

BY-LAWS

THE CHICAGO CHAPTER JAPANESE AMERICAN CITIZENS LEAGUE, INC.

ARTICLE I

NAME

SECTION 1. The name of this organization is the Chicago Chapter of the Japanese American Citizens League, Inc. (“JACL”)

SECTION 2. The principal office of JACL shall be located in the City of Chicago, Illinois, or such other place as may be designated by the Board of Directors (the “Board”). JACL shall maintain a registered office and a registered agent in the State of Illinois.

ARTICLE II

POLICY AND PURPOSES

The purposes of JACL are to:

- (a) Protect the rights of Japanese Americans as its primary and continuing concern. JACL shall also strive to secure and uphold civil and human rights for all people.
- (b) Preserve the culture, identity, and values of Japanese Americans in a multi-cultural society.
- (c) Participate in the collaboration and development of understanding with all social and ethnic groups.
- (d) Promote, sponsor, and encourage programs, projects, and activities designed to further and to encourage members to perform faithfully their duties and obligations to the United States of America.
- (e) Promote the education of all social and ethnic groups regarding the history, culture, experiences, aspirations, and contributions of Japanese Americans.

JACL is a duly chartered member of the national organization of the Japanese American Citizens League and may affiliate with any other organizations as the Board may deem desirable, provided the purposes of the other organizations do not, in any way, conflict with the policies, purposes, and objectives as set forth in this Article II. JACL is non-partisan and non-sectarian in nature.

No part of the net earnings of JACL shall inure to the benefit of any private individual. JACL must not carry on propaganda or otherwise attempt to influence legislation, except to the extent permitted by the Internal Revenue Code. JACL must not engage in any transaction or do or

permit any act or omission which would deprive it of its tax exempt status as an organization that qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE III

MEMBERSHIP AND MEMBERSHIP DUES

SECTION 1. General Membership classifications are as follows: Student, Regular, Couple, Supporting, and Thousand Club. All of the foregoing classes of membership have equal rights, and the purpose of the graduated scale is to encourage membership. The membership categories of JACL are consistent with the membership categories of the National JACL. These categories include:

- A. Youth/Student
- B. JACL One Thousand Club, which consists of three classes:
 - 1. JACL Fifty Club
 - 2. JACL Century Club
 - 3. JACL Millennium Club
- C. JACL Corporate Club, which consists of three classes:
 - 1. Silver
 - 2. Gold
 - 3. Diamond

SECTION 2. The Board determines the membership dues. The Board also determines all other assessments, initiation fees, and charges.

ARTICLE IV

BOARD OF DIRECTORS

SECTION 1. The administration and management of JACL are vested in the Board. The Board also has the power to:

- (a) Formulate, implement, manage, and conduct the civic, educational, philanthropic, business, and all other affairs of JACL in furtherance of the policies, purposes, and objectives as set forth in Article II;
- (b) Manage and conduct the fiscal affairs of JACL, including but not limited to:
 - (i) Approving all monetary expenditures of the organization, provided, however, that all expenditures must be for the purpose of furthering the policies, purposes, and objectives as set forth in Article II; and

- (ii) Borrowing money, buying, selling, mortgaging, or otherwise owning and conveying title to any and all personal and real property belonging to JACL.

SECTION 2. Each Director shall hold office for a period of two (2) years or until the following annual meeting of the members after the expiration of the Director's two-year period and until his successor shall have been elected and qualified. The number of Directors shall be determined by the Board each year, but shall not be less than thirteen (13) and not more than eighteen (18) for any year.

SECTION 3. The Board shall act in the name of JACL only when it is regularly convened by the President after due notice to all the Directors of the meeting. Each Director shall have one vote for any motion on the table during the meeting, and voting may not be done by proxy.

SECTION 4. The immediate past President shall serve as a member of the Board. In the event of his/her inability to serve, the Board shall elect one of the past presidents to fill his vacancy.

SECTION 5. The Board shall appoint the officers contemplated by Article V.

SECTION 6. Vacancies occurring on the Board may be filled by recommendations by the Board, and those appointed Directors shall serve until their successors have been duly elected at the annual meeting to fill the unexpired terms.

SECTION 7. Any Director may be recalled at any general or special meeting of the members, provided notice is given to all members advising the members that a recall election will be held; that at such meeting a quorum of the members shall be present; and that at least two-thirds (2/3) vote of the members present shall be sufficient to sustain the recall. A recall election may be called at any time by the Board or by twenty-five percent (25%) of the entire membership of JACL.

