



**National Association  
of  
Japanese Canadians**

**BY-LAWS**

**Amended September 9, 2016**



National Association of Japanese Canadians Bylaws

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## National Association of Japanese Canadians Bylaws

### 1. **Corporate Seal**

1.1.1. The seal, an impression of which is stamped in the margin, shall be the seal of the National Association of Japanese Canadians.

### 2. **Definitions**

In these bylaws,

"Act" means the *Canada Not-for-profit Corporations Act*, S.C. 2009, c. 23, as may be amended from time to time.

"Articles" means the Articles of Continuance of the NAJC as may be amended from time to time, and any reference to "Articles of Continuance" means the "Articles".

"Emergency Motion" is defined as involving only matters that are urgent and/or unforeseen and affecting the integrity, health and/or welfare of the NAJC or membership as a whole.

"Membership" means:

- (a) Individuals and Organizations as defined by Section 7; and,
- (b) the National Executive Board

"Member" in good-standing" means:

- (a) a member whose dues are paid up-to-date; and,
- (b) a member who has fulfilled the requirements for membership in the NAJC and who has not been removed from membership.

"NAJC" means National Association of Japanese Canadians.

"National Executive Board" means the board of directors of the NAJC, including officers, constituted in accordance with the by-laws.

"Officers" means the President, Vice-President, Secretary, and Treasurer elected in accordance with the by-laws.

"Executive Board" include Officers.

"Past-President" means the individual previously elected as President for the term immediately preceding the present term.

"Term" means a period of two (2) years unless otherwise specified herein.



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### 3. **Head Office**

- 3.1. The head office of the NAJC shall be in the City of Winnipeg, in the Province of Manitoba.
- 3.2. The location of the Head Office may be changed by an amendment to the by-laws in accordance with section 26 of the by-laws. If the province in which the Head Office is located is changed, the Articles must be amended.

### 4. **Banking Arrangements**

The banking business of the NAJC shall be transacted at such bank, trust company, or other firm or corporation carrying on a banking business in Canada or elsewhere as the Executive Board may designate from time to time by resolution. The banking business or any part of it shall be transacted by the Treasurer, or such other person(s) as the Executive Board may by resolution from time to time designate.

### 5. **Borrowing Powers**

The Executive Board may, without authorization from the Membership:

- i) Borrow money on the credit of the NAJC;
- ii) Issue, reissue, sell, pledge or hypothecate debt obligations of the NAJC;
- iii) Give a guarantee on behalf of the NAJC;
- iv) Mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the NAJC, owned or subsequently acquired, to secure any debt obligations of the NAJC.

### 6. **Financial Statements**

The NAJC shall send to its members a copy of the annual financial statements and other documents referred to in subsection 172(1) of the Act (the "Financial Statements") not less than 21 days but not more than 60 days before the day on which the Annual General Meeting is held. Alternatively, instead of sending the Financial Statements, the NAJC may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the Financial Statements free of charge. The Corporation is not required to send the Financial Statements to a member who declines in writing to receive such documents.



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### 7. Membership

#### 7.1 Organizations

##### 7.1.1. Member Organizations

7.1.1.1. The organizational purpose of the Member Organization must be to serve the Japanese Canadian community.

7.1.1.2. A Member Organization must

- (a) be a Non-Profit organization in good standing, and/or be incorporated, or registered with either the federal or a provincial government;
- (b) be in operation for at least one year and annually submit AGM minutes and a total number of current individual and family members to the NAJC National Office;
- (c) support the NAJC Vision and Mission statements;
- (d) pass a motion at the Organization's AGM in support of the NAJC;
- (e) provide the NAJC with a copy of the AGM minutes including the motion of support;
- (f) provide a signed declaration in support of the Vision and Mission statement at the Organization's AGM;
- (g) abide by the NAJC Constitution and Bylaws; and
- (h) be a member in good standing.

7.1.1.3. Member Organizations shall have the following rights:

- (a) to be able to attend the NAJC AGM or Special General Meeting;
- (b) to have ten (10) votes at the NAJC AGM and for all Association related votes (votes cannot be split; one ballot will be cast and counted as ten (10) votes);
- (c) to receive regular correspondence from the National Office;
- (d) to be eligible to receive partial subsidy for attendance at the NAJC AGM and Special General Meetings; and
- (e) to be able to nominate and second candidates for elections.



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### 7.1.2. Supporting Membership

#### 7.1.2.1. A Supporting Member Organization must:

- (a) be a Non-Profit organization in good standing, and/or be incorporated, or registered with either the federal or a provincial government;
- (b) be in operation for at least one year;
- (c) support the NAJC Vision and Mission statements;
- (d) abide by the NAJC Constitution and Bylaws; and,
- (e) be a member in good standing.

#### 7.1.2.2. A Supporting Member Organizations shall have the following rights:

- (a) to attend the NAJC AGM and Special General Meeting. Airfare and accommodations will not be covered.
- (b) to have two (2) votes at the NAJC AGM for all association related votes.
- (c) to receive regular correspondence from the National Office.
- (d) To be able to nominate and second candidates for elections.

