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National Association of Japanese Canadians

BY-LAWS

Amended: September 26, 2015; September 9, 2016; Month dd, 2020

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1. Corporate Seal

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

Commented [BT4]: Should read 1.1. not 1.1.1.

2. Definitions

In these by-laws,

"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.

"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 ~~H~~head ~~O~~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 ~~S~~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

- 4.1. 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 National Executive Board may by resolution from time to time designate.

5. Borrowing Powers

- 5.1. The National Executive Board may, without authorization from the Membership:
 - (a) Borrow money on the credit of the NAJC;
 - (b) Issue, reissue, sell, pledge or hypothecate debt obligations of the NAJC;
 - (c) Give a guarantee on behalf of the NAJC; ~~and~~
 - (d) 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

- 6.1. 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.

7. Membership

- 7.1. Organizations
 - 7.1.1. Member Organizations



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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 ~~Annual General Meeting (AGM) minutes~~ a member organization report and a total number of current individual and family members to the NAJC National Office;
- (c) support the NAJC Vision and Mission statements, such as through providing a signed declaration in support of the Vision and Mission statement, a letter, or a motion passed as the Member Organization's AGM;
- ~~(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)~~(d) abide by the NAJC Constitution and Bylaws; and

~~(h)~~(e) 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 NAJC 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.

Commented [BT5]: Amendment #2019-58 →
Section 7.1.1.2(b) "Membership Organization": Revamping Member Organization responsibilities through deleting elements in subsections 7.1.1.2(b) and completely deleting subsections 7.1.1.2(d-f) but retaining elements of those deleted subsections through an addition to subsection 7.1.1.2(c).

Rationale: The NAJC Membership Committee previously flagged that this section (and sections d-f) should be deleted, as it is no longer necessary to submit AGM minutes nor a motion to endorse the mission and values of the NAJC. The current practice is that this is not done, since the Application Form for membership has a checkbox that members declare their support of the Vision and Mission Statements of the NAJC. This aims to boost efficiency and capture the current *status quo*. The NAJC Constitution & Resolutions Committee believes that at least one of these actions should be undertaken, and have thus recommended retention of the original elements of the text, but having them listed and with an "or" at the end of the sentence to indicate that at least one should be undertaken (not all).



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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, such as through providing a signed declaration in support of the Vision and Mission statement, a letter, or a motion passed as the Member Organization's AGM;
- (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 An~~ Individual Member 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 ~~7~~4.1.1 "Member Organizations".

7.2.2. Individual ~~Members~~ shall have the following rights:

Commented [BT6]: Amendment #2019-59 Section 7.1.2.1(c) "Supporting Membership": Making Supporting Organization responsibilities consistent with those of Member Organizations.

Rationale: The NAJC Membership Committee previously flagged changes for section 7.1.1 to reflect current practices for how Member Organizations declare their support of the Vision and Mission Statements of the NAJC. The NAJC Constitution & Resolutions Committee believes that like the Amendment for section 7.1.1., at least one of these actions should be undertaken by Supporting Organizations to be consistent with those of Member Organizations, and have thus recommended listing these actions with an "or" at the end of the sentence to indicate that at least one should be undertaken (not all).

Commented [BT7]: Amendment #2019-60 Section 7.2.1 "Membership": Change the subsection to read "An Individual Member" for consistency with definition of membership status.

Rationale: This clarifies that these are Individual Members of the NAJC; "individual member" is referenced elsewhere in the by-laws (e.g. 2. "Definitions" and 7.3.1(a) "Termination of Membership")

Commented [BT8]: Amendment #2019-61 Section 7.2.2 "Membership": Change the subsection to read "An Individual Member" for consistency with definition of membership status.

Rationale: This clarifies that these are Individual Members of the NAJC; "individual member" is referenced elsewhere in the by-laws (e.g. 2. "Definitions" and 7.3.1(a) "Termination of Membership")



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

7.3. ~~Removal-Termination~~ of Membership

- 7.3.1. ~~Removal-Termination~~ 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; ~~or,~~
 - (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 National 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-Terminating~~ a membership requires a two-third majority vote of the Membership.
- 7.3.5. Reinstatement ~~of previous membership~~ 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.

