

BYLAWS
OF THE
ITAZUKE ALUMNI ASSOCIATION, INC.

Article 1 - Name and Purpose

The name of the organization shall be the Itazuke Alumni Association. The purposes of the association are to promote continued contact among the members (defined in article 3); to publish occasional newsletters for the members; and to sponsor occasional reunions of the members.

Article 2 - Corporation

Section 1 - Corporate Office. The corporation is registered in the state of Nevada and shall register and maintain a physical corporate office in that state. The address of the corporate office may be changed by the Board of Officers. The corporation may have such other offices, within or outside the United States of America, as the officers may determine and as the affairs of the corporation may require.

Section 2 - Registered Agent. The corporation shall have a registered agent in the state of Nevada. **The Itazuke Alumni Association Treasurer is responsible for the filing of annual corporation taxes and reports.**

Article 3 - Membership

Section 1 - Classes of Membership. There shall be one class of membership. In order to join the association, a person would be expected to be a former student, faculty member, or employee of Itazuke Dependents School, or a family member of such student, faculty member, or employee of the school. The Board of Officers may approve or disapprove membership.

Section 2 - Establishment of Membership. An eligible person may become a member by providing the Secretary with current contact information. Membership lapses when the member can no longer be contacted by the Association, using postal or electronic mail or by telephone.

Section 3 - Voting rights. Each member shall be entitled to one vote in conducting the affairs of the corporation. Each member may opt to appoint one voting representative to cast the member's vote by proxy.

Section 4 - Membership Information: The IAA Secretary shall maintain an electronic database that includes email addresses and other addresses and information for the sole purpose of identifying members and conducting IAA business. The IAA database shall not be used for any private, commercial, or political purpose. Distribution of IAA information shall be approved by the Board of Officers.

Section 5 - Annual dues/ contributions: Payment of dues is not a requirement to establish membership or voting rights. Dues shall be established by the Board of Officers. **The Board has established the month of July as Itazuke Alumni Association donation month.**

Article 4 – Officers

Section 1 - Board of Officers. The principal officers of the corporation shall be a president, a vice president/director, a secretary and treasurer. These four positions shall constitute the board of officers of the corporation. **The position of Newsletter Editor/Publisher was voted by the Board to no longer be a voting member.** Any two or more offices may be held by the same person, except that the offices of president and secretary shall not be combined. In the event a vote of the board is tied because of such combining, the vote of the president shall prevail.

Section 2 - Additional Officers. The Board of Officers may elect or appoint other officers (such as assistants to the principal officers) as they deem necessary.

Section 3 - Election and Term of Office. The principal officers of the corporation shall be elected by the members by means of an online voting system which shall include email ballots, email ballots and proxy ballots. Any member may vote by mail, by proxy, or online. Elections shall be conducted in conjunction with the primary reunion business meeting which will generally be held biennially. Elections shall be governed by procedures established by the Board of Officers. Each officer shall hold office until the installation of a successor.

Section 4 - Vacancies. A vacancy in any office because of death, resignation, or otherwise may be filled by the Board of Officers for the remainder of the term or until an interim election for the vacant office should be held.

Section 5 - President. The president shall be the principal executive officer of the corporation and shall supervise and control all of the business and affairs of the corporation. He/She shall preside at all meetings or reunions of the members and of the board of officers. He/She may sign, with the secretary or any other officer of the corporation authorized by the Board of Officers, any instruments, or documents that the board has authorized to be executed.

Section 6 - Vice President/Director. In the absence of the president, or in the event that the other members of the board of officers determine that the president is unable or refuses to act, the vice president/director shall perform the duties of the president, and when so acting shall have all the powers of, and shall be subject to all the restrictions upon, the president. The vice president/director shall perform such other duties as may be assigned by the president or Board of Officers.

Section 7 - Secretary. The secretary shall keep the minutes of the meetings of the members and of the Board of Officers; give all notices in accordance with the provisions of these bylaws or as required by law; be custodian of the records of the corporation; and sign documents on behalf of the corporation that would ordinarily require the affixing of the corporate seal (see article 9 below). The secretary shall keep a database of the name and mailing address of each member, as well as of non-members who have indicated a desire to be informed of the activities of the corporation. The secretary will send out the IAA newsletter to email recipients and shall provide mailing addresses to the editor/publisher as required for the corporation's informational hardcopy mailings. The secretary shall perform such additional duties as may, from time to time, be assigned by the president or the Board of Officers.

Section 8 - Treasurer. The treasurer shall have charge and custody of and be responsible for all funds of the corporation, and deposit such monies in the name of the corporation in such banks, trust companies, or other depositories as shall be approved by the board of officers; pay out funds as provided in Article 5, Section 6 and Article 7, Sections 1,2,3 below; make financial reports (such as tax returns) as required by law; and perform such other duties as may, from time to time, be assigned by the president or the board of officers.

Section 9 - Editor/Publisher. The editor/publisher will write and publish the newsletters of the corporation, provide a digital copy to the secretary for electronic distribution, and mail printed newsletters

to members who have so requested. – this section will be removed because the position is no longer an IAA Board entity. This change will be stated in the amendments section of this document.

Article 5 - Committees and Agents

Section 1 - Appointment of committees and agents. Committees and agents may be appointed by the Board of Officers upon a simple majority vote when necessary to comply with the requirements of these bylaws and the welfare of the Association. Committee members shall serve until they resign or are removed by the Board of Officers. Committees shall have a chairperson who shall be elected by the committee members annually or when necessary to replace a chairperson who has resigned or been removed by the Board of Officers.

Section 2 - Reunion Committee. A Reunion Committee shall be appointed and will consist of 2 to 3 members. The Reunion Chairperson(s) will choose subsequent committee support members. The Reunion Committee shall supervise and organize the primary reunions which shall normally be held biennially on even numbered years. Secondary reunions may be held between primary reunions. Reunion Committee meetings may be informal with no requirements for minutes due to the nature of continuous and ongoing internet meetings. The chairperson shall (apprise the Board – *(remove highlighted words)* Liaison) Directors, as necessary, of Committee activities. It is understood the Reunion Committee will act as an extension of the Board of Directors on behalf of all IAA members but independently so.

Section 3 - Agents. Appointed Agents, such as individuals or agencies to represent the association in scheduling activities such as reunions, shall be immediately supervised by the Board of Officers and shall be limited to a maximum term of two years not to extend beyond the appointing Officers term of office. Agent contracts must be in writing and fees must be defined in the contract.

Section 4 - Reimbursement. Committees shall be reimbursed for approved expenses. Committee expenses are reunion expenses. See below for treatment of Reunion Committee expenses. Expenses of other committees may be approved by a simple majority vote of the Board of Officers.

Section 5 - Reunion Budgets, Expenses, and Contract Binders. All funds associated with any reunion shall be strictly accounted for. The Reunion bank account requiring multiple signers shall be used for each reunion to eliminate possibilities of commingling of funds. All expenses for a reunion shall be covered by the income from the said reunion, unless approved by the Board of Officers.

Section 6- Bank Accounts There shall be two bank accounts used for Association funds. The main account will be referred to as the Association Operating Account and shall be maintained in a money market account whenever possible. The Reunion Account shall be overseen by the IAA Treasurer to assure the minimum balance is maintained to avoid bank charges and fees but maintained by the Reunion Treasurer until the next reunion. All excess funds in the Reunion Account shall be transferred to the Association Operating Account.

Section 7- Newsletter Committee. The Newsletter Committee will be composed of members of the Itazuke Alumni Association. The committee Chair will be elected by committee members. There is a required minimum of 3 members to be a committee. The goal is to provide a quality newsletter with interesting and fun articles about the Itazuke Alumni Association, biennial reunions, highlight members, etc. The Chair will provide a digital copy to the secretary for electronic distribution, and mail printed newsletters to members who have so requested.

Article 6 – Meetings

Section 1 - Periodic Meetings. Periodic meetings of the members will be held in conjunction with the scheduled primary reunions. Periodic meetings will be at such locations as have been designated as reunion sites by the board of officers. Periodic meetings may be held in conjunction with online business discussions including but not limited to nominations, motions, and elections. Members involved with online business shall be considered as attending the conjoining periodic meeting and part of the required quorum. Ballots may be printed and distributed prior to the conjoining periodic meeting at which time voting is closed. Electronic Balloting shall be voted and approved by the Board of Directors.

Section 2 - Special Meetings. Special meetings may be called by the president or a simple majority of the board of directors. A petition signed by ten percent of voting members may also call a special meeting. Business approved by majority vote during a special meeting will be ratified if 30 percent of the membership attends or is represented by proxy, mail-in, or electronic ballot for the meeting. Special meetings will be held at the registered office of the corporation, but if all of the members of the Board of Officers or 30 percent of the members of the corporation meet at any time or place, and consent to the conduct of corporate business, such meeting will be valid without call or notice.

Section 3 - Notice of Meetings. Written notice stating the place, day, and hour of any meeting of members will be delivered by regular mail to each member not less than thirty days before the date of such meeting, by or at the direction of the president or the secretary or the officers or members calling the meeting. In the case of a special meeting, the purpose(s) for which the meeting is called will be stated in the notice. The notice of a meeting or reunion will be deemed to be delivered if deposited postage prepaid in the United States Postal Service (USPS) facilities addressed to each member at the address that appears on the corporation's records. Electronic mail may be substituted for USPS delivery with the consent of the member.

Section 4 - Meetings of the Board of Officers. The board may meet in conjunction with any periodic or special meeting, or at such location as the president or two other officers may select by telephone conference call, or by electronic mail. Electronic voting/email, to conduct corporate business, schedule meeting will be valid without call or notice, as stated in Section 6 below.

Section 5 - Quorum. The members and proxies present at any properly announced meeting shall constitute a quorum. A majority of the Board of Officers shall constitute a quorum for a meeting of the Board of Officers. A majority of the Board of Officers shall be present at any properly announced meeting. If a quorum is not present at any properly announced meeting, a majority of the members present may adjourn the meeting to a later time, when the meeting may be reconvened without further notice, still subject to the requirement for a quorum.

Section 6 - Voting. All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place. The Board of Officers may vote by electronic mail, providing all Board members are notified. The Board Secretary shall preserve and enter all electronic mail voting into the minutes of the following Board meeting.

Section 7 - Proxies. At any meeting of members, a member may vote by proxy executed in writing by the member or his/her attorney-in-fact. No proxy will be valid after meeting in which the vote take place.

Section 8 - Informal Action by Members. Any action required by law to be taken at a meeting of the members may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by 51% of the members.

Section 9 - Conduct of meetings. Meetings will be conducted in accordance with the articles of incorporation and these bylaws. When not covered therein, *Robert's Rules of Order* shall govern.

Article 7 - Contracts, Checks, Funds and Signature of Authorization

Section 1 - Contracts. The Board of Officers may authorize any officer or agent of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances (such as operating a reunion of the members).

Section 2 - Checks and Drafts. All checks, drafts, or orders for the payment of money, or notes or other evidence of indebtedness issued in the name of the corporation, **shall be signed by two Board members, one must be the Treasurer** or agent or agents of the corporation, and in such manner, as shall be determined by resolution of the board of officers. In the absence of such resolution, such instruments will be signed by the treasurer or the president.

Section 3 - Gifts. The Board of Officers may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

Article 8 - Dissolution

In the event that the corporation is dissolved, its assets will be donated to some other non-profit organization of similar objectives to be determined by the Board of Officers.

Article 9 - Seal

A seal of the corporation shall not be required absent a specific resolution of the Board of Officers mandating the same.

Article 10 - Amendments

The bylaws of this corporation shall be amended only by affirmative vote of a majority of the board of officers of the corporation, or of a majority of the members of the corporation.

Article 11 - Adoption

These bylaws are promulgated and adopted on 22 July 1995 by the board of officers of the Itazuke Alumni Association, Inc., as the bylaws of this corporation pursuant to the articles of incorporation of this corporation.

(Amended 28 February 2017 to change membership, meetings, voting, and addition of Reunion Committee)

(Amended 19 February 2020 to update banking and addition of email voting by the Board of Officers)

(Amended 15 August 2020 to change Periodic Meetings to include online discussion, nominations, and voting.)

(Amended 6 November 2020 to update and clarify IAA membership requirements)

(Amended 28 January 2021 to update, clarify, correct spelling & grammar errors; Article 2, Sections 1 & 2; Article 3 Sections 2 & 5; Article 4, Sections 5, 7, 8 & 9; Article 5, Sections 2 & 6; Article 6, Sections 1, 4 & 7; Article 7, Section 1; Article 8; Article 9)

STANDING RULES

1. The IAA Board created a non-voting position entitled "Historian."

Mary Anderson-Baker, IAA Secretary