Japan Exchange & Teaching Program Alumni Association United States of America (JETAA USA)
Bylaws
August 2026 Version (Amended)

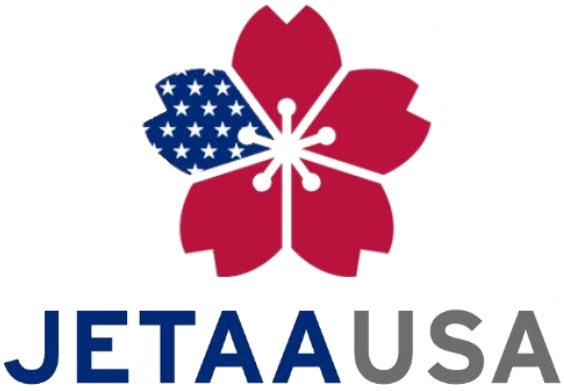


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ARTICLE I - GENERAL

Section 1.1 Name

The name of this Organization ("Organization") shall be The Japan Exchange and Teaching Program Alumni Association of the United States of America ("JETAA USA").

Section 1.2 Purpose

JETAA USA is established for the following purposes:

1) To be the national umbrella alumni association of returned Japan Exchange and Teaching Program ("JET Program") participants residing in the United States of America and its territories;
2) To serve as the coordinator and liaison between the JETAA USA Chapters, the Japan Exchange and Teaching Program Alumni Association International ("JETAA-I"), other JET-affiliated organizations and groups, individual JET Program alumni, and official Japanese governmental organizations;
3) To continue to promote and support the JET Program and its alumni;
4) To provide information and resources for and about the JETAA USA community;
5) To strengthen networking between JETAA USA Chapters, other JET-affiliated organizations and groups, and various non-JET Japan-related organizations; and
6) To nurture and enhance ties between Japan and the US.

Section 1.3 Limitations

Section 1.3.1 Political Activities

The Organization is organized and operated exclusively for educational, social, and charitable purposes described in Article I. No substantial part of the activities of the Organization shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Organization shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

Section 1.3.2 Prohibited Activities

The Organization shall not, except in any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in Article I. The Organization may not carry on any activity for the profit of its Country Representatives, Chapter Representatives, Advisors, Members, agents, or other private persons or distribute any gains, profits or dividends to its Country Representatives, Chapter Representatives, Advisors, Members, agents, or other persons as such.

Section 1.3.3 Territorial Limits

Jurisdiction of JETAA USA shall span the 50 United States and any US territories, possessions, and protectorates (henceforth referred to as “territories”).

ARTICLE II - DEDICATION OF ASSETS

Section 2.1 Property Dedication

The property of this Organization is irrevocably dedicated to educational, cultural, and charitable purposes and no part of the net income or assets of the Organization shall inure to the benefit of any Country Representative, Chapter Representative, Advisor, or Member thereof or to the benefit of any private person except that the Organization is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

Section 2.2 Distribution of Assets Upon Dissolution

On the distribution or winding up of the Organization, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Organization shall be distributed to a nonprofit fund, foundation, or organization which is organized and operated exclusively for educational, cultural, or charitable purposes.

ARTICLE III - ORGANIZATIONAL STRUCTURE

Section 3.1 Composition

JETAA USA consists of JET Program alumni Chapters, communities, and individuals located in the territorial limits of the Organization (Section 1.3.3).

Section 3.2 Leadership

JETAA USA shall be managed by Country Representatives ("Country Representatives"), described in Article VI, who shall be elected by a Chapter Council ("Council") composed of Representatives of all active registered Chapters in good standing ("Chapter Representatives"), described in Article VII. The Country Representatives and Council may be supported by a Board of Advisors ("Board"), described in Article VIII.

ARTICLE IV - JET ALUMNI MEMBERSHIP

Section 4.1 Individual JET Alumni Membership

In principle, all former JET Program participants ("JET Alumni") who reside within the jurisdiction of the Organization (Section 1.3.3) are members of JETAA USA ("Members"). However, only JET Alumni who are registered members of their Chapter (Article V) may access the full benefits of JETAA USA membership through Chapter affiliation, including, but not limited to, representation in regional, national, and international JETAA organizations and communities, leadership opportunities, and access to resources.

Section 4.2 Determination of Membership

JET Alumni who are recognized members of a registered JETAA USA Chapter are also fully recognized Members of JETAA USA.

Section 4.2.1 Chapter Membership

Each Chapter may determine their individual requirements for membership of JET Alumni in their jurisdiction. JETAA USA recognizes individuals as members of one Chapter, even if the individual associates with more than one Chapter. The individual is responsible for determining their primary Chapter affiliation, subject to membership requirements of that Chapter.

Section 4.2.2 Sub-Chapter Membership

When members of Chapters organize into Sub-Chapters as described in Section 5.1.2, they are still considered to be members of their parent Chapter for the purposes of JETAA USA membership.

Section 4.3 Revocation of Membership

Chapters may determine their own membership standards and retain the right to revoke or disallow membership of individual JET Alumni within their jurisdiction. Any JET Alumni whose membership is revoked by their Chapter may no longer be recognized as a Member of JETAA USA.

ARTICLE V - CHAPTERS

Section 5.1 Chapter Establishment

JET Alumni seeking to establish a Chapter ("Chapter") or Sub-Chapter ("Sub-Chapter") within the jurisdiction of JETAA USA are encouraged to inform the Organization of their intent in order to receive support and guidance as a Chapter in Development ("Chapter in Development"). They may apply to become a registered JETAA USA Chapter or Sub-Chapter when they are able to meet the application requirements defined in Section 5.1.1 for Chapters or Section 5.1.2 for Sub-Chapters.

Chapters in Development applying for formal registration with JETAA USA may also be submitted to JETAA-I for Chapter recognition. JETAA USA Country Representatives shall ensure all application materials meet Chapter registration criteria and shall submit the materials to JETAA-I and the Council of Local Authorities for International Relations ("CLAIR"), as appropriate, for formal recognition on the Chapter's behalf. The Country Representatives shall review all documents to ensure consistency with current guidelines and requirements prior to submission to JETAA-I and CLAIR.

Section 5.1.1 Chapters

To apply for formal registration with JETAA USA, a Chapter in Development must submit the following information to the Country Representatives:

1) The names and contact information for at least two executive officers. In the case where two or more officers are related (by blood, marriage, or partnership), at least one additional officer who is not related to another officer is required;
2) A copy of the Chapter's governing documents, which must specify its purpose or mission and proposed geographic jurisdiction;
3) A list of at least 20 members who are JET Alumni, inclusive of officers, residing within its proposed jurisdiction;
4) A summary of activities over the last 12 months, which must include at least one activity per Japanese fiscal year (April-March); and
5) A cover letter requesting membership.

Additionally, any Sub-Chapter applying for formal registration independent of their parent Chapter must submit a letter of endorsement from their current parent Chapter to confirm that the Sub-Chapter's change in status will not adversely affect the parent Chapter.

Provided the Chapter application meets all eligibility requirements, the Country Representatives shall present the application to the Chapter Council for review and approval within one (1) month of receipt.

1) The review period shall be no less than four (4) weeks and shall not exceed eight (8) weeks.
2) During the review period, any member of the Chapter Council may request additional information for review and discussion.
3) At any time during the review period, but no later than the last day, any voting member of the Chapter Council may motion for a vote to approve, reject or defer the application.
4) Actions for Chapter registration shall require a full vote of the Chapter Council (Section 11.2.3), but may be taken without meeting (Section 11.5).
5) A simple majority shall determine whether the Chapter's formal registration is rejected, deferred, or approved.
    a) If rejected, a Chapter in Development may reapply for formal registration after a period of six (6) months.
    b) If deferred, the Chapter Council will set a deadline to revisit the application after a period to not exceed twelve (12) months.
    c) If approved, the new Chapter Representative will join the Chapter Council from the next regular meeting (Section 10.1). The Number of voting members (Section 7.1) and Country Representatives (Section 6.1) shall be adjusted accordingly.

