

Bylaws of the California Association of Japanese Language Teachers

Nonprofit Public Benefit Organization

Amended on February 3, 2019

This association was founded in 1993. CAJLT is an affiliate of the AATJ (American Association of Teachers of Japanese).

Section 1. Name and Purpose

The name of this organization shall be the California Association of Japanese Language Teachers (CAJLT).

The purpose of this association is the promotion and support of Japanese language and cultural education, as well as providing a network for Japanese language teachers at all educational levels throughout California.

Section 2. Board of Directors

The Board of Directors are the current CAJLT officers. They will attend monthly Board meetings regularly and the annual CAJLT meeting if possible.

Section 3. Officers and Terms

The officers of this corporation shall be President, one or more Vice Presidents, Secretary, Treasurer/Membership Coordinator, Historian, College Representative, Newsletter Editor, and Media Coordinator. All officers shall serve for two (2) years and may be re-elected to the same or different positions. All positions are from August 1 to July 31.

Section 4. Elections

1. Election and approval of officers will take place at the annual CAJLT meeting at the California Language Teacher Association (CLTA) Conference.
2. Any Board members running for the position of President must have served as an Officer on the CAJLT Board of Directors prior to running for President.
3. Any member of the Association may nominate any eligible board member with his/her consent.
4. Any officer selected by the Board of Directors and members may be removed by the Board of Directors by a two-thirds majority vote whenever in its judgment the best interests of this organization would be served thereby.
5. Any officer may resign at any time by giving written notice to the Board of Directors.
6. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board of Directors.

Section 5. Duties of President

The President's duties include:

1. Facilitate the annual CAJLT meeting at the CLTA Conference
2. Send out an agenda for and lead monthly Board meetings
3. Call for a meeting of the Board of Directors whenever necessary
4. Propose and write grants to provide more professional development opportunities and complete final reports
5. Communicate with other organizations and supporters whenever necessary (for donations, etc.)
6. Attend other Japanese Teachers Association's events when possible

Section 6. Duties of Vice President

The Vice-President (or in the absence of a Vice-President, the person designated by the President or Board of Directors) should:

1. Perform all duties of the President when required

Section 7. Treasurer/Membership Coordinator

The Treasurer/Membership Coordinator should:

1. Keep a record of past and most updated member information provided on the membership application form and contact the American Association of Teachers of Japanese as needed
2. Sign all checks and make regular check or cash deposits that CAJLT receives
3. Keep a complete account of the financial transactions of CAJLT and provide statements showing the complete financial condition of the CAJLT
4. Create the annual financial report and present at the annual meeting of the California Language Teachers Association general meetings
5. Keep documentation and requirements with the IRS and State of California current and respond to any inquiries

Section 8. Secretary

The Secretary should:

1. Take minutes of every CAJLT Board of Directors meeting

Section 9. Newsletter Editor

The Newsletter officer should:

1. Collect articles, edit and publish newsletters three times a year.

Section 10. Media Coordinator

The Media Coordinator should:

1. Maintain and update the CAJLT website
2. Maintain a social media presence
3. Take photos/videos of events as necessary
4. Take charge as a consultant of tech-related work for workshops and meetings

Section 11. College Liaison

The College Liaison should:

1. Choose a college program to introduce on the newsletter and contact the person in charge
2. Contribute to reports about college students and college graduates' activities.

Section 12. Historian

The Historian should:

1. Document all resources shared through “I Scream Sunday.”
2. Maintain organization of the CAJLT Google Drive.

ARTICLE I

Members

Section 1. Consideration

In order to become a member or retain membership, a member must pay his/her annual dues, notify the Board of Directors of any changes in his/her address or position, and conform to the regulations of the CAJLT.

Section 2. Transfer of Memberships

Memberships are not transferable or assignable.

Section 3. Term of Membership

Membership is from January 1 to December 31.

Section 4. Termination and Suspension of Membership

A member may resign his/her membership at any time by notifying the Secretary. Resignation, however, does not relieve the resigning member from any money that they owe CAJLT.

ARTICLE II

Meetings of Members

The Board of Directors will hold an annual meeting at the CLTA Conference.

