

JAPANESE AMERICAN VETERANS ASSOCIATION BY-LAWS

Article I. NAME AND PURPOSE

Section 1. The name of the organization shall be the Japanese American Veterans Association, hereinafter referred to as JAVA or the Association.

Section 2. JAVA is federally recognized under the Internal Revenue Code (IRC) as a 501(c)(19) war veterans' organization and is comprised of past or present members of the United States Armed Forces (USAF). IRC §7701(a)(15) defines the term "Armed Forces of the United States" as:

Military and Naval Forces and Armed Forces of the United States -- The term "military or naval forces of the United States" and the term " Armed Forces of the United States" each includes all regular and reserve components of the uniformed services which are subject to the jurisdiction of the Secretary of Defense, the Secretary of the Army, the Secretary of the Navy, the Secretary of the Air Force, and each term also includes the Coast Guard. Veterans are defined as present or former members of the United States Armed Forces. This would include members who are on active duty or are honorably separated from the National Guard. JAVA qualifies as a tax-exempt and is eligible to receive tax deductible contributions under IRC §170(c)(3). Persons who have been dishonorably discharged from the United States Armed Forces are not considered veterans or war veterans for purposes of determining the composition of membership.

Section 3. JAVA is currently an all-volunteer organization.

Section 4. JAVA meets the requirements to be exempt under IRC §501(c)(19):

1. JAVA is organized in the United States.
 - a. At least 75 percent JAVA membership are past or present members of the United States Armed Forces.
 - b. At least 97.5 percent JAVA membership are:
 - 1) present or former members of the United States Armed Forces;
 - 2) cadets (including only students in college or university ROTC programs or at Armed Services academies); or
 - 3) spouses, widows, widowers, ancestors, or lineal descendants of individuals referred to in 1) or 2).
2. No part of JAVA's net earnings inures to the benefit of any private shareholder or individual.

Section 5. JAVA meets the requirements set forth below to be eligible to receive tax deductible donations under Section §170(c)(3):

1. JAVA satisfies both membership requirement and a purposes requirement.
2. At least 90% of JAVA members are war veterans and substantially all of the other members are either veterans, or are cadets, or are spouses, widows, or widowers of war veterans, veterans, or cadets.
3. With respect to the purposes requirement, the organization must be organized and operated primarily for purposes consistent with its status as a war veterans' organization.

4. "War veterans" are defined in Rev. Rul. 84-140 as persons who have served in the United States Armed Forces during a period of war. The periods of war are specified in 38 U.S.C. §101 and Rev. Rul. 78-239, 19781 C.B. 162.
- Dec. 7, 1941 and ending on Dec. 31, 1946 (World War II)
 - June 25, 1950 and ending on Jan. 31, 1955 (Korean War)
 - Feb. 28, 1961 and ending on May 7, 1975 (Vietnam War)
 - Aug. 24, 1982 and ending on July 31, 1984 (Lebanon / Grenada)
 - Dec. 20, 1989 and ending on Jan. 31, 1990 (Panama)
 - Aug. 2, 1990 through today (Gulf War / War On Terrorism)
 - For the purposes of this definition, any member who has received any campaign or expeditionary medal qualifies as a war veteran.

Article II. MEMBERSHIP

Section 1. In order to maintain JAVA's qualification as a "War Veterans" organization and to permit donations thereto, including dues, to be considered as charitable contributions, as well as to enhance its membership base, the Association has the following membership categories:

- 1) present or former members of the United States Armed Forces;
- 2) cadets (including only students in college or university ROTC programs or at Armed Services academies); or
- 3) spouses, widows, widowers, ancestors, or lineal descendants of individuals referred to in 1) or 2).

Article III. MEMBERSHIP DUES

Section 1. The schedule of dues for JAVA membership is set forth in an Appendix to these By-Laws, and is subject to change upon action duly taken by the Executive Council.

Article IV. JAVA MEETINGS

Section 1. JAVA shall operate on a calendar year basis.

Section 2. Membership Meetings. There shall be at least one annual general membership meetings each calendar year, the times and places thereof to be decided by the Executive Council, except that in even-numbered years, following the established practice of having the biennial election of officers in January or as soon thereafter as possible, one of the general membership meetings for such years shall be scheduled to accord with this practice. Timely notice of each meeting shall be provided by any appropriate means including but not limited to email.

Section 3. Executive Council Meetings. Meetings of the Executive Council shall be called as deemed necessary and appropriate by the JAVA President. Timely notice of each meeting shall be provided by any appropriate means including but not limited to email.