Section 5.1.2 Sub-Chapters

Sub-Chapters may be formed and funded at the discretion of Chapters. Chapters are encouraged to support Sub-Chapters applying for formal registration with JETAA USA as described in this Section 5.1.2. Chapters are also encouraged to support Sub-Chapters working towards eligibility for full Chapter status.

To apply for formal registration with JETAA USA, a Sub-Chapter must submit the following information to the Country Representatives:

1) The names and contact information for at least two executive officers. In the case where two or more officers are related (by blood, marriage, or partnership), at least one additional officer who is not related to another officer is required; and
2) A formal letter of recognition from the registered JETAA USA Chapter that will serve as its parent Chapter.

Additionally, the Sub-Chapter must submit two of the following four materials:

1) A copy of the Sub-Chapter's governing documents, which must specify its purpose or mission and its jurisdiction, whether defined by geography or other means;
2) A list of at least four JET Alumni members, inclusive of officers, residing within its jurisdiction;
3) A summary of activities over the last 12 months, which must include at least one activity per Japanese fiscal year (April-March); and/or
4) A copy of an activity budget submitted to the parent Chapter.

JETAA USA Country Representatives shall, in consultation with the parent Chapter leadership, review and recognize Sub-Chapters that meet all eligibility requirements listed in this Section 5.1.2 at their discretion.

Section 5.2 Maintaining Active Status

Section 5.2.1 Chapter Requirements for Active Status

In order for a Chapter to maintain active status, Chapters must:

1) Maintain all requirements for Chapter registration, as defined in Section 5.1.1;
2) Designate a Chapter Representative to serve on the Chapter Council and fulfill all responsibilities and obligations enumerated in Section 7.3.1;
3) Vote on all matters that require a vote of Chapters, as defined in Section 11.2; and
4) Submit an annual Chapter update, as defined in JETAA USA policies and procedures.

Section 5.2.2 Sub-Chapter Requirements for Active Status

In order for a Sub-Chapter to maintain active status, Sub-Chapters must:

1) Maintain all requirements for Sub-Chapter registration, as defined in Section 5.1.2; and
2) Submit an annual Chapter update, which may be included in the Sub-Chapter's parent Chapter update or submitted separately, as defined in JETAA USA policies and procedures.

Additionally, Sub-Chapters are encouraged, but not required, to designate a non-voting Chapter Representative to serve on the Chapter Council.

Section 5.3 Chapter Dormancy

If a Chapter is unable to meet the requirements to maintain active Chapter status for a full fiscal year (April-March), the Chapter may enter a dormant status until such time as the Chapter is able to meet the requirements for active status again. Members of dormant Chapters may receive support from JETAA USA to work towards reinstatement of active status.

Section 5.4 Reinstatement of Active Chapter Status

A Chapter's active status may be reinstated by JETAA USA when it is able to meet the criteria for active status as defined in Section 5.2.

Section 5.5 Chapter Dissolution

JETAA USA shall make all reasonable efforts to support Chapter sustainability and success, including intensive consultation and recovery planning for dormant Chapters or Chapters at risk of becoming dormant, as necessary. However, if a Chapter wishes to formally dissolve, the Chapter must submit the following materials to JETAA USA:

1) A letter expressing the intentions and reasons for dissolution of the Chapter signed by all Chapter leadership members then in office; and
2) A list of all current registered Members of the Chapter.

JETAA USA will review the Chapter's decision to dissolve and notify appropriate parties. Upon acknowledgement and confirmation of the Chapter's dissolution, the Chapter shall collaborate with JETAA USA to:

1) Notify all registered Members of the Chapter's dissolution and its impact on their membership status;
2) Issue a joint public statement with JETAA USA regarding the Chapter's dissolution;
3) Transfer any assets, including unspent funds, to appropriate parties; and
4) Submit final financial statements and receipts to appropriate parties.

Section 5.6 Revocation of Chapter Registration

Registration as a JETAA USA Chapter may be revoked if the Chapter:

a) Acts in a manner that is in direct conflict with the purposes of the Organization in Section 1.2;
b) Acts in a manner that is contrary to the best interests of the Organization;
c) Acts in a manner that results in bringing JETAA USA or a Chapter into disrepute;
d) Engages in criminal activity that results in bringing JETAA USA or a Chapter into disrepute; or
e) Chooses to dissolve the Chapter.

Section 5.7 Change in Number of Registered Chapters

An increase or decrease in the number of registered Chapters within the territories of JETAA USA may cause the number of Country Representatives to increase or decrease, as provided in Section 6.1.

ARTICLE VI - JETAA USA LEADERSHIP POSITIONS

Section 6.1 Number

The minimum number of Country Representatives shall be fixed in proportion to the number of registered Chapters. There shall be one Country Representative for up to every nine Chapters. The number of Country Representatives shall increase by one when the number of registered Chapters is increased above a multiple of nine and shall decrease by one when the number of registered Chapters is decreased below a multiple of nine.

The total number of all leadership positions shall be fixed by the Chapter Council or by appointment of additional positions in accordance with Section 6.6.

Section 6.2 Qualifications

To be eligible for any leadership position within the Organization, candidates must:

1) Be a former JET Program participant;
2) Demonstrate commitment to the Organization's purpose and objectives;
3) Be able to commit to fulfilling all responsibilities of their position for the specified term;
4) Be able to ensure that their responsibilities will not conflict with any existing responsibilities or obligations to their Chapter, if applicable; and
5) Be in good standing with JETAA USA.

Additionally, to be eligible for the office of Country Representative, candidates must:

1) Have served at least one complete term as a member of a Chapter's leadership;
2) Have attended at least one JETAA USA National Conference as a Chapter delegate;
3) Be a current member in good standing of a registered JETAA USA Chapter;
4) Not intend to concurrently hold any officer, director, or other leadership position within a registered JETAA USA Chapter if elected; and
5) Not hold membership concurrently with any other two Country Representatives in the same Chapter.

Additional qualifications or requirements for any position may be established or amended by resolution of the Chapter Council or in accordance with Section 6.6.

Section 6.3 Powers Exercised by the Country Representatives

Country Representatives are granted equal and shared authority by the Chapter Council in the management of the business and affairs of the Organization, subject to the restrictions described in Section 6.3.2.

Section 6.3.1 Responsibilities

The Country Representatives' primary responsibilities include:

1) Ensuring the Organization continues to fulfill its purpose as defined in Section 1.2 by managing the business and affairs of the Organization, subject to the restrictions described in Section 6.3.2;
2) Serving as the principal coordinators and liaisons between the JETAA USA Chapters, JETAA-I, other JET-affiliated organizations and groups, and official Japanese governmental organizations;
3) Supporting registered Chapters and Chapters in Development in achieving and maintaining active status;
4) Collaborating with the Board of Advisors to recruit and vet potential Advisors to fill vacancies and conduct service reviews for Advisor reappointments;
5) Coordinating with the Council to plan and facilitate meetings as described in Article X; and
6) Serving as the principal architects to oversee the planning and implementation of National Conferences as described in Section 10.1.1 and coordinate the planning and implementation of other conferences described in Section 10.2.2.

The Country Representatives may collectively determine the distribution of specific responsibilities, projects, and tasks, including which Chapters each Country Representative will serve as a primary point of contact, at their discretion unless otherwise stated in these bylaws. Country Representatives are encouraged to seek counsel from the Board of Advisors if there is disagreement or dissatisfaction with their distribution of responsibilities.

Additional responsibilities may be established or amended by the Chapter Council from time to time in consultation with the Country Representatives.