ARTICLE III

Board of Directors

Section 1. General Powers. Subject to the provisions of the law and any limitation in the articles and by-laws of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the board. The board may delegate the management of the activities of this corporation to any person or persons, management company, or committee however composed, provided that the activities and affairs of this corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the board. (Until a board of directors is established, the “officers” will assume the responsibilities of the “board of directors.”)

Section 2. Number of Directors. The number of directors of this corporation is limited to no more than 10 people.

Section 3. Selection. The directors shall be elected at the annual CAJLT meeting. Each CAJLT member is allowed to cast one vote for each office up for election. Candidates must receive 51% of the votes to be elected to office.

Section 4. Term. Directors are elected to a term of two years. Each director, including a director elected to fill a vacancy, shall hold office until a successor is elected, except as otherwise provided by law.

Section 5. Regular Meetings. Regular board of directors meetings are held approximately once a month online.

Section 6. Special Meetings. Special meetings of the board of directors can be held with four (4) days notice with written notification to each director.

Section 7. Quorum and Adjournment. A majority (51%) of the number of directors authorized by these bylaws shall constitute a quorum for the transaction of business at any meeting of the board. A majority of the directors present, whether or not a quorum is present, may adjourn the meeting for twenty-four (24) hours or less without further notice. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 8. Manner of Acting. The act of a majority of the directors present at a

meeting duly held at which a quorum is present shall be the act of the board of directors, unless the act of a different number is required by law, the articles of incorporation or these by-laws. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least as many directors as is required to act on behalf of the board.

ARTICLE IV

Miscellaneous

Section 1. Contracts. The board of directors may authorize any officer or officers to be agent or agents of this corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of this corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of this corporation shall be signed by such officer or officers, agent or agents, of this corporation and in such manner as shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed by the treasurer and countersigned by the chief executive officer of this corporation.

Section 3. Deposits. All funds of this corporation shall be deposited from time to time to the credit of this corporation in such banks, trust companies or other depositories as the board of directors may select.

Section 4. Donations. The chief executive officer of this corporation or his designee is authorized to accept donations which support the purposes of this corporation as set forth in the articles of incorporation of this corporation whether such donation is for a specific project or projects or is for the general support of this corporation's programs.

ARTICLE V

Books and Records

This corporation shall keep at its principal office in this state, if any, the original or a copy of its articles of incorporation and by-laws as amended to date. Furthermore, this corporation shall keep adequate and correct books and records of account and shall also keep minutes of the proceedings of its board of directors and committees of the board. Minutes shall be kept in written form. Other books and records shall be kept either in written form or in any other form capable of being converted into written form. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of this corporation.

ARTICLE VI

Annual and Other Reports

Section 1. Financial Information. So long as required by the Law (presently Section 6321), the board of directors shall cause to be prepared within one hundred twenty (120) days after the close of this corporation's fiscal year, for their own use and for whatever further use the board may duly authorize, a report containing in appropriate detail the following information:

- a. The assets and liabilities, including the trust funds, of this corporation as of the end of the fiscal year;
- b. The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- c. The revenue or receipts of this corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- d. The expenses or disbursements of this corporation, for both general and restricted purposes, during the fiscal year; and
- e. Any information required by Section 1 of this article.

The report required by this section shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of this corporation that such statements were prepared without audit from the books and records of this corporation.

ARTICLE VII

Indemnification of Directors and Officers

This corporation shall, to the maximum extent permitted by law, indemnify each of its present or former directors and officers against expenses, judgments, fines, settlements and other accounts actually and reasonably incurred in connection with any proceeding or any threatened proceeding (hereinafter "proceeding" includes any threatened proceeding) arising by reason of the fact that any such person is or was a director or officer of this corporation; provided that the board of directors determines that such director or officer was acting in good faith and in a manner such person reasonably believed to be in the best interests of this corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. Payments authorized hereunder include amounts paid and expenses incurred in settling any such proceeding. The foregoing does not apply to any proceeding specifically excluded by law, which includes actions brought by or in the right of this corporation and certain actions alleging self-dealing or a breach of any duty relating to assets held in charitable trust.

