

**AMENDED AND RESTATED BY-LAWS
OF THE
THE JAPANESE WOMEN'S SOCIETY FOUNDATION**

(Revised January 23, 2011 and adopted; edited for clarity July 2011; revised and adopted July 2016;
revised and adopted August 2018; edited for clarity May 2020)

ARTICLE I

Name and Seal

Section 1. Name. The name of this corporation shall be "THE JAPANESE WOMEN'S SOCIETY FOUNDATION," and shall hereinafter be referred to as the "Organization."

Section 2. Seal. The Organization's seal, if the Organization elects to have a seal, shall be circular in form and shall contain the name of the Organization, the date of its Organization, and such other words, devices, and inscriptions as the Board of Directors shall prescribe. The Organization need not have a seal.

ARTICLE II

Offices

Section 1. Principal Office. The principal office of the Organization shall be at 347 N. Kuakini Street, Honolulu, Hawaii 96817, or at such other place in the State of Hawaii, as the Board of Directors may from time to time appoint or as the business of the Organization may require.

ARTICLE III

Objectives

The objectives of the Organization shall be to promote an interest in and an understanding of the Japanese culture by the people of Hawaii and to foster an appreciation of world culture; to enhance understanding and good relationships between the people of Japan and the United States; to render services to the community by supporting worthwhile projects through activities and charitable contributions in the area of culture, education, gerontology and other women's issues; and to foster greater fellowship among the members.

ARTICLE IV

Funds

Section 1. Fiscal Year. The fiscal year shall begin on August 1 and end on July 31 of the following year.

Section 2. Establishment of Funds. There shall be established an Operating Fund, including, but not limited to, an Educational Fund, an Intercultural Activities Fund, an Endowment Fund, and other funds as the Board of Directors shall determine from time to time. Notwithstanding fund designations, all funds shall be available to discharge the obligations of the Organization.

Section 3. Operating Fund. The Operating Fund shall be used to defray all operating expenses of the Organization, and all disbursements not otherwise provided to be made from other funds as may be established by the Board of Directors from time to time for certain specified purposes.

Section 4. Allocation of Funds. All receipts shall be allocated and deposited into such funds as the Board of Directors shall determine. The transfer of monies from one fund to another or the allocation of collections shall be subject to prior approval by a majority vote of the Board of Directors.

Section 5. Financial Statements. The books and all financial records of the Organization shall be either audited or reviewed at the close of each fiscal year.

ARTICLE V

Members

Section 1. Application for Membership. Any person interested in becoming a member of the Organization must submit an application. Such application may be amended from time to time as approved by a majority of the Board of Directors. Applicants may apply throughout the year.

Section 2. Approval of Applicant. Every application shall be thoroughly reviewed and submitted to the Board of Directors for approval. Applicant shall be granted membership with approval by a majority of the Board of Directors and payment of initial dues. Upon approval, applicant shall now be a member of the Organization and shall have all the privileges and benefits as a member of the Organization.

Section 3. Requirements for All Members. To be in good standing, each member shall participate in the Organization's functions and activities and promote the ideals of the Organization as well as sponsor new members in the Organization. Except as provided for Article VI, Section 2, each member must pay the annual dues as specified in the By-Laws.

Section 4. Honorary Member. The spouse of the Consul General of Japan in Hawaii shall have the right of being an Honorary Member. In addition, certain individuals who have contributed greatly to the Organization may be accepted as Honorary Members provided such individuals have the approval of the majority of the Board of Directors and the membership. All Honorary Members shall not be required to pay annual dues. Honorary Members shall not be eligible to hold office and shall not have voting privileges.

Section 5. Removal of Members. A member may be removed if such member has not paid the annual dues for two (2) years. In addition, a member may be removed provided a minimum of fifteen

(15) days written notice is given to the member stating the reason for removal and such member has an opportunity to be heard, either orally or in writing, at least five (5) days before the removal. Any written notice given by mail or such removal shall be via certified mail return receipt requested sent to the last known address of the member shown on the Organization's records.

Section 6. Resignation of Member. Any member may resign from the Organization by submitting written notification to the President. Such resignation shall be effective upon receipt by the President.

Section 7. Annual Membership Meeting. The annual membership meeting of the Organization shall be held in July of each year. At the annual meeting, the President and the Treasurer shall report on the activities and financial condition of the Organization.