Section 6.3.2 Limitations

The Country Representatives shall not exercise any powers beyond those required to fulfill their responsibilities in Section 6.3.1 or otherwise provided in these bylaws. Additionally, no Country Representative shall:

a) Hold more than one Country Representative position concurrently;
b) Serve concurrently as an officer, director, or in any other leadership position of any registered JETAA USA Chapter; or
c) Serve concurrently as a member of the JETAA USA Board of Advisors.

Additional limitations may be established or amended by the Chapter Council in consultation with the Country Representatives and Board of Advisors.

Section 6.4 Appointment and Terms

The regular term of office for Country Representatives shall be one year, from April 1st through March 31st of the

following calendar year. Country Representatives shall be elected to fill vacancies by a vote of the Chapter Council as described in Article XII. Each Country Representative shall serve at the discretion of the Council until the beginning of their successor's term, or their earlier resignation or removal. Country Representatives may be elected for up to five terms served consecutively or non-consecutively, subject to re-election by the Council.

Country Representatives are encouraged to run for at least two consecutive terms. It is recommended that at least one Country Representative who has served a previous term remain in office to mentor first-term Country Representatives and to provide leadership continuity for the Organization.

Section 6.5 Vacancies

A vacancy or vacancies of a Country Representative position shall be deemed to exist on the occurrence of the following:

a) The conclusion of a Country Representative's term of office;
b) The death, resignation, or removal of any Country Representative;
c) Whenever the number of Country Representatives is increased; or
d) The failure of the Council to elect the full number of Country Representatives.

Section 6.5.1 Removal

Following grievance or misconduct investigation requirements of established JETAA USA policies and procedures, the Council may by resolution declare vacant the position of a Country Representative if the investigation concludes that the Country Representative has:

a) Acted in a manner that is contrary to the best interests of the Organization;
b) Willfully violated JETAA USA bylaws or other policies approved by the Council;
c) Misrepresented JETAA USA through any internal or external communication or transaction;
d) Misappropriated funds or other resources of the Organization, its Chapters or Members, or those of other organizations, groups, or individuals that support JETAA USA activities;
e) Misrepresented their credentials, experience, qualifications, Chapter membership status, or other characteristics relevant to their position;
f) Acted in a manner that results in bringing JETAA USA or a Chapter into disrepute;
g) Failed to attend at least one regular meeting in a 12-month period within their term;
h) Failed to maintain regular communication with the other Country Representatives;
i) Acted in a manner that is unprofessional, subversive, threatening, or harassing;
j) Been declared of unsound mind by an order of court, or convicted of a felony, or found by final order or judgment of any court to have breached a duty; or
k) Failed or ceased to meet any required qualification that was in effect at the beginning of that Country Representative's current term of office.

Country Representatives may be removed with cause, as defined above, or without cause by a majority of at least two-thirds of the total of current voting Chapter Representatives on the Chapter Council.

Section 6.5.2 No Removal on Reduction of Number

No reduction of the exact number of Country Representatives shall have the effect of removing any Country Representative before that Country Representative's term of office expires unless the reduction also provides for the removal of that specified Country Representative.

Section 6.5.3 Resignations

Except as provided in this Section 6.5.3, any Country Representative may resign by giving written notice to the Country Representatives, the Council, and the Board. Such a written resignation will be effective on the earlier of (i) four weeks after the date it is delivered or (ii) the time specified in the written notice that the resignation is to become effective.

Section 6.6 Additional Positions and Delegation of Responsibilities

With the exception of Elections Officers (Section 12.4), the Chapter Council may empower the Country Representatives to appoint and delegate responsibilities to such other positions as the business of the Organization may require. These positions shall be held for such period, have such authority, and perform such duties as are provided in these bylaws or as the Country Representatives from time to time may determine, subject to the oversight and approval of the Chapter Council. Any number of positions may be held by the same person, except when limited by determination of the Country Representatives, Council, or elsewhere in these bylaws.

Section 6.7 Compensation

The Organization shall not pay any compensation to any Country Representative or other person serving in an appointed position for services rendered to the Organization, except that they may be provided with an advancement or reimbursed for expenses incurred in the performance of their duties to the Organization, in reasonable amounts as approved by the Country Representatives or, in their absence, the Chapter Council.

Also, no Country Representative or other person serving in an appointed position may be compensated for rendering services to the Organization in a capacity other than that of their position, unless such compensation is reasonable and allowable as determined by the Country Representatives or Chapter Council.

Section 6.8 Non-Liability of Country Representatives and Other Positions

No Country Representative or other person serving in an appointed position shall be personally liable for the debts, liabilities, or other obligations of the Organization.

ARTICLE VII - CHAPTER COUNCIL

Section 7.1 Number

The minimum number of Chapter Representatives in the Council shall be equal to the number of active, registered Chapters. The exact number of Chapter Representatives exceeding the minimum shall be fixed by the Council.

Section 7.1.1 Voting Chapter Representatives

Only Chapter Representatives of full Chapters shall have the ability to vote on behalf of their Chapter in actions of the Council as described in Section 11.2.1.

Section 7.1.2 Non-Voting Chapter Representatives

Chapter Representatives of Sub-Chapters shall not have a vote, but may consult with their parent Chapter in actions of the Council as described in Section 11.2.1.

Section 7.2 Appointment and Terms

Each Chapter shall appoint a current Chapter leader to serve as their Chapter Representative in the Council as soon as is practicable at any time when a vacancy is deemed to exist for their Chapter's seat on the Council (as described in Section 7.4). Chapter Representatives shall serve concurrently with their term of office as a leader in their Chapter.

If the primary appointed Chapter Representative is unable to participate in required meetings or actions of the Council, the Chapter shall designate an alternate Chapter Representative to fulfill the responsibilities of their Chapter Representative until such time as the primary appointee is able to resume the role of Chapter Representative.

Sub-Chapters may designate a current member of their leadership to serve as a non-voting Chapter Representative in the Council for the term of their office with their Sub-Chapter, but are not required to do so.

Section 7.3 Powers Exercised by the Chapter Council

The business and affairs of the Organization shall be managed, and all powers shall be exercised, by or under the direction of the JETAA USA Chapter Council. The Council may delegate the management of activities of the Organization to any person or persons, committee however composed, not-for-profit organization, or management company, provided that the activities and affairs of the Organization shall be managed and all powers shall be exercised under the ultimate direction of the Council.

Section 7.3.1 Chapter Representative Responsibilities

Each Chapter is responsible for ensuring that their appointed Chapter Representative faithfully represents their Chapter's constituents as JETAA USA Members and contributes to the collective governance of the Organization. Specifically, Chapter Representatives' primary responsibilities include:

1) Attending all required regular and annual meetings;
2) Ensuring their Chapter provides an annual update to JETAA USA regarding the Chapter's status and activities as requested by the Country Representatives, which may at minimum include changes in Chapter leadership, membership, and relevant contact information;
3) Representing their Chapter in actions of the Council, including JETAA USA Country Representative elections and other actions as described in Section 11.2;
4) Participating in oversight of the Country Representatives, Committees, and any other persons or organizations to which management of the Organization's business has been delegated; and
5) Contributing time and expertise as individuals and members of Committees, working groups, and special project teams to support the Organization as needed.

Additional Chapter Representative responsibilities may be established or amended from time to time by the Council in consultation with the Country Representatives and Board of Advisors.

Section 7.3.2 Limitations

While serving on the Council, Chapter Representatives may not exercise any powers beyond those required to fulfill their responsibilities unless otherwise provided in these bylaws. Additionally, no Chapter Representative shall:

a) Continue to serve on the Chapter Council after their term of office in their Chapter has ended;
b) Serve concurrently as a JETAA USA Country Representative; or
c) Enter into any contract or execute and deliver any instrument in the name of and on behalf of the Organization, except as otherwise provided in these bylaws.

Additional limitations for Chapter Representatives may be established or amended from time to time by the Council in consultation with the Country Representatives.

