

# JAPANESE AMERICAN VETERANS ASSOCIATION

## BY-LAWS

### Article I. NAME AND PURPOSE

Section 1. JAVA was founded on July 24, 1992, and is a nationwide Veterans Service Organization (VSO) dedicated to representing the interests and preserving the military lineage of all American veterans, reservists, and active duty personnel, including Asian American and Pacific Islander veterans. As Americans of Asian heritage, Japanese Americans in particular have served and defended their country in every war since the Spanish American War and have established a particularly distinguished record during World War II, both in Europe and in the Pacific.

Section 2. Name. The name of the organization shall be the Japanese American Veterans Association, hereinafter referred to as JAVA or the Association.

Section 3. Purpose. The purpose of JAVA is to honor, remember, preserve, promote, and defend the legacy forged by the valor and patriotism of Japanese American men and women who served in the United States military during World War II; to recognize the contributions made by all Japanese Americans who have or are serving in the military; to sponsor events that commemorate the sacrifices made by the Japanese American war veterans, especially those who were killed, defending America's freedoms; to continue fighting prejudice that the Japanese American war veterans during World War II overcame with their patriotism, valor, and loyalty; to educate the public about of the heroic accomplishments and sacrifices the Japanese American war veterans made during World War II so that the present and future generations may learn and benefit from their legacy; to acknowledge and appreciate the support that the Japanese Americans soldiers received from family and friends that were imprisoned in War Relocation Authority confinement sites; and to assist in aiding and comforting disabled, wounded, or deceased war veterans and their families.

Section 4. Mission. The mission of JAVA is to:

- a. Provide assistance to member veterans and their widows and dependents.
- b. Preserve the legacy of the World War II Japanese American soldiers.
- c. Perpetuate the memory of deceased Japanese American veterans.
- d. Conduct educational outreach programs to emphasize the contributions of Japanese American war veterans through speeches, and discussion panels for various civic, religious, political, educational groups and the news media
- e. Sponsor social and recreational activities in keeping with the patriotic spirit of national holidays.
- f. Promote the spirit of patriotism and national pride among the younger generation, particularly those of Japanese ancestry.
- g. Sponsor financial assistance and scholarships for deserving dependents of deceased veterans.
- h. Maintain liaison with government entities and other veteran service organizations, including the Military Intelligence Service, the 442nd Regimental Combat Team and the 100th Infantry Battalion groups.
- i. Pledge allegiance to the United States of American and fidelity to its Constitution and Laws.
- j. Foster patriotism and extend the institutions of American freedom.
- k. Preserve and defend the United States of America from her enemies whomsoever. and

- I. Participate in activities that encourage military, national, and public service for the United States of America to further the legacy of the Nisei soldiers.

## Article II. JAVA TAX STATUS

Section 1. JAVA is federally recognized under the Internal Revenue Code as a 501(c) (19) war veterans' organization.

Section 2. In compliance with statutory requirements, JAVA is a tax-exempt organization under 26 USC §501(c) (19), and donations to JAVA are tax deductible under 26 USC §170(c) (3) as a war veteran organization:

- a. JAVA is organized in the United States and is an all-volunteer organization, except as provided in these By-Laws;
- b. The above stated purpose of JAVA satisfies the statutory required purpose of a war veterans organization;
- c. No part of JAVA's net earnings inures to the benefit of any private shareholder or individual; and
- d. JAVA membership is composed of:
  1. At least 90 percent of JAVA membership are war veterans who served during the following periods of war as specified in 38 U.S.C. §101 and Rev. Rul. 78-239, 19781 C.B. 162:
    - (a) Dec. 7, 1941 and ending on Dec. 31, 1946 (World War II)
    - (b) June 25, 1950 and ending on Jan. 31, 1955 (Korean War)
    - (c) Feb. 28, 1961 and ending on May 7, 1975 (Vietnam War)
    - (d) Aug. 24, 1982 and ending on July 31, 1984 (Lebanon / Grenada)
    - (e) Dec. 20, 1989 and ending on Jan. 31, 1990 (Panama)
    - (f) Aug. 2, 1990 through today (Gulf War / War on Terrorism)
  2. No more than 9 percent of the JAVA membership are non-war veterans, cadets (including only students in college or university ROTC programs or at Armed Services academies), or spouses, widows, or widowers of war veterans, veterans, or cadets; and
  3. No more than 1 percent of the JAVA membership are ancestors or lineal descendants of present or former members of the United States Armed Forces, cadets, or other individuals.
- e. Persons who have been dishonorably discharged from the United States Armed Forces are not eligible for membership.

