

**Bylaws of the Michigan/Ohio JET Alumni Association (aka: Great Lakes
JETAA)**

**Established year 1995
Amended years 2016, 2017, 2020, 2025**

- I. NAME: The name of this non-profit Michigan corporation shall be: Michigan/Ohio JET Alumni Association (aka: Great Lakes JET Alumni Association (the “Organization”).

- II. PURPOSE: To provide opportunities for former participants in the Japan Exchange and Teaching Program to work together in the following pursuits:
 1. Promotion of mutual understanding and friendship between the people of Michigan and Ohio and the local Japanese community through organization of social events and volunteer activities.
 2. Providing support to the Japanese Consulate of Detroit in its recruitment, selection, and orientation of new JET Program participants, as well as in welcoming back recent participants.
 3. Dissemination of information concerning JET Alumni through a newsletter. Providing a framework for social interaction and networking among JET Alumni.

- III. MEMBERSHIP & QUALIFICATIONS
 1. ELIGIBILITY: To become a Member, an individual must:
 - a. Live in Michigan or Ohio.
 - b. Register online at the chapter website.
 - c. Be a past participant in the Japan Exchange and Teaching Program.
 - d. Be supportive of the goals of the JET Program and the purpose of the Organization.
 2. DUES: Membership is voluntary with no mandated fees or dues, but each Member may be expected to contribute towards cost sharing of events.
 3. VOTE OF MEMBERS: Each Member is entitled to one (1) vote on each matter submitted to a vote. When an action is to be taken by vote of the Members, it shall be authorized by a majority of votes cast by the Members entitled to vote thereon, unless a greater plurality is required by the articles of incorporation or the Michigan Nonprofit Corporation Act (the “Act”). A tie vote results in a failed motion.
 4. RESIGNATION: A Member may resign from the Organization by providing written notice to an Officer.
 5. TERMINATION: The Board of Directors may terminate membership based on the following criteria, with a decision by the Board requiring a majority vote of Officers to go into effect:
 - a. Not being in good standing in the community.

- b. Failure to participate in activities of the Organization.
- c. Anything else at the discretion of the Board of Directors that negatively affects the chapter.

IV. ELECTIONS FOR OFFICERS AND DIRECTORS

1. **INSPECTORS OF ELECTION:** The Officers, in advance of an election, shall appoint two (2) or more Inspectors of Election to act. If Inspectors are not so appointed, the person presiding at an election may, and on request of a Member entitled to vote, shall, appoint two (2) or more inspectors. In case a person appointed fails to appear or act, the vacancy may be filled by appointment made by the Officers in advance of the election or during the election by the person presiding thereat. The Inspectors shall determine the Members entitled to vote, shall receive votes, ballots or consents, hear and determine challenges and questions arising in connection with the right to vote, count and tabulate votes, ballots or consents, determine the result, and do such acts as are proper to conduct the election with fairness to all Members. On request of the person presiding at the election or a Member entitled to vote thereat, the Inspectors shall make and execute a written report to the person presiding at the meeting of any of the facts found by them and matters determined by them. The report is prima facie evidence of the facts stated and of the vote as certified by the Inspectors.
2. **PLATFORMS:** Candidates for Officer and Director positions must submit an election platform in writing or digitally to the Inspectors along with any and all other required documents/items. Instructions for submission and all relevant documents/information will be made available according to the established voting procedures. Platforms shall be due eight (8) days prior to the election date.
3. **TIMELINE:** Using the current official platform the Organization uses to distribute information, Officers shall ensure the following goals are accomplished according to the timeline:
 - a. Members shall be given one (1) week to submit votes, starting the day that platforms are made available.
 - b. No later than one (1) week after voting closes, all candidates who ran for Officer positions shall be notified of their status and final results of the election shall be announced to Members.
 - c. Newly-elected Officers and Directors shall assume duties by the eighth (8th) day following the date that voting is closed.
 - d. Within four (4) weeks of the closure of the polls:
 - i. A meeting between incoming Officers and Directors shall be held to share information/resources.
 - ii. Any related accounts and passwords of the Organization shall be turned over to incoming Officers.
 - e. To be declared the winner of an election for an Officer position

or as a Director, a candidate must obtain the highest number of the votes cast during the elections for that given position.

f. In the case of a tie, a runoff election shall be held. It is the responsibility of the Inspectors of Election (outlined in Article IV, Section 1) to organize the runoff election.