Section 7.4 Vacancies

A vacancy or vacancies on the Council shall be deemed to exist on the occurrence of the following:

a) The conclusion of a Chapter Representative's term of office in their Chapter's leadership;
b) The death, resignation, or removal of any Chapter Representative;
c) Whenever the exact number of Chapter Representatives is increased; or
d) The failure of any Chapter to appoint a Chapter Representative.

Section 7.4.1 Removal

The Council may by resolution declare vacant the seat of a Chapter Representative who:

a) Has been declared of unsound mind by an order of court, or convicted of a felony, or found by final order or judgment of any court to have breached a duty;
b) Fails to attend at least one Chapter Council meeting in a 12-month period within their term; or
c) Fails or ceases to meet any required qualification that was in effect at the beginning of that Chapter Representative’s current term of office.

Section 7.4.2 No Removal on Reduction of Number of Chapter Representatives

No reduction of the exact number of Chapter Representatives shall have the effect of removing any Chapter Representative before that Chapter Representative's term of office expires unless the reduction also provides for the removal of that specified Chapter Representative.

Section 7.4.3 Resignation

Any Chapter Representative may resign by giving written notice to the JETAA USA Chapter Council or Country Representatives. Such a written resignation will be effective on the later of (i) the date it is delivered or (ii) the time specified in the written notice that the resignation is to become effective.

Section 7.5 Compensation

The Organization shall not pay any compensation to Chapter Representatives for services rendered to the Organization as Chapter Representatives, except that Chapter Representatives may be provided with an advancement or reimbursed for expenses incurred in the performance of their duties to the Organization, in reasonable amounts as approved by the Council.

Also, Chapter Representatives may not be compensated for rendering services to the Organization in a capacity other than as Chapter Representatives, unless such compensation is reasonable and allowable as determined by the Council.

Section 7.6 Non-Liability of Chapter Representatives

The Chapter Representatives shall not be personally liable for the debts, liabilities, or other obligations of the Organization.

ARTICLE VIII - BOARD OF ADVISORS

Section 8.1 Number

The minimum number of the Board of Advisors ("Board") shall be three. The exact number of Advisors ("Advisors") exceeding the minimum shall be fixed by the Board.

Section 8.2 Qualifications

At minimum, individuals interested in joining the Board of Advisors should:

1) Have previous experience in JETAA or Japan-US relations;
2) Be able to commit to a two-year term of office; and
3) Be in good standing with JETAA USA and other JETAA organizations.

Additionally, the Board shall make reasonable efforts to appoint Advisors who:

a) Demonstrate commitment to the Organization's purpose and objectives;
b) Are able to provide relevant professional advice and expertise to the Organization;
c) Are respected individuals within the JET alumni community or Friends of JET ("Friends of JET"); and
d) Represent the diversity of the JET alumni community in the United States, including, but not limited to, factors such as race, age, ethnicity, gender identity and expression, profession, geography, time on JET, and Chapter affiliation.

Additional qualifications or requirements for Board service may be established or amended by resolution of the Board in consultation with the Country Representatives.

Section 8.3 Powers Exercised by the Board of Advisors

Advisors should strive to develop and nurture long-term goals and initiatives that will contribute to the growth and effectiveness of the Chapters and the Organization as a whole.

Section 8.3.1 Responsibilities

The Board's primary responsibilities include:

1) Leveraging their experience and professional expertise to support and advise the Country Representatives and Chapters;
2) Ensuring institutional knowledge preservation and transfer during Country Representative transitions to maintain continuity and sustainability of the Organization;
3) Supporting and advising the Chapter Council on matters related to the Organization's leadership and governance;
4) Recruiting and vetting potential Board of Advisor members in collaboration with the Country Representatives, and filling vacancies;
5) Managing Advisor reappointments and conducting service reviews in collaboration with the Country Representatives;
6) Maintaining records of Advisor terms and service reviews; and
7) Appointing Elections Officer(s) to manage the election of Country Representatives.

Additional Board responsibilities may be established or amended by the Chapter Council in consultation with the Country Representatives and Board of Advisors.

Section 8.3.2 Limitations

The Board of Advisors shall serve in a purely advisory capacity and shall not exercise any powers beyond those required to fulfill their responsibilities in Section 8.3.1 and manage appointments (Section 8.4), vacancies (Section 8.5), removals (Section 8.5.1), and resignations (Section 8.5.3) of Advisors. Additionally, no Advisor shall:

a) Serve concurrently as an officer or executive of any Chapter;
b) Serve concurrently as a Country Representative or in any other leadership position in JETAA USA; or
c) Enter into any contract or execute and deliver any instrument in the name of and on behalf of the Organization, except as otherwise provided in these bylaws.

Additional Board limitations may be established or amended by the Chapter Council in consultation with the Country Representatives and Board of Advisors.

Section 8.4 Appointment and Terms

The Board shall recruit and vet potential Board of Advisor members in collaboration with the Country Representatives to fill vacancies. Advisors shall be appointed by a vote of a majority of current Advisors present at a meeting where there is a quorum on a rolling basis as outgoing Advisors conclude their terms. Advisors may be appointed for up to three consecutive two-year terms, but may serve more than three consecutive terms as needed to maintain the minimum number of Advisors or retain expertise critical to the Organization. There is no limit on the number of non-consecutive terms that may be served by Advisors who depart the Board in good standing.

An Advisor's reappointment shall be contingent upon a review of their service at the end of each term by the Board and Country Representatives to ensure their reappointment is in the best interests of the Organization. Advisors' terms should expire on a staggered basis as determined by the current Advisors.

Section 8.5 Vacancies

A vacancy or vacancies on the Board shall be deemed to exist on the occurrence of the following:

a) The conclusion and non-renewal of an Advisor's term of office;
b) The death, resignation, or removal of any Advisor;
c) Whenever the number of Advisors is increased; or
d) The failure of the Board, at any meeting at which any Advisor or Advisors are to be appointed, to

appoint the exact number of Advisors.

Section 8.5.1 Removal

The Board may by resolution declare vacant the office of a Advisor who:

a) Has been declared of unsound mind by an order of court, or convicted of a felony, or found by final order or judgment of any court to have breached a duty;
b) Fails to attend at least one Board meeting in a 12-month period within their term;
c) Fails to maintain regular communication with the Board or Country Representatives; or
d) Fails or ceases to meet any required qualification that was in effect at the beginning of that Advisor's current term of office.

Advisors may be removed without cause by a majority of at least two-thirds of the total of Board members and Country Representatives then in office, excluding the Advisor facing removal.

Section 8.5.2 No Removal on Reduction of Number of Advisors

No reduction of the exact number of Advisors shall have the effect of removing any Advisor before that Advisor's term of office expires unless the reduction also provides for the removal of that specified Advisor.

Section 8.5.3 Resignations

Except as provided in this Section 8.5.3, any Advisor may resign by giving written notice to the Country Representatives and the Board. Such a written resignation will be effective on the later of (i) the date it is delivered or (ii) the time specified in the written notice that the resignation is to become effective.

Section 8.6 Compensation

The Organization shall not pay any compensation to Advisors for services rendered to the Organization as Advisors, except that Advisors may be provided with an advancement or reimbursed for expenses incurred in the performance of their duties to the Organization, in reasonable amounts as approved by the Country Representatives or the Council.

Also, Advisors may not be compensated for rendering services to the Organization in a capacity other than as Advisors, unless such compensation is reasonable and allowable as determined by the Country Representatives or the Council.

Section 8.7 Non-liability of Advisors

The Advisors shall not be personally liable for the debts, liabilities, or other obligations of the Organization.