If, because of the nature of the proceeding, this corporation is prohibited by the Law from indemnifying its directors or officers against judgments, fines, settlements and other amounts, this corporation shall nevertheless indemnify each of its directors and officers against expenses actually and reasonably incurred in connection with the defense

or settlement of such proceeding arising by reason of the fact that any such person is or was a director or officer of this corporation; provided that the board of directors determines that such director or officer was acting in good faith and in a manner such person believed to be in the best interests of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances; and further provided that, to the extent required by law, the authority specified by law shall also approve the indemnification provided for by this paragraph.

Expenses incurred in defending any proceeding may be advanced by this corporation prior to the final disposition of the proceeding upon receipt of an undertaking by or on behalf of the director or officer to repay the amount of the advance unless it is determined ultimately that the director or officer is entitled to be indemnified as authorized in this article or by law.

The board of directors may authorize this corporation to purchase and maintain insurance on behalf of any director or officer against any liability asserted against or incurred by such person in such capacity or arising out of the person's status as such, whether or not this corporation would have the power to indemnify such person against such liability.

This article does not apply to any proceeding against any trustee, investment manager or other fiduciary of an employee benefit plan in that person's capacity as such, even though that person may also be a director or officer of this corporation. Nothing contained in this article shall limit any right to indemnification to which such a trustee, investment manager or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law.

ARTICLE VIII

Limitation of Liability of Certain Directors and Officers

Section 1. Limitation of Liability of Volunteer Directors and Volunteer Executive Officers to Third Parties. There shall be no personal liability to a third party on the part of a volunteer director or volunteer executive officer caused by the director's or officer's negligent act or omission in the performance of that person's duties as a director or officer, if all if the following conditions are met:

- a. The act or omission was within the scope of the director's or executive officer's duties;
- b. The act or omission was performed in good faith;
- c. The act or omission was not reckless, wanton, intentional, or grossly negligent; and
- d. Damages caused by the act or omission are covered pursuant to a liability insurance policy issued to the corporation, either in the form of a general liability policy or a director's and officer's liability policy, or personally to the director or executive officer. In the event that the damages are not covered by a liability insurance policy, the volunteer director or volunteer executive officer shall not be personally liable for

the damages if the board of directors and the person had made all reasonable efforts in good faith to obtain available liability insurance.

“Volunteer” means the rendering of services without compensation.

“Compensation” means remuneration whether by way of salary, fee, or other consideration for services rendered. However, the payment of per diem, mileage, or other reimbursement expenses to a director or executive officer does not affect that person’s status as a volunteer with the meaning of this Section 1.

“Executive officer” means the president, vice president, secretary, or treasurer of the corporation, or such other person who serves in like capacity, who assists in establishing the policy of the corporation.

Nothing in Section 1 shall limit the liability of the corporation for any damages caused by acts or omissions of the volunteer director or volunteer executive officer.

This Section 1 does not eliminate or limit the liability of a director or officer for any of the following:

- a. As provided in Section 5233 or 5237; or
- b. In any action or proceeding brought by the Attorney General.

Nothing in this Section 1 creates a duty of care or basis of liability for damage or injury caused by the acts or omissions of a director or officer.

Section 2. Limitation of Liability of Certain Directors. Except as provided in Section 5233 or 5237, there is no monetary liability on the part of, and no cause of action for damages shall arise against, any unpaid director, including any unpaid director who is also a unpaid officer, of this corporation based upon any alleged failure to discharge the person’s duties as director or officer if the duties are performed in a manner that meets all of the following criteria:

- a. The duties are performed in good faith;
- b. The duties are performed in a manner such director believes to be in the best interests of the corporation; and
- c. The duties are performed with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

ARTICLE IX

Corporate Loans, Guarantees and Advances

Except as provided by the Law (presently Section 5236), this corporation shall not make any loan of money or property to or guarantee the obligation of any director or officer.

ARTICLE X

Amendments to By-Laws

New by-laws may be adopted or these by-laws may be amended or repealed by the approval of the board of directors.