## Article III. MEMBERSHIP

Section 1. Membership Categories. The Association has two membership categories: The Association has the following membership categories:

- a. War Veterans as specified in 38 USC §101 and Rev. Rul. 78-239, 19781 C.B. 162 and

- b. General Members that are:
1. Present or former members of the United States Armed Forces who are not war veterans;
  2. Spouses, widows, or widowers, of present or former members of the United States Armed Forces
  3. Ancestors of former members of the United States Armed Forces or lineal descendants of present or former members of the United States Armed Forces;
  4. Cadets (including only students in college or university ROTC programs or at Armed Services academies); and
  5. Anyone who does not qualify for any of the above categories.
- c. To maintain JAVA's status as a "war veterans organization," JAVA's membership composition shall be restricted so that at least 75% of the total membership are war veteran members (subsection a above) and that no more than 25% of the total membership shall be general members (subsection b above). The 25% general member category is further restricted by the Internal Revenue Service so that no more than 22.5% of the total membership are to be general members who are eligible under subsections b(1), (2), or(4). Also, no more than 2.5% of the total membership are to be general members who are eligible under subsection b(5) and who are approved by the Executive Council as general members. To ensure that JAVA maintains the appropriate membership composition as required by law and regulation, anyone who is eligible under subsection b(3) shall not be accepted as general members.

Section 2. Membership Dues. The Association waives annual membership dues for War Veterans and Cadets specified in Article III, Section 1 above. Dues may be imposed if the Executive Council determines the dues are needed for JAVA operations. Dues for the other membership categories are set forth in Appendix A to these By-Laws, and are subject to change upon action duly taken by the Executive Council.

Section 3. All membership applications must be approved by the Membership Committee. All members except war veterans must be approved annually to determine eligibility to maintain JAVA's status as a war veteran organization.

Section 4. All life members who joined prior to 2011 are grandfathered into the appropriate membership category without payment of annual dues. Life membership is no longer available.

Section 5. Friends of JAVA. As an alternative to general membership, anyone interested in supporting JAVA and its committees, attending public events sponsored by JAVA, and receiving email notices and newsletters from JAVA can ask to be designated a Friend of JAVA. The Friends of JAVA is not a part of JAVA in that a Friend of JAVA is not eligible to vote at membership meetings and is not eligible to be elected to a JAVA office or appointed to serve on the Executive Council. No dues are required to be paid by anyone designated a Friend of JAVA. No JAVA funds shall be used to fund any Friend of JAVA activity.

#### Article IV. JAVA MEETINGS

Section 1. JAVA shall operate on a fiscal year basis from July to June.

Section 2. Membership Meetings. There shall be at least one annual general membership meeting each calendar year, the times and places thereof to be decided by the Executive Council, except that in even-numbered years, following the established practice of having the biennial election of officers in January or as soon thereafter as possible, one of the general membership meetings for such years shall be scheduled to accord with this practice. Timely notice of each meeting shall be provided by any appropriate means including but not limited to email.

Section 3. In the event of a health and/or safety crisis, the JAVA President may authorize, with the approval of the Executive Council, a virtual rather than an in-person annual meeting. Virtual means webcasts, teleconferences or similar means that permit members to listen, participate, and vote as necessary. Members must be provided at least a seven (7) day advance notice of the switch to a virtual meeting.

Section 4. Executive Council Meetings. Meetings of the Executive Council shall be called as deemed necessary and appropriate by the JAVA President. Timely notice of each meeting shall be provided by any appropriate means including but not limited to email.

#### Article V. JAVA OFFICERS

The officers of the Association shall be as follows:

PRESIDENT – must be a war veteran member and shall preside at all general membership meetings, Executive Council meetings, and any special meetings, and perform duties pertaining to the office, as prescribed herein and by Robert's Rules of Order. The President shall establish the agenda for the events, functions, and business of the Association in his/her capacity as Chairperson of the Executive Council. The President shall present to the Executive Council at a regularly scheduled meeting an annual budget, prepared by the Treasurer, before the end of the calendar year that will authorize expenditures for the following calendar year. During the following calendar year, any new expenditure must be approved by the Executive Council except where the new expenditure does not exceed Two Thousand dollars (\$2000) per transaction. For any new expenditure in the amount of \$2,000 or more, the President is authorized to propose the new expenditure to the Executive Council by e-mail or by phone. Affirmation of such proposed expenditure shall be presumed, unless a majority of those contacted communicate their objections within three (3) days of the notification. In all cases, the President shall provide a report to the Executive Council about all new expenditures that are made. The President shall be responsible to ensure that the JAVA Executive Council expends JAVA funds and promotes programs in compliance with its fiduciary duty, mission, By-Laws, and limitations imposed by law, regulations, or donation.