Commented [BT9]: Amendment #2019-62
Section 7.2.2 "Membership": Deletion for consistency with how voting rights are outlined in other sections, and to eliminate redundancy.
Rationale: Delete "(a) to have full voting rights;" for consistency with other sections, such as 7.1.1.3 for Member Organizations' voting rights. As it stands, Individual Members' voting rights are outlined in section 7.2.2(c), and the deletion of section 7.2.2(a) eliminates a redundancy.

Commented [BT10]: Amendment #2019-65
Section 7.3. "Membership": Rewording for consistency with Corporations Canada's Model By-Laws. **Rationale:** Consistency with Corporations Canada's Model By-Laws; existing text in the NAJC By-Laws switches between "removal/revoking/terminating", so proposing this change for sake of consistency.

Commented [BT11]: Amendment #2019-66
Section 7.3.1. "Membership": Rewording for consistency with Corporations Canada's Model By-Laws. **Rationale:** Consistency with Corporations Canada's Model By-Laws; existing text in the NAJC By-Laws switches between "removal/ revoking/ terminating", so proposing this change for sake of consistency.

Commented [BT12]: Amendment #2019-67
Section 7.3.1. "Membership": Move "or," from para 7.3.1(b) to 7.3.1(d) for clarity that not all of these conditions are required for termination of membership. **Rationale:** Move "or" to second last para of the section to ensure that any one or more of these considerations are considered as ways to remove/terminate membership (i.e. not all are required to remove a member). By using "or" instead of "and", any one or more of the above conditions (a) through (e) could be fulfilled to justify termination of membership.

Commented [BT13]: Amendment #2019-68
Section 7.3.4. "Membership": Rewording for consistency with Corporations Canada's Model By-Laws. **Rationale:** Consistency with Corporations Canada's Model By-Laws; existing text in the NAJC By-Laws switches between "removal/revoking/terminating", so proposing this change for sake of consistency.

Commented [BT14]: Amendment #2019-63
Section 7.3.5. "Membership": Addition for clarification. **Rationale:** Adding in "of previous membership" to be clear/certain that it is indeed membership (at the previous level) that is being granted.



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7.4. Discipline of Members

7.4.1. The National Executive Board shall have authority to suspend any Member from the NAJC for any one or more of the following grounds:

(a) violating any provision of the articles, by-laws, or written policies and procedures of the NAJC;

(b) carrying out any conduct which may be detrimental to the NAJC as determined by the National Executive Board in its sole discretion;

(c) for any other reason that the National Executive Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the NAJC.

7.4.2. Suspension of membership would involve suspension of a members' rights, per those outlined in Section 7 of the by-laws of the NAJC.

7.4.3. In the event that the National Executive Board determines that a member should be suspended from membership in the NAJC, the President, or such other officer as may be designated by the National Executive Board, shall provide twenty (20) days' notice of suspension to the Member and shall provide reasons for the proposed suspension.

7.4.4. The Member may make written submissions to the President, or such other officer as may be designated by the National Executive Board, in response to the notice received within such twenty (20) day period.

7.4.5. In the event that no written submissions are received by the President, the President, or such other officer as may be designated by the National Executive Board, may proceed to notify the member that the member is suspended from membership in the NAJC.

7.4.6. If written submissions are received in accordance with this section, the National Executive Board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions.

7.4.7. The National Executive Board's decision shall be final and binding on the member, without any further right of appeal. Suspended Members will have the right of appeal one (1) year after the initial suspension of their rights.

7.5. Dispute Resolution

7.5.1. Mediation and Arbitration: Disputes or controversies among members, directors, officers, committee members, or volunteers of the NAJC are as much as possible to be resolved in accordance with mediation and/or

Commented [BT15]: Amendment #2019-69 - Section 7.4 "Membership": Add new section 7.4 titled "Discipline of Members" which gives NAJC NEB the ability to suspend or expel members.