ARTICLE IX - COMMITTEES

Section 9.1 Formation of Committees

The Chapter Council or Country Representatives may establish one or more committees, working groups, task forces, or other teams ("Committees"), consisting of two or more members, as the business of the Organization may require. Committees shall serve at the discretion of the Council and may be established for such period, have such authority, and perform such duties as are provided in these bylaws or as the Council or Country Representatives from time to time may determine, subject to the oversight and approval of the Council. Committee members may, but need not be, JETAA USA Country Representatives, Chapter Representatives, or Advisors.

Section 9.2 Limitations of Committees

Any Committee, to the extent determined by the Country Representatives or in the resolution of the Council, may be given the authority of the Council except that no Committee may:

a) Approve any action for which the provisions of these bylaws also requires approval of the Council;
b) Fill vacancies on the Council or of any position requiring election or appointment by the Country Representatives, Council, or the Board;
c) Fix compensation of the Country Representatives, Chapter Representatives serving on the Council or on any Committee, or Advisors;
d) Amend or repeal bylaws or adopt new bylaws; or
e) Amend or repeal any resolution of the Council which by its express terms is not so amendable or repealable.

Section 9.3 Meetings and Actions of Committees

Meetings of Committees may be determined by the Country Representatives, the Committee's members, or the Council or as needed to transact the business of the Committee as provided in Section 10.1. The Committee shall report to the Country Representatives or Council from time to time as the Country Representatives or Council may require. The Council may adopt rules for the governance of any Committee not inconsistent with the provisions by these bylaws. In the absence of rules adopted by the Council, the Committee may adopt such rules.

Section 9.4 Quorum Rules for Committees

At minimum, two Committee members shall constitute a quorum for the transaction of Committee business, except to adjourn. The Committee may determine quorum for the transaction of Committee business to be greater than two Committee members by resolution of a majority of all Committee members. A majority of the Committee members present, whether or not constituting a quorum, may adjourn any meeting to another time and place.
Every act taken or decision made by a majority of the Committee members present at a meeting duly held at which a quorum is present shall be regarded as an act of the Committee subject to the limitations in Section 9.2. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Committee members, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 9.5 Compensation

The Organization shall not pay any compensation to Committee members for services rendered to the Organization as Committee members, except that Committee members may be provided with an advancement or reimbursed for expenses incurred in the performance of their duties to the Organization, in reasonable amounts as approved by the Country Representatives or the Council.

Also, Committee members may not be compensated for rendering services to the Organization in a capacity other than as Committee members, unless such compensation is reasonable and allowable as determined by the Country Representatives or the Council.

Section 9.6 Non-liability of Committee Members

Committee members shall not be personally liable for the debts, liabilities, or other obligations of the Organization.

Section 9.7 Revocation of Delegated Authority

The Council may, at any time, (i) revoke or modify any or all of the authority that the Council or Country Representatives delegated to a Committee, (ii) increase or decrease (but not below two) the number of members of a Committee, (iii) and fill vacancies in a Committee.

ARTICLE X - MEETINGS

Section 10.1 Regular Meetings

Regular meetings of the Organization's Country Representatives and Committees may be held at such time and place as necessary to fulfill their responsibilities and manage day-to-day operations of the Organization. Within regular meetings held throughout the year, the Organization shall hold at least one annual meeting ("annual

meeting") of the Chapter Council, at a time and place determined by the Country Representatives in consultation with the Council. At minimum, the annual meeting shall be attended by all Country Representatives then in office and the designated Chapter Representatives of all active registered Chapters. Additional regular meetings may be held as described in Section 10.1.2 for the Council or Section 9.3 for Committees.

Additional Chapter leaders and members, JET Alumni, representatives from official Japanese governmental organizations, partner organizations, and other relevant stakeholders and guests may be invited to attend regular meetings. The Council reserves the right to review and amend or limit the content, timing, and guest attendance of any regular meeting.

Section 10.1.1 National Conference

The Organization's annual meeting may be held as a National Conference ("NatCon") organized by the Country Representatives in collaboration with the Council. In addition to serving as an annual meeting for the purposes of governance of the Organization, NatCon serves as a key event to ensure the sustainability and knowledge transfer within the Organization and build and sustain relationships with organizational partners and stakeholders.

Country Representatives may coordinate with a Chapter or Chapters to host NatCon within the jurisdiction of the Chapter(s), subject to funding availability and logistical capacity. NatCon host Chapters may be solicited at the discretion of the Country Representatives. Host Chapters shall be confirmed through mutual agreement between the Country Representatives, potential host Chapters, and other relevant stakeholders, subject to oversight and approval of the Council.

The Country Representatives shall ensure that the event:

1) Serves the needs of the Organization;
2) Fulfills its intended purpose;
3) Is inclusive of relevant stakeholders, funders, and supporters; and
4) Meets any requirements or obligations set forth by these bylaws, the Chapter Council, and other relevant stakeholders, including full attendance and participation of Chapter Representatives.

To ensure that NatCon serves the Organization's purposes to convene and strengthen networking among members and stakeholders in the JETAA community, as enumerated in Section 1.2, the Country Representatives and the host Chapter(s) may also invite additional Chapter delegates, JET Alumni, representatives from official Japanese governmental organizations, partner organizations, and other relevant stakeholders and guests to attend and participate in NatCon.

Section 10.1.2 Additional Regular Meetings

The Country Representatives may organize additional regular meetings in collaboration with the Chapter Council for the purposes of ensuring effective management of the Organization, including, but not limited to:

(a) Informing the Council of the Organization's annual activities and events;
(b) Informing the Council of progress on current initiatives and projects;
(c) Gathering input or feedback from the Council on initiatives, projects, or other critical issues;
(d) Facilitating training and networking opportunities for Chapter leaders; or
(e) The transaction of other business.

In addition to the Chapter Representatives and Country Representatives, additional Chapter leaders, JET Alumni, Japanese government representatives, partner organizations, and other guests may be invited to attend regular meetings, by the Country Representatives in collaboration with the Council.

Section 10.2 Other Meetings

Section 10.2.1 Special Meetings

Special meetings of the Council for any purpose may be called at any time by any Country Representative then in office, or any three current Chapter Representatives on the Council.

Section 10.2.2 Other Conferences

JETAA USA may from time to time organize other conferences that may be focused on a specific geographic region within the jurisdiction of JETAA USA or on a topic of special interest to the JETAA community, subject to funding availability and logistical capacity. At minimum, conferences must be attended by one Country Representative and delegates from at least five (5) Chapters.

JETAA USA Chapters or other special interest groups within the JETAA USA membership that wish to organize a conference shall consult with the Country Representatives to develop a conference proposal to present for review and approval by the Chapter Council. Once approved, the conference organizers shall collaborate with the Country Representatives to plan and implement the conference. The Country Representatives shall provide guidance and support to ensure the conference:

1) Serves the needs of the Organization;
2) Fulfills its intended purpose;
3) Is inclusive of relevant stakeholders, funders, and supporters; and
4) Meets any requirements or obligations set forth by these bylaws, the Chapter Council, and other relevant stakeholders.

Section 10.3 Conduct of Meetings

Meetings of the Council shall be presided over by the Country Representatives then in office, or, if there is no Country Representative or all Country Representatives are absent, by a chairperson of the meeting, chosen by a majority of the Chapter Representatives present at the meeting. The presiding Country Representatives or designated chairperson shall, as necessary, appoint another person to act as secretary of the meeting.

Meetings concerning the governance of the Organization and actions of the Council may be governed by Robert's Rules of Order as necessary, at the discretion of the Country Representatives or Chairperson presiding over the meeting. These rules may be modified or revised from time to time, insofar as such rules are not inconsistent with or in conflict with these bylaws.

Section 10.4 Notice of Meetings

Except when the time and place of a regular meeting is set in advance, notice of the time and place of all regular and special meetings shall be given to each Chapter Representative primarily by electronic mail ("email") or other means of electronic transmission.

Notice may also be given using the following alternative methods, if necessary:

(a) Telephone, including a voice messaging system;
(b) Text message, including online messaging applications and social media; or
(c) Personal delivery of oral or written notice if the recipient has consented to accept notices in this manner.