VICE PRESIDENT– must be a war veteran member and shall perform the duties and exercise the powers of the President in his/her absence and carry out duties assigned by the President or prescribed by Robert's Rules of Order. The Vice President shall be responsible for administering the membership affairs of the Association, and shall chair a committee formed to assist in addressing such concerns. In consultation with the President, the Vice President shall devote, as part of his/her responsibility for membership, particular attention to the creation and continuance of programs that are likely to enhance Association goals, particularly those calculated to attract new members. The Vice President

shall be responsible for the membership records of the Association and shall report on the status and condition of the membership to the Executive Council.

SECRETARY– must be a war veteran member and shall maintain, as appropriate, records of all general membership meetings of the Association, as well as meetings of the Executive Council and JAVA Committees. The Secretary shall be responsible for JAVA records, for the official correspondence of the Association, and for carrying out duties as prescribed by Robert's Rules of Order. The Secretary shall ensure that each Committee Chair has taken written minutes of committee meetings and provides a copy to the Secretary in a timely manner. The Secretary shall prepare an annual report from the input provided by each JAVA Officer and Committee Chair. The Secretary shall maintain a depository of the minutes of JAVA Executive Committee Meeting, general membership meeting, and committee meetings. The Secretary shall ensure the depository is complete before the Secretary's term of office is ended and shall provide the depository to the next elected Secretary.

TREASURER– must be a JAVA member and shall be responsible for the financial records of the Association, including the collection of all monies due the Association, as well as their disbursement. The Treasurer shall report on the financial status and condition of JAVA to the Executive Council, and, as appropriate, to the general membership, carrying out his/her duties as prescribed by Robert's Rules of Order. At the direction of the President, the Treasurer shall prepare an annual budget for the next calendar year to be approved by the Executive Council. The Treasurer shall ensure that all JAVA tax returns are accurate and filed in a timely manner. To the extent that the Treasurer needs assistance to prepare JAVA's annual tax return or to conduct an audit or financial review, the Treasurer is responsible to solicit bids for the needed work and will submit the recommended bid to the Executive Council for approval. The Treasurer shall be responsible that JAVA financial records are maintained in accordance with Federal and State procedures. The Treasurer shall be responsible to ensure that the financial records are up to date at the end of the Treasurer's terms of office and shall be responsible to provide such records to the next elected Treasurer.

#### Article VI. ELECTION OF OFFICERS

Section 1. The General Membership shall vote to ratify changes to these By-Laws, election of JAVA officers every two years, approval of the annual Treasurer's report to the Membership, and any other matter that the President, with the concurrence of the Executive Council, presents for a vote by the Membership.

Section 2. Nomination Committee. At least before the start of the third quarter of the odd-numbered year in which an election is to be held, starting in 2021, the President shall nominate a Nomination Committee Chair for approval by the Executive Council.

- a. The approved Chair shall appoint at least two (2) other members from JAVA's membership for approval by the Executive Council.
- b. The Nomination Committee shall be responsible for the preparation of a slate of candidates selected from JAVA's membership for all the JAVA elected officers. The slate must have at least one candidate for each elected office and shall be presented to the President no less than one (1) week prior to the date of the Executive Council meeting that must be scheduled at least eight (8) weeks before the date on which a general election is scheduled to occur.

- c. The Nomination Committee Chair shall inform the President of any candidate not included in the slate presented by the Nomination Committee.
- d. Any member of the Nomination Committee who is otherwise eligible may be a candidate. If there are other candidates for the same office, the slate must include all the candidates for that office.
- e. The President shall immediately submit the names of all those being nominated to the Executive Council for concurrence. In the event such concurrence does not occur, the President shall refer the matter back to the Nomination Committee for prompt reconsideration.
- f. No election shall be scheduled without the approval of the proposed slate of candidates by the Executive Council.
- g. The Nomination Committee Chair shall preside over the election of JAVA at the general membership meeting and is responsible for designating a tellers group of two (2) or three (3) persons to tally votes.
- h. The Executive Director shall be a standing member of the tellers group. The Chair of the Nomination Committee and any candidate for an elective office may not serve on the tellers group.