### 7.2. Individuals

#### 7.2.1 The Individual must:

- (a) support the principles of the NAJC Vision and Mission statements;
- (b) abide by the NAJC Constitution and Bylaws;
- (c) provide a complete and accurate disclosure of membership and/or affiliation in Japanese Canadian organizations;
- (d) be a member in good standing; and
- (e) not be a director or executive board member of a Member Organization as defined in Section 4.1.1 "Member Organizations".

#### 7.2.2 Individuals shall have the following rights:

- (a) to have full voting rights;
- (b) to be able to attend the NAJC AGM or Special General Meeting.
- (c) to have one (1) vote at the NAJC AGM for all Association related votes;
- (d) to receive regular correspondence from the National Office; and
- (e) to be able to nominate and second candidates for elections.



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### 7.3. Removal of Membership

#### 7.3.1. Removal of membership will occur only when:

- (a) an Individual Member dies or delivers a written resignation to the Secretary in which case such resignation shall be effective on the date specified in the resignation or the date of delivery, whichever is later;
- (b) it is established that a member violated their membership requirements as set forth in the by-laws; or,
- (c) the member fails to pay his/her/its membership fees pursuant to section 7.5 of the by-laws;
- (d) the Member Organization or Supporting Organization is dissolved or otherwise ceases to exist;
- (e) the NAJC is liquidated and dissolved under the Act.

7.3.2 When it is established that a member violates their membership requirements, the Executive Board will present the violations to the Membership at a General Membership Meeting.

7.3.3 The offending member will be provided an opportunity to refute the claims against them at the General Membership Meeting.

7.3.4 Revoking a member requires a two-third majority vote of the Membership.

7.3.5 Reinstatement will occur only at a General Membership meeting after the removed member proves that all the violations have been corrected and there is a two-third majority vote of the Membership in favour of reinstatement.

7.3.6 Subject to the Articles, upon any termination of membership, the rights of the member, including any rights in the property of the NAJC, automatically cease to exist.

### 7.4. Membership Transferability

A membership may only be transferred to the NAJC. Pursuant to subsection 197(1) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.





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### 7.5. Membership Fees

Membership fees shall be determined by the Membership at an AGM or Special General Meeting. Members shall be notified in writing of the membership dues at any time payable to them, and if any are not paid within one (1) calendar month of the membership renewal date, the members in default shall automatically cease to be members.

### 7.6. Amendments to Membership Rights and/or Conditions

Pursuant to subsection 197(1) of the Act, a special resolution of members is required to make any amendments of the by-laws which affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

## 8. Elections

### 8.1 Nominations

8.1.1. To qualify for nomination in any election, a potential nominee must be a member-in-good standing of the NAJC or of a NAJC member organization for more than one year prior to the Annual General Meeting at which the elections are to take place.

8.1.2. Only two (2) persons from one (1) Member Organization are eligible for election and if there are more than two (2) persons from one (1) Member Organization wishing to run for a position, the Member Organization must select two (2) persons to stand for election.

8.1.3. No more than three (3) persons from one municipality (determined by the person's address) are eligible to stand for election. If four (4) or more nominations are received from a particular municipality (both individuals and Member Organizations), a city run-off shall occur. For the purposes of these Bylaws, the municipality of Vancouver shall include the Greater Vancouver Regional District and the municipality of Toronto shall include the Greater Toronto Area.

8.1.4 To stand for election, Individuals shall require:

- (a) one (1) Individual or Organization nominator; and
- (b) one (1) Individual or Organization seconder.

8.1.5 Any candidate shall only run for a single Executive Board position.



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### 8.2 Nomination papers:

- 8.2.1 Nomination papers are sent out from the National Office at least one hundred and fifty (150) days before the NAJC AGM.
- 8.2.2 Nomination papers are to be returned to the National Office at least ninety (90) days before the NAJC AGM.
- 8.2.3 Nomination papers of filing candidates, along with the ballot, will be sent to the Membership sixty (60) days before the AGM.

### **9. Appointed Executive Board Members**

- 9.1. The NAJC shall have up to two (2) places open for appointed executive board membership.
- 9.2. Appointed Executive Board Members will be selected to address:
  - (a) skill base enhancement;
  - (b) demographic weakness in elected National Executive Board composition (including, but not limited to age, gender and region).
- 9.3. The Appointed National Executive Board Members shall serve:
  - (a) A prescribed period established by the elected Executive for a specific purpose; or
  - (b) for a period at the pleasure of the elected National Executive Board
  - (c) for a maximum term that corresponds with the Term of the then current National Executive Board.
- 9.4. Appointed Executive Board members may be removed from office for cause by vote of a majority of the entire Executive Board.
- 9.5. The appointed National Executive Board Members shall serve:
  - 9.5.1. For a period at the pleasure of the elected Executive Board
  - 9.5.2. For a maximum term that corresponds with the Term of the then current National Executive Board.

