

**San Fernando Valley  
Japanese American Community Center**

**By-Laws**



12953 Branford Street  
Pacoima, California 91331  
(818) 899-1989

September 7, 2006

**OF**

**SAN FERNANDO VALLEY**

**JAPANESE AMERICAN COMMUNITY CENTER**

**ARTICLE I**

**PRINCIPAL OFFICE**

The principal office for the transaction of the business of the San Fernando Valley Japanese American Community Center (SFVJACC) Corporation is hereby fixed and located at 12953 Branford Street, Pacoima, California. The Board of Directors may at any time or from time to time change the location of the principal office from one location to another in said county.

**ARTICLE II**

**SEAL**

The corporation shall have a common seal consisting of two concentric circles with the words "SAN FERNANDO VALLEY JAPANESE AMERICAN COMMUNITY CENTER", together with the date of the incorporation of this corporation.

**ARTICLE III**

**PURPOSE OF THE CORPORATION**

The general purpose for which this corporation is organized is to engage in any lawful act or activity for which a corporation may be organized under the Nonprofit Public benefit corporation law of California, provided, however, nothing in this By-Laws shall be construed to authorize this corporation to carry on any activity for the profit of its officers, Directors, or other persons or to distribute any gains, profits or dividends to any of its officers, Directors, or other persons or to persons as such. Furthermore, nothing in this By-Laws shall be construed as allowing the corporation to engage in any activity forbidden under Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE IV**  
**MEMBERSHIP**

Section 1. MEMBERS.

There shall be one class of members and the membership dues shall be \$35.00 per year per single member and \$55.00 per year per family. The annual membership fee may be changed from time to time at the discretion of the Board of Directors. Membership shall be opened to all persons of Japanese ancestry residing in the San Fernando Valley and to any other person or persons who are interested in the purposes of this corporation.

Section 2. ANNUAL MEMBERSHIP MEETINGS.

The annual meeting of the members of the corporation shall be held on the first Wednesday of December of each year at 7:00 p.m., at the principal office of the corporation. At the annual meeting the membership shall install recently elected directors, consider reports of the affairs of the corporation and transact such other business as may be brought before the meeting. All matters presented to the membership shall require the vote of the membership which shall be passed by at least the majority of the members present constituting a quorum.

Section 3. SPECIAL GENERAL MEMBERSHIP MEETING

A special meeting of the membership for any purpose or purposes whatsoever may be called at any time by the President or by the Board of Directors or by any two members of the Board of Directors or fifteen percent (15%) of the membership who petition in writing to the President to request to have a special meeting.

Section 4. NOTICE OF MEETINGS, QUORUM AND PROXIES.

- (a) No notice of special meetings must be given. Special meetings of the members may be called in the same manner as special meetings of the Board of Directors, and a quorum for a meeting of the members shall be the same as a quorum for the special membership meeting.
- (b) A quorum at all membership meetings for the transaction of business by the membership shall require the presence of 15 members in person.
- (c) Each membership member shall be entitled to one vote. One vote per membership



## ARTICLE V

### BOARD OF DIRECTORS

#### Section 1. NUMBER OF DIRECTORS.

The Board of Directors shall consist of seven (7) members until changed by amendment to these By-Laws as hereinafter provided, and a majority of the board shall constitute a quorum for the transaction of business.

#### Section 2. POWERS OF DIRECTORS.

The Board of Directors shall have the power to select and remove all officers, agents and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with law, with the Article of Incorporation or the By-Laws, fix their compensation and require from them security for faithful service.

#### Section 3. ELECTION AND TERM OF OFFICE.

Elections for positions on the Board of Directors shall take place on the second Friday in November. No later than the first week of June the Cabinet will establish an Election Committee, appoint its members, and direct them to develop and create election procedures and implement/conduct the elections with approval of the Cabinet.

The term of office will be two (2) years with approximately half of the Director positions open for election in any given year. Four (4) Board of Director positions will be open in even numbered years and three (3) Board of Director positions will be open in odd numbered years. There will not be any term limits.

#### Section 4. ELIGIBILITY.

Candidates for a position on the Board of Directors must be a member of the SFVJACC in good standing for a minimum of three consecutive years. The Board may decide, by majority vote, to ban from eligibility to the Board, any member who previously quit or resigned from the Board of Directors.

#### Section 5. VACANCIES.

Any vacancy or vacancies in the Board of Directors resulting from death, incapacity, resignation, expiration of term of office, removal, or otherwise, shall be filled by the remaining directors or director then in office even though less than a quorum.

#### Section 6. PLACE OF MEETING.

Regular meetings of the Board of Directors shall be held at any place within or without the State of California which has been designated from time to time by resolution of the Board or

by written consent of all members of the Board. In the absence of such designation regular meetings shall be held at the principal office of the corporation. Special meetings of the Board may be held either at a place so designated or at the principal office.