All such notices shall be given or sent to the email address(es), phone number(s), messaging application profile(s), or social media account(s) as provided by each Chapter for Organization's records. Any oral notice given personally or by telephone may be communicated directly to the Chapter Representative or to a person who would reasonably be expected to promptly communicate such notice to the Chapter Representative. Notice of regular meetings may be given in the form of a calendar or schedule that sets forth the date, time and place of more than one regular meeting.

Country Representatives and Chapter Representatives are responsible for maintaining accurate, current contact information, checking for notices and other communications regularly, and responding in a timely manner.

Section 10.4.1 Notice Timing and Contents

Notices shall be delivered at least one week before the time set for the meeting, except in cases of emergency or when attendance is optional. Notices of emergency meetings may be delivered less than one week before the time set for the meeting, as described in Article XVI.

The notice shall state the time and place for the meeting. The notice need not specify the purpose of the meeting unless required elsewhere in these bylaws.

Section 10.4.2 Meeting Location

Meetings may be held at any place within the jurisdiction of the Organization that has been designated in the notice of the meeting. Unless otherwise specified or required in these bylaws, meetings may be held using video or telephone conference tools, as long as all Country Representatives and Chapter Representatives participating in the meeting can communicate with one another. All such Country Representatives and Chapter Representatives shall be deemed to be present in person at such meetings.

ARTICLE XI - QUORUM AND ACTIONS OF THE CHAPTER COUNCIL

Section 11.1 Quorum

A majority of voting Chapter Representatives then in office, as defined in Section 7.1, shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 11.4.

Section 11.2 Actions of the Chapter Council

Every act taken or decision made by a vote of the majority of Chapter Representatives present at a meeting duly held at which a quorum is present or an act taken without meeting in which a quorum participates is the act of the Chapter Council. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Chapter Representatives from the meeting, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 11.2.1 Voting Privileges

Only Chapter Representatives of full Chapters shall have a vote in actions of the Council as defined in this Section 11.2.1. Only one vote may be cast on behalf of a Chapter's members, inclusive of Sub-Chapter members. Chapter Representatives are encouraged to consult with other members of their Chapter's leadership and Representatives of their Sub-Chapters to ensure their vote is representative of all Chapter members.

Section 11.2.2 Voting Restrictions

Country Representatives, Advisors, and non-voting Chapter Representatives of Sub-Chapters shall have no vote in actions of the Chapter Council.

Section 11.2.3 When a Full Vote is Required

The following actions shall require a vote by a majority of all voting Chapter Representatives then in office in order to be effective:

1) Election of Country Representatives;
2) Approval of contracts or transactions in which a Country Representative, Chapter Representative, or Advisor has a direct or indirect material financial interest as described in Article XIII (provided that the vote of any interested Chapter Representative is not counted); and
3) Any act of significant consequence for the Organization, as determined by resolution of the majority of Chapter Representatives present at a meeting duly held at which a quorum is present or a resolution passed without meeting in which a quorum participates.

Additionally, the following actions shall require a vote by a two-thirds majority of all voting Chapter Representatives then in office in order to be effective:

1) Removal of a Country Representative without cause, as described in Section 6.5.1; and
2) Adoption, amendment, or repeal of these bylaws, as described in Article XVIII .

Section 11.2.4 Vote Count and Abstentions

Chapter Representatives may abstain from any vote but shall submit a vote or abstention for all actions that require a full vote, as defined in Section 11.2.3. Abstentions will not be counted in the final vote tally. The Chapter Council and Country Representatives shall make all reasonable efforts to solicit a vote from each voting Chapter Representative within a reasonable timeframe. Chapter Representatives who fail to submit a vote shall be counted as an abstention.

Section 11.2.5 Voting Format

The Chapter Council may determine from time to time the appropriate mechanism and format necessary to hold a vote that will enable participation of all voting Chapter Representatives then in office. Any action put to a vote shall be worded so that the decision and outcomes of a yes or no vote are clear.

Section 11.3 Waiver of Notice

Country Representatives and Chapter Representatives shall make all reasonable efforts to give notice of meetings as defined in Section 10.4. However, the transactions of any meeting of the Chapter Council, even if notice is not given as defined in Section 10.4, shall be as valid if:

1) A quorum is present; and
2) Minutes are taken and reported as required in Section 14.1; and
3) Each of the Chapter Representatives absent from the meeting fails to protest a lack of adequate notice, the meeting being held, or approval of the minutes in writing either before or after the meeting.

Chapter Representatives may protest the lack of notice within three months of the meeting by email sent to the Country Representatives and/or Chapter Council using contact information listed in the records of the Organization as of the date of the protest.

All absences without protest shall be noted in the meeting attendance records.

Section 11.4 Adjournment

Section 11.4.1 Requirements to Adjourn

A majority of the Chapter Representatives present, whether or not constituting a quorum, may adjourn (i.e., postpone or suspend) any meeting to another time and place.

Section 11.4.2 Notice of Adjournment

Notice of the time and place of resuming an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case notice of the adjournment and time and place the meeting will resume, if applicable, shall be sent immediately following the adjournment to the Chapter Representatives who were not present at the time of the adjournment.

Section 11.5 Action without Meeting

Unless otherwise required in these bylaws, any action required or permitted to be taken by the Council may be taken without meeting, provided that the requirements for such action, defined in this Article XI, are met.

ARTICLE XII - ELECTIONS

Section 12.1 Regular Elections of Country Representatives

Regular Elections shall be held annually within four months of the beginning of the Country Representative's term of office, as defined in Section 6.4. Results should be certified and announced ideally one month, but no later than two weeks prior to the start of the new term of office in order to facilitate a transition period.

Section 12.2 Filling Vacancies Before the End of a Term

Vacancies that occur before the end of an elected Country Representative's term of office shall be filled as soon as practicable, including a vacancy created by removal or resignation (Section 6.5).

Section 12.2.1 Special Elections

If a vacancy occurs more than five months before the end of an elected Country Representative's term, a Special Election shall be held as soon as is practicable to fill the vacancy for the remainder of the term, following standard elections procedures.

Section 12.2.2 Interim Appointments

If a vacancy occurs less than five months before the end of an elected Country Representative's term, the Chapter Council shall appoint an interim Country Representative as soon as is practicable to fill the vacancy for the remainder of the term. Appointed interim Country Representatives shall be subject to all requirements and limitations of office as defined in Article VI, with the sole exception of the limitation against holding a leadership position in their own Chapter concurrently, as specified in Section 6.3.2 (b), during the interim term of office.

If a vacancy occurs less than two months before the end of an elected Country Representative's term, the office may remain vacant until the beginning of the next regular term.

Section 12.3 Candidate Eligibility Criteria

In order to be eligible to run for any Country Representative office, candidates must meet applicable criteria in Article VI and submit all required candidate materials to the Elections Officer by the deadline established.

Section 12.4 Elections Officers

The Board of Advisors shall appoint an Elections Officer who may, but need not be, currently serving on the Board of Advisors. If the Board of Advisors is unable to appoint an Elections Officer, the Chapter Council may appoint the Elections Officer.

The Board shall also designate from among their number an individual to review, verify, and cosign election results. The designated Advisor may also assist the Elections Officer with other election tasks.

Section 12.4.1 Terms of Office

For Regular Elections, Elections Officer appointments shall be confirmed ideally four months, but no later than three months, prior to the first day of the new term office for the elected Country Representative. For Special Elections (Section 12.2.1), the appointment of the Elections Officer shall be confirmed as soon as practicable. An Elections Officer's term may conclude within one month of the certification of election results, provided all responsibilities of office have been fulfilled.