### **10. Mail-in Ballots for Elections**

- 10.1. Mail-in ballots must be received by the National Office seven (7) days prior to the NAJC AGM.
- 10.2. Mail-in ballots will not be opened or counted until the voting at the AGM has been completed.



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### **11. Election Structure**

- 11.1. A Chair for the election and a Returning Officer shall be appointed by the Executive Board. The Returning Officer shall not have the right to cast a vote and, subject to the process for breaking ties, the Chair shall not have the right to cast a vote.
- 11.2. All elections for positions on the National Executive Board and Endowment Fund Committee will be conducted by the first-past-the-post system ("FPPS"). The FPPS electoral system determines the winner of any vote as the individual who has the most number of votes at the end of an election. The FPPS could create a winner that has less than fifty percent (50%) of the votes cast.
- 11.3. If a tie is determined,
  - (a) The Chair will be asked to cast the deciding ballot.
  - (b) The Membership shall not be informed of the tie.

The Chair will be allowed to cast his or her vote anonymously

### **12. Terms**

Each elected position will be held for a term of two years. An officer will serve no more than two terms in the same office and a maximum of three consecutive terms in total on the National Executive Board.

### **13. National Executive Board**

**13.1.** To be eligible for election to the National Executive Board, a member must:

- (a) be of Japanese descent, partially of Japanese descent, or a spouse or child of a person of Japanese descent;
- (b) be a Canadian citizen or a permanent resident within the meaning of the *Immigration and Refugee Protection Act*, as amended from time to time;
- (c) be bondable;
- (d) be committed to upholding the purposes, philosophy and general policies of the NAJC, as state in the Constitution;
- (e) have the willingness and ability to devote necessary time to Board activities;



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- (f) have particular expertise or experience deemed necessary or desirable by the Membership; and
- (g) Protect the confidential nature of information discussed at National Executive Board Meetings

13.2. The National Executive Board will be comprised of the following:

- President
- Vice-president
- Secretary
- Treasurer
- Three (3) Elected Executive Board Members
- Up to two (2) Appointed Executive Board Members (depending on requirements)
- Past-president

13.3. The office of the National Executive Board and/or officer shall be automatically vacated if:

- (a) if a person resigns his or her office by delivering written resignation to the Secretary;
- (b) if he or she becomes of unsound mind;
- (c) if he or she becomes bankrupt;
- (d) if the Membership passes a resolution by two-thirds majority vote that he/she be removed from office;
- (e) of the Membership that he or she be removed from office; or
- (f) if he/she dies.

13.4. In the event of a vacancy on the National Executive Board, the National Executive Board can appoint a replacement National Executive Board Member to serve until the next AGM. No more than two (2) replacement National Executive Board Members can be appointed per year. If a replacement National Executive Board Member is appointed during a non-election year, then their position must be re-appointed at the next AGM.

13.5 The members of the National Executive Board shall remain in office until the next election.

13.5.1 The Past President shall remain in office for at least one term



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- 13.6 The members of the National Executive Board shall not have the right to vote on motions and shall only vote as Individual Members in elections.
- 13.7 In the case where the entire National Executive Board is removed from office, a committee of trustees comprised of five (5) members appointed by the Membership at the meeting of Membership where the National Executive Board was removed will stand for the purpose of conducting elections for a new National Executive Board in accordance with sections 8-11 of the by-laws. All financial activity will be suspended except that which applies to normal operations and the election process.
- 13.8 Any elected officer or National Executive Board Member or appointed National Executive Board Member may be removed on notice and by vote of two-thirds (2/3) of the voting Membership. A motion to remove may be made by any National Executive Board Member or any member of the NAJC. Any appointed National Executive Board Member may be removed for cause by vote of a majority of the National Executive Board. Motion to remove may be made by any National Executive Board Member. For purposes of this paragraph, cause shall include, but not be limited to:
- (a) disability from carrying on the usual and ordinary duties of an National Executive Board Member;
  - (b) an inability or unwillingness to assist the President in carrying out his/her official responsibilities as defined herein;
  - (c) failure to attend regular and duly called meetings of the National Executive Board, unless excused.

### **14. Meetings of the National Executive Board**

- 14.1. Meetings of the National Executive Board may be held at any time and place to be determined by the National Executive Board, provided that seven full days' notice of such meeting shall be given to each member. Notice shall not be necessary if all of the National Executive Board members are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is



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announced at the original meeting.

- 14.2. There shall be at least one meeting of the National Executive Board every three months.
- 14.3. Notice of National Executive Board Meetings need not specify the purpose of the business to be transacted at the meeting unless the meeting:
  - Involves a matter that requires member approval;
  - Fills the vacancy of a director or public accountant;
  - Appoints additional directors;
  - Issues debt obligations;
  - Approves financial statements;
  - Adopts, amends or repeals by-laws; or,
  - Establishes members' contributions or dues.
- 14.4. No error or omission in giving notice of any meeting of the National Executive Board or any adjourned meeting shall invalidate such meeting or make void any proceedings taken thereat and any member of the National Executive Board may at any time waive notice of such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
- 14.5. Quorum of a meeting of the National Executive Board shall be by the manority of members of the Executive Board
- 14.6. Voting
  - 14.6.1. Each member of the Executive Board including the immediate Past President shall have one vote.
  - 14.6.2. No individual shall have more than one vote.
  - 14.6.3. At all meetings of the National Executive Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.
  - 14.6.4. In the event that an election is not held within three (3) months of the expiration of the Term of members of the National Executive Board, the Officers shall appoint a Nomination Committee of at least three (3) members of the Membership within three (3) months of its appointment.