#### Section 3. General Membership Voting Requirements.

- a. Voting by the General Membership may be done electronically or by mail before the scheduled Membership meeting where the election results are to be announced.
- b. All votes shall be decided by a majority of the votes cast for each matter.
- c. Only a person who is a JAVA member is eligible to vote.
- d. Each JAVA member eligible to vote has only one (1) vote even if the member has multiple email or mail addresses listed with JAVA. If a member submits more than one (1) vote, including a proxy vote, the teller group shall consider the vote dated the earliest, received by the teller group, as the member's vote.
- e. The Vice President shall provide the Executive Director the current roll of JAVA members who are eligible to vote.

#### Section 4. JAVA Election Requirements.

- a. Elections shall occur biennially, on even-numbered years, at the first general membership meeting taking place in January, or as soon thereafter as feasible.
- b. The Executive Director shall email or mail the approved slate to JAVA members eligible to vote at least four (4) weeks before the date of the scheduled general membership meeting.
- c. The Chair of the Nomination Committee, with the assistance of the Executive Director, shall make available to the General Membership a ballot, with voting directions, to conduct the

election of JAVA officers that is at least seven (7) days before the scheduled General Membership meeting. The Nomination Committee Chair shall announce the newly elected officers at the scheduled General Membership meeting.

- e. Proxy voting is permitted on any matter in which the general membership is asked to vote. A JAVA proxy vote must designate the name of the JAVA member to whom the proxy is given, the proxy vote given, the date on which the proxy is given, and the return email or mail address of the person giving the proxy. The proxy voter must copy the teller group with the proxy vote given or any JAVA Member holding proxy votes must provide the tellers group with a copy of the proxy vote no later than 48 hours prior to the date of the general membership meeting. The teller group shall not accept proxy votes within 48 hours of the date of the general membership meeting.
- f. All votes received by the tellers group shall be verified by comparing the votes with the return email or mail address. The tellers group shall hold the returned votes in confidence and shall not disclose the vote tally to anyone except to the Nominations Committee Chair, who will announce the results at the general membership meeting.

Section 5. Term of office. Each elected officer shall serve for a term of two years for the office to which he or she was elected or until a new slate of officers is elected, and shall not be elected to more than two consecutive terms in the same position.

#### Article VII. EXECUTIVE COUNCIL

Section 1. Role of the Executive Council. The principal management, strategic planning, and policymaking body for the Association shall be the Executive Council. The overall supervisory authority of the Association rests with the Executive Council. Each Member of the Executive Council holds a fiduciary position of trust to protect JAVA's funds, promote JAVA's mission, and preserve JAVA's legacy. The Executive Council shall consider and approve the annual budget prepared by the Treasurer and presented by the President to the Executive Council and shall have overall oversight that JAVA funds are expended within the limits of the approved budget or other Executive Council approved limitations. In the performance of these functions, the Council acts principally as advisor to the President of JAVA, and the President shall serve as Chairperson of the Council.

Section 2. Composition of the Executive Council. The membership of the Executive Council shall be comprised of: Current elected officers of JAVA and Eight (8) to twelve (12) persons who must be JAVA members and who are appointed by the President, in consultation with the Executive Council, to serve a term concurrent with the President.

Section 3. All Executive Council decisions on whether to expend JAVA funds shall be recorded including the name of the Member making the motion to expend funds, the name of the Member seconding the motion, names of any Members who oppose the motion, and the name of the Member who is responsible to ensure any limitation on the motion is fulfilled. Minutes of any ad hoc meeting to which Executive Council members are invited to discuss the expenditure of JAVA funds shall be taken and maintained by the Secretary as an official JAVA record. Whenever the Executive Council considers a motion to expend JAVA funds, before a vote is taken, any Executive Council Member who received a

contact about the expenditure shall disclose the name of the person making the contact and the information provided.

Section 4. Any Executive Council Member who has a relationship with a proposed recipient of JAVA funds by employment, contract, appointment or election to a position with the proposed recipient or pro bono representation must disclose the relationship to the Executive Council before a vote is taken on any motion to give the recipient JAVA funds and must not vote or attempt to influence other Executive Council Members. The minutes of the meeting must clearly include any Member's recusal on any matter before the Executive Council.

