

NEW YORK CHAPTER  
JAPANESE AMERICAN CITIZENS LEAGUE

CONSTITUTION

PREAMBLE

In order to reaffirm faith in fundamental human rights and the worth and dignity of each human being, to promote active participation in civic and national life, to protect, preserve and promote the human and civil rights of all men and women, to secure justice and equal opportunities and treatment for all regardless of their race, creed, color, sex, age, or national origin, we do hereby establish this Constitution for the New York Chapter of the Japanese American Citizens League of the United States of America.

ARTICLE I - NAME AND OFFICE

Section 1. Name. The name of this organization shall be "NEW YORK CHAPTER, JAPANESE AMERICAN CITIZENS LEAGUE," hereinafter referred to as the "Chapter," and the official abbreviation shall be "NY-JACL."

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

ARTICLE II - PURPOSES

The fundamental purposes of the Chapter shall be:

- (a) To protect, preserve, promote and advocate the human and

- civil rights of all men or women who may be disadvantaged or discriminated against because of their race, creed, color, sex, age, or national origin; and to act as the guardian of and spokesman for the rights and well-being of persons of Japanese and other Asian ancestry;
- (b) To foster and promote the highest ideals and standards of American democracy through the Chapter and in cooperation with other organizations and groups;
  - (c) To act and operate within the framework of programs, policies and activities of the National Japanese American Citizens League in furtherance of Chapter purposes and objectives; and
  - (d) To be non-partisan and non-sectarian and not endorse any candidates for public office or to engage directly in any legislative or political activity.

### ARTICLE III - MEMBERS

Section 1. Members. Any person who meets the following qualifications shall be entitled to become a member of the Chapter:

- (a) Subscribes to the Constitution and By-laws, as well as the purposes and objectives of the Chapter, and pays the annual membership dues; and
- (b) Is a citizen of the United States of America, or who is a lawfully recognized permanent resident, or who is a non-immigrant alien who has been lawfully admitted to the United States and is duly maintaining lawful status.

Section 2. Supporting Members. Any corporation, partner-

ship, firm, association or other organization which subscribes to the Constitution, and By-Laws, as well as the purposes and objectives of the Chapter, and pays the annual supporting membership dues shall be entitled to become a supporting member of the Chapter.

Section 3. Voting Rights, Right to Hold Office, etc.

- (a) Voting. Each member in good standing, except supporting members, shall be entitled to one vote on each matter submitted to a vote of members. Directors shall be elected by a plurality of the votes cast at a meeting of the members entitled to vote in the election; and any other action to be taken by vote of the members shall be authorized by a majority of the votes cast at a meeting of the members entitled to vote thereon.
- (b) Holding Office. Each member in good standing, except a supporting member, shall be entitled to hold any appointed or elected office, except that a member who is a permanent resident or a nonimmigrant alien shall not be entitled to hold the office of president of the Chapter and shall only be entitled to serve as a Special Designee of the President as provided by Article V, Section 3 hereof.
- (c) Other Rights. All members and supporting members shall have the right to participate in all discussions, activities, programs, meetings and other functions of the Chapter and, to the extent qualified, to participate in or receive benefits and privileges of all pertinent national programs and activities.

Section 4. Quorum. At any meeting of the members fifteen percent (15%) of the qualified members shall constitute a quorum for the transaction of any business. When a quorum is once present to organize a meeting, it shall not be broken by the subsequent withdrawal of any members. The members present may adjourn the meeting despite the absence of a quorum.

Section 5. Proxies. Every member of the Chapter entitled to vote at a meeting of members may authorize another member of the Chapter to act for him by proxy, provided that no member may hold more than one such proxy. To be valid, the proxy must be written and name the person to whom it is granted and be duly registered with the Recording Secretary no later than three (3) days prior to the meeting of the members at which it is to be exercised. A written proxy shall be valid for only a single meeting of the members as therein specified, and in any event shall not be valid for more than thirty (30) days from the date thereof. Every proxy shall be revocable at the pleasure of the member executing it.