4. VOTING PROCEDURE: Voting procedures must be publicly posted concurrent with candidacy announcements. Members shall be given the choice to vote for candidates as well as the choice to abstain from voting for one or all candidates. Any voting tool that has been agreed upon by the Executive Committee may be utilized so long as it accommodates and allows for all members to participate.
5. TRANSITION: Outgoing Officers and Directors are expected to facilitate the transition process and attend, at a minimum, the following Orientation meeting. It is preferred that at least one (1) Officer remains in position to serve as a mentor to incoming Officers and provide continuity. It is also preferred that at least one (1) Director remains in position to serve as a mentor to incoming Directors and provide continuity.

V. BOARD OF DIRECTORS

1. ELIGIBILITY: A candidate must be in good standing in accordance with all criteria under Article III, Section 1 excluding Sub-section c in order to stand for election as a Director:
2. NUMBER OF DIRECTORS: The Board of Directors (“the Board”) shall consist of no fewer than four (4) Directors at any given time, including at least one (1) former Officer to serve as a mentor to incoming Officers and Directors and to provide continuity. The Members may increase or decrease the number of Directors at any meeting of the Members or by written consent in lieu thereof. Either the Members or the Board may fill the vacancy caused by an increase in the number of Directors.
3. TERM OF OFFICE: All Directors shall serve a five (5) year term ending March 30. Directors shall hold office for the term for which they are elected or appointed and until their successor is elected or appointed and qualified, or until their resignation or removal. Directors may serve continuous terms.
4. ELECTION: Elections shall be implemented in accordance with Article IV.
5. DUTIES: Directors shall serve in an advisory capacity to the Officers and assist Officers with their duties as needed.
 - a. Governance and Oversight: Define and uphold the Organization's mission, vision, and core values. Create, approve, and review organizational policies to guide operations and decision-making. Monitor long-term strategic plans to ensure the Organization's growth and sustainability.

- b. Financial Oversight: Regularly monitor financial statements and reports to ensure fiscal responsibility and transparency. Support fundraising efforts, including grant applications.
 - c. Support and Leadership: Support the Officers and, as needed, plan for leadership succession and Officer onboarding to ensure continuity and stability within the Organization, and evaluate the Organization's impact on its stakeholders and community.
 - d. Meetings and Decision-Making: Schedule and conduct quarterly Board meetings to discuss and make decisions on organizational matters. Maintain accurate minutes and records of all Board meetings and decisions for accountability and reference.
 - e. Risk Management: Assess potential risks to the Organization and implement strategies to mitigate them.
 - f. Advocacy and Representation: Attend Organization events as able and act as ambassadors for the Organization, promoting its mission and goals within the community and to potential supporters. Leverage personal and professional networks to benefit the Organization through partnerships, resources, and opportunities.
 - g. Continuous Improvement: Regularly assess the Board's performance and identify areas for improvement.
6. RESIGNATION: A Director may resign by written notice to the Board of Directors. (This can be done through a digitally signed or scanned document). The resignation is effective upon its receipt by one Director or at a subsequent time specified in the notice of the resignation.
7. REMOVAL
- a. A Director elected or appointed by the Board of Directors may be removed by the Board of Directors with cause at any time. The Board of Directors shall convene a special meeting of itself and the Executive Committee during which a vote will be taken. For the majority of those present at the meeting vote in favor of removal, the action will be approved.
 - b. Members may call a vote to remove a Director if that Director is seen as not fulfilling their duties or is engaging in actions that are contrary to the best interests of the Organization, such as corruption and criminal behavior. In such a case, at least two (2) Members must jointly ask that a vote be added to the agenda of a regularly scheduled meeting, and that agenda must be circulated among the entire Membership. For the Director in question to be removed, a majority of those present at that meeting must vote in favor.
8. VACANCY: Unless otherwise limited by the articles of incorporation, a vacancy occurring in the Board may be filled by the affirmative vote of the majority of the remaining Directors. A directorship to be

