
BYLAWS
OF
JAPANESE CHAMBER OF COMMERCE OF NORTHERN CALIFORNIA

ARTICLE I PURPOSE

Section 1. **Purpose.** The primary purposes of the corporation are to promote business, mutual understanding and goodwill between Japan and the United States; to provide support to Japanese corporations and their affiliates doing business in Northern California and to other entities and individuals who wish to enhance the relationship between Japan and the United States; and to cultivate friendship among members of the corporation.

ARTICLE II MEMBERSHIP

Section 1. **Application for Membership.** Membership in this corporation shall be based upon a membership application signed by three (3) sponsoring directors in good standing of the corporation who have determined from their own direct experience that the applicant is suitable for membership. Applicants are required to subscribe to the aforestated purpose of the corporation, and to have substantial experience in commercial transaction involving the United States and Japan.

Section 2. **Admission to Membership.** All applications for membership shall be submitted to the Board of Directors and approval by a majority vote shall be necessary for election to membership.

Section 3. **Members.** The corporation shall have the following classes of members, each of which shall have the qualifications set forth below (in addition to the general qualifications of all members set forth in Article I):

Regular Member. Any corporation or other business entity with an economic presence in Northern California.

Associate Member. Any individual resident in Northern California who is not an employee or other representative of a business entity which is itself eligible for membership as a Regular Member.

Special Member. Any business entity or individual which is, in the determination and sole discretion of the Board of Directors, in a position to make a special contribution to the activities of the corporation.

Honorary Member. The Consul General of Japan in San Francisco shall be an honorary member of the corporation. In addition, the Board of Directors may elect any additional eminent individuals to such position.

Each Regular Member shall designate an individual representative to exercise all rights of membership of that Regular Member. No member may transfer a membership or a right arising therefrom without the approval of the directors.

Section 4. **Voting Rights**. Only Regular Members and Associate Members shall be entitled to vote on matters to be voted on by the members of the corporation. Special Members and Honorary Members shall be non-voting members of the corporation.

Section 5. **Dues**. Annual membership dues shall be fixed by the Board of Directors. Members shall pay full annual dues for membership privileges during each calendar year or portion thereof during which such member is a member. Members shall be invoiced annually for such dues and shall pay such dues within sixty (60) days of the date of the invoice.

Section 6. **Termination of Membership**. The membership of any member may be terminated for any good cause as determined by the directors. Failure to pay annual dues on a timely basis shall constitute good cause for termination. If a member is to be terminated, the Executive Director of the corporation shall, at least 15 days prior to the proposed termination date, give notice to the member of the corporation's decision to terminate such membership, and shall provide an opportunity for a hearing before the Executive Director or other person or body authorized by the directors with respect to such termination not less than five (5) days before such proposed termination date.

ARTICLE III MEETINGS OF MEMBERS

Section 1. **Annual Meeting**. The annual meeting of the members shall be held each year on a date that occurs during the period starting one (1) month before and ending one (1) month following the end of the Corporation's fiscal year. The President shall designate the day and place and written notice of such meeting shall be given to each member entitled thereto not less than ten (10) days before such meeting."

Section 2. **Special Meeting**. Special meetings of members for any purpose may be called at any time by the President, or by the Board of Directors, or by thirty (30) or more members. Written notice of special meetings shall be given to each members entitled to vote thereat not less than (10) days before such meeting.

Section 3. **Quorum**. No meeting of members shall transact business unless fifteen (15) of the members entitled to vote thereat is represented.

ARTICLE IV DIRECTORS

Section 1. **Number of Directors**. The number of directors shall be set by approval of the board, but shall not be less than twenty-five (25), or greater than one hundred (100).

Section 2. **Election and Term.** Each director shall serve until the next annual meeting. Nominations of directors for consideration by the members at each annual meeting shall be made by a Nomination Committee appointed by the President. Any five (5) members can nominate a director candidate for consideration at the annual meeting, provided that nomination is in writing and is delivered to the secretary of the corporation at least forty-five (45) days before the date of the annual meeting. Directors may be elected by proxy or written ballot.

Section 3. **Vacancies.** Any vacancy occurring on the Board of Directors may be filled by a majority of the remaining directors.

Section 4. **Qualifications.** The directors shall be members of this corporation or representatives of those firms or corporations which are members of this corporation.

Section 5. **General Powers.** All corporate powers (Subject to limitations of the articles and to the provisions of law requiring action to be authorized or approved by the members) shall be exercised by or under authority of and the business and affairs of this corporation shall be controlled by its Board of Directors, and, subject to the same limitations, the Board shall have power also:

- a. To appoint and remove all officers, and prescribe their duties;
- b. To make rules and regulations not inconsistent with law or the Articles of Incorporation for the guidance of the officers and management of the affairs of the corporation;
- c. To fix and change the location of the principal office for the transaction of the business of the corporation from one location to another in the same county.