Article V. JAVA OFFICERS

The officers of the Association shall be as follows:

- **PRESIDENT** – shall preside at all general membership meetings, Executive Council meetings, and any special meetings, and perform duties pertaining to the office, as prescribed herein and by Robert's Rules of Order. The President shall establish the agenda for the events, functions, and business of the Association in his/her capacity as Chairperson of the Executive Council. The President may authorize expenditures, from time to time, in amounts not exceeding Two Thousand dollars (\$2000) per transaction, without securing the prior concurrence of the Executive Council. For amounts over this limitation, the President is authorized to propose the expenditure to the Executive Council, doing so by e-mail where possible, or by phone, if necessary. Affirmation of such proposed expenditure shall be presumed, unless a majority of those contacted communicate their objections within three (3) days of the notification. In all cases, the President shall provide prompt e-mail or other advice to the Executive Council about all expenditures that are made.
- **VICE PRESIDENT**– shall perform the duties and exercise the powers of the President in his/her absence and carry out duties assigned by the President or prescribed by Robert's Rules of Order. The Vice President shall be responsible for administering the membership affairs of the Association, and shall chair a committee formed to assist in addressing such concerns. In consultation with the President, the Vice President shall devote, as part of his/her responsibility for membership, particular attention to the creation and continuance of programs that are likely to enhance Association goals, particularly those calculated to attract new members.
- **SECRETARY**– shall maintain, as appropriate, records of all general membership meetings of the Association, as well as meetings of the Executive Council. The Secretary shall be responsible for JAVA records, for the official correspondence of the Association, and for carrying out duties as prescribed by Robert's Rules of Order.
- **TREASURER**– shall be responsible for the membership and financial records of the Association, including the collection of all monies due the Association, as well as their disbursement. The Treasurer shall report on the membership and financial status and condition of JAVA to the Executive Council, and, as appropriate, to the general membership, carrying out his/her duties as prescribed by Robert's Rules of Order.

Article VI. ELECTION OF OFFICERS

Section 1. Nominations Committee: During the third quarter of even-numbered years, the President shall appoint a Nominations Committee, which shall be responsible for the preparation of a slate of candidates selected from JAVA's Regular membership. The slate shall be presented to the President no less than three (3) weeks prior the date on which a general election is scheduled to occur. The President shall immediately submit the names of all those being nominated to the Executive Council for concurrence. In the event such concurrence does not occur, the President shall refer the matter back to the Nominations Committee for prompt reconsideration. No election shall be scheduled without the approval of the proposed slate of candidates by the Executive Council.

Section 2. Requirements for election. The requirements for JAVA elections are:

1. Elections shall occur biennially, on even-numbered years, at the first general membership meeting taking place in January, or as soon thereafter as feasible.
2. Elections shall be by a majority of the votes cast for each position.
3. In any case where a Regular Member is unable, for whatever reason, to attend a general membership meeting at which elections are to be held, such member may vote by proxy, which authorization must be in writing.
4. In any case where a Regular Member is unable, for whatever reason, to attend a general membership meeting at which elections are to be held, and notification is timely provided, such Member shall, if he or she does not appoint a proxy, be entitled to vote by absentee ballot, provided there are two or more candidates vying for any one office. In the event a Regular Member who has submitted an absentee ballot later finds that he/she is able to attend the meeting at which elections are to occur, a request for cancellation of the absentee ballot should be made promptly. Failure to do so will negate such Member's right of participation in the elections.

Section 3. Term of office. Each officer shall serve for a term of two years for the office to which he or she was elected, and not more than two consecutive terms in the same position.

Article VII. EXECUTIVE COUNCIL

Section 1. Role of the Executive Council. The principal management and policymaking body for the Association shall be the Executive Council. The Executive Council shall periodically review the membership fees and adjust the fees according to the needs of JAVA. In the performance of these functions, the Council acts principally as advisor to the President of JAVA, which officer shall serve as Chairperson of the Council.

Section 2. Composition of the Executive Council. The membership of the Executive Council shall be comprised of:

- Current officers of JAVA;
- Immediate past President of JAVA; and
- Board of Directors.

Article VIII. BOARD OF DIRECTORS

The overall supervisory authority of the Association rests with its Board of Directors, the members of which are appointed by the President, in consultation with the other officers and approval of the Executive Council. The Board shall consist of eight (8) to twelve (12) persons, and its term shall be for two (2) years. The President, with the concurrence of the Executive Council, is authorized to fill vacancies, or otherwise to make changes in the Board's membership.

- **EXECUTIVE DIRECTOR** – The President appoints the Executive Director with the approval of the Executive Council. The Executive Director shall design, develop and implement strategic plans for JAVA. The Executive Director is also responsible for the day-to-day operation of the organization, including managing committees and staff and developing business plans in collaboration with the Executive Council for the future of the organization. The Executive

Director is accountable to the President and reports to the Executive Council on a regular basis. The Executive Council may offer suggestions and ideas about how to improve the organization, but the Executive Director decides whether or not, and how, to implement these ideas.