SECTION 8. The Board, by affirmative vote of two-thirds (2/3) of the full Board, may suspend or dispel a Director for cause after an appropriate hearing.

SECTION 9. Directors do not receive compensation for attending meetings of the Board. Directors may receive allowances or reimbursements for out-of-pocket expenses.

ARTICLE V

OFFICERS

SECTION 1. The officers of JACL are President, Vice-President, Treasurer, and Secretary, and any other officers as may be elected by the Board. Officers whose authority and duties are not prescribed in these By-Laws shall have the authority and perform the duties prescribed by the Board. An officer may serve simultaneously both as a Vice President and as either Treasurer or Secretary.

SECTION 2. The officers of JACL shall serve as an executive committee and shall have authority to transact business of an emergency nature.

SECTION 3. The officers of JACL shall be elected annually by the Board at the regular annual meeting of the Board. If the election of officers is not held at that meeting, the election shall be held as soon thereafter as may be convenient. Vacancies may be filled or new offices may be created and filled at any meeting of the Board. Each officer shall hold office until his successor is duly elected and is qualified, or until his death or until he resigns or is removed in the manner hereinafter provided. Election of an officer does not of itself create contract rights.

SECTION 4. The Board may remove any officer at any time whenever in its judgment the best interest of JACL would be served thereby.

ARTICLE VI

DUTIES OF OFFICERS

SECTION 1. The President shall preside at all meetings of the members of JACL, of the Board, and of the Executive Committee. He or she shall sign all documents in the name of JACL.

SECTION 2. The Board may elect more than one Vice-President. The Vice-Presidents shall, in the order of their rank, perform the duties of the President in the absence or disability of the latter.

SECTION 3. The Secretary shall keep the minutes of the meetings of the general membership, of the Board, and of the Executive Committee. The Secretary is the official custodian of all the records and documents of JACL. The Secretary will conduct all organizational correspondence, including preparation and mailing notices of meetings, and perform all other duties as may be prescribed by the Board or the President.

SECTION 4. The Treasurer shall receive and hold all funds of JACL and shall issue checks and make payments of monies in accordance with regulations adopted by the Board. The Treasurer shall keep a careful record of all receipts and disbursements and shall present a financial statement at the annual meeting of the members and at such other times as may be required by the Board. The Treasurer shall render at stated periods as the Board shall determine a written account of the finances of JACL, and the report shall be physically affixed to the minutes of the Board.

SECTION 5. The immediate past President, who is serving as a Director, shall be the parliamentarian.

ARTICLE VII

ELECTIONS

SECTION 1. The Directors shall be elected by a majority of the members present at the annual meeting or special meeting held for that purpose.

SECTION 2. Each member is entitled to vote at a meeting of the members or to express consent or dissent to corporate action in writing without a meeting. Each member may authorize another person or persons to act for him by proxy, but no such proxy shall be voted or acted upon after six (6) months from its date, unless the proxy provides for a longer period.

ARTICLE VIII

MEETINGS

SECTION 1. General Meetings of Members: An annual meeting of the members shall be held any day during the last three (3) months of the calendar year, at such time and place as may be designated by the Board.

SECTION 2. Special Meetings: Special meetings of the members may be held at any time and place upon the call of the President, upon the call of the Board, or upon the call of at least ten percent (10%) of the entire membership of JACL.

SECTION 3. Board of Directors: A meeting of the Board shall be held within ninety (90) days after election of the Directors for the purpose of electing the officers of JACL and conducting any other business as may be necessary to be taken care of by the Board. The Board shall meet at least once every three (3) months and whenever practical once a month at such time and place as may be designated by the President. Special meetings of the Board may be held at any time upon the call of the President or upon the call of at least three (3) Directors, provided at least three (3) days' notice is given in writing.

SECTION 4. Quorum: Twenty-five (25) members in good standing shall constitute a quorum to do business at any general or special meeting of the members, and the actions taken by a majority of the members present at such meeting shall be binding upon the members of JACL. One third of the Directors shall constitute a quorum for any regular or special meeting of the Board.

SECTION 5. Robert's Rules of Order govern the procedure of all the meetings of the Board.

ARTICLE IX

AMENDMENTS

SECTION 1. The Board has the power to alter, amend, or repeal these By-Laws or adopt new By-Laws. The action may be taken at a general or special meeting for which written notice of the purpose shall be given.

ARTICLE X

COMMITTEES

SECTION 1. The Board has the power to appoint standing and special committees. The chairmen and members of the committees need not be members of the Board. The Board shall define the functions of the committees.