Section 6. **Meetings.** Meetings of the Board of Directors shall be held at the call of the President, or at the call of not less than five (5) directors, and shall be held not less than twice a year.

Section 7. **Quorum.** One fifth (1/5) of the number of directors set by approval of the Board shall constitute a quorum of the Board for the transaction of business.

ARTICLE V OFFICERS

Section 1. **Officers.** The officers of this corporation shall be a President, three (3) Vice Presidents, a Treasurer, an Auditor, and a Secretary and Executive Director (which office may be held by the same person).

With the exception of the Secretary and the Executive Director, the officers shall serve without compensation. With the exception of the Secretary and the Executive Director, the officers shall be directors of the corporation, and shall be elected by the Board of Directors. No voting by proxy. The Secretary and the Executive Director shall be appointed by the President, subject to confirmation by the Board.

Section 2. **President**. The President shall preside at all meetings of the Board of Directors, Executive Committee, and at all meetings of the members; call meeting of the Board of Directors and Executive Committee; employ and discharge, subject to approval of the Board, such agents and employees as the affairs of the corporation shall from time to time require, and prescribe their duties, terms, employment, and compensation.

Section 3. **Orders of President**. In the absence of the President, the meetings of the Board of Directors and members shall be presided over by one of the Vice-Presidents, and in the absence of all Vice-Presidents, the presiding officer be a president pro tem elected or appointed by a majority of the Board of Directors.

Section 4. **Vacancies**. Should a vacancy occur in the post of the presidency one of the Vice-Presidents shall become President as elected by the Officers. If all the posts of the President and the Vice-Presidents are vacant, or if all of the Vice Presidents are unable or unwilling to serve as President, the Board of Directors shall elect a board member as President. All other vacancies shall be filled by a presidential appointment of a Board member, subject to confirmation by the Board of Directors.

Section 5. **Treasurer**. The Treasurer shall keep and maintain open to inspection by any director adequate and correct accounts of the properties and transactions of the corporation; have the care and custody of the funds as he may be ordered by the Board.

Section 6. **Auditor**. The Auditor shall at periodic intervals inspect the account books of the treasurer and shall give his report of inspection at the end of his term to the Board of Directors.

Section 7. **Secretary**. The Secretary shall keep a book of minutes of all meeting of the directors and members; keep a membership roll; and perform all such other duties as may prescribed by the President and the Board of Directors.

Section 8. **Executive Director**. The Executive Director shall be the chief operating officer of the corporation and, subject to the ultimate direction of the President and the Board, shall be responsible for the daily operation an management of the corporation.

ARTICLE VI COMMITTEES

Section 1. **Executive Committee**. The Board of Directors shall have the power to create and elect members to an Executive Committee, and to delegate to the Executive Committee any of the powers and authority of the Board in the management of the business and affairs of the corporation, except the power to adopt, amend or repeal Bylaws.

Section 2. **Members**. The Executive Committee shall be composed of ten or more directors appointed by the Board of Directors.

Section 3. **Regular Meetings**. Unless the Board of Directors shall otherwise provide, regular meetings of the Executive Committee shall be held during each month that the

entire Board of Directors does not meet.

Section 4. **Special Meetings**. Special meeting of the Executive Committee may be called by the President, any Vice-President who is a member of the Executive Committee, or any three (3) members thereof.

Section 5. **General Provisions**. Minutes shall be kept of each meeting of the Executive Committee; vacancies in the membership of the Executive Committee may be filled by the Board of Directors; a majority of the authorized number of members of the Executive Committee shall constitute a quorum for the transaction of business; transactions of any meeting of the Executive Committee, however, called and noticed or wherever held, shall be valid if a quorum be present.

Section 6. **Standing and Ad Hoc Committees**. The Board of Directors shall have the authority to create and appoint such other standing and ad hoc committees as it deems necessary or desirable.

Section 7. **Committee Chairmen**. The Chairman and Vice Chairman of all standing committees shall be directors and, except as agreed by the Board of Directors, shall be appointed by the president.

ARTICLE VII AMENDMENTS

These Bylaw may be amended or repealed or new Bylaws adopted by the vote at any members' meeting, or the written assent, of members entitled to exercise a majority of the voting power of the corporation. Bylaws, other than a Bylaw changing the authorized number of directors, may, by this delegation, also be adopted, amended or repealed by the Board of Directors. The authority if the directors or adopt, repeal, or amend Bylaws is hereby declared to be subject to the power of the members to amend the action of the directors and/or to revoke the authority hereby delegated to the directors in this respect.