Rationale: Including a new section, whose text is taken virtually verbatim from the model by-laws from Corporation Canada, and has been adapted to reflect NAJC-specific references to the NEB, and the word "expulsion" has been removed, as Section 7.3 of the NAJC by-laws covers termination of membership. This gives the NEB the ability to suspend members who have engaged in activities that run counter to the NAJC's interests, but to allow said members to retain their presence at the national level in the JC community, and as a less-drastring option by the NEB to discipline members. Sections not included in the model by-laws include 7.4.2, which clarifies what a suspension would entail in terms of the member's rights being suspended, whether as an individual or organization, as outlined in Sections 7.1.1.3 (Member Organizations), 7.1.2.2 (Supporting Member Organizations), and 7.2.2 (Individual Members). Furthermore, an additional line in 7.4.6 has been added that allows suspended members to appeal the suspension of their rights one year after the initial suspension (one year so that there is enough of a disincentive not to be suspended). Both of these additions to the model by-laws are highlighted in yellow for clarity.



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arbitration as provided in the section on dispute resolution mechanism of this by-law.

7.5.2. Dispute Resolution Mechanism: In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the NAJC arising out of or related to the articles or bylaws, or out of any aspect of the operations of the NAJC is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the NAJC as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows.

a) The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the NAJC) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.

b) The number of mediators may be reduced from three to one or two upon agreement of the parties.

a)c) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the [NAJC] is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

d) All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

7.5-7.6. Membership Transferability

7.5-1-7.6.1. A membership may only be transferred to the NAJC. Pursuant to subsection 197(1) of the Act, a special resolution of the members is

Commented [BT16]: NOTE: Numbering changes (and rest of this Article) if preceding sections are added.



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required to make any amendment to add, change or delete this section of the by-laws.

~~7.6.7.7.~~ Membership Fees

~~7.6.1.7.7.1.~~ 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.

~~7.7.7.8.~~ Amendments to Membership Rights and/or Conditions

~~7.7.1.7.8.1.~~ 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. Further eligibility criteria are outlined in Sub-Section 13.1.
- 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 Metro~~ 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 National Executive Board position.

Commented [BT17]: Amendment #2019-64
Section 8.1.1 "Elections": Adding in "Further eligibility criteria are outlined in Sub-Section 13.1." to enhance clarity of eligibility in NAJC elections, as it is not otherwise apparent there are specific criteria.

Rationale: Eligibility criteria for NEB positions is further outlined in section 13.1, so a reference should be made to those additional criteria for sake of clarity.



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8.2. Nomination papers+

- 8.2.1. Nomination papers are sent out from the NAJC 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 NAJC 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 National Executive Board Members

- 9.1. The NAJC shall have up to two (2) places open for appointed National Executive Board membership.
- 9.2. Appointed National Executive Board Members will be selected to address:
 - (a) skill base enhancement;
 - (b) demographic ~~weakness—gaps~~ 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) ~~for 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; or,
 - (c) for a maximum term that corresponds with the Term of the then current National Executive Board.
- 9.4. Appointed Executive Board ~~M~~members may be removed from office for cause by vote of a majority of the entire National 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 NAJC National Office seven (7) days prior to the NAJC AGM. ~~A~~

Commented [BT18]: Amendment #2019-70
Section 9.2(b) "Appointed NEB": Replace "weakness" with "gaps"

Rationale: The term "weakness" has negative implications, and though a set of candidates may be strong, there may be demographic gaps, where certain demographics are under-represented.

Formatted: Indent: Left: 2 cm, Hanging: 1.5 cm, No bullets or numbering

Commented [BT19]: Delete as repetition of Section 9.3(a) and 9.3(b)



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10.2. Mail-in ballots will not be opened or counted until the voting at the NAJC AGM has been completed.

11. Election Structure

11.1. ~~An Election Chair for the election~~ and a Returning Officer shall be appointed by the National Executive Board. -The Returning Officer shall not have the right to cast a vote and, subject to the process for breaking ties, the Election Chair shall not have the right to cast a vote.

11.2. Eligibility of the Election Chair and Returning Officer:

(a) The Election Chair and Returning Officer shall not be a director or executive board member of a Member Organization as defined in Section 7.1.1 "Member Organizations".