Section 5. Any appointed Executive Council Member may be removed by the President, with the approval of the other Executive Council Members, for failure to carry out his/her assigned responsibilities, failure to disclose required information, or any breach of his/her fiduciary duties to JAVA.

Section 6. Any Executive Council Member may move to hold a special JAVA election to recall an elected officer for failure to carry out his/her assigned responsibilities, failure to disclose required information, or breach of his/her fiduciary duties to JAVA. If approved by a majority of Executive Council members, a special election will be held at the earliest convenience. A statement of the basis of the proposed recall and a statement from the elected officer proposed to be recalled shall accompany the notice to the general membership for the special election. The election procedures used for the regular biennial election will be followed to the extent applicable.

Section 7. The Executive Council shall conduct business at a scheduled meeting which is announced in advance to all Executive Council Members and where a majority of Members are present in person or electronically when the meeting is called to order.

#### Article VIII. GENERAL COUNSEL

Section 1. General Counsel must be a JAVA member and shall be an attorney who is in good standing to practice law by any State Bar and shall be appointed by the President with approval of the Executive Council. Under the general policy direction of the President, the General Counsel shall provide legal services, assistance, and advice to the Officers, Executive Director, Executive Council, and various committees. The General Counsel shall oversee any changes or amendments to the By-Laws, which must be approved by the Executive Council and ratified by the general membership.

Section 2. The JAVA General Counsel shall serve as parliamentarian at all meetings and shall use these By-Laws and Roberts Rules of Order where not inconsistent with these By-Laws to decide parliamentarian issues.

#### Article IX. EXECUTIVE DIRECTOR

The President shall appoint, hire, or engage an Executive Director with the approval of the Executive Council. The duties of the Executive Director and the conditions of service shall be set forth in a written agreement mutually agreeable to the parties and signed by the President and Executive Director. The Executive Director is accountable to and reports to the President on a regular basis.

#### Article X. JAVA COMMITTEES

Section 1. Authority to establish committees. Except as provided in this Article, the President, with the concurrence of the Executive Committee, shall have the power to form committees for specific purposes. When the work of such committees has been completed, unless the President requests otherwise, they may be deemed dissolved.

Section 2. Membership Committee. There shall be a standing Membership Committee, the Chairperson of which shall be the JAVA Vice President. Members of the Committee shall be appointed by the Committee Chair, in consultation with the President and with the concurrence of the Executive Committee. The Membership Committee shall review each new application for JAVA membership to ensure the new applicant meets the qualification requirements for membership. The Membership Committee shall annually approve all members except war veterans to maintain JAVA's status as a war veteran organization. The Membership Committee shall identify any confidential information submitted by an applicant and shall inform the Executive Director of such information so that it is maintained on the membership database as not to be publicly disclosed. The applications of "war veterans" seeking to become a member of JAVA that, on their face, show that the applicants meet the requirements of membership, shall be regularly accepted, and information descriptive of such new members shall be provided to the Executive Council. The JAVA Executive Council shall approve membership for all applicants other than "war veterans". Only present or former members of the United States Armed Forces shall be eligible for life membership. The Council shall be consulted in any case where the Membership Committee is uncertain whether a particular application should be approved. The Membership Committee shall have the lead responsibility to maintain a current roll of JAVA members by membership category and shall ensure that the roll is updated and current every two years prior to the election of officers.

Section 3. Finance Committee.

- a. There shall be a standing Finance Committee, the Chair of which shall be appointed by the President, with the concurrence of the Executive Council. Other members of the Committee shall be appointed by the Chair, in consultation with the President and with the concurrence of the Executive Council. The Treasurer may serve on the Finance Committee but cannot serve as the Chair. The Chair with the concurrence of the Finance Committee shall select a Vice Chair.
- b. The Finance Committee shall develop a long-term investment strategy and shall make buy and sell decisions for the amount of JAVA funds approved by the Executive Council for long-term investment.
- c. The Finance Committee shall select a brokerage firm for JAVA investments.
- d. The dividends and proceeds from any sale of investments approved by the Finance Committee shall be deposited into JAVA's checking account. The Finance Committee shall decide how any excess deposited income, as determined by the Executive Council, shall be re-invested in the investment accounts.
- e. Restrictions.
  1. The Finance Committee shall not sell any of the principal in the investment accounts above \$627,000 unless the President approves such expenditure and a two-thirds (2/3) majority of the Executive Council concurs at a regularly scheduled Executive

Council meeting where a vote on the sale of the investment principal is announced two weeks in advance of the Executive Council meeting.