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### **15. Administration and Responsibilities of the National Executive Board**

- 15.1. The National Executive Board shall be responsible for the coordination of the work of the NAJC and for carrying out the policies and directives of the NAJC as determined by the Membership.
- 15.2. The National Executive Board may administer the affairs of the NAJC in all things and make or cause to be made for the NAJC, in its name, any kind of contract into which the NAJC may lawfully enter, except as hereinafter provided, and generally, may exercise all such other powers and do all such other acts and things as the NAJC is by its Articles of Continuance and Constitution or other otherwise authorized to exercise or do.
- 15.3. The National Executive Board shall have power:
  - (a) to authorize expenditures as delegated by the Membership on behalf of the NAJC from time to time;
  - (b) to delegate by resolution to an officer or officers of the NAJC the right to pay salaries of employees;
  - (c) to make expenditures as delegated by the Membership for the purpose of furthering the objectives of the NAJC; and
  - (d) to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interests of the NAJC in accordance with such terms as the National Executive Board may prescribe;
  - (e) in the event of a vacancy on the Executive Board, to appoint a replacement to serve until the next Annual General Meeting.
- 15.4. The National Executive Board shall take such steps as it deems requisite to enable the NAJC to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objectives of the NAJC.
- 15.5. The National Executive Board may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and perform such duties as shall be prescribed by the Executive Board.
- 15.6. The acts of an National Executive Board Member or of an officer are valid notwithstanding any defect that may afterwards be discovered in his or her appointment or qualification.



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### **16. Duties of Officers**

Unless otherwise specified by the Executive Board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the offices of the NAJC shall have the following duties and powers associated with their positions.

#### 16.1. President

- 16.1.1. The President shall be the chief executive officer of the NAJC.
- 16.1.2. The President shall preside at all meetings of the Membership and of the Executive Board.
- 16.1.3. The President shall have general and active management of the affairs of the NAJC.
- 16.1.4. The President shall see that all orders and resolutions of the Executive Board and the Membership are carried into effect.
- 16.1.5. The President shall be the Chair of the Endowment Fund Committee

#### 16.2. Vice-President

- 16.2.1. The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be imposed upon him/her by the National Executive Board or the Membership.
- 16.2.2. The Vice-President shall be the vice-chair of the NAJC and Chair of the Human Rights Committee.

#### 16.3. Treasurer

- 16.3.1. The Treasurer shall be responsible for the custody of the funds and securities of the NAJC.
- 16.3.2. The Treasurer shall ensure that full and accurate accounts of all assets, liabilities, receipts and disbursements of the NAJC are kept in the books belonging to the NAJC.
- 16.3.3. The Treasurer shall ensure the deposit of all monies, securities and other valuable effects in the name and to the credit of the NAJC in such chartered bank or trust company, or, in the case of securities as may be designated by the Executive Board or the Membership from time to time.





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- 16.3.4. The Treasurer shall be responsible for disbursing the funds of the NAJC as may be directed by proper authority taking proper vouchers for such disbursements.
  - 16.3.5. The Treasurer shall render to the President and members of the Executive Board at their regular meeting of the Executive Board or whenever they may require it, an accounting of the financial position of the NAJC
  - 16.3.6. The Treasurer shall ensure that an audit of the Organization is performed each year and presented at the Annual General Meeting.
  - 16.3.7. The Treasurer shall also perform such other duties as may from time to time be directed by the Executive Board.
  - 16.3.8. The Treasurer shall be the Chair of the National Development Fund.
  - 16.3.9. The Treasurer shall ensure that the Endowment Funds are used in accordance with its original intended purpose as stipulated by the Japanese Canadian Redress Foundation.
- 16.4. Secretary
- 16.4.1. The Secretary shall attend all meetings of the Executive Board and the Membership.
  - 16.4.2. The Secretary shall ensure that all votes and minutes of all proceedings are recorded in the books to be kept for that purpose.
  - 16.4.3. The Secretary shall ensure that notice of all meetings of the Membership and the National Executive Board are given.
  - 16.4.4. The Secretary shall be the custodian of the seal of the NAJC which he/she shall deliver only when authorized by a resolution of the National Executive Board.
  - 16.4.5. The Secretary shall be the Chair of the Community Development Committee.
- 16.5. Past President
- 16.5.1. The Past President should provide advice and support to the National Executive Board regarding past practices and other matters to assist the Board in governing the NAJC.
  - 16.5.2. The Past President should be a resource to current and future Presidents.