(b) Once confirmed in their positions, the Election Chair and Returning Officer shall be ineligible to run in the election they are overseeing. Should the Election Chair or Returning Officer withdraw from their positions after being confirmed, they remain ineligible to run in the election they were previously overseeing.

~~11.2-11.3.~~ 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.

~~11.3-11.4.~~ If a tie is determined,

(a) The Chair will be asked to cast the deciding ballot. The Chair will be allowed to cast his or her vote anonymously.

(b) The Membership shall not be informed of the tie.

~~(c) The Chair will be allowed to cast his or her vote anonymously~~

12. Terms

12.1. 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.

12.2. Appointed National Executive Board Members shall serve for a period at the pleasure of the elected National Executive Board, as specified in sub-section 9.3(b).

Commented [BT20]: Non-Substantive Amendment #2019-27 - Section 11.1 "Election Structure": Change "A Chair for the election" to "An Election Chair"

Rationale: For consistency with 24.10 (d), which encourages the Nominations Committee to work closely with the Election Chair, National Administrator and Returning Officer

Commented [BT21]: Amendment #2019-71 - Section 11.1 "Election Structure": In order to avoid any conflicts where sitting Director(s) or President(s) of NAJC Member Organization(s) can sway elections. Two new paragraphs have been added to clarify eligibility criteria of the Election Chair and a Returning Officer.

Rationale: This proposed text is to address the issue of a potential conflict of interest where a sitting Director or President of a Member Organization can sway elections. Furthermore, this amendment aims to prevent a situation from arising where an Elections Chair or Returning Officer withdraw from their positions once appointed to run in an election. This is to ensure that:

- the Election Chair and Returning Officer are not presidents/directors of NAJC Member orgs, as they may have undue influence over the way their organization votes in an election;
- these positions are filled with candidates that indeed have no intention to run in the election; and
- the Election Chair and Returning Officer are not eligible to run in an election, as they may have an unfair advantage due to having access to information no other election candidates may have access to.

Commented [BT22]: Amendment #2019-72 - Section 11.4. "Election Structure": Moving a floating clause ("The Chair will be allowed to cast his or her vote anonymously.") from end of section 11.4 to clause (a) of 11.4. (NB: this is section 11.4 if the preceding amendment #2019-72 is accepted; it is otherwise Section 11.3).

Rationale: For consistency, and grouping with the most logical element in section 11.4 on breaking a tie.

Commented [BT23]: Amendment #2019-73 - Section 12.2. "Terms": Add new sub-section (12.2) to clarify the term lengths of appointed NEB Members.

Rationale: This addresses previous ambiguity surrounding the term lengths of Appointed NEB Members. It should be noted that the National Administrator should be keeping close track of the term lengths of



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13. National Executive Board

13.1. To be eligible for election or appointment 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 stated in the Constitution;
- (e) have the willingness and ability to devote necessary time to National Executive Board activities;

~~(f) not be a current executive director or board member (i.e. President, Vice-President, Treasurer or Secretary) of a Member Organization or a Supporting Organization as defined in section 7.1.;~~

~~(f)(g)~~ have particular expertise or experience deemed necessary or desirable by the Membership; and

~~(g)(h)~~ protect the confidential nature of information discussed at National Executive Board Meetings.

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

- (a) President;
- (b) Vice-President;
- (c) Secretary;
- (d) Treasurer;
- (e) Three (3) Elected National Executive Board Members;
- (f) Up to two (2) Appointed National Executive Board Members (depending on requirements); and
- (g) Past-President.

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

Commented [BT24]: Amendment #2019-74 Section 13.1. "National Executive Board": Adding "or appointment" in order to cover all NEB members, regardless of whether appointed or elected.

Rationale: By adding "or appointment", this avoids there being a separate set of criteria for appointed NEB Members.

Commented [BT25]: Amendment #2019-75 Section 13.1(a). "National Executive Board": Deletion to avoid duplicative language, and for clarity on the matter of Japanese ancestry.

