Member

Jim Kennedy, Member

John Kodachi, Member

Chris Lee, Member

Susan Leedham, Member

Lynn Longfellow, Member

Connie Masuoka, Member

Verne Naito, Member

Heidi Tolentino, Member