filled because of an increase in the number of Directors, or to fill a vacancy, may be filled by the Board for a term of office continuing only until the next election of Directors by the Members. If because of death, resignation, or other cause, the Organization has no Directors in office, an Officer or a Member may call a Special Meeting of Members in accordance with the articles of incorporation or these bylaws.

VI. OFFICERS

1. ELIGIBILITY: A Member must be in good standing in accordance with all criteria under Article III, Section 1 in order to stand for election as an Officer.
2. NUMBER AND REQUIREMENTS OF OFFICERS: The Officers (collectively referred to as the “Executive Committee”) to be elected by the Members shall be as follows: President, Michigan Vice President, Ohio Vice President, Secretary, Treasurer, Event Coordinator, Webmaster and other such Officers as the Executive Committee may determine. Each Officer must be an active Member in good standing, with permanent residence in Michigan or Ohio and maintain regular email correspondence.
3. TERM OF OFFICE: All Officers shall serve a two (2) year term ending March 30 of every even year. Each Officer of the Organization shall hold office for the term for which they are elected or appointed and until their successor is elected or appointed and qualified, or until their resignation or removal.
4. ELECTION: Elections shall be implemented in accordance with Article IV.
5. DUTIES
 - a. President
 - i. Presides as the Chairperson at Organization meetings. They are also an ex-officio Member of all Committees.
 - ii. May call a Special Meeting for a specific purpose.
 - iii. Has the power to sign contracts on behalf of the Organization, but cannot bind a Member absent specific, written consent by that Member.
 - iv. May prepare and sign checks as needed by the Treasurer.
 - v. Arrange and lead Regular Meetings as prescribed.
 - vi. Supervise the Officers and Committee Chairs in the performance of their duties.
 - vii. Act as the official representative of the Organization at all outside functions and through contact with CLAIR, the national JETAA association, the Japanese Consulate of Detroit, or any other organization.
 - viii. Liaise with the staff of the Japanese Consulate of Detroit and report all relevant consular activity to the Executive Committee and Members.

- ix. Maintain archives of position as appropriate.
 - x. As an Executive Committee Member, perform other duties as needed.
- b. Michigan and Ohio Vice Presidents
- i. Assist the President in the discharge of their duties and officiate in the absence of the President at all Organization Meetings or activities.
 - ii. May be assigned, from time to time, to committees.
 - iii. Coordinate the normal functions of Sub Chapters, with the Michigan Vice President serving as Chair of any Sub Chapters created in Michigan and the Ohio Vice President serving as Chair of any Sub Chapters created in Ohio. This includes planning and organizing events in their respective states as needed.
 - iv. Maintain a list of Members and representatives, with the Michigan Vice President serving as Chair of the Michigan Membership Committee and the Ohio Vice President serving as Chair of the Ohio Membership Committee.
 - v. Maintain archives of position as appropriate.
 - vi. As Executive Committee Members, perform other duties as needed. This can range from single actions like keeping Meeting Minutes in the event of the Secretary being absent from a Meeting to filling the position of another Officer due to a short-term absence.
- c. Secretary
- i. Maintain a digital attendance record of Members.
 - ii. Carry out all official correspondence.
 - iii. Keep the Minutes of each Meeting digitally and provide a copy for each Member and provide such record for the year at each Meeting for reference, if requested.
 - iv. The Executive Committee shall annually make a report to the membership of the status and activities of the Organization. The Secretary shall be the Project Coordinator for this effort or, in the Secretary's absence, the Coordinator shall be any other person as designated, and accepted, by the Executive Committee.
 - v. Support the Treasurer in the preparation of applications and proposals as needed.
 - vi. Maintain the permanent records of the Chapter (proposals, applications, and other documentation deemed relevant to the Chapter administration and to future Chapter Officers).
 - vii. Maintain archives of position as appropriate.
 - viii. As an Executive Committee Member, perform other duties as needed.
- d. Treasurer
- i. Keep records of all income and expenses and give a