Section 8. Special Meetings. Special meetings of the Organization may be called by the President at her discretion or upon the written request of at least fifteen (15) members. Only those matters that are within the purpose or purposes described in the notice shall be conducted at the special meeting. Notice for the special meeting must comply with Section 9 of this Article V.

Section 9. Notice of Meetings. Notice of meetings, including special and annual membership meetings, shall be no fewer than ten (10) or more than sixty (60) days before the meeting date. Such notice shall include the place, time, date and a description of any matter or matters that must be approved or discussed.

Section 10. Quorum and Voting Requirements. Ten percent (10%) of the members of the Organization shall constitute a quorum for the transaction of business at all membership meetings. No proxy voting will be permitted and no cumulative voting will be allowed. Once quorum is established, a majority of the affirmative votes present at the meeting will ratify the proposed action except for actions taken regarding the By-Laws as described in Article XIII.

Section 11. Member Liability. Each member of the Organization shall not be held personally liable for the acts, debts, liabilities or obligations of the Organization.

ARTICLE VI

Dues

Section 1. Annual Dues. Annual dues shall be payable as of August 1 of each fiscal year and shall be nonrefundable. Members joining after February shall be prorated half of the annual dues.

Section 2. Dues Exemption. A member, who has been officially accepted as a JWSF member on or before July 31, 2000, may be exempt from the annual dues provided such member has been in good standing for twenty-five (25) consecutive years and has attained the age of seventy-five (75). Such member is responsible for informing the Membership Chairperson who will verify the above requirements to receive this honor.

Section 3. Setting the Dues. Annual dues shall be determined by the Board of Directors. If the annual dues are increased, members who have paid in advance shall not be assessed retroactively.

ARTICLE VII

Board of Directors

Section 1. Number and Term. The Board, consisting of not fewer than six (6) directors and not more than twenty (20) directors, shall be elected by the entire membership. Each director or member shall be entitled to one (1) vote. No proxy voting shall be permitted. Directors shall serve for a term of up to two (2) consecutive terms or a total of four (4) years. One-half of the directors shall be elected each year.

Section 2. Resignation of Director. Any director may resign at any time by delivering written notice to the then existing Board of Directors or to the current President or Secretary. Such resignation shall be effective upon receipt unless the notice specifies a future effective date.

Section 3. Removal of Director. Any director may be removed by a majority of the members at a meeting called for that purpose. Such notice of the meeting must state that purpose.

Section 4. Filling Vacancies of the Board. If there are any vacancies on the Board, such vacancies shall be filled by a majority of the existing Board members. The term of the director filling the vacancy will expire at the end of the term that the director is filling.

Section 5. Director Meetings. The Board of Directors shall meet at least monthly and be held at a time and place determined by the President. Special meetings may be called by the President or upon the written request of at least two (2) directors. There must be at least two (2) days notice to each director for special meetings. The notice must state the date, time and purpose of the special meeting.

Section 6. Quorum. A minimum of forty percent (40%) of the total directors must be present to constitute a quorum for the transaction of business at all Board meetings. No proxies shall be permitted. If a quorum is established, the affirmative vote of a majority of directors present is the act of the Board.

Section 7. Consent in Lieu of Meeting. Notwithstanding the provisions contained in Section 6 of this Article VII, the meeting and voting of directors may be dispensed with if all of the directors who would have been entitled to vote upon the action if such meeting of directors were held shall consent in writing to such action being taken.

Section 8. Powers of the Board of Directors. Except as otherwise provided in these By-Laws, all of the powers of the Organization shall be vested in the Board of Directors. In furtherance thereof, and in addition to all powers in them vested or implied by any provisions of these By-Laws, and not by way of limitation, the Board shall have power to:

- a. Determine the number of directors for each fiscal year.

- b. Establish or change operating rules and regulations consistent with the Articles or the By-Laws.
- c. Appoint chairpersons of the standing committee and delegate any of the duties of the Board to the appropriate standing committee or to an ad hoc committee of the Organization, under terms deemed appropriate by the Board.
- d. Establish the operating budget for the Organization.
- e. Control and manage the property and affairs of the Organization.
- f. Keep the correct record of the proceedings of all meetings.
- g. Approve the calendar of activities for the year.
- h. Create an executive committee and designate the members of such committee.