Section 6. Annual Meeting. A meeting of the members of the Chapter shall be held annually for the election of directors and the transaction of other business at a date as set forth in the By-Laws.

#### ARTICLE IV - BOARD OF DIRECTORS

Section 1. Administration. The executive and administrative powers of the Chapter shall be vested in the Board of Directors, and the Board shall manage and administer all of the

affairs of the Chapter.

Section 2. Number. The number of directors shall not be less than ten (10) nor more than fifteen (15).

Section 3. Election and Term of Office. Two-thirds of the directors shall be elected by the members of the Chapter and one-third shall be appointed by the President subject to the approval of the Board of Directors. Each elected director shall hold office for a term of two years, and each appointed director shall hold office for one year. The elected members of the Board of Directors shall be elected by the members at the Annual Meeting of members. The appointed directors shall be appointed by the President and their names submitted to the Board for approval immediately after the Annual Meeting of members/ immediately after the termination of the office of the appointed director or directors whichever may be appropriate.

Section 4. Removal. Any or all members of the Board of Directors may be removed with cause by the vote of the members of the Chapter pursuant to the provisions of Article VI hereof. The Board of Directors may remove any director for cause by a vote of the directors provided there is a quorum of not less than a majority of the entire Board present at the meeting at which such action is taken. For this purpose, three consecutive absences from any Board meeting without reasonable excuse shall constitute cause for removal.

Section 5. Quorum. One-half of the entire Board of Directors shall constitute a quorum for the transaction of business and the vote of a majority of the Board of Directors

present at the time of a vote, if a quorum is present, shall be the act of the Board of Directors.

Section 6. Vacancies. Vacancies in an elective directorship occurring in the Board of Directors for any reason may be filled by vote of a majority of the directors then in office regardless of their number. A director elected to fill a vacancy shall hold office until the next Annual Meeting of the members and until his successor is duly elected and qualified. Vacancies occurring in an appointive directorship may be filled by the President with approval of the Board. The director filling such vacancy shall serve for the unexpired term of the office and until his successor is duly appointed and confirmed by the Board.

Section 7. Resignation of Directors. Any director may resign at any time. Such resignation shall be made in writing and submitted to the Board of Directors. The resignation shall take effect at the time specified therein, and if no time is specified, at the time it is duly accepted by the Board. No resignation shall discharge any accrued obligation or duty of a director.

Section 8. Committees. The Board of Directors by resolution adopted by a majority of the entire Board, may designate from among the directors an Executive Committee, consisting of at least three Board members, and other standing committees, each consisting of at least three members selected from the Board or general membership. Each committee shall have such authority and power as is provided in the resolution establishing

the committee and which may from time to time be granted to the committee by resolution of the Board.

#### ARTICLE V - OFFICERS

Section 1. Officers. The officers of the Chapter shall be a President, one or more Vice Presidents, a Treasurer, a Recording Secretary, a Corresponding Secretary, a Membership Secretary and such others officers as the Board shall designate. A person may concurrently hold any two or more offices, except the office of president.

Section 2. Elective and Appointive Offices; Term of Office. The officers of the Chapter shall be elected by the Board of Directors from among the members of the Board at the first regular Board meeting following the Annual Meeting of members. The President shall be an elected director. Each officer shall serve for a term of one year and until his successor is duly elected and qualified.

Section 3. Special Designee. The President may recommend to the Board of Directors a member in good standing, who has been granted and is maintaining lawful permanent resident status or nonimmigrant status, to be appointed to serve in a position ordinarily held by an elected officer of the Chapter, except the office of president. Upon Board approval of the appointment, such member shall serve as a Special Designee of the President (to be abbreviated "S.D." and such abbreviation placed immediately after the title of the position.) A Special Designee shall not be deemed an officer.

Section 4. Duties of the Officers.

- (a) The President shall act as the executive and presiding officer of the Chapter. He shall conduct and preside at all meetings of the Board and of the members, supervise the business affairs of the Chapter, make committee and Board appointments with the approval of the directors, serve as an ex officio member of all committees, sign membership certificates, and present to the members at the Installation Meeting, as set forth in the By-laws, a report on the state of the Chapter. He shall also perform all duties usually incident to the office of president.
- (b) The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. He shall have such powers and perform such duties as may be delegated to him by the President or prescribed by the Board of Directors.
- (c) The Treasurer shall have custody of the Chapter funds and other assets; shall receive and disburse Chapter funds and maintain an accurate and complete record thereof; shall prepare and present, as requested, to the Board of Directors or the general membership financial statements, reports and budgets, annual or otherwise; and shall perform all other duties usually incident to the office of treasurer.
- (d) The Recording Secretary shall record the proceedings in the form of minutes of all meetings of the Board of Directors and all meetings of the members and shall maintain such

minutes in a complete, up-to-date minute book of the Chapter. The Secretary shall keep the minutes available for inspection by the directors or the members. The Recording Secretary shall keep and maintain a current calendar of the activities and meetings of the members of the Chapter and of the Board of Directors. The Recording Secretary shall perform such other duties as may from time to time be assigned by the President.

- (e) The Corresponding Secretary shall prepare and send notices of all meetings of the Board and of the members and of all activities and functions of the Chapter; shall supervise and assist in all necessary mailing of publicity and information to the members, including any newsletter or other Chapter publications; shall send any correspondence requested by any other officer or member; and shall maintain and distribute as needed Chapter stationery and any available current national publications as may be needed by the officers, directors, committee members or members of the Chapter. The Corresponding Secretary shall keep and maintain a current directory of directors, officers, committee members and members of the Chapter and shall perform such other duties as may from time to time be assigned by the President.
- (f) The Membership Secretary shall have charge of all membership records, shall send out original membership applications and membership renewal notices as necessary, shall

maintain a current directory of members for general reference, shall act as liaison between the Chapter and the National Headquarters on membership matters, shall correspond with members on all matters pertaining to their membership, shall have signed and sent to members their membership cards, and shall perform such other duties as may from time to time be assigned by the President.

Section 5. Removal. Any elected or appointed officer, including a Special Designee, may be removed by the Board with cause by a vote of the majority of the entire Board of Directors.

Section 6. Vacancies. If a vacancy occurs in any office for any reason, the directors may elect any qualified member of the Board to fill such vacancy to hold office for the unexpired term and until his successor is duly elected and qualified.

#### ARTICLE VI - REFERENDUM AND RECALL

If ten percent (10%) of the members of the Chapter desire a referendum on any Board action or nonaction or the recall of any Board member or officer, they may request such referendum or recall in writing to the President. The President, within fifteen (15) days after receipt of such request, shall have the Corresponding Secretary prepare notice of the referendum or recall and a mail ballot therefor and send such notice and mail ballot to each member of the Chapter in good standing as of the date of the notice. The members of the Chapter shall have fifteen (15) days after the date of the notice to respond to the

mail ballot. The action requested to be taken by the members of the Chapter in the referendum or recall shall be so taken if a majority of all of the members of the Chapter in good standing as of the date of the notice and who are entitled to vote thereon shall cast their vote in favor of the referendum or recall.

#### ARTICLE VII - AMENDMENTS

This Constitution may be amended at a meeting of the members by a vote of three-fourths (3/4ths) of the members present who are in good standing, provided that a quorum is in attendance and acts throughout the meeting. The Corresponding Secretary shall send notice and the full text of the proposed amendment to the members no later than fifteen (15) days before the meeting of the members at which the vote on the amendment is to be taken.

#### ARTICLE VIII - TRANSITION

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

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