- complete financial report to the Board of Directors and Executive Committee annually.
 - ii. Maintain all monies of the Organization and deposit them in a bank account in the name of the Organization.
 - iii. Chair the Finance Committee.
 - iv. Report at least annually to the Board of Directors and Executive Committee the name of each depository and each account for the funds of the Organization, the balance on deposit in each account, and the name of each employee or person authorized to sign checks thereon.
 - v. Prepare applications for funding and reporting (Grant-in-aid from the Japan Local Government Center, pre- and post-quarterly Ministry of Foreign Affairs reports, the Japanese Consulate of Detroit, etc.). Follow up with the necessary documentation in order to receive funding.
 - vi. Reimburse Directors, Officers, and Members for authorized expenses.
 - vii. Prepare and submit an annual expense budget to the Japanese Consulate of Detroit, if necessary, or requested.
 - viii. Maintain archives of position as appropriate.
 - ix. As an Executive Committee Member, perform other duties as needed.
- e. Event Coordinator
 - i. Research venues for Organization events and oversee event logistics.
 - ii. Serve as point of contact with event venues and service providers before and during events.
 - iii. Organize and delegate duties to manage details of events such as venue set up, menu selection, and payment for services/space rental.
 - iv. Oversee preparation and distribution of announcements for events.
 - v. Maintain archives of position as appropriate.
 - vi. As an Executive Committee Member, perform other duties as needed.
- f. Webmaster
 - i. Maintain and manage all digital and web-based assets of the Organization, including, but not limited to, websites, social media pages, and email addresses.
 - ii. Provide technical training and support for Board of Directors and Executive Committee Members.
 - iii. Serve as Chief Editor of the newsletter and serve as Chair of the Newsletter Committee.
 - iv. Distribute digital and web-based announcements for events.
 - v. Maintain archives of position as appropriate.

- vi. As an Executive Committee Member, perform other duties as needed.
- 6.
7. RESIGNATION: An Officer may resign by written notice to the Executive Committee. (This can be done through a digitally signed or scanned document). The resignation is effective upon its receipt by one Officer on the Executive Committee or at a subsequent time specified in the notice of the resignation.
8. REMOVAL
 - a. An Officer may be removed by the Executive Committee with cause at any time. The Executive Committee shall convene a Special Meeting of itself and the Board of Directors during which a vote will be taken. For the majority of those present at the meeting vote in favor of removal, the action will be approved
 - b. Members may call a vote to remove an Officer if that Officer is seen as not fulfilling their duties or is engaging in actions that are contrary to the best interests of the Organization, such as corruption and criminal behavior. In such a case, at least two (2) Members must jointly ask that a vote be added to the agenda of a regularly scheduled meeting, and that agenda must be circulated among the entire Membership. For the Officer in question to be removed, a majority of those present at that meeting must vote in favor.
9. VACANCIES
 - a. In the event that the President resigns or the office is otherwise vacant, the Vice President with the longest experience serving as an Executive Officer in the Organization shall either resign and assume the position themselves or appoint an interim President from the membership. Resulting position changes must be approved by a majority of Members voting at the next regularly scheduled chapter meeting.
 - b. In the event that a Vice President, Secretary, Treasurer, Event Coordinator, or Webmaster resigns or one or more of those Offices is otherwise vacant, the President shall make an appointment to the vacant position from the membership. This appointment must be approved by a majority of Members voting at the next regularly scheduled chapter meeting.
 - c. An officership to be filled because of an increase in the number of Officers, or to fill a vacancy, may be filled by the Executive Committee for a term of office continuing only until the next election of Officers by the members.
 - d. If because of death, resignation, or other cause, the Organization has no Officers in office, a Director or a Member may call a special meeting of Members in accordance with the articles of incorporation or these bylaws.
 - e. In the event of a vacant Secretary position, duties and