ARTICLE VIII

Officers

Section 1. Officers of the Organization. The officers of the Organization shall be the President, President Elect, Vice President, Secretary, Treasurer and Historian.

Section 2. Election of Officers. Each officer shall be elected by the entire membership. Each member shall be entitled to one (1) vote. No proxy voting shall be permitted. Each officer shall serve a term of one (1) year, but not more than two (2) consecutive terms in the same office. No officer shall serve more than four (4) years. The immediate past President, however, shall serve in an advisory capacity to the Board of Directors. Each officer shall be awarded one vote on the Board of Directors. In the event of hardship (i.e. no member is able to serve in the position), a one-year extension for a third year will be allowed with the approval from the membership at an annual meeting.

Section 3. Duties of the President. The President shall preside at all meetings of the Board of Directors, the membership meetings and all other meetings as shall be requested. At the annual meeting of the Organization, the President shall submit a report of the activities of the Organization. The President shall create any ad hoc committees as needed, and appoint the chairperson of such ad hoc committee. The President shall also appoint all standing committee chairpersons and shall fill any vacancies in the chairs of all standing and ad hoc committees. All appointments of standing committee chairs shall be from among the elected Board of Directors. The President shall serve as a nonvoting ex-officio member of all committees except the Nominating Committee (if created), sign with the Treasurer all documents for contracts or binding actions approved by the Board of Directors unless other signatories are authorized by the Board of Directors, appoint a Parliamentarian if needed, be responsible for all the fund raising and development activities, and perform other duties related to the office of the President as requested by the Board or as specified in the By-Laws. In addition, the President shall have general supervision of the Organization's business affairs, and enforce the observance and performance of all By-Laws, rules and regulations of the Organization by the committee members, and the other officers.

Section 4. Duties of the President Elect. The President Elect, in the absence or disability of the President, shall perform all the duties of the President, be responsible for administrative management and maintenance of the Organization, be responsible for obtaining from Board member, compiled

Board and committee reports from outgoing committee chairpersons for the year to be turned over to the new officers of the Organization, be responsible for maintaining and updating the Board policy handbook, assist the President in conducting the business of the Organization, and perform other duties related to the office of the President Elect as requested by the President or the Board as specified in the By-Laws.

Section 5. Duties of the Vice President. The Vice President, in the absence or disability of the President Elect, shall perform all the duties of the President Elect, be chairperson of the Budget and Finance Committee and perform the duties and responsibilities of the Committee, and perform such other duties related to the office of the Vice President as requested by the President or the Board or as specified in the By-Laws.

Section 6. Duties of the Secretary. The Secretary shall maintain records of proceedings of all meetings of the Organization, maintain the membership roll, and mail the minutes of the Board of Directors meetings at least ten (10) days prior to the next meeting. The Secretary shall also give notice of all general membership and special meetings, be in charge of the Organization's correspondence, and perform other duties related to the office as required by the Board or as specified by the By-Laws.

Section 7. Duties of the Treasurer. The Treasurer shall collect membership dues and activities' fees, make disbursements, arrange for safekeeping of all funds (Operating, Education, Intercultural Activities, and Endowment Funds), notes, bonds or other evidences of indebtedness of property belonging to the Organization, keep an account of the financial transactions of the Organization and other disbursements, maintain appropriate financial records utilizing standard bookkeeping methods for all transactions and present financial reports at each Board and membership meetings. The Treasurer shall also sign with the President (unless other signatories are authorized) all contracts and instruments which require execution on behalf of the Organization, sending in writing to the bank(s) serving the Organization, deliver to the Organization's bank(s) the names of all officers authorized as signatories, oversee the Audit Committee (if one is created) and be responsible for the preparation and filing of tax returns, payments, annual registration with the State of Hawaii's Department of Commerce and Consumer Affairs ("DCCA"), deliver to her successor all financial records and books, keep the Corporate seal (if the Organization has a seal), perform other duties related to the office as requested by the Board or as specified in the By-Laws, and be responsible for keeping a certified copy of the Organization's Articles of Incorporation and By-Laws and all amendments thereto in chronological order in the Organization's safe deposit box.