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13.5.3 The Past President shall be the Chair of the Nominations Committee.

### **17. Remuneration**

- 17.1. Members of the National Executive Board, as such, shall not receive any stated remuneration for their services, but, by resolution of the Executive Board, expenses of their attendance may be allowed for their attendance at each regular or special meeting of the Executive Board.
- 17.2. No member of the National Executive Board shall directly or indirectly receive any profit from his/her position as such; provided that a member of the Executive Board may be reimbursed reasonable expenses incurred in the performance of his/her duties.
- 17.3. Any member of the National Executive Board who is engaged in or is a member of a firm engaged in any business or professional may act in and be paid the usual professional costs and charges for any professional business required to be done in connection with the administration of the affairs of the NAJC.
- 17.4. The remuneration of all agents, employees, and members of a committee formed or appointed by the Membership, shall be fixed by the National Executive Board by resolution.
- 17.5. Resolutions directing remuneration shall have the force and effect only until the next meeting of the Membership when such resolution shall be confirmed by resolution of the Membership, or in the absence of such confirmation by the Membership, then the remuneration to such agents, employees or members of a committee formed or appointed by the Membership shall cease to be payable from the date of such meeting of the Membership.

### **18. Indemnities to Members of the National Executive Board and Others**

- 18.1. Every member of the National Executive Board or other person who has undertaken or is about to undertake any liability on behalf of the NAJC and their heirs, beneficiaries, executors, and administrators shall from time to time and at all times be indemnified and saved harmless out of the funds of the NAJC, from and against:
- (a) all costs, charges and expenses whatsoever which such member of the National Executive Board, or their heirs, beneficiaries, executors or administrators sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him or her, or in respect of any act, deed, matter or thing



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whatsoever, made, done, or permitted by him or her, in or about the execution of the duties of his/her office in respect of any such liability;

- (b) all other costs, charges and expenses which the person sustaining or incurs in or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by the person's wilful neglect or default.

### 19. **Executive Documents**

- 19.1. Contracts, documents or any instruments in writing requiring the signature of the NAJC shall be signed by any two of the individuals named in a resolution of the National Executive Board.
- 19.2. All contracts, documents and instruments in writing so signed shall be binding on the NAJC without any further authorization or formality.
- 19.3. The National Executive Board shall have the power from time to time by resolution to appoint an individual or individuals on behalf of the NAJC to sign specific contracts, documents and instruments in writing.
- 19.4. The seal of the NAJC when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by an individual or individuals appointed by resolution of the National Executive Board.

### 20. **General Meetings and Special General Meetings**

- 20.1. Date and location of Annual General Meeting
  - 20.1.1. A General Meeting of the NAJC shall be held at least once every calendar year and not more than fifteen months after the holding of the last preceding General Meeting.
  - 20.1.2. Meetings of the members may be held at any place within Canada as determined by the National Executive Board.
- 20.2. A General Meeting may be convened by the National Executive Board or by a resolution supported by two-thirds of the total votes of the Membership.
- 20.3. At every General Meeting, in addition to any other business that may be transacted, the report of the Executive Board, the financial statements and the report of the auditors, shall be presented, auditors appointed for the ensuing year, and, if necessary, directors and officers of the Executive



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Board, elected.

- 20.4. Thirty days' prior written notice shall be given to each member of any General Meeting or meetings of the Membership.
- 20.5. Notice of any meeting where special business will be transacted should contain sufficient information to permit members to form a reasoned judgment on the decision to be taken and state the text of any special resolution to be submitted to the meeting. All business transacted at a special meeting of members and all business transacted at an annual meeting of members, except consideration of the financial statements, public accountant's report, election of directors and reappointment of the incumbent public accountant, is special business.
- 20.6. A special meeting of the Membership:
  - (a) may be called by the President; or,
  - (b) shall be called by the National Executive Board forthwith upon a receipt of a written requisition representing at least fifty (50%) percent of the total votes of the Membership. If the National Executive Board does not call a meeting within twenty-one days of receiving the requisition, any member who signed it may call the meeting. Unless the members otherwise resolve at such meeting, the NAJC shall reimburse the members for the expenses reasonably incurred by them in requisitioning, calling and holding the meeting.
- 20.7. No business other than that mentioned in the notice shall be transacted at such meeting unless there is unanimous consent from the Membership.
- 20.8. The quorum at a meeting of the Membership shall represent a majority of the votes of the Membership (unless a greater number of members are required to be present by the Act). If a quorum is present at the beginning of a meeting, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.
- 20.9. No error or omission in giving notice of any AGM or any adjourned meeting of the NAJC to an Individual Member, Organization Member or National Executive Board member, shall invalidate such a meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
- 20.10. For the purpose of sending notice to any member or member of the National Executive Board for any meeting or otherwise, the address of the member shall be his/hers/its last address recorded on the book of the NAJC.



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Pursuant to subsection 197(1) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the NAJC to change the manner of giving notice of the members entitled to vote at a meeting of members.