Rationale: Deletion is necessary to avoid duplicative language, and for clarity. The NAJC should avoid creating different characterizations of JC individuals (e.g. those who are "more Japanese" than others). Being "partially of Japanese descent" is the same as being "of Japanese descent", so there is no need for differentiation here. For the purposes of inclusion, "or child" should be retained, as this is interpreted as relating to the possibility children of non-Japanese descent who may have been adopted by parents of Japanese descent.

Commented [BT26]: COMMENT: As aforementioned in the comment above, for the purposes of inclusion, "or child" should be retained, as this is interpreted as relating to the possibility children of non-Japanese descent who may have been adopted by parents of Japanese descent.

Commented [BT27]: Amendment #2019-76 Sections 13.1(f) and 13.3(d) "National Executive Board": Add new sub-section (new 13.1(f) and new 13.3(d)) in order to avoid previous issues arising from NEB members concurrently sitting on the board of a Member Organization, as it may be difficult to ensure that decisions are taken in the interest of the NAJC, not the local Member Organization that NEB members is also representing.

Rationale: This avoids previous issues arising from NEB members concurrently sitting on the board of a Member Organization, as it may be difficult to ensure that decisions are taken in the interest of the NAJC, not the local Member Organization that NEB member is also representing. For the purposes of inclusion, and to avoid dissuading community members involved in the boards of their respective Member or Supporting Organizations, this new clause introduces specificity that executive board members (i.e. President, Vice-President, Treasurer or Secretary) not be eligible to concurrently be both NEB and Executive board members at the same time. It would also stand as a practical measure to moderate individuals from taking on too much responsibility.



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(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 he or she becomes a President, Vice-President, Secretary or Treasurer of a Member or Supporting Organization as defined in section 7.1.1;

~~(d)~~~~(e)~~ if the Membership passes a resolution by two-thirds majority vote that he/she be removed from office; or

~~(e)~~~~(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

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 a National Executive Board Member;

Commented [BT28]: Amendment #2019-76 Sections 13.1(f), and 13.3(d) "National Executive Board": Add new sub-section (new 13.1(f) and new 13.3(d)) in order to avoid previous issues arising from NEB members concurrently sitting on the board of a Member Organization, as it may be difficult to ensure that decisions are taken in the interest of the NAJC, not the local Member Organization that NEB members is also representing.

Rationale: The addition of 13.3(d) as a corresponding provision to 13.1(f) is necessary such that the NEB president, vice-president, secretary or treasurer positions should be automatically vacated if people then become execs in their respective Member or Supporting Organizations. This penalty would close a potential back-door loophole that allows for candidates to first join the NEB not as an executive elsewhere, then subsequently become an executive of a Member or Supporting Organization.



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- (b) an inability or unwillingness to assist the President in carrying out his/her official responsibilities as defined herein; or.
- (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 a 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 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:
 - ~~i~~nvolves a matter that requires member approval;
 - ~~f~~ills the vacancy of a director or public accountant;
 - ~~A~~ppoints additional directors;
 - ~~i~~ssues debt obligations;
 - ~~a~~pproves financial statements;
 - ~~a~~dopts, amends or repeals by-laws; or,
 - ~~e~~stablishes 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 majority of members of the National Executive Board.
- 14.6. Voting
 - 14.6.1. Each member of the National Executive Board including the immediate Past President shall have one vote, as consistent with Section 13.6.
 - 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

Commented [BT29]: Amendment #2019-78 - Section 14.6.2. "Voting": Addition of text to ensure that sub-section 14.6.2., like sub-section 14.6.1., is consistent with Section 13.6. in clarifying that the votes for NEB members are for elections purposes, not for voting on motions.

Rationale: This addition brings section 14.6.1. into accordance with Section 13.6, which specifies that NEB members shall not have the right to vote on motions, but indeed have the right to vote in elections. The Constitution and Resolutions Committee notes that the rationale behind NEB Members not voting on motions is that the motions have already been vetted and approved by the NEB, and that these motions are for the NAJC Membership to vote on.



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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.

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 to:
- (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; and.
 - (e) in the event of a vacancy on the National 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 National Executive Board.