2. The Finance Committee shall not sell any principal in the investment accounts if such sale reduces the balance of the investment accounts below \$627,000.
  3. If the Executive Council is considering using any income, capital gain, proceeds from sale of investments, in whole or in part, or JAVA asset to make a donation of \$10,000 or more to a person or another organization, the President must issue a detailed public announcement to the general membership about the proposed donation, an explanation as to the direct benefit that JAVA would receive, and what the donation would accomplish. The general membership must be given the opportunity for comment at the next JAVA meeting to which the membership is invited and before the Executive Council votes on the proposed donation. At least two (2) weeks advance notice shall be given to the general membership about the proposed donation.
- f. The Finance Committee shall monitor JAVA investments and shall report at each Executive Council meeting on the financial condition of JAVA investments as of the close of the month before the meeting at which the report is being given.

Section 4. Nomination Committee. There will be a standing Nomination Committee. The Nomination Committee will be responsible for carrying out the duties outlined in Article VI Election of Officers and shall assist the President in identifying qualified JAVA members to chair JAVA committees.

Section 5. Awards Committee. There will be a standing Awards Committee. The President shall appoint the Chair of the Awards Committee with the concurrence of the Executive Council. The Committee Chair shall appoint other committee members in consultation with the President. The Awards Committee shall recommend to the Executive Council for approval awards and recognitions that honor persons or organizations that deserve to receive the JAVA Courage, Honor, Patriotism Award, Terry Shima Service Award, JAVA Service Pin, or other JAVA recognition determined by the Awards Committee. The Awards Committee shall seek to identify at least annually persons or organizations that the Committee believes meets the qualifications for these JAVA awards or recognitions. The Awards Committee shall submit its recommendations to the Executive Council for approval. If approved, the award or recognition shall be bestowed on the person or organization at next JAVA meeting to which the general membership is invited and the person or representative of the organization can attend.

Section 6. Scholarship Committee.

- a. There will be a standing Scholarship Committee. The President shall appoint the Chair of the Scholarship Committee with the concurrence of the Executive Council. The Committee Chair shall appoint other committee members in consultation with the President.
- b. The Scholarship Committee shall solicit annually applicants for JAVA scholarships, review the applications, and submit the Committee's recommended recipients to the Executive Council for approval. The Scholarship Committee shall organize the annual scholarships award ceremony to which the general membership is to be invited.
- c. Annually, JAVA funds may be used in the amount not to exceed \$5,000 to fund the Honorable Daniel K. Inouye Scholarship and in the amount of \$2,000 to fund the Taubkin Scholarship. All

other JAVA scholarships will only be funded by donations. Funds donated for any scholarships will be accounted for in separate ledger accounts. Where a scholarship, except the Inouye Scholarship and Taubkin Scholarship, does not have the minimum amount for the scholarship, the Scholarship Committee shall notify the family of the person in whose name the scholarship named that the scholarship will be terminated unless an amount to meet the minimum is donated. If a scholarship is terminated, the remaining balance in that scholarship account will be put in a general JAVA scholarship account. The general scholarship fund is to be used to supplement any of the family scholarship accounts or to generate a new general JAVA scholarship.

Section 7. Outreach Committee. There will be a standing Outreach Committee. The President shall appoint the Chair of the Outreach Committee with the concurrence of the Executive Council. The Committee Chair shall appoint other committee members in consultation with the President. The Outreach Committee shall explore opportunities with other organizations including schools to sponsor exhibits or speakers that share the legacy of the contributions and sacrifices made by Japanese American soldiers during World War II, organize speakers who would be available to the public to speak about the Japanese American experience during World War II, create exhibits that can be publicly displayed at meetings or events of other organizations, and develop outreach programs to emphasize the contributions of Japanese American war veterans and their impact on future generations through speeches, and discussion panels for various civic, religious, political, educational groups, and the news media.