responsibilities enumerated in Article VI, Section 2, Sub-section c, Points i through iv shall be delegated to a Vice President. Duties and responsibilities enumerated in Article VI, Section 2, Sub-section c, Point v shall be delegated to the Webmaster.

- f. In the event of a vacant Event Coordinator position, duties and responsibilities enumerated in Article VI, Section 2, Sub-section e, Points i and ii shall be delegated to a Vice President. Duties and responsibilities enumerated in Article VI, Section 2, Sub-section e, Points iii and iv shall be delegated to the Secretary.
 - g. In the event of a vacant Webmaster position, duties and responsibilities enumerated in Article VI, Section 2, Sub-section f, Points i and ii shall be delegated to a Vice President. Duties and responsibilities enumerated in Article VI, Section 2, Sub-section f, Point iv shall be delegated to the President.
 - h. In the event of multiple Officer vacancies, responsibilities will be delegated among the remaining Officers as needed.
10. DELEGATION OF AUTHORITY AND DUTIES BY BOARD OF DIRECTORS: All Officers, employees and agents shall, in addition to the authority conferred, or duties imposed, on them by these bylaws, have such authority and perform such duties in the management of the Organization as may be determined by resolution of the Board of Directors not inconsistent with these bylaws.

VII. MEETINGS

- 1. FREQUENCY: There shall be a minimum of one (1) Regular Meeting of the Organization annually. The Executive Committee shall hold a minimum of six (6) meetings annually. The Board of Directors shall hold a minimum of four (4) meetings annually.
- 2. ATTENDANCE: The Secretary will keep a digital record of attendance at each meeting.
- 3. NOTICE OF MEETINGS: Except as otherwise provided in the Act, written notice of the time, place, and purpose of a meeting of Members shall be given not less than seven (7) nor more than sixty (60) days before the date of the meeting, either personally, by mail or email, to each Member of record entitled to vote at the meeting.
- 4. ORDER OF BUSINESS (Meeting topics are as follows, but may be modified if necessary.)
 - a. Open Meeting
 - b. Acceptance of Minutes and Review of Task List
 - c. Report of Executive Officers
 - d. Reports of Members
 - e. Reports of Committees
 - f. Announcements

- g. Unfinished Business
 - h. New Business
 - i. Adjournment
5. YEAR END REVIEW MEETING: Before the end of the fiscal year (preferably in January) the Officers must hold a review meeting. Topics that should be covered in this meeting include a GIA spending review, an activity plan for the next fiscal year, an audit of treasury records, and an annual report to membership. (These may be modified if necessary.)
 6. SPECIAL MEETINGS: The President or no fewer than three (3) of the Members may call a Special Meeting for a specific purpose with a minimum of ten (10) days' notice via email and/or letter. The notice must include the time, place and business to be transacted.
 7. QUORUM: A quorum requires that a majority of the Executive Committee and no less than three (3) Regular Members are present at an Organization or Committee meeting.
 8. VOTING: A simple majority of the Members present is required to pass a motion. Each Member has only one vote. A tie vote results in a failed motion.