20.11. Members shall not attend a meeting of the Membership as both an Individual and a representative of an organization.

### 20.12. Motions

20.12.1. Call for motions are sent out from the National Office at least one hundred and fifty (150) days before the AGM.

20.12.2. Motions are to be returned to the National Office at least ninety (90) days before the AGM.

20.12.3. To be verified and approved, Annual General Meeting and Special General Meeting motions shall require:

- (a) One (1) Individual or Member Organization mover or Supporting Member Organization mover;
- (b) One (1) Individual or Member Organization or Supporting Member Organization seconder; and,
- (c) Approval by the NAJC Constitution and Resolutions Committee in accordance with section 24.8 of the by-laws.

20.12.4. Motions will be sent to the Membership sixty (60) days before the AGM.

20.12.5. There shall be no motions from the floor.

### 20.13. Emergency Motions

20.13.1. An Emergency Motion must be verified and approved in accordance with section 20.12.3(a) and (b) and submitted to the National Executive Board before 20:00 hours local time on the day prior to the Annual General Meeting or Special General Meeting.

20.13.2. Emergency Motions must meet the minimum prescribed tests as set out below:

- (a) Must relate to a genuine emergency, calling for urgent consideration by the membership;
- (b) Must not revive a motion previously taken up in the same session pursuant to this rule; and,



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(c) Cannot raise any question which, according to the NAJC Articles, Constitution and by-laws, can only be debated on a distinct motion under notice (section 9 and 26 of the by-laws).

(d) Cannot raise matters which form, in substance a question of privilege.

### 21. **Voting at an Annual General Meeting or Special General Meeting**

- 21.1. At any meeting of members every question shall, unless otherwise provided by the Articles, by-laws or the Act, be determined by a majority of votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot, the chair of the meeting in addition to an original vote shall have a second or casting vote.
- 21.2. Each Individual Member shall have one (1) vote.
- 21.3. Each Member Organization shall have ten (10) votes, such votes shall not be split and one ballot shall be cast and counted as ten (10) votes.
- 21.4. Each Supporting Member Organization shall have two (2) Votes, such votes shall not be split and one ballot shall be cast and counted as two (2) votes.
- 21.5. The National Executive Board elected in accordance with Sections 8-11 of the bylaws shall not be entitled to vote on motions and shall vote as an Individual Member at elections and shall attend all Annual General Meetings and Special General Meetings.
- 21.6. There shall be no proxy votes.
- 21.7. There shall be no absentee voting allowed for voting on motions. Participation at meetings of members may not be telephonic, electronic, or other communication facility.
- 21.8. Voting for elections shall be conducted anonymously and shall follow a process whereby the authenticity of ballots shall be verified and checked to ensure that members cast their votes as permitted. Mail-in ballots shall be accepted only for elections pursuant to Section 10 of the by-laws.
- 21.9. Membership Organizations and Individual Members must be a member in good standing for more than 60 days prior to the Annual General Meeting to qualify to vote.
- 21.10. Pursuant to subsection 197(1) of the Act, a special resolution of members is required to make any amendment to the by-laws to change this method of voting by members not in attendance at a meeting of members.

### 22. **Budget and Finance**

- 22.1. The annual budget of the NAJC shall be submitted by the Executive Board to the Membership for approval.



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- 22.2. The Executive Board may adjust the annual budget as deemed necessary.
- 22.3. The Executive Board may institute special fund drives to meet contingent issues, upon approval of the Membership.
- 22.4. The fiscal year of the NAJC shall be for the term beginning on April 1 and ending the following March 31.

### **23. Audit and Audit Committee**

- 23.1. An audit committee shall be established for the internal review of the financial affairs of the NAJC.
- 23.2. The audit committee shall consist of three persons to be approved by the Membership upon recommendation by the Executive Board.
- 23.3. The Executive Board shall recommend persons for the audit committee within one month of assuming office.
- 23.4. The audit committee shall meet at least once a year.
- 23.5. At each AGM, the Membership shall appoint one or more auditors to hold office until the close of the next AGM, and if the Membership fails to do so, the National Executive Board shall forthwith make such appointment.
- 23.6. No person shall be appointed as auditor of the NAJC who is a member of the Membership, member of the Executive Board, officer or employee of the NAJC.
- 23.7. The remuneration of the auditor shall be fixed by the Executive Board.
- 23.8. The auditor shall make a report to the Membership on the financial statements, to be presented to the Membership at any General Meeting during the auditor's term of office and shall state in the report whether in the auditor's opinion the financial statement presents fairly the financial position of the NAJC.

### **24. Committees**

- 24.1. The National Executive Board may from time to time appoint one or more committees to assist and advise them in the carrying out of their duties:
- 24.2. Special Committees and Advisory Bodies:
  - 24.2.1. The Membership may, when it deems necessary, form committees and advisory bodies, or appoint groups or individuals to further the objectives of the NAJC.
  - 24.2.2. Such bodies or individuals shall report to the Membership through the Executive Board.