SECTION 2. Each member of a committee shall serve until the next annual meeting of the Board and until his successor is appointed, unless the committee is sooner terminated, or unless the member is removed from the committee, or unless the member ceases to qualify as a member thereof.

SECTION 3. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 4. Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee shall constitute a quorum, and the act of a majority of members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 5. Each committee may adopt rules for its own governance not inconsistent with these By-Laws or with rules adopted by the Board.

ARTICLE XI

OFFICIAL DELEGATES

SECTION 1. The President shall be one of the official delegates to both the National Convention and the Midwest District Council meeting. If the President is unable to attend either of these meetings, the Board can select another Director to attend in place of the President.

SECTION 2. Another official delegate and alternate delegates shall be selected by the Board.

ARTICLE XII

DISSOLUTION

SECTION 1. Dissolution of JACL shall be authorized at the meeting of the Board upon the adoption of a resolution to dissolve by the vote of the majority of the Directors then in office. Upon dissolution of JACL, after payment of all liabilities and obligations and after returning any funds or assets which may be held upon condition requiring the return thereof by reason of dissolution, any remaining assets shall be distributed to any corporations, societies, or organizations formed for charitable, eleemosynary, benevolent, educational, or similar purposes, and described in Sections 170(c), 501(c)(3), and 2055(a) of the United States Internal Revenue Code of 1954, or any successor provisions, as may be directed by JACL.

ARTICLE XIII

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

SECTION 1. The Board may authorize any officer or agent, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument. The authority may be general or confined to specific instances.

SECTION 2. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of JACL shall be signed by the officers or agents of JACL and in such manner as shall from time to time be determined by resolution of the Board.

SECTION 3. All funds of JACL shall be deposited to the credit of JACL in such banks, trust companies, or other depositories as the Board may select.

SECTION 4. The Board may accept, on behalf of JACL, any contribution, gift, bequest, or devise for the general purposes or for any special purpose of JACL.

ARTICLE XIV

INDEMNIFICATION AND INSURANCE

SECTION 1. INDEMNIFICATION. JACL may indemnify, defend, and hold harmless any person who was or is a party, or is threatened to be made a party to, any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of JACL) by reason of the fact that he is or was a director, officer, employee, or agent of JACL, or who is or was serving at the request of JACL as a director, officer, manager, member, partner, trustee, employee, or agent of another corporation, limited liability company, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit, or proceeding, if he acted in good

faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of JACL, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of JACL, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

SECTION 2. INDEMNIFICATION IN THE RIGHT OF JACL. JACL may indemnify, defend, and hold harmless any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action or suit by or in the right of JACL to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee, or agent of JACL, or is or was serving at the request of JACL as a director, officer, manager, member, partner, trustee, employee, or agent of another corporation, limited liability company, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of the action or suit, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of JACL, and except that no indemnification shall be made in respect of any claim, issue, or matter as to which the person is adjudged to be liable for negligence or misconduct in the performance of his duty to JACL, unless, and only to the extent that the court in which the action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

SECTION 3. EXPENSES. To the extent that a director, officer, employee, or agent of JACL has been successful, on the merits or otherwise, in the defense of any action, suit, or proceeding referred to in Sections 1 and 2 of this Article XIV, or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

SECTION 4. AUTHORIZATION. Any indemnification under Sections 1 and 2 of this Article XIV (unless ordered by a court) shall be made by JACL only as authorized in the specific case, upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Sections 1 and 2 of this Article XIV. The determination shall be made (a) by the Board by a majority vote of a quorum consisting of Directors who were not parties to the action, suit, or proceeding, or (b) if such quorum is not obtainable, or even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

SECTION 5. PAYMENT OF EXPENSES. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by JACL in advance of the final disposition of the action, suit, or proceeding, as authorized by the Board in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay that amount, unless it shall ultimately be determined that he is entitled to be indemnified by JACL as authorized in this Article XIV.

SECTION 6. NOT EXCLUSIVE. The indemnification provided by this Article XIV is not exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of disinterested Directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding office, and continues as to a person who has ceased to be a director, officer, employee, or agent, and inures to the benefit of the heirs, executors, and administrators of that person.

SECTION 7. INSURANCE. JACL may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of JACL, or who is or was serving at the request of JACL as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him and incurred by him in that capacity, or arising out of his status as such, whether or not JACL would have the power to indemnify him against that liability under this Article XIV.