- **DEPUTY EXECUTIVE DIRECTOR** – Assists the Executive Director and acts on behalf of the Executive Director as warranted.
- **GENERAL COUNSEL** – Under administrative and policy direction, provides a wide range of legal services, assistance, and advice to the Officers, Board of Directors, Executive Director, Executive Council, and various committees.

Article IX. JAVA COMMITTEES

Section 1. Authority to establish committees. The President, with the concurrence of the Executive Committee, shall have the power to form committees for specific purposes. When the work of such committees has been completed, unless the President requests otherwise, they may be deemed dissolved.

Section 2. Membership committee. There shall be a standing Membership Committee, the Chairperson of which shall be the JAVA Vice President. The Treasurer shall serve as the Vice Chair. Other members of the Committee shall be appointed by the President, with the concurrence of the Executive Committee. The applications of “war veterans” seeking to become a member of JAVA that, on their face, show that the applicants meet the requirements of membership, shall be regularly accepted, and information descriptive of such new members shall be provided to the Executive Council. The JAVA Executive Council shall approve membership for all applicants other than “war veterans”. Only present or former members of the United States Armed Forces shall be eligible for life membership. The Council shall be consulted in any case where the Membership Committee is uncertain whether a particular application should be approved.

Section 3. Finance Committee. There shall be a standing Finance Committee, the Chairperson of which shall be the Immediate Past President of JAVA. If the Immediate Past President is not willing to serve, the President, with the concurrence of the Executive Council, shall appoint the Chairperson. Other members of the Committee shall be appointed by the President, with the concurrence of the Executive Committee. The Chairperson with the concurrence of the Finance Committee shall select a Vice Chair.

1. The Finance Committee shall develop a long-term investment strategy and shall make buy and sell decisions for the amount of JAVA funds approved by the Executive Council for long-term investment.
2. The Finance Committee shall select a brokerage firm for JAVA investments.
3. The Executive Committee shall decide how any revenues generated by such investments shall be used.
4. The principal of the investments shall not be used for any JAVA expenditure unless the President approves such expenditure and a two-thirds (2/3) majority of the Executive Council concurs at a regularly scheduled Executive Council meeting where a vote on the use of the investment principal is announced two weeks in advance of the Executive Council meeting.
5. The Finance Committee shall monitor JAVA investments and shall report at each Executive Council meeting on the financial condition of JAVA investments as of the close of the month before the meeting at which the report is being given.

Article X. VACANCIES

Section 1. Vacancy in the Office of the President. Should a vacancy occur in the position of JAVA President, or in the event of the President's disability or prolonged absence, the Vice President, with the concurrence of the Board of Directors, shall assume the duties of the President for the remainder of the unexpired term, or for such lesser period as circumstances warrant.

Section 2. Vacancy in other offices. Should a vacancy occur in any of the other three elective positions, such vacancy shall be filled by action of the Executive Council, and persons selected to fill the vacancy shall serve for the remainder of the unexpired term.

Section 3. Interim appointments. The President shall have the authority to appoint interim officers for vacant positions until such time as the Executive Council has acted to fill them, or until such time as the vacancy is filled in regular elections, whichever occurs first.

Article XI. HONORARY CHAIRS

Section 1. The President, in consultation with the other officers and approval of the Executive Council such bestow on such persons as deemed appropriate as Honorary Chairs. The President will consider, but is not limited to, elected members of the U.S. Senate and U.S. House of Representatives, Medal of Honor Awardees, and members of academia or arts who have distinguished themselves in their chosen profession.

Article XII. ROBERTS RULES OF ORDER

Section 1. Unless otherwise indicated, JAVA will be governed by the Roberts Rules of Order. The JAVA General Counsel shall serve as parliamentarian at all meetings governed by the Roberts Rules of Order.

REVISED and APPROVED: 17 September 2011

APPENDIX

This Appendix sets forth the membership dues of the Japanese American Veterans Association, as approved by the JAVA Executive Council. If the classification and/or the amounts of the dues are hereafter changed by the Council, JAVA will issue an updated version of this Appendix.

MEMBERSHIP DUES

Annual Dues -- The annual dues for JAVA membership are:

Regular Members -- Thirty (\$30) dollars.

Veterans

Active Duty

Reservists

National Guard

Spouses

Widows

Widowers

Ancestors, or lineal descendants of United States Armed Forces members.

Cadets and Midshipmen -- Fifteen (\$15) dollars

Life Membership -- Three Hundred (\$300) dollars.

War Veterans

Others with Executive Council Approval

Life Membership – Free

World War II Veterans

Korean War Veterans

Vietnam War Veterans