VIII. COMMITTEES

1. STANDING COMMITTEES: The Committee Chairs of the Organization shall consist of Sub Chapter, Membership, Newsletter, and Finance. Committee Chair positions may be added, removed, made into co-chair positions, or combined as necessary with approval of two-thirds of Members voting at a meeting or by majority vote of the Executive Committee.
2. SPECIAL COMMITTEES
 - a. A Special Committee created for a particular purpose or project can be approved by the Organization's Executive Committee at any meeting. At the time of the creation of each Special Committee, the Organization's Executive Committee shall determine the name of the Committee, its composition, its mission and its duration. A Special Committee may be dissolved by a vote of the Members at any meeting or by a majority vote of the Organization's Executive Committee.
 - b. The creation of a Special Committee carries with it the endorsement of the Organization. The responsibility of fulfilling the mission rests with the individual Members who have proposed and supported its creation.
 - c. A Special Committee is required to provide open, public and transparent accounting. In the event of a tie vote, the President will have a vote to break the tie.
 - d. The President is an ex-officio Member of all Committees.
3. HONORARY REPRESENTATIVES: An Honorary Representative may be appointed by majority vote of the Members to serve as an

ex-officio Member of a Standing or Special Committee.

IX. INDEMNIFICATION

1. To the fullest extent not prohibited by applicable law, the Organization shall indemnify each person who, by reason of being or having been a Director or Officer of the Organization, named or otherwise, becomes or is threatened to be made a party to any legal, judicial, administrative or other proceeding, and the Organization by the Board of Directors may indemnify any other person as deemed proper by the Board of Directors, against any and all costs and expenses (including attorney fees, judgments, fines, penalties, amounts paid in settlement, and other disbursements) actually and reasonably incurred by or imposed upon such person in connection with any action, suit, investigation or proceeding (or claim or other matter therein), whether civil, criminal, administrative or otherwise in nature, with respect to which such person is named or otherwise threatened to be made a party by reason of being or at any time having been a Director, Officer, employee or other agent of or in a similar capacity with the Organization, or by reason of being or at any time having been, at the direction or request of the Organization, a Director, Trustee, Officer, administrator, manager, employee, Member, advisor or other agent of or fiduciary for any other corporation, partnership, trust, venture or other entity or enterprise including any employee benefit plan.
2. Each request or case of or on behalf of any person who is or may be entitled to indemnification for reason other than by being or having been a Director or Officer of the Organization shall be reviewed by the Board of Directors, and indemnification of such person may be authorized by the Board of Directors only if it is determined by the Board of Directors that indemnification is proper in the specific case, and, notwithstanding anything to the contrary in this Code of Regulations, no person shall be indemnified to the extent, if any, it is determined by the Board of Directors or by written opinion of legal counsel designated by the Board of Directors for such purpose that indemnification is contrary to applicable law.
3. Upon the request of a Director or other party who is the subject of a legal, judicial, administrative or other proceeding referred to in Article IX, the Organization shall pay the expenses incurred by such Director, Officer or other party in defending the legal, judicial, administrative or other proceeding, including attorney fees, as they are incurred, in advance of the final disposition of the legal, judicial, administrative or other proceeding, upon receipt of an undertaking by or on behalf of the Director, or other party to repay the amount if it is ultimately determined that they are not entitled to be indemnified by the Organization.
4. Notwithstanding anything to the contrary in this Article IX, no person

shall be indemnified to the extent, if any, it is ultimately determined by a court of competent jurisdiction that indemnification is contrary to applicable law.

X. AMENDMENT OF BYLAWS

1. Officers and Directors shall conduct a review of the bylaws at least once every five years.
2. A motion to amend the bylaws must be discussed at a Regular Meeting and then distributed to each Member with a notice as to the date, time and place of the Meeting at which a move will be held. The voting to approve the motion cannot occur at the same meeting.
3. Any changes to the bylaws must be approved by a majority of the Members in a referendum-style approach; that is, they must vote to accept or reject the proposal. Voting on proposed amendments shall be done in accordance with Article IV.