Section 7. ORGANIZATION OR ANNUAL MEETING.

Immediately following each annual meeting of members, but not later than December 31 of each year, the Board of Directors shall hold a regular meeting for the purpose of organization, election of officers, and the transaction of other business. Notice of both such meetings is hereby dispensed with.

Section 8. SPECIAL MEETINGS.

Special meetings of the Board of Directors for any purpose or purposes shall be called at any time by the President or by any two directors.

Written notice of the time and place of special meetings shall be sent to each director by mail or by other form of written communication, charges prepaid, addressed to him at his address as it is shown upon the records of the corporation, or if it is not so shown on such records or is not readily ascertainable, at the place in which the meetings of the directors are regularly held. Such notice shall be mailed at least seventy-two (72) hours prior to the time of the holding of the meeting.

The transaction of any meeting of the Board of Directors, however called and noticed and wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present and if either before or after the meeting each of the directors not present signs a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 9. ADJOURNMENT.

In the absence of a quorum at any meeting of the Board or Directors, the majority of the directors present may adjourn the meeting from time to time until the time fixed for the next regular meeting of the board. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned.

Section 10. REMOVAL.

A director may be removed from office, for cause, by a vote of a majority of the directors.

Section 11. COMPENSATION.

The directors shall receive no compensation for their services as such.

## ARTICLE VI

### OFFICERS

#### Section 1. OFFICERS.

The officers of the Cabinet shall be a President, a Vice President, and any number of Vice Presidents as may be appointed by the Board of Directors; a Secretary and any number of Assistant Secretaries as may be necessary and appointed by the Board of Directors; a Treasurer or Treasurers, a number to be determined and as appointed by the Board of Directors, and such other officers as the Board of Directors may deem necessary. When the duties do not conflict, more than one person, other than the President, may hold more than one of these offices. The President of the Cabinet must be selected from amongst the seven elected Members of the Board of Directors. All other Cabinet Officers; i.e., Vice Presidents, Secretaries, and Treasurers, may be selected from the General Membership. These officers, being part of the Cabinet, have voting rights equal to the Board of Directors.

#### Section 2. ELECTIONS AND TERM OF OFFICE.

The Board of Directors shall elect all officers of the corporation for terms of one year, or until their successors are elected and qualified. At minimum the following officers will be elected by the Board of Directors:

- (a) President
- (b) First Vice President
- (c) Second Vice President
- (d) Cabinet Secretary
- (e) Cabinet Treasurer

The term of office for officers will be for a one-year period commencing on the first day of January and ending on the thirty-first day of December of each year. All Cabinet officers must be an active and current member in good standing with the SFVJACC. They can also be reappointed by majority vote. There is no restriction on the number of terms an officer can serve.

#### Section 3. VACANCIES.

A vacancy in any office because of the death, resignation, removal, disqualification or otherwise shall be filled by the Board of Directors.

#### Section 4. PRESIDENT.

Subject to the control of the Board of Directors, the President shall have general supervision, direction and control of the business and affairs of the corporation. He shall preside



at all meetings of the members and directors, and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors.

Section 5. VICE PRESIDENT.

In the absence or disability of the President, the Vice President shall perform all the duties of the President, and in so acting shall have all the powers of the President. The Vice President shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 6. SECRETARY.

The Secretary shall keep a full and complete record of the proceedings for the Board of Directors, shall keep the seal of the corporation and affix the same to such papers and instruments as may be required in the regular course of business, shall make service of such notices as may be necessary or proper, shall supervise the keeping of the books of the corporation, and shall discharge such other duties as pertain to the office or as prescribed by the Board of Directors.

Section 7. TREASURER.

The Treasurer shall receive and safely keep all funds of the corporation and deposit the same in such bank or banks as may be designated by the Board of Directors. Such funds shall be paid out only on the check of the corporation signed by the President, Vice President, Treasurer, or Secretary or by such officers as may be designated by the Board of Directors as authorized to sign the same. The Treasurer shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

## ARTICLE VII

### EXECUTIVE COMMITTEE OR CABINET

Section 1. MEMBERSHIP.

The Board of Directors shall appoint the Cabinet whose membership shall comprise of all of the Board of Directors, Officers of the corporation and members as appointed by the Board of Directors. The Cabinet shall have the general supervision of the affairs of the corporation. The President of the corporation shall be the presiding officer of the Cabinet.

Section 2. MEETINGS, SPECIAL MEETINGS, QUORUM.

The Cabinet shall hold a regular meeting each month on the first and/or third Wednesday of each month at 7:00 p.m. No written notice shall be required to call a regular meeting. Special meetings of the Cabinet may be called at any time for any purpose by the President or by the majority of the members of the Cabinet. Written notice of any special meetings of the Cabinet