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- 24.2.3. The Membership may, upon review and as deemed appropriate, dissolve or terminate the activities of such bodies or individuals.
  - 24.2.4. All appointments to Standing Committees must be approved by the National Executive Board.
  - 24.2.5. Volunteers on Standing Committees will be appointed by the Standing Committee Chair and their term of service will end at the conclusion of the project/assignment.
  - 24.2.6. The term of all appointed members shall be for one term and may be extended for an additional term upon the recommendation of the Committee Chair.
  - 24.2.7. Committees are responsible for the following:
    - (a) Coordinating their work with the National Executive Board in developing an annual and long-term program plan;
    - (b) Coordinating their work with the National Executive Board in developing annual and long-term budgets;
    - (c) Identifying current and developing issues;
    - (d) Work with the National Executive Board to research and develop positions in determining priority issues;
    - (e) On behalf of the National Executive Board and the Membership, deliver the annual work plan.
- 24.3. Endowment Fund Committee
- 24.3.1. The NAJC Endowment Fund Committee is chaired by the NAJC President.
  - 24.3.2. The NAJC Endowment Fund Committee is administered by an elected committee of four (4) members elected in accordance with the process outlined in these Bylaws of the NAJC within the policy and financial limitations established by the Executive Board.
  - 24.3.3. The SEAD program responds to the direct needs of individuals.
  - 24.3.4. The Cultural Development program responds to the direct needs of community groups and organizations, and in special cases, individuals.
  - 24.3.5. The Endowment Fund program provides a pure community service without controversy and serves as an important publicity vehicle for the NAJC.
  - 24.3.6. The Endowment Fund program serves to link forever the NAJC Redress Agreement and its Cultural Development program with the NAJC.
  - 24.3.7. Endowment Fund Committee positions shall be for a term of two (2) years and elections for Endowment Fund Committee members shall be





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staggered on an annual basis. Endowment Fund Committee members can not serve for consecutive Terms.

### 24.4. The NAJC National Development Committee

24.4.1. The National Development Fund is chaired by the NAJC Treasurer.

24.4.2. The Executive Board is responsible for administering the uses of the National Development Fund.

### 24.5. The Community Development Committee

24.5.1. The Community Development Committee is chaired by the NAJC Secretary.

24.5.2. The Community Development committee is comprised of appointed and volunteer members.

24.5.3. The Community Development committee is responsible for providing direction to the National Executive Board on the needs of the Japanese Canadian community in the following areas:

- Links to the Cultural Centres and the Community in Canada;
- Resource for community and arts groups;
- Youth resources; and
- Facilitates network opportunities.

24.5.4. The mandate of the Community Development portfolio is to address various areas of the Japanese Canadian community, such as: seniors, Ijusha, youth, and the arts.

24.5.5. The Community Development committee will work with the Executive Board to anticipate community needs in the areas consisting of: seniors, Ijusha, youth, family, intermarriage, international concerns and the arts.

### 24.6. The Human Rights Committee

24.6.1. The NAJC Vice-President shall be the chairperson of the Human Rights Committee.

24.6.2. The Human Rights Committee will be comprised of appointed and volunteer members.



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- 24.6.3. The Human Rights Committee is mandated to focus on human rights issues with which the Japanese Canadian Community is personally familiar and which directly relate to our own experience.
- 24.6.4. The Human Rights Committee is mandated to be available to respond to other issues, if requested, to support another organization or coalition, or to become involved with an issue which becomes significant to our community, as approved by the Executive Board and/or the Membership.
- 24.6.5. The essential activity of the Human Rights Committee will be the long term planning of training and development programs, including programs in support of human rights research-activism, social justice and related issues.
- 24.6.6. The areas of focus for this committee are in the following two priority areas:
- (a) elimination of Racial Discrimination and related matters, including presentations of briefs to government related to human rights legislation; history of Nikkei in schools nationally; race relation; and
  - (b) social Justice, including citizenship, immigration, redress, workplace conflicts, aboriginal rights, heritage and language.
- 24.6.7. The Human Rights Committee will be responsible for remaining abreast of current human rights and related issues.
- 24.6.8. The Human Rights Committee is responsible for researching and responding to key human rights and related issues as well as presenting the NAJC position to the public when so directed by the Executive Board and/or the Membership.
- 24.6.9. The Human Rights Committee is directly responsible for advising on media relations and community relations on human rights issues.
- 24.7. The Membership Committee
- 24.7.1. A member of the National Executive Board shall be the chair of the standing committee for membership.
- 24.7.2. The Membership Committee shall be comprised of 5 appointed members with geographical representation.
- 24.7.3. The Membership Committee shall be responsible for:
- 1. recruitment of membership;
  - 2. keeping the membership;
  - 3. ensuring that members are in good standing; and



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4. Reviewing new applicants for suitability to the NAJC in accordance with the Articles, Constitution, and by-laws.