Section 12.4.2 Eligibility Criteria

In order to be eligible to serve as an Elections Officer, candidates must be committed to managing Country Representative elections efficiently, impartially, and confidentially. Additionally, candidates must:

1) Be a registered member of a JETAA USA Chapter in good standing;
2) Have leadership experience within JETAA USA or a Chapter;
3) Not currently serve as a Country Representative or in any other position appointed by the Country Representatives (Section 6.6); and
4) Not intend to run for any Country Representative office during their term as Elections Officer.

Section 12.4.3 Responsibilities

Elections Officers are responsible for:

1) Setting the election timeline consistent with these bylaws and following any policies established by the Organization;
2) Requesting, collecting, organizing, and disseminating candidate materials;
3) Communicating with Chapters regarding the election process and timeline;
4) Organizing and managing the voting procedure;
5) Confirming each active Chapter's vote or abstention has been received and using due diligence in eliciting votes from all Chapters within the established timeframe to ensure results can be certified in a timely manner;
6) Certifying the results; and
7) Ensuring all materials and documentation pertaining to managing the elections process are organized upon conclusion of the Elections Officer's term.

Section 12.4.4 Conflicts of Interest

The Elections Officer shall disclose any potential conflicts of interest based on close personal relationships with election candidates to the Board of Advisors at any time as soon as they become aware of the potential conflict of interest. The Board of Advisors shall determine if the Elections Officer may continue to serve in their position, or if another Elections Officer should be appointed.

ARTICLE XIII - TRANSACTIONS WITH COUNTRY REPRESENTATIVES, CHAPTER REPRESENTATIVES, & ADVISORS

As an all-volunteer Organization with the broader purpose of serving the JET Alumni community and US-Japan relations (Section 1.2), JETAA USA shall make all reasonable efforts to ensure its decisions prioritize the interests of its Members over the financial interests of any individual Country Representative, Chapter Representative, or Advisor (Section 2.1).

Section 13.1 Material Financial Interest

A Country Representative, Chapter Representative, or Advisor shall be deemed to have a “material financial interest” in a transaction where the interested Country Representative, Chapter Representative, or Advisor or their families has knowledge of the transaction and it exceeds $100.

A Country Representative, Chapter Representative, or Advisor shall not be deemed to have a “material financial interest” in a transaction if the contract or transaction is part of a program or activity of the Organization and it (1) is approved or authorized by the Organization in good faith and without unjustified favoritism, and (2) results in a benefit to one or more Country Representative, Chapter Representative, or Advisor or their families only because they are in the class of persons intended to be benefited by the program or activity.

Section 13.2 Interested Party Transactions

Except as described in Section 13.3, the Organization shall not be a party to any transaction:
(a) In which one or more of its Country Representatives, Chapter Representatives, or Advisors has a material financial interest, as defined in Section 13.1; or
(b) With any corporation, firm, association, or other entity in which one or more Country Representatives, Chapter Representatives, or Advisors has a material financial interest.

Section 13.3 Requirements to Authorize Interested Party Transactions

The Organization may be a party to a transaction in which a Country Representative, Chapter Representative, or Advisor is deemed to have a material financial interest if:
1) The Organization enters into the transaction for its own benefit;
2) The transaction is fair and reasonable to the Organization at the time the transaction is entered into;
3) Prior to consummating the transaction or any part thereof, the Chapter Council authorizes or approves the transaction in good faith, by a vote of a majority of Chapter Representatives then in office (without counting the vote of the interested Chapter Representatives), and with knowledge of the material facts concerning the transaction and the interested Chapter Representative's, Country Representative's, or

Advisor's financial interest in the transaction (Section 11.2.3);
4) Prior to authorizing or approving the transaction, the Chapter Council considers and in good faith determines after reasonable investigation that the Organization could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and
5) The record of the Chapter Council's action reflects that the Chapter Representatives considered and made the findings described in paragraphs (1) through (4) of this Section 13.3.

Section 13.4 Loans to Country Representatives, Chapter Representatives, or Advisors

The Organization shall not make any loan of money or property to or guarantee the obligation of any Country Representative, Chapter Representative, or Advisor, except that the Organization may advance money for expenses reasonably anticipated to be incurred in the performance of duties of such Country Representative, Chapter Representative, or Advisor. In the absence of such an advance, such Country Representative, Chapter Representative, or Advisor would be entitled to be reimbursed for such expenses by the Organization.

Section 13.5 Interlocking Directorates

A contract or other transaction between the Organization and any organization, corporation, firm or association of which one or more Country Representatives, Chapter Representatives, or Advisors are directors or officers is valid even if such Country Representatives, Chapter Representatives, or Advisors are present at the Chapter Council or Committee meeting that authorizes, approves or ratifies the contract or transaction, if:

(a) The material facts as to the transaction and as to such Country Representative's, Chapter Representative's, or Advisor's other directorship or office are fully disclosed or known to the Chapter Council or Committee, and the Chapter Council or Committee authorizes, approves or ratifies the contract or transaction in good faith by a vote sufficient without counting the vote of the common Country Representative(s), Chapter Representative(s), or Advisors(s) (subject to the quorum provisions of Article XI); or
(b) The contract or transaction is just and reasonable as to the Organization at the time it is authorized, approved or ratified.

Section 13.6 Duty of Loyalty

Nothing in this Article XIII shall be construed to detract in any way from the absolute duty of loyalty that every Country Representative, Chapter Representative, or Advisor owes to the Organization.

ARTICLE XIV - RECORDS AND REPORTS

Section 14.1 Meeting Minutes

The Organization shall keep written or electronic records of all votes, actions, and decisions by the Chapter Council or any Committee of material interest to the Chapter Council or consequential to fulfilling their duties and responsibilities regarding the governance of the Organization including, at minimum:

1) The time, date and place of each meeting or action, even if taken without meeting;
2) The names of those present at each meeting or participating in the action of the Council or any Committee thereof; and
3) The agenda or purpose, key discussions, and actions, if any.

If relevant, records may also include:

a) Whether a meeting is regular or special and, if special, how called;
b) The manner of giving notice of each meeting and a copy thereof;
c) Any written waivers of notice, consents to the holding of a meeting or approvals of the minutes thereof;
d) All written consents for action without a meeting;
e) All protests concerning lack of notice; and
f) Formal dissents from Chapter actions.

Records shall be kept in a location and format accessible to all current members of the Chapter Council. The Council shall be notified when records are available in a timely manner.

Section 14.2 Books and Records of Account

The Organization shall keep or cause to be kept adequate and correct books and records of account, including, but not limited to: accounts of properties and transactions, its assets, liabilities, receipts, disbursements, gains, and losses.

Section 14.3 Annual Report

The fiscal year and annual reporting cycle of the Organization shall begin on the first day of April and end on the last day of March in the following year. The Country Representatives shall cause an annual report to be made available to each Chapter and Members by the close of the Organization's fiscal year containing the following information:

1) The names of incoming, outgoing, and continuing Country Representatives, Chapter Representatives, and Advisors and their Chapter affiliations;
2) An account of activities, projects, and initiatives undertaken during the fiscal year; and
3) Financial statements, including current assets, liabilities, expenditures, or disbursements, if any;
4) A brief description of the amounts and circumstances of any advances paid or reimbursements owed during the fiscal year to any Country Representative, Chapter Representative, Officer, Advisor, or agent that are still outstanding; and
5) Any additional information requested by the Chapter Council, if requested no later than December 31st of the fiscal year.

Section 14.4 Rights of Inspection

Every Chapter Representative shall have the absolute right at any reasonable time to inspect the books, records, documents, and physical properties of the Organization in order to comply with the Chapter Council's duty of care and execute duties in good faith and in a manner the Chapter Representative believes to be in the best interests of the Organization.

Individual Members, as defined in Article IV, also have the conditional right to request to inspect the books, records, documents, and physical properties of the Organization at any reasonable time, subject to review and approval of the Country Representatives and Council.