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15.6. The acts of a 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.

16. Duties of Officers

Unless otherwise specified by the National 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 ~~C~~hief ~~E~~xecutive ~~O~~fficer of the NAJC.

16.1.2. The President shall preside at all meetings of the Membership and of the National 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 National 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 ~~V~~ice-~~C~~hair 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 National 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 National Executive Board at their regular meeting of the National 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 independent review or audit of the financial statements ~~Organization~~ is performed each year and that the report of the independent Chartered Professional Accountants is 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 National 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 National 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.

Commented [BT30]: Rationale: Allows the NAJC the flexibility to have either an audit or a review performed. Currently, the NAJC is strictly bound by the bylaws to have an audit done.



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16.5.3. 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 National Executive Board, expenses of their attendance may be allowed for their attendance at each regular or special meeting of the National 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 National 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 profession 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 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.



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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 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:



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- (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. 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:



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- (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~~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,
- (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.

20.14. If the NAJC chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of the Membership, any member entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the NAJC has made available for that purpose.

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

Commented [BT31]: Amendment #2019-79
NEW Sub-Section in Section 20. "General Meetings and Special General Meetings": Addition of a new sub-section at the end of Section 20 using language adapted from the model by-laws from Corporation Canada in order to enable the NAJC to electronically hold decision-making Membership meetings.

Rationale: A narrow interpretation of Section 21.7 of the by-laws stipulates that members' "participation at meetings [...] may not be telephonic, electronic, or other communication facility." Given the high cost of travel across Canada, and the significant cost-effectiveness of using virtual communications, it is the Committee's recommendation that serious consideration should be made to ensure the NAJC can digitally conduct its Annual General Meetings (AGMs) and Special Meetings in order to maximize our financial resources in programming and community development. Shortcomings with the Zoom system – such as difficulties with voting mechanisms, challenges with taking stock of who wishes to speak, and the fact that not everybody is familiar with the platform – can be overcome through formulating solutions via trial and error, or other technological fixes, but should not stand as an obstacle to the NAJC exploring this platform further. The September 2019 AGM was a successful proof of concept to demonstrate that the NAJC can indeed hold electronic meetings to conduct our business. The Japanese American Citizens League (JACL) in the United States has provisions in their By-Laws that allow for proxies, but a limited number for each member (and they also have a provision that states that a proxy fee must be paid, so as to encourage Member Organizations to attend AGMs).



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- 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 National Executive Board to the Membership for approval.
- 22.2. The National Executive Board may adjust the annual budget as deemed necessary.
- 22.3. The National Executive Board may institute special fund drives to meet contingent issues, upon approval of the Membership.



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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-Review~~ Committee**

23.1. An audit and review committee shall be established for the internal review of the financial ~~affairs~~ statements of the NAJC.

23.2. The audit and review committee shall consist of three (3) persons to be approved by the Membership upon recommendation by the National Executive Board.

23.3. The National Executive Board shall recommend persons for the audit and review committee within one month of assuming office.

23.4. The audit and review committee shall meet at least once a year to review the engagement report prepared by the independent Chartered Professional Accountant appointed by NAJC.

23.5. At each AGM, the Membership shall appoint one or more independent Chartered Professional Accountant ~~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 independent Chartered Professional Accountant ~~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 independent Chartered Professional Accountant ~~auditor~~ shall be fixed by the National 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 independent Chartered Professional Accountant's ~~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.

Commented [BT32]: Rationale: These modifications are intended to enable NAJC to appoint independent CPAs to either conduct a review or to conduct an audit of the annual financial statements.

The bylaws currently require auditors to be appointed to audit the annual financial statements of NAJC. This is the only "legal" requirement for audit. The Companies Act does not require NAJC to file audited financial statements, no bank requires audited financial statements, and if NAJC is successful in obtaining registered charitable status, CRA will not require audited financial statements to accompany the Charities return. For all outside purposes, then, annual financial statements that are reviewed by an independent Chartered Professional Accountant (CPA) are sufficient.

Financial statements must be filed with a T3010 charities return, and the Charities Directorate recommends that charities with income in excess of \$250,000 get their financial statements professionally audited. NAJC's total revenue has been less than \$25,000 in each of the past two years, and so the recommendation does not apply. Review engagements are typically around 30% less expensive than audit engagements. This is because the independent practitioner is not required to conduct as many time-consuming procedures in order to comply with his/her professional standards for a review vs audit engagement.

This has not been an issue for NAJC because current auditor, Les Miyazawa, has conducted an audit on a virtually pro-bono basis. Because Les Miyazawa is retiring in November 2019, however, the NAJC should consider making the amendments to the bylaws to allow for flexibility.



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- 24.2.2. Such bodies or individuals shall report to the Membership through the National Executive Board.
- 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. The Committee Chair has the right to revoke appointments, with approval from the National Executive Board.
- 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 National Executive Board.
- 24.3.3. The Sports, Education, Arts Development (SEAD) ~~SEAD~~ program responds to the direct needs of individuals.
- 24.3.4. The Cultural Development (CD) program responds to the direct needs of community groups and organizations, and in special cases, individuals.

Commented [BT33]: Amendment #2019-77
Section 24.2.6. "Committees": Additional line that gives Committee Chairs the right to remove volunteers from committees (not without a right to appeal, nor approval from rest of NEB).

Rationale: This addition gives Committee Chairs the right to remove volunteers from committees. There may be a need for additional oversight and/or due process to ensure that there is adequate justification given for revoking an appointment. The current formulation being put forward by the Membership Committee may not have a suitable threshold of accountability and/or due-process included that would withhold public scrutiny. Accordingly, a subsequent sub-section has been added requiring NEB approval for Committee Chairs to revoke committee appointments.

NOTE: The Membership Committee does not have a mandate to review who can and cannot join committees; their mandate is for member recruitment, member retention and ensuring that members are in good standing, not populating committees with volunteers; indeed, finding volunteers for committees is the responsibility of committee chairs, per section 24.2.5. Thus, the prerogative should be on the NEB to make this decision.



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- 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 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 National 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 Ccommittee will work with the National 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



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- 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.
- 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 National 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 National 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.



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24.7.2. The Membership Committee shall be comprised of five (5) appointed members with geographical representation.

24.7.3. The Membership Committee shall be responsible for:

- (a) recruitment of membership;
- (b) keeping the membership;
- (c) ensuring that members are in good standing; and
- (d) rReviewing 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 National 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 Board.

24.9.2. The Heritage Committee is comprised of appointed and volunteer members.

24.9.3. The Heritage Committee shall be responsible for:

- (a) aAiding Japanese Canadian communities in the preservation, maintenance and dissemination of Japanese Canadian heritage and history;



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- (b) ~~m~~Monitoring representation of Japanese Canadian History in Canadian society; ~~and~~
- (c) ~~e~~Encouraging and supporting the development of educational activities and resources on Japanese Canadian history and heritage; and,
- (d) ~~p~~Proposing recommendations regarding the foregoing to the National Executive Board and/or the Membership through the National Executive Board.

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 (3) 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 By-laws are followed;
 - (c) Ensuring that the Nominations By-laws 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:



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- (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.

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 National 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 an officer; and the date on which each person named in the register ceased to be an officer;



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(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 person named in the register ceased to be a member; and the class or 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.

27. Invalidity of Provisions of these By-laws

27.1. The invalidity or unenforceability of any provision of these By-laws shall not affect the validity or enforceability of the remaining provisions.

Commented [BT34]: Amendment #2019-80 - NEW Article "Invalidity of Provisions of these By-laws": Addition of a new article at the end of the by-laws using language adapted from the model by-laws from Corporations Canada in order to avoid contradictory provisions in the By-laws.

Rationale: Given the Constitution & Resolution Committee's review of the NAJC by-laws, a number of inconsistencies have been removed, but the risk of there being future provisions in contradiction with one another persists. Accordingly, adopting new text as a new Article at the end of the by-laws, this addition (adapted from the model by-laws from Corporation Canada) can help address this potential for contradicting provisions.