### 24.8. The Constitution and Resolutions Committee

- 24.8.1. A member of the Executive Board shall be the chair of the Constitution and Resolutions Committee.
- 24.8.2. The Constitution and Resolutions Committee shall be comprised of appointed members.
- 24.8.3. The Constitution and Resolutions Committee shall be responsible for:
  - (a) Ensuring that motions for the AGM and Special General Meetings are valid within the confines of the Articles, Constitution and by-laws;
  - (b) Reviewing the NAJC Articles, Constitution and by-laws as advised by the National Executive Board or the membership through the National Executive Board;
  - (c) Upon review of the NAJC Articles, Constitution and by-laws, provide recommendations to the National Executive Board for presentation to the Membership.

### 24.9. The Heritage Committee

- 24.9.1. The Heritage Committee is chaired by a member of the National Executive
- 24.9.2. The Heritage Committee is comprised of appointed and volunteer members
- 24.9.3. The Heritage Committee shall be responsible for:
  - (a) Aiding Japanese Canadian communities in the preservation, maintenance and dissemination of Japanese Canadian heritage and history;
  - (b) Monitoring representation of Japanese Canadian History in Canadian society; and
  - (c) Encouraging and supporting the development of educational activities and resources on Japanese Canadian history and heritage; and,
  - (d) Proposing recommendations regarding the foregoing to the National Executive Board and/or the Membership through the National Executive Board.



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### 24.10. The Nominations Committee

- 24.10.1. The National Executive Board will appoint a Chair of the Nominations Committee from the NEB or designate.
- 24.10.2. The Nominations Committee shall be comprised of a minimum of three members appointed by the National Executive Board with consideration to geographical representation and who are currently members of a Member Organization or Individual Member in good standing.
- 24.10.3. The Nominations Committee shall be responsible for:
  - (a) Actively pursuing individuals for the expressed purpose of acquiring their consent to be nominated for a position on either the National Executive Board or the Endowment Fund Committee;
  - (b) Ensuring that the Election Bylaws are followed;
  - (c) Ensuring that the Nominations Bylaws are followed;
  - (d) Working closely with the Election Chair, National Administrator and Returning Officer;
  - (e) Conducting a review of the nomination and elections process and submitting a formal report to the National Executive Board after every AGM election.

### 24.11. The Young Leaders Committee

- 24.11.1. A member of the National Executive Board shall be the chair of the Young Leaders Committee.
- 24.11.2. The Young Leaders Committee shall be comprised of appointed members with geographical representation, where there will be a maximum of two representatives per city.
- 24.11.3. The Young Leaders Committee shall be responsible for:
  - (a) Acting as the national voice of young people in Japanese Canadian communities;
  - (b) Engaging and connecting young people in Japanese Canadian communities across Canada;
  - (c) Proposing recommendations to the National Executive Board on programming, events, and annual budget.



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### 25. Books and Records

- 25.1. The President shall ensure that minutes of the General Meetings of the Membership and meetings of the National Executive Board are kept at the National Office.
- 25.2. The NAJC shall keep books at its National Office which include:
- (a) A copy of the Articles of Continuance, by-laws and any amendments to the contacting documents;
  - (b) Minutes of meetings of members and committees of members;
  - (c) Resolutions of members and committees of members;
  - (d) Minutes of meetings and resolutions adopted by the Executive Board and committees of the Executive Board;
  - (e) If any debt obligations are issued by the NAJC, a debt obligations register showing the name and residential or business address of each debt obligation holder; an e-mail address, if the debt obligation holder has consented to receiving information or documents electronically; the date on which each person named in the register became a debt obligation holder; the date on which each person named in the register ceased to be a debt obligation holder; and the principal amount of each of the outstanding debt obligations of each debt obligation holder;
  - (f) A Directors Register showing the name and residential address of each director; an e-mail address, if the director has consented to receiving information or documents electronically; the date on which each person named in the register became a director; and the date on which each person named in the register ceased to be a director;
  - (g) An Officers Register showing the name and residential address of each officer; an e-mail address, if the officer has consented to receiving information or documents electronically; the date on which each person named in the register became a officer; and the date on which each person named in the register ceased to be a officer;
  - (h) A Members Register showing the name and residential address of each member; an e-mail address, if the member has consented to receiving information or documents electronically; the date on which each person named in the register became a member; the date on which each persona named in the register ceased to be a member; and the class or



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group of membership of each member.

- 25.3. The NAJC shall keep at its National Office proper accounting records with respect to all financial and other transactions of the NAJC, and, without limiting the generality of the foregoing, shall keep records of:
- (a) All sums of money received and disbursed by the NAJC and the matters in respect of which receipt and disbursement take place;
  - (b) All sales and purchases by the NAJC;
  - (c) All assets and liabilities of the NAJC;
  - (d) All other transactions affecting the financial position of the NAJC.

### **26. Amendment of By-laws**

- 26.1. The by-laws may be amended at an AGM or Special General Meeting by a two-thirds majority vote of the Membership, provided that 90 days' written notice of the proposed amendment(s) and the time and location of the AGM or Special General Meeting has been given to the Membership.