Section 8. Communications Committee. There will be a standing Communications Committee. The President shall appoint the Chair of the Communications Committee with the concurrence of the Executive Council. The Committee Chair shall appoint other committee members in consultation with the President. The Communications Committee shall develop, implement, and monitor communications plans for JAVA events and activities and shall be responsible for promoting and informing the membership and the public about JAVA events and activities through the JAVA website, social media venues, media contacts, and email. The Communications Committee will develop relationships with other organizations to share information about JAVA events and activities. The Committee will assist the Executive Director in preparing and distributing JAVA press releases and e-Advocate. The Communications Committee will assess and advise the Executive Director on the management of all JAVA external communications, including assistance with decisions about content and format, to include the JAVA Website, e-Advocate, Facebook, Twitter, and correspondences with external entities.

Section 9. Regional Representatives. The President may appoint with the concurrence of the Executive Council Regional Representatives responsible for the advising the Executive Council on all issues within their regions. The Regional Representatives will represent JAVA on all matters within their regions. The boundaries of each region shall be determined by the President with the concurrence of the Executive Council.

Regional Representatives may participate in Executive Council meetings as non-quorum voting members.

Section 10. Ad Hoc Committees. The President may appoint with the concurrence of the Executive Committee an ad hoc committee for any purpose deemed necessary for the benefit of JAVA. The President shall appoint the chair of any approved ad hoc committee with the concurrence of the

Executive Council. The ad hoc committee chair shall appoint other committee members in consultation with the President.

Section 11. Recordkeeping. All Committee Chairs shall be responsible to have a committee member take written minutes of all committee meetings and shall be responsible to ensure that a copy of all written minutes are given to the JAVA Secretary.

#### Article XI. VACANCIES

Section 1. Vacancy in the Office of the President. Should a vacancy occur in the position of JAVA President, or in the event of the President's disability or prolonged absence, the Vice President, with the concurrence of the Executive Council, shall assume the duties of the President for the remainder of the unexpired term, or for such lesser period as circumstances warrant.

Section 2. Vacancy in other elective offices. If a vacancy should occur in any of the other three elective positions, such vacancy shall be filled by action of the Executive Council, and the person selected and approved by the Executive Council to fill the vacancy shall serve for the remainder of the unexpired term.

Section 3. Interim appointments. The President shall have the authority to appoint interim officers for vacant positions until such time as the Executive Council has acted to fill them, or until such time as the vacancy is filled in regular elections, whichever occurs first.

Article XII. CONTRACTORS. The President is authorized, with the approval of the Executive Council, to engage the services of contractors to perform specific, independent tasks in support of JAVA operations or events.

Article XIII. HONORARY CHAIRS. The President, with the approval of the Executive Council, is authorized to designate a person who has made extraordinary contributions to preserve the legacy of the Japanese American soldiers during World War II or to support and promote the purpose of JAVA or the Japanese American community as an Honorary Chair of JAVA. The President will consider, but is not limited to, elected members of the U.S. Senate and U.S. House of Representatives, other elected or appointed officials, Medal of Honor Awardees, members of academia or the arts who have distinguished themselves in their chosen profession, and other persons who have distinguished themselves by their unselfish and devoted dedication to serving the interests of JAVA or the Japanese American community.

Article XIV. DOCUMENT RETENTION/DESTRUCTION POLICY. The Officers, members of the Executive Council, and Committee Chairs shall preserve JAVA records and documents in compliance with the JAVA Document Retention/ Destruction Policy provided in Appendix B. The Executive Director shall oversee the implementation and compliance with this policy.

Article XV. WHISTLEBLOWER POLICY. All JAVA officers, members of the Executive Council, Committee Chairs, employees, and volunteers shall comply with the Whistleblower Policy provided in Appendix C. Unless otherwise required by this policy, the Vice President shall serve as the compliance officer to oversee and implement this policy.

Article XVI. Conflict of Interest Disclosure Statement. All members of the Executive Council and all committee members shall be required to sign and submit an annual conflict of interest disclosure statement. The signed statements shall be reviewed by the General Counsel. The statement signed by

the General Counsel shall be reviewed by the Vice President. Any actual or potential conflict of interest shall be resolved by the Executive Council.

Article XVII. AMENDMENT TO THE BY-LAWS. The JAVA By-Laws may be amended by the Executive Council. Notice of any proposed amendment to the By-Laws must be given to the general membership and an opportunity to comment provided before Executive Council takes a final vote on the proposed amendment. Any amendment approved by the Executive Council must be ratified by the general membership at the first meeting to which the general membership is invited after the amendment is approved by the Executive Council.

Article XIX. ROBERTS RULES OF ORDER. . JAVