



*JASSW at the Olympic Hotel in 1929*

# Board of Directors Handbook

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# Message from the Board Chair 2025-2026

## “Honoring the past, Inspiring the future”

Dear Esteemed Board Members,

It is my honor to welcome each of you to the Japan-America Society of the State of Washington (JASSW) Board of Directors.

As the world faces many complex challenges, our mission—to promote mutual understanding and friendship between the people of Japan and Washington State through a forum for the exchange of ideas and information—has become more meaningful than ever.

We honor the legacy of those who came before us. I extend my heartfelt gratitude to the past chairs and board members whose tireless efforts have shaped the strong foundation of our Society. Building on their work, we now carry the torch forward—laying the groundwork for future generations to thrive. While our contributions may seem small individually, together they will help build a better, more connected world.

The road ahead may not always be smooth or straightforward. Yet in the face of uncertainty, we commit to being creative, collaborative, and courageous. Our collective wisdom and diverse perspectives will guide us forward. Each of us brings unique strengths, and together we form a powerful, purpose-driven team. The strength of a board lies not in perfection, but in its ability to unite different voices in pursuit of a shared mission.

I would like to express my sincere appreciation to our at-large members—Ms. Masami Katayama, Ms. Karin Zaugg Black, Ms. Rita Brogan, Ms. Jane Stonecipher, and Mr. Allen Nakamoto—for their continued commitment and generosity in offering their expertise and insight. Their guidance will be essential as we navigate key discussions and decisions in the year ahead. I also want to acknowledge the vital role of our committee chairs and officers—their leadership is the core of our continued success. I am personally grateful for the opportunity to learn from all of you.

Looking forward, I hope our year together will be filled with joy, excitement, inspiration, collaboration, and trust. I want each of us to feel proud to be part of Team JASSW, united in advancing our shared mission. This year, I would like to focus on two strategic priorities: membership growth and community engagement. Your experience, networks, and support will be key to achieving these goals. To guide our vision, I propose five core pillars of focus: 1. Education 2. Business 3. Art/Culture 4. Culinary 5. Future. These pillars will help make our Society more visible, vibrant, and impactful in the community.

Thank you for your unwavering dedication to the Japan-America Society of the State of Washington. I am humbled and excited to serve alongside each of you. Let us begin and enjoy our journey together with heart, with purpose, and with pride.

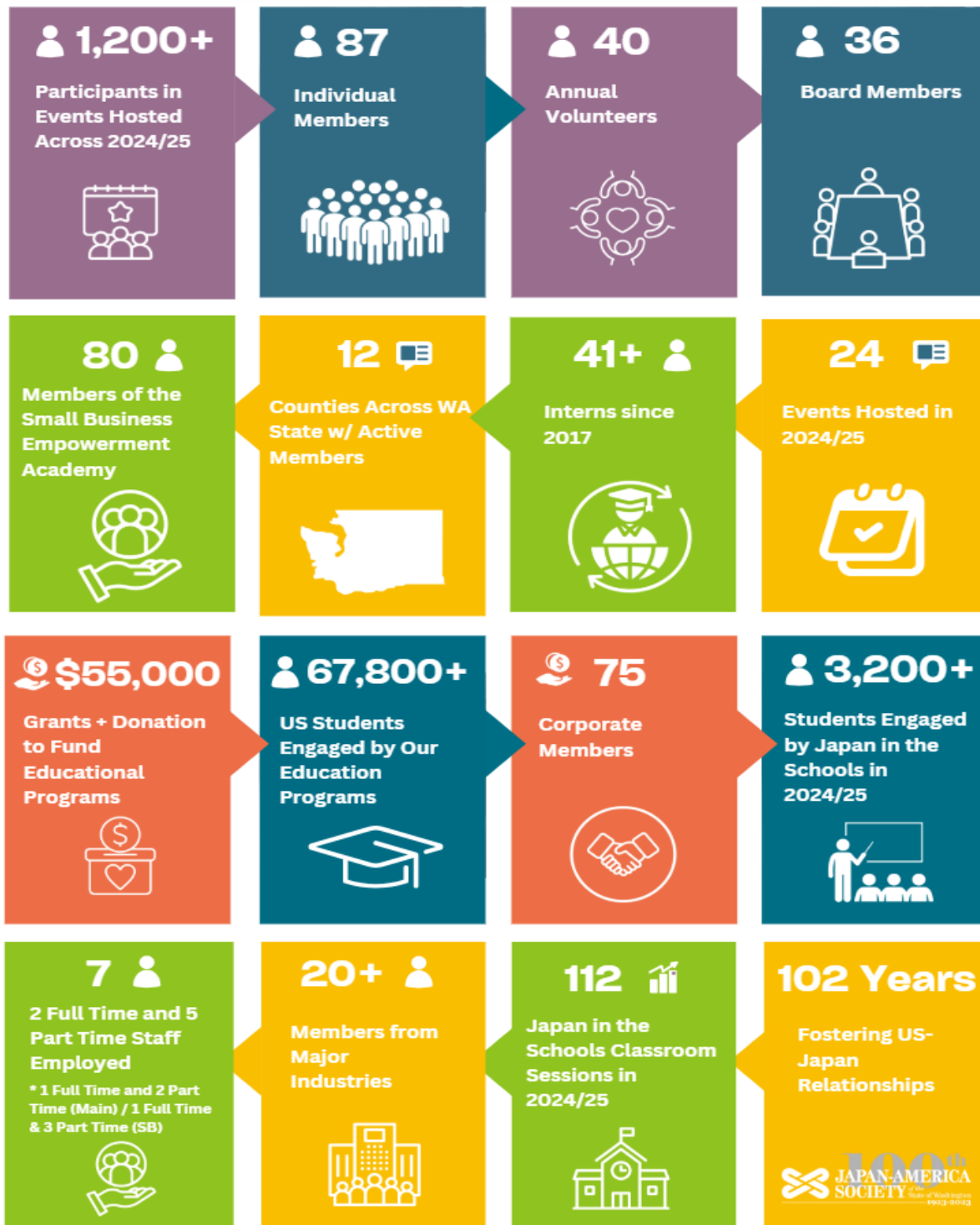
Warm regards,

**Yuka Shimizu,**

**Board Chair 2025–2026**



# Our Society Outreach at a Glance



Visit [JASSW.org](https://JASSW.org) to understand more of our society and it programs:



# About the JASSW Board of Directors

## The Board Member Responsibilities and Involvement

**“You are stewards of vision, architects of impact,  
and champions of the unheard.”**



**Fulfill legal and  
fiduciary responsibilities.**



**Hire and oversee the  
executive director.**



**Adopt sufficient  
communication tools.**



**Advance the  
mission.**



**Come prepared to  
board meetings.**



**Recruit exceptional  
new members.**



**Serve on  
Taskforces and  
Committees.**

✓ **Please check each box after you acknowledge it.**

### ☐ **1. Attend Board of Directors Meetings and Society Programs**

Attend board meetings regularly. Your views and ideas shared at the Board meetings are important and valued. Society bylaws state that any director who misses more than three consecutive meetings may be asked to vacate their position. Attend and help host Society programs. Encourage your colleagues, friends and family to attend.

### ☐ **2. Provide Event Information and Participate in “Event Task Force”**

Providing programming which supports the Society’s mission and serves our community. These events complement the Society’s regular networking, fundraising, and five pillars of Education, Business, Art/Culture, Culinary, Future Grow. Participate in the task force of the event to brainstorm topics, speakers, venues and other program elements, and assists with recruiting speakers, finding venues and suggesting sponsors. Meets accordingly. Always be alert to information of interest or benefit to the Society.

### ☐ **3. Support and Promote the Society**

Inform your friends, business colleagues and clients about the events and good work of the Society; solicit memberships and encourage their participation to the events.

### ☐ **4. Join and Participate in a Committee**

Actively participate on at least one Society committee. JAS has a number of important committees you can select based on your interest and expertise, ranging from Programs to Golf committees.

### ☐ **5. Offer Consultation Services**

The Society frequently needs legal advice, accounting, auditing, computer and management consulting services. Your corporation's know-how and expertise offered to the Society pro bono is greatly appreciated.

### ☐ **6. Provide Meeting Space**

Help host committee meetings or programs by allowing use of your conference room or auditorium.

### ☐ **7. Participate in Fundraising Efforts**

Help solicit and provide names of potential contributors, donate on behalf of organizations you represent, or donate yourself (see below for annual fundraising projects).

### ☐ **8. Purchase a Table, Donate Prizes**

Support Society fundraising events by purchasing a table of ten. Invite your business colleagues, clients, employees and family to attend. Donate items suitable for use as raffle prizes, table favors or awards at Society special events.

### ☐ **9. Provide In-kind Services**

The Society appreciates any in-kind services offered by Board members and friends (e.g., computer & technology assistance, printing event programs, etc.)

# Board of Directors, 2025-2025

## Honorable Board

**Consul General of Japan Makoto Iyori**

## Directors to 2026

**Ambassador Michael Michalak**

**Cara Craig**, Port of Everett

**Christopher Cummins**

**Cliff Rudolph**, Parker, Smith & Feek

**Hideo Suganuma**, Kohtoku Enterprises

**Kanako Matsumoto**, Nishijin Accounting & Consulting, LLC

**Karen Swanson**, Nichirei USA LLC

**Kaori Packard**

**Matt Smith**

**Shigeki Okano**, Silver Bay Seafoods

**Yoshi Minegishi**

## Directors to 2027

**Akemi Sagawa**

**Asami Tsuruta**, Japan Business Association of Seattle

**Barbara Mizoguchi**

**Jane Corddry Langill**, Teatro ZinZanni

**Kazuhiro Hoshi**, Ito En / Distant Lands Coffee

**Masamichi Kato**, JAMCO America, Inc.

**Mike Nieman**

**RADM, James Kelly** (Retired)

**Rita Brogan**, Mukai Farm & Garden

**Robert Munoz**, Russell Investments

**Todd Mason**, Weyerhaeuser

**Yoshie Phillips**, Russell Investments

**Yuka Shimizu**, Bellevue Children's Academy

## Directors to 2028

**Allen Nakamoto** (welcome!)

**Diane Butler**, Davis Wright Tremaine, LLP

**Dylan Rhodes** (welcome!)

**Jane Stonecipher**

**Joshua Ishibashi** (welcome!)

**Keisuke Umeki**, Mitsui & Co. (U.S.A.), Inc. (welcome!)

**Manabu Miroku**, Japan Airlines

**Mark Harman**, Costco Wholesale

**Naoko Inoue Shatz**, Shatz Law Group

**Sarah Okawa Ellerbrock**

**Satoko Valdes**, Moss Adams, LLP

**Thank you to Retiring Board Members: Dr. Ryo Kubota and Taylor Mills!**



# Executive Committee, 2025-2026

## Officers

### Chair

Yuka Shimizu

### Secretary

Christopher Cummins

### Treasurer

Todd Mason

## Committee Chair

### Membership

Mark Harman

### Education

Yoshie Phillips

### Golf

Hideo Sukanuma

### Scholarships

Shoko Farmer

### Small Business

Kanako Matsumoto

## Immediate Past Chair

Masami Katayama

## At Large

Allen Nakamoto

Jane Stonecipher

Karin Zaugg Black

Rita Brogan



**Yuka Shimizu**  
Chair



**Todd Mason**  
Treasurer



**Chris Cummins**  
Secretary



**Masami Katayama**  
Immediate Past Chair



**Yoshie Phillips**  
Education



**Mark Harman**  
Membership



**Hideo Sukanuma**  
Golf



**Shoko Farmer**  
Scholarships



**Kanako Matsumoto**  
Small Business



**Rita Brogan**



**Karin Zaugg Black**



**Jane Stonecipher**



**Allen Nakamoto**

## Committees' Descriptions and Responsibilities

**Membership in the Society offers a chance for members to assist in planning and presenting programs by serving on various committees.** Some committees are responsible for recurring events, and others focus on specific projects or are related to specific Society administrative functions.

Most committees meet monthly or as needed and require varying degrees of commitment. All members of the Board of Directors are strongly requested to serve on at least one JASSW committee. Staff are integral to each committee.

### 1. Executive Committee

Makes major Society policy, financial and program recommendations to the Board of Directors. Comprised of **Society officers, two past chairs, including the immediate past chair, Committee chairpersons, and additional directors designated by the Chair.** The Society's **Executive Director** serves as an ex-officio member. The Executive Committee may make decisions on behalf of the Board of Directors with a few exceptions (see Society bylaws). Meets monthly. No meeting in August.

### 2. Finance Committee

**Led by the Treasurer and the Executive Director.** Meets as needed to advise on Society's finances, and review budgets and financial statements prior to reporting to the Executive Committee and Board of Directors.

The finance committee oversees the nonprofit's funding and spending. Specifically, a nonprofit finance committee is responsible for:

- Approving the annual budget
- Monitoring monthly financial statements
- Overseeing financial reporting, including the annual IRS Form 990 and all required tax filings
- Ensuring the organization has the cash reserves and investments necessary for long-term success

### 3. Nominating Committee

**The Nominating Committee shall be appointed by the Chair and shall meet at least one (1) month prior to the annual meeting of the Society** to make recommendations to the Board of Directors and Society membership for officers and directors elected at the Society's Annual Meeting as stipulated in the Society's bylaws. The committee determines nomination criteria, develops a candidate list, and contacts nominees. The nominating committee finds new board members and directs board enrichment activities. This committee establishes board composition priorities, meets with potential board members to explain the work of the organization, and identifies strengths and weaknesses in board candidates.

### 4. Governance Committee

The Governance Committee ensures the nonprofit board functions effectively by leading board member recruitment, onboarding, and development; evaluating board performance; overseeing governance policies and bylaws; planning for leadership succession; and fostering an engaged, ethical, and accountable board culture.



**All members are welcome to join the following committees:**

## **5. Education Committee**

Works with staff and other committee members to develop and grow the educational programming of our Japan in the Schools (JIS) and America in the Schools (AIS) programs in order to reach more teachers and classrooms with the highest quality curriculum. Meets regularly.

## **6. Membership Committee**

Advises the Executive Committee on membership policy and benefits, and assists in membership recruitment, renewals and development, by attending programs and calling on potential and current members. Meets on the first Friday of each month annually and as needed.

## **7. Fundraising**

Assists with other committees to ensure fundraising goals are met and advises and strategizes with staff and board members on effective fundraising methods and potential sponsors for our events and programs. The Society's three primary fundraising events are:

- **Annual Meeting (April)**
- **Golf Tournament (July)**
- **Holiday Dinner (late November or early December)**

## **8. Other Programs**

**Temporary "task force"-style committees** will be created by the Chair and Executive Director to advise and collaborate with the office in executing occasional programs. These include JAS-Net, grant-funded business seminars, cultural events, and other special initiatives.

### **- JAS-NET**

Nurtures the new generation of U.S.-Japan business leaders and Japan-America Society members by creating a social network of our Board members, members, and young professionals in Washington State who share a common interest in Japanese business and culture. JAS-NET is led by staff and supported by members to create attractive and enticing opportunities for our members and community to make connections through events.

### **Committee Communications**

The following group email addresses are used by committees that meet regularly. Committee members will be added to the appropriate email groups:

Board of Directors: [board@jassw.org](mailto:board@jassw.org)

Executive Committee: [ec@jassw.org](mailto:ec@jassw.org)

Education Committee: [educom@jassw.org](mailto:educom@jassw.org)

Membership Committee: [membership@jassw.org](mailto:membership@jassw.org)

Golf Committee: [golfcom@jassw.org](mailto:golfcom@jassw.org)

Holiday Dinner Committee: [hdcom@jassw.org](mailto:hdcom@jassw.org)

# Committee Members

## - Membership

Mark Harman, Costco Wholesale (Chair)  
Chris Cummins, Holman Logistics  
Ambassador Michael Michalak

## - Education

Yoshie Phillips, Russell Investments (Chair)  
Akiko Kawai, Bellevue Children's Academy  
Benjamin Burton, Seattle University  
Jordan Nogaki, Amazon  
Katherine Carlson, Starbucks Corporation  
Koichi Kitazumi, Starbucks Corporation  
Nobuko Horikawa, Seattle University  
Shoko Farmer, former Chair of JASSW  
Todd Mason, Weyerhaeuser  
Yuka Shimizu, Bellevue Children's Academy

## Fundraising:

## - Golf Tournament

Hideo Suganuma, Kohtoku Enterprises, Inc. (Chair)  
Tsuneko Nakatani, New York Life Insurance Co.  
Kay Packard, Redwood Valuation Partners  
Derek Tsuchida, Microsoft  
Asami Tsuruta, Japan Business Association of Seattle  
Dale Watanabe, JASSW Small Business Program

## - Holiday Dinner

Chair Elect  
Committee to be formed in the fall of 2025

## - Annual Meeting

Chair  
Chair Elect  
Committee to be formed in the Winter of 2025

# Calendar 2025-2026

## Board of Directors Meeting – from 3:30 pm to 5:00 pm

### **June 27, 2025 @ Port of Seattle (2711 Alaskan Way, Seattle)**

This first meeting of the FY2025–2026 Board of Directors will be followed by a Member-Exclusive Reception.

### **September 25, 2025 @ Bellevue Children’s Academy (14673 NE 29<sup>th</sup> Place Bellevue)**

Following this second Board meeting, we will hold a Community Leadership Education Session and Board Retreat Reception for Board members.

### **January 22, 2026 (Location TBC)**

The third meeting will be followed by our traditional Shinnen-kai to celebrate the New Year!

### **April 23, 2026 (Location TBC)**

This final meeting of the fiscal year will be followed by our Annual Meeting, where we will reflect on the year’s activities and introduce next year’s leadership to our members.

## Fundraising Events

- **July 21, 2025 Golf Tournament**  
At The Plateau Club (25625 E. Plateau Drive, Sammamish)
- **December 2, 2025 Holiday Dinner Celebration**  
At Westin Seattle (1900 5th Ave, Seattle)
- **April 23<sup>rd</sup>, 2026 Annual Meeting & Spring Gala**  
Location TBC

## Other Events under planning

- **October 2025**                      **Celebrate Washoku**
- **November 2025**                **AI Business Seminar**

AMENDED AND RESTATED BY-LAWS OF  
THE JAPAN-AMERICA SOCIETY OF THE STATE OF WASHINGTON  
Effective September 16, 2020

ARTICLE I

Membership - Dues

SECTION 1. The annual dues for each classification of membership shall be as prescribed by the Board of Directors. Classifications of membership in this Society and the rights and privileges pertaining thereto shall be as follows:

(a) REGULAR MEMBERSHIP

A Regular Membership consists of an individual under 65 years of age. Each such membership shall have one (1) vote at the annual meeting of the Society and at any special meeting duly called pursuant hereto.

(b) FAMILY MEMBERSHIP

A Family Membership includes all members of the same family residing at the same address. Each Family Membership shall have one (1) vote at the annual meeting of the Society and at any special meeting duly called pursuant hereto, regardless of the number of people included in the Family Membership.

(c) STUDENT MEMBERSHIP

Any undergraduate or post graduate student actually pursuing a course of studies at a college or university in the State of Washington shall be entitled to apply for Student Membership, which shall entitle such person to all privileges of the Society except that of voting and holding office.

(d) JETAA MEMBERSHIP

Any alumni of the JET Program shall be entitled to apply for JETAA Membership. The JETAA Membership may be continued until December 31st of the year during which the second anniversary of the member's date of application occurs, after which the member may apply for membership under any other applicable category.

Each JETAA Membership shall have one (1) vote at the annual meeting of the Society and at any special meeting duly called pursuant hereto.

(e) JAPAN YOUNG PROFESSIONALS GROUP (JYPG) MEMBERSHIP

Any person who is thirty years or younger shall be entitled to apply for a Japan Young Professionals Group (JYPG) Membership. The JYPG Membership may be continued until December 31st of the year during which the second anniversary of the member's date of

application occurs, after which the member may apply for membership under any other applicable category. Each JYPG Membership shall have one (1) vote at the annual meeting of the Society and at any special meeting duly called pursuant thereto.

(f) SENIOR CITIZEN MEMBERSHIP

All persons 65 years of age and older shall qualify for Senior Citizen Membership, which shall entitle such person to all privileges of the Society. Each such membership shall have one (1) vote at the annual meeting of the Society and at any special meeting duly called pursuant hereto.

(g) PRESIDENT'S CIRCLE

Any person may apply for a President's Circle Membership, which shall entitle such person and all members of the same family residing at the same address to all benefits prescribed by the Board of Directors. Each President's Circle Membership shall have one (1) vote at the annual meeting of the Society and at any special meeting duly called pursuant thereto.

(h) EXECUTIVE CIRCLE

Any person may apply for an Executive Circle Membership, which shall entitle such person and all members of the same family residing at the same address to all benefits prescribed by the Board of Directors. Each Executive Circle Membership shall have one (1) vote at the annual meeting of the Society and at any special meeting duly called pursuant thereto.

(i) ASSOCIATE CORPORATE MEMBERSHIP

Where a single organization, whether a corporation, partnership or otherwise, is desirous of maintaining a membership under its business name and having one of its designated representatives serve as an active member of the Society, it may do so; provided, however, that the organization has five employees or less worldwide.

Each Associate Corporate Membership shall be entitled to one vote at the annual meeting of the Society and at any special meeting duly called pursuant hereto.

(j) REGULAR CORPORATE MEMBERSHIP.

Where a single organization, whether a corporation, partnership or otherwise, is desirous of maintaining a membership under its business name and having one or more of its designated representatives (but not to exceed four) serve as active members of the Society, it may do so. Each Regular Corporate Membership shall be entitled to one (1) vote for each designated representative at the annual meeting of the Society and at any special meeting duly called pursuant hereto.

(k) SUSTAINING CORPORATE MEMBERSHIP

Where a single organization, whether a corporation, partnership or otherwise, is desirous of maintaining a membership under its business name and having one or more of its designated representatives (but not to exceed five) serve as active members of the Society, it may do so.

Each Sustaining Corporate Membership shall be entitled to one (1) vote for each designated representative at the annual meeting of the Society and at any special meeting duly called pursuant hereto.

(l) PATRON CORPORATE MEMBERSHIP

Where a single organization, whether a corporation, partnership or otherwise, is desirous of maintaining a membership under its business name and having one or more of its designated representatives (but not to exceed fifteen) serve as active members of the Society, it may do so. Each Patron Corporate Membership shall be entitled to one (1) vote for each designated representative at the annual meeting of the Society and at any special meeting duly called pursuant hereto.

(m) BENEFACTOR CORPORATE MEMBERSHIP

Where a single organization, whether a corporation, partnership or otherwise, is desirous of maintaining a membership under its business name and having one or more of its designated representatives (but not to exceed twenty) serve as active members of the Society, it may do so. Each Benefactor Corporate Membership shall be entitled to one (1) vote for each designated representative at the annual meeting of the Society and at any special meeting duly called pursuant hereto.

(n) PREMIER CORPORATE MEMBERSHIP

Where a single organization, whether a corporation, partnership or otherwise, is desirous of maintaining a membership under its business name and having one or more of its designated representatives (but not to exceed twenty-five) serve as active members of the Society, it may do so. Each Premier Corporate Membership shall be entitled to one (1) vote for each designated representative at the annual meeting of the Society and at any special meeting duly called pursuant hereto.

(o) HONORARY MEMBERSHIP

Any individual may be elected as an Honorary Member for a period not to exceed three (3) years by the affirmative vote of a majority of the members of the Board of holding office. Directors at a Board meeting duly called at which a quorum is present. Prior membership in the Society shall not be a requirement for election as an Honorary Member. Honorary Members shall be under no obligation to pay dues to the Society and shall have all of the privileges of the Society (including one (1) vote at the annual meeting of the Society and at any special meeting duly called pursuant hereto) except that of holding office.

(p) LIFETIME HONORARY MEMBERSHIP

Members or former members of the Society who have served with distinction in furthering the objectives of the Society may be elected Honorary Lifetime Members of the Society by the vote of the members of the Society or by the unanimous vote of the members of the Board of Directors



at a Board meeting duly called at which a quorum is present. Honorary Lifetime Members shall be under no obligation to pay dues to the Society, and shall have all of the privileges of the Society including holding office and having one (1) vote at meetings of the Society.

(q) FRIENDSHIP CIRCLE CORPORATE MEMBERSHIP

Where a single organization, whether a corporation, partnership or otherwise with no office or representation in Washington State, is desirous of maintaining a membership under its business name and having one of its designated representatives serve as an active member of the Society, it may do so. Each Friendship Circle Corporate Membership shall be entitled to one vote at the annual meeting of the Society and at any special meeting duly called pursuant hereto.

(r) FRIENDSHIP CIRCLE REGULAR MEMBERSHIP

A Friendship Circle Regular Membership consists of an individual residing in Japan. Each such membership shall have one (1) vote at the annual meeting of the Society and at any special meeting duly called pursuant hereto.

SECTION 2. All applications for membership in the Society must be in writing and shall contain the applicant's full name, residence, telephone number and occupation and shall be signed by the applicant.

SECTION 3. The Board of Directors shall have power from time to time to create additional classifications of membership, or change the classifications of membership, and to fix and prescribe the rights and privileges pertaining thereto.

SECTION 4. The Board of Directors shall have authority to increase or decrease the membership dues or to alter the time and manner of payment or collection. Unless otherwise determined by the Board of Directors, membership dues for year shall be payable upon acceptance of a new member's application; and for each year thereafter membership dues shall be due and payable by the anniversary date of the membership. Payment of dues as set forth herein shall qualify each member to participate in the activities of the Society during the period for which dues have been paid.

## ARTICLE II OFFICERS - TERMS - DUTIES

SECTION 1. The officers of this Society shall consist of:

- One Chair (who shall also be designated as President for purposes of RCW 24.03.125)
- One Chair-Elect (who shall also be designated as Vice President for purposes of RCW 24.03.125)
- Up to Four Vice-Chairs
- One Secretary
- One Treasurer

- The offices of Secretary and Treasurer may be held by the same individual.

SECTION 2. The officers shall be elected at the annual meeting of the Society, to serve terms of one (1) year or until their successors are elected. Except as otherwise noted, all officers shall be members of the Society or designated representatives of members which are organizations.

### SECTION 3.

CHAIR. The duties of the Chair shall consist of presiding at the meetings of the Society and serving as Chairman of the Board of Directors and of the Executive Committee, and acting as the Society's President for purposes of RCW 24.03.125, with associated duties and powers. The Chair shall sign all written contracts and obligations of the Society and in general the Chair's rights and duties shall be such as the Board of Directors may further designate. The Chair may appoint such special committees consisting of one or more officers, directors or members as may be necessary or desirable to effectively carry out the objectives, program of activities and obligations of the Society. The Chair may authorize use of funds from the Treasury to cover all normal and routine expenditures of the Society.

CHAIR-ELECT. The Chair-Elect shall attend meetings and consult with the Chair with a view toward learning the duties and functions of the Chair, be designated as the Society's Vice-President for purposes of RCW 24.03.125 (with associated duties and powers), and shall carry out such other functions as the Board of Directors may from time to time designate. It is the intention that the Chair-Elect will generally be nominated by the Board of Directors to fill the office of Chair during the year immediately following his or her serving as Chair- Elect.

The Chair-Elect shall discharge the duties of the Chair in the Chair's absence or during a vacancy in the Chair's office.

VICE-CHAIR. If the Chair-Elect is absent or unable, any one of the Vice-Chairs shall discharge the duties of the Chair in the Chair's absence or during a vacancy in the Chair's office. The Vice-Chairs shall serve as liaison between the Executive Committee and committees or other groups designated by the Chair, and shall be primarily responsible for establishing and maintaining effective communications between the Executive Committee and such committees or groups. The Vice-Chairs shall also have such other rights and duties as the Board of Directors may from time to time designate.

SECRETARY. The Secretary shall keep minutes of all Executive Committee and Board meetings of the Society and otherwise as directed by the Chair. The Secretary, or the Executive Director (as provided for below) under the Secretary's supervision, shall send out all notices of meetings, shall notify officers and directors of their election, shall conduct the correspondence and keep the records of the Society and shall perform such other duties as the Board of Directors may from time to time designate.

TREASURER. Under the direction of the Chair and the Board of Directors, the Treasurer shall oversee the collection and, disbursement of the funds of the Society. The Treasurer shall submit a report at every annual meeting and more often, if requested, on the status of funds and accounts of the Society. The Treasurer's accounts shall be reviewed by the Executive Committee, and periodically, with the assistance of an auditor who shall be either a certified public accountant of this state or any audit company designated by the Board of Directors. The Treasurer shall serve as chairperson of the Finance Committee, if any.