The Organization reserves the right to seek guidance from the Board of Advisors and/or legal counsel in cases when inspection may necessitate disclosure of private or confidential personal information, clear conflicts of interest, or privileged information relating to litigation. The inspection may be made by any Chapter Representative or by an agent or attorney designated by the Chapter. The right of inspection includes the right to copy and make extracts of documents.

ARTICLE XV - EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

Section 15.1 Execution of Instruments

The Chapter Council, except as otherwise provided in these bylaws, may by resolution authorize any Country Representative, Chapter Representative, or agent of the Organization to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Organization, and such authority may be general or confined to specific instances. Unless so authorized, no Country Representative, Chapter Representative, or agent shall have any power or authority to bind the Organization by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 15.2 Checks and Notes

Except as otherwise specifically determined by resolution of the Chapter Council, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Organization shall be signed by any authorized Country Representative, Chapter Representative, or agent of the Organization designated to disburse funds. Expenses over $500 must be approved by at least two Country Representatives prior to the disbursement of funds.

Section 15.3 Deposits

All funds of the Organization shall be deposited from time to time to the credit of the Organization in such banks, trust companies, or other depositories as the Chapter Council may select, or as otherwise required by law and specific funding restrictions.

Section 15.4 Gifts

The Chapter Council and Country Representatives may accept on behalf of the Organization any non-monetary gift of nominal value for the purposes of the Organization. Contributions, gifts, or bequests, monetary or non-monetary over a value of $500 must be approved by the Council in order to be accepted.

ARTICLE XVI - EMERGENCY BYLAWS

Section 16.1 When Applicable

Notwithstanding anything to the contrary herein, Article XVI applies solely during an emergency, which is the limited period of time during which a quorum cannot be readily convened for action as a result of the following events or circumstances until the event or circumstance has subsided or ended and a quorum can be readily convened in accordance with the notice and quorum requirements in Section 9.4 and Section 11.1:

(a) A natural catastrophe, including, but not limited to, a hurricane, tornado, storm, high water, wind-driven water, tidal wave, tsunami, earthquake, volcanic eruption, landslide, mudslide, snowstorm, or drought, or, regardless of cause, any fire, flood, or explosion;
(b) An attack on any state or the nation by an enemy of the United States of America, or on receipt by any state of a warning from the federal government indicating that an enemy attack is probable or imminent;
(c) An act of terrorism or other manmade disaster that results in extraordinary levels of casualties or damage or disruption severely affecting the infrastructure, environment, economy, government function, or population, including, but not limited to, mass evacuations; or
(d) A state of emergency proclaimed by the governor of the state in which one or more Country Representatives or Chapter Representatives are resident, or by the President of the United States.

Section 16.2 Emergency Actions of the Country Representatives

During an emergency, the Country Representatives may take either or both of the following actions necessary to conduct the Organization's ordinary business operations and affairs:

(a) Give notice of meetings of Country Representatives, Chapter Representatives, or Committee members in any practicable manner under the circumstances when notice of a meeting cannot be given to a Country Representative, Chapter Representative, or Committee member in the manner prescribed by Section 10.4;
(b) Appoint temporary acting Advisors or agents to accommodate the incapacity of any resulting from the emergency if necessary to conduct the Organization's ordinary business operations, affairs, and meet critical deadlines.

Section 16.3 Emergency Actions of the Chapter Council

In anticipation of or during an emergency, the Chapter Council may appoint temporary acting Country Representatives to accommodate the incapacity of any resulting from the emergency if necessary to conduct the Organization's ordinary business operations, affairs, and meet critical deadlines.

Additionally, if a Chapter's appointed Representative is unable to fulfill their duties on the Council as a result of the emergency, the Chapter may designate an alternate Chapter Representative, who is ideally a current Chapter leader but must at minimum be a current Chapter member, to fulfill the responsibilities of their Chapter Representative until such time as the primary appointee is able to resume the role of Chapter Representative.

During an emergency, the Chapter Council may take either or both of the following actions necessary to conduct

the Organization's ordinary business operations and affairs:

(a) Give notice of meetings of Chapter Representatives or Committee members in any practicable manner under the circumstances when notice of a meeting cannot be given to a Chapter Representative or Committee member in the manner prescribed by Section 10.4;
(b) Deem that one or more alternate Chapter Representatives present at a Chapter meeting is an authorized Representative as necessary to achieve a quorum.

Section 16.4 Emergency Action Limitations

During an emergency, Chapter Representatives, Country Representatives, Committee members, Advisors, and agents may not take any action that is not in the Organization's ordinary course of business. Any actions taken in good faith during an emergency under Section 16.2 or Section 16.3 bind the Organization and may not be used to impose liability on a Chapter Representative, Country Representative, Committee member, Advisor, or agent. All provisions of the regular bylaws consistent with these emergency bylaws shall remain effective during the emergency.

ARTICLE XVII - CONSTRUCTION AND DEFINITION

Any discrepancies in the interpretation of these bylaws shall be put to the Chapter Council. Without limiting the generality of the above, the plural gender (e.g., "they", "them", or "their") includes the feminine, masculine, and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the Organization and a natural person. All references to statutes, regulations, and laws shall include any future statutes, regulations and laws that replace those referenced.

ARTICLE XVIII - AMENDMENTS

Section 18.1 Bylaws

The Chapter Council may adopt, amend, or repeal these bylaws by a vote of a two-thirds majority of all voting Chapter Representatives then in office (Section 11.2.3). Such power is subject to the following limitations:

a) Where any provision of these bylaws requires the vote of a larger proportion of voting Chapter Representatives than those present for the vote, such provision may not be altered, amended or repealed except by the vote of such greater number.
b) No amendment may extend the term of an elected position beyond that for which a person was elected.
c) If bylaws are adopted, amended, or repealed at a meeting of the Council, such action is authorized only at a duly called and held meeting for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations therefore, is given at least four weeks in advance and otherwise accordance with these bylaws, unless such notice is waived in accordance with these bylaws.

Section 18.2 Other Documents

JETAA USA Chapter Representatives may develop, or cause the development of, organizational policies, procedures, guidelines, schedules, job descriptions, and other operational documents to fulfill their responsibilities in managing the Organization (Section 6.3.1), insofar as these documents are not inconsistent or in conflict with these bylaws.

These documents may be developed, implemented, and revised from time to time as needed to facilitate effective organizational operations, subject to review by the Chapter Council. Development, revision, and implementation of these documents shall not require an amendment to these bylaws. If there are any discrepancies between these documents and these bylaws, the bylaws take precedence and the documents shall be revised to align with the bylaws.

A comment period of not less than four (4) weeks shall be provided for the Chapter Council to review any new or revised documents. If there are no objections from members of the Chapter Council within the comment period, the documents shall be considered approved. During the comment period, any voting Chapter Representative may motion to revise, approve, or reject the documents, in whole or in part, with a simple majority vote by quorum (Section 11.1).

CERTIFICATION

We certify that we are the duly elected Country Representatives of the Japan Exchange and Teaching Program Alumni Association of the United States of America; that these bylaws, consisting of 27 pages, are the bylaws of this Organization as adopted by the Chapter Council on April 01, 2023; and that these bylaws have not been amended or modified since that date.

DocuSigned by:
Megan DeVille
Megan DeVille
Country Representative

DocuSigned by:
Adam H. Lisbon
Adam Lisbon
Country Representative

DocuSigned by:
Valerie Stewart
Valerie Stewart
Country Representative

We certify that we are the duly elected Country Representatives of the Japan Exchange and Teaching Program Alumni Association of the United States of America; that these bylaws, consisting of 28 pages, are the amended bylaws of this Organization as adopted by the Chapter Council on August 9, 2026; and that these bylaws have not been amended or modified since that date.

Vivian Chen
Country Representative

Ryan Hata
Country Representative

David LaCharite
Country Representative

Adopted April 2023
Amended August 2026