Section 8. Duties of the Historian. The Historian shall be responsible for photographic and written documentation of the Organization, maintaining the historical records of activities and accomplishments of the Organization, collecting and compiling current data, mementos, documents and information concerning the Organization, and performing all other duties related to the office as requested by the Board or as specified in the By-Laws.

Section 9. Resignation of Officer. Any officer may resign at any time by delivering written notice to the Board of Directors. Such resignation shall be effective upon receipt unless the notice specifies a future effective date.

Section 10. Removal of Officer. Any officer may be removed by the Board of Directors at any time with cause. The vacancy shall be filled by a majority of the existing Board of Directors for the remainder of the term.

ARTICLE IX

Standing Committees

Section 1. Standing Committees. The Organization shall have the following Standing Committees:

- a. Budget and Finance
- b. Development
- c. Grants & Scholarships
- d. Program
- e. Communications
- f. Membership Relations
- g. Community Service
- h. Nominating
- i. By-Laws

Section 2. Chairpersons. Chairpersons of all standing committees shall:

- a. Appoint committee members.
- b. Be responsible for the preparation of a tentative committee operating budget for submission to the Budget and Finance Committee to be included as part of the overall annual budget to be approved by the Board at the third meeting of the fiscal year.
- c. Review all requests by the respective committee for funds and disbursements.
- d. Keep written records of each committee meeting and submit annual reports to the President with a copy to the Secretary for filing with the Organization's records at least three weeks prior to the annual meeting.
- e. Perform such duties as may be required by the Board of Directors.

Sections 3. Duties of the Standing Committees.

- a. Budget and Finance Committee shall:
 - 1. Prepare the annual operating budget for the upcoming fiscal year compiled from funding requests submitted by the officers and chairpersons. Present the proposed budget to the Board for approval. The approved Budget shall be published in the December newsletter to notify the general membership.
 - 2. Have authority to approve any expenditure over ten percent (10%) of the budget, provided, however, that such sum shall not exceed Five Hundred Dollars (\$500).

3. Be responsible for monitoring all the investments in the Organization, and if necessary, recommend new investment advisors to the Board. Recommend to the Board any new investment policies for the various funds.
 4. Review the Organization's financial statements and ensure that the statements are complete and accurate.
 5. Work with the Treasurer to establish and monitor effective systems of internal control to safeguard the Organization's assets.
 6. Create a sub-audit committee only if necessary.
- b. Development Committee shall:
1. Oversee all fundraising activities by the Organization.
 2. Be responsible for planning, coordinating, implementing and evaluating fundraising activities. May consider alternative sources of fiscal revenues as necessary and make recommendations to the Board.
 3. Recommend specific fundraising activities for Board approval such as a fashion show, publication, etc.
- c. Grants & Scholarships Committee shall:
1. Consist of a Chairperson plus a minimum of two non-Board members who will be responsible to formulate program and written policies for the selection of recipients of grants and/or scholarships. The program and criteria will be consistent with objectives and the mission of JWSF.
 2. Formulate a biennial budget for this committee to project into the following year.
 3. Formulate and submit the procedure for application and timetable for receiving proposals and approving the awards.
 4. Review all applications for grants and scholarships individually and submit recommendation(s) to the Board for approval. Selections submitted will reflect meaningful results benefiting the community today and into the future.
- d. Program Committee shall:
1. Plan and implement the programs for the general and special meetings of the Organization.
 2. Organize and implement cultural activities for the year.
 3. Appoint Ad Hoc or subcommittees for the program or cultural activities.
- e. Communications Committee shall:
1. Be responsible for the preparation and distribution of the Organization's newsletter before each general membership meeting and assist the Secretary in the dissemination of required notices to the membership.
 2. Formulate Organization's publicity plans including courtesy advertisements in various media; coordinate publicity of events of standing and ad hoc committees and disseminate news events of the Organization.
 3. Maintain and update the Organization's website.
- f. Membership Relations Committee shall:

1. Present applications for membership to the Board for Board action and upon approval, ensure new members are informed.
 2. Maintain a current membership roster with addresses, telephone numbers, and email addresses to be used only for the Organization's purposes.
 3. Publish and distribute a directory for the Organization's members and updates the directory periodically.
 4. Introduce new members at general membership meetings.
 5. Send annual dues payment invoices for each new fiscal year at end of July.
 6. Be responsible for the leis, corsages and gifts as required for the various events of the year.
 7. Send get-well cards, condolence messages and o-koden (bereavement gifts), when appropriate, to members or member's families.
 8. Assist committees with telephone calls and email as necessary to notify members of the Organization's business meetings, special events and activities.
- g. Community Service Committee shall:
1. Plan special events and activities for residents of selected care homes and for other groups in furtherance of the Organization's purpose.
 2. Appoint subcommittees as necessary to assist with programming and to implement community service projects.
- h. Nominating Committee shall:
1. Select a slate of officers and directors. This slate shall be sent in writing to the membership by the Secretary three weeks prior to the date of the annual meeting.
 2. Inform the membership that any additional nominations may be made in writing by any member provided the nomination is accompanied by seconds of five (5) members and such nomination must be received not later than one (1) week prior to the date of the annual meeting. No nomination will be accepted from the floor.
 3. Conduct the official vote on the slate, announcing any additional nominations to the membership at the meeting. Should a single slate be presented, the Secretary may be instructed to cast the ballot.
 4. Report the election results to the membership.
- i. By-Laws Committee shall:
1. Be responsible for reviewing the By-Laws and proposing any amendments as necessary.
 2. Provide a copy of the current By-Laws to the Membership Relations Committee chairperson for inclusion in the Organization's annual directory.

Section 4. Tenure of Chairpersons. A Standing Committee shall not be chaired by the same person for more than two consecutive terms.

ARTICLE X

Ad Hoc Committee

Section 1. Formation and Appointment. Ad Hoc Committees shall be formed by the President. The President shall appoint the chairperson for such committee. Tenure will be for the duration of the President who appointed the Chair.

Section 2. Participation. Ad Hoc Committee Chairpersons shall attend Board of Directors meetings but will not have voting privileges.

ARTICLE XI

Signatures

All checks and legal documents issued by the Organization shall be signed by two (2) officers of the Organization as the Board shall authorize from time to time.

ARTICLE XII

Parliamentary Authority

Robert's Rules of Order, Newly Revised, shall be the parliamentary authority for all matters of procedure not specifically covered by these By-Laws or by special rules of procedures adopted by the Board.

ARTICLE XIII

Amendments

These By-Laws may be altered, amended or repealed by two-thirds (2/3) vote of members present and voting at any annual or special meeting (duly called and held for the purpose) provided that the proposed amendments shall have been sent to the members two (2) weeks before the meeting.

ARTICLE XIV

Prohibited Transactions

Section 1. Loans. No loans shall be made by the Organization.

Section 2. General. The Organization shall not carry on any other activities or engage in any acts which are not permitted to be carried on (a) by a non-profit organization exempt from Federal income taxation and organized pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law or (b) by an organization which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended.

ARTICLE XV

Liability of Directors and Officers

Section 1. Exculpation. No director or officer of the Organization shall be liable for acts, defaults, or neglects of any other director or officer or for any loss sustained by the Organization unless the same has resulted from such director's or such officer's own willful misconduct, willful neglect or negligence.

Section 2. Indemnification. The Organization shall indemnify each person who serves or has served as a director, officer, or agent of the Organization against all liabilities, expenses, counsel fees and costs incurred by such person, or the estate of such person in connection with or arising out of any action, suit, reason of being, or having been, such director or officer; provided, however, that in no case shall the Organization indemnify any such person or the legal representatives of any such person with respect to any matters as to which such person shall be finally adjudged in any such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duties; and provided, further, that in the event of a settlement as to which the Organization is advised by counsel that such person was not negligent or guilty of misconduct in the performance of her duties.

Section 3. Conflict of Interest Policy. The Organization shall have a conflict of interest policy adopted by Board resolution. The Board shall resolve any question of a conflict in accordance with the conflicts of interest policy. This policy shall be reviewed by the Board of Directors periodically.

ARTICLES XVI

Dissolution

The assets of the Organization are permanently dedicated to its tax exempt purposes. In the event of the dissolution or liquidation of the Organization, all of its assets and property remaining after payment of its debts, obligations, and expenses of dissolution and liquidation shall be distributed only to such nonprofit organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended, as determined by the Organization's final Board of Directors.