SECTION 4. No officer or director of the Society shall receive, directly or indirectly, any salary, compensation or emolument unless authorized by the concurring vote of at least two-thirds (2/3) of the Board of Directors at a Board meeting duly called at which a quorum is present, for services actually rendered.

SECTION 5. In addition to the Vice-Chairs, who shall be officers and members of the Board of Directors, certain high-ranking public officials, distinguished citizens and members of the Society may be designated as "Honorary Vice Chairs" of the Society, by vote of the members of the Society or by the affirmative vote of a majority of the members of the Board of Directors at a Board meeting duly called at which a quorum is present. Such Honorary Vice-Chairs shall be ambassadors of good will and under no obligation to perform duties or pay dues to the Society, and shall not be officers or members of the Board of Directors.

### ARTICLE III DIRECTORS - TERMS - DUTIES

SECTION 1. The Board of Directors shall have general charge of the business affairs and property of the Society and its decision on all matters relating thereto shall be controlling, subject always to the provisions of law and the Articles of Incorporation of the Society and to such actions as the Society itself may take at its meetings.

SECTION 2. The Board of Directors serve as ambassadors for the Society, bridging Japan and Washington State. The Board of Directors expects of itself and its members to act in an ethical and business-like manner. This commitment includes proper use of authority and appropriate decorum in group and individual behavior when acting as Board members. This commitment further includes avoiding any conflict of interest with respect to the Society.

SECTION 3. The Board of Directors shall consist of the officers of the Society, the Consul-General of Japan at Seattle, the past Chairs of the Society (who shall each hereafter be referred to as a "Past Chair") as presently or previously constituted who are still members of the Society and an additional elective group which shall consist of such number of other members of the Society (provided that they shall be at least thirty [30] and not more than fifty-one [51] in number) as the Board of Directors shall determine. Approximately one-third (1/3) of the elective members of the Board of Directors shall be elected at each annual meeting of the Society. Other vacancies

may be filled at the same election. For purposes of this Section 2, "Past Chairs" shall also include all past Presidents of the Society who were elected President by the members of the Society (and who served in a capacity equivalent to the Chair as defined above when the Bylaws of the Society used such nomenclature), but shall not include past Presidents who were appointed by the Board of Directors (and who served in a capacity equivalent to the Executive Director, as defined below in Section 6 of this Article III, when the Bylaws of the Society used such nomenclature). Past Chairs shall serve as Directors as long as they are active in the Society.

Each year, each Past Chair will be invited to continue as a Director or to join the honorary Advisory Board, a group of Past Chairs who shall serve in an advisory capacity to the Chair and the Executive Committee, without compensation and without a vote on the Board of Directors. This appointment shall continue for life, or until the Past Chair shall resign as a member of the Advisory Board, or shall request in writing to be reinstated as a Director, which action may be approved by the then-current Chair.

SECTION 4. Each elective director elected for a full term shall serve three (3) years or until a successor is elected. Vacancies on the Board of Directors or among the officers of the Society shall be elected by the remaining members of the Board of Directors from time to time to serve the unexpired term of the office for which elected.

SECTION 5. The Executive Committee shall have the discretion to recommend removal of any officer or director, with or without cause, including for failure to act in the best interests of the Society or for activities, conduct and/or behavior that is inconsistent with the Society's mission, purpose or interests. Upon such a recommendation by the Executive Committee, removal of any such officer or director will be implemented an affirmative vote of two-thirds (2/3) majority vote of the remaining directors. In addition, any officer or director (other than the Consul-General of Japan in Seattle) who fails to attend three (3) consecutive meetings of the Board of Directors without satisfactory explanation may be removed from office by the affirmative vote of the majority of the directors present at any duly called meeting of the Board of Directors at which a quorum is present.

SECTION 6. The Board of Directors shall make such decisions and rules to regulate activities as shall from time to time be deemed necessary for the management and well-being of the Society and for carrying out its objectives.

SECTION 7. The Board of Directors shall meet on call of the Chair or of any three (3) directors. Eighteen (18) members shall constitute a quorum. There shall be no voting by proxy in the Board of Directors, however, Directors may participate in meetings of the Board by electronic means, such as teleconference, videoconference or Skype.

SECTION 8. The Board of Directors or the Executive Committee may appoint an Executive Director at such compensation and on such other terms as it may determine. The duties of the

Executive Director shall be to administer on a full-time basis the policies of the Society as established by the Board of Directors, to be an ex officio, non-voting member of the Board of Directors and of each of the committees appointed by the Board, to be responsible to the Chair for the day-to-day administration of the Society's office, activities and/or grant moneys, to possess such additional authority and carry out such additional duties as would be normal and customary for a general manager, and/or as the Board of Directors or the Chair may specifically delegate from time to time.

#### ARTICLE IV EXECUTIVE COMMITTEE - DUTIES

SECTION 1. The Executive Committee shall consist of the Chair, Chair-Elect, any Vice-Chairs, Secretary, Treasurer, the immediate Past Chair of the Society, an additional Past Chair of the Society selected by the Chair, and the Executive Director as an ex officio non-voting member. The Chair may select additional directors to serve on the Executive Committee.

SECTION 2. The Executive Committee shall have full authority to act in place of the Board of Directors between meetings of the latter. It shall meet on call of the Chair or any two (2) of its members.

SECTION 3. Five (5) voting members of the Executive Committee shall constitute a quorum and the affirmative vote of a majority of those voting members present shall be necessary for action. The Executive Committee shall keep minutes of its meetings and report to the full Board of Directors.

#### ARTICLE V MEETINGS OF THE SOCIETY

SECTION 1. The annual meeting of the Society shall be held between January 1 and April 30 of each year, or on such day as the Executive Committee may fix. At least two (2) weeks' notice of the annual meeting shall be given to all members of the Society by the Secretary.

SECTION 2. Special meetings of the Society may be called at any time by the Chair, or Chair-Elect during the absence or disability of the Chair, with the concurrence of any two (2) members of the Board of Directors.

Notice of such meetings shall be given to all members by the Secretary stating the time, place and purpose of the meeting.

SECTION 3. Except as otherwise specified in these By-Laws, the Articles of Incorporation or by statute, action may be taken on any matter at the annual meeting or at any special meeting duly called pursuant hereto by a majority of those members entitled to vote who are present or represented by proxy at such meeting. Members shall be entitled to vote as provided in Section 1 of Article I hereof.

SECTION 4. The order of business at all meetings of the Society unless otherwise determined shall be:

- (1) Report of notice of meeting.
- (2) Report of minutes of preceding meeting.
- (3) Report of officers.
- (4) Report of committees.
- (5) Unfinished business.
- (6) New business.

## ARTICLE VI COMMITTEES

SECTION 1. The Chair shall appoint the following Standing Committees, which shall consist of members of the Society.

Nominating Committee Membership Committee Finance Committee

Other committees may be appointed as necessary to carry out the mission of the Society. The Nominating Committee and Finance Committee shall be appointed and shall meet at least one (1) month prior to the annual meeting of the Society. The chairperson of the Nominating Committee shall be a Past Chair of the Society or such other director as the Chair shall select. All committees shall meet as frequently as required to carry out the duties as specified by the Chair and the Board of Directors.

## ARTICLE VII NOMINATIONS

SECTION 1. A copy of the report of the Nominating Committee, listing the nominees for the annual election of officers and elective directors of the Society, shall be mailed to each member of the Society with the notice of the annual meeting.

## ARTICLE VIII RECORDS AND PUBLICATIONS

SECTION 1. Reports shall be prepared each year under the supervision of the Chair, Executive Director and Board of Directors consisting of (i) a financial report showing the assets, liabilities and fund balances of the Society at its fiscal year end and the revenue, expenses and changes in fund balances for the year then ended and

(ii) a report describing the activities of the Society for the same period. Such reports when verified and approved by the Chair and Treasurer, or by a majority of the directors of the Society shall be made available to members for review during normal business hours. Copies thereof shall be filed with the official records of the Society. They shall, when practicable, be reproduced as a year book, together with such other documents or information the Board of Directors deems appropriate, and may be issued and distributed by the Society to those persons interested or involved in its activities. Copies of the Articles of Incorporation and Bylaws of the Society, a record of officers', directors' and the members' names and addresses, and minutes of the proceedings of the Board of Directors, and any minutes which may be maintained by committees



of the Board of Directors, shall be available to all members for review during normal business hours.

SECTION 2. All records and correspondence, documents and publications of the Society, or received by the Society shall be kept in the office of the Society, under the control of the Executive Director, or at such other place as may be hereafter selected by action of the Board of Directors.

#### ARTICLE IX FISCAL YEAR

SECTION 1. The Fiscal Year of the Society shall be from July 1 to June 30 of the following year.

#### ARTICLE X

##### STATEMENT OF NONDISCRIMINATION

SECTION 1. The Society is committed to maintaining an environment that is free from discrimination and harassment based upon an individual's sex, race, ethnicity, national origin, age, religion or any other legally protected characteristics.

#### ARTICLE XI AMENDMENTS

SECTION 1. These By-Laws, except as to matters controlled by statute or by the Articles of Incorporation, may be added to, repealed or changed in any way by the affirmative vote of a majority of the Board of Directors at any meeting at which a quorum is present duly called after one (1) weeks' notice to each member of the Board of Directors stating the purpose of the meeting and the substance of the proposed Amendment.

The undersigned, being the Secretary of the Society, hereby certifies that these Amended and Restated Bylaws were adopted by the affirmative vote of a majority of the Board of Directors at a meeting duly called and held on January 12, 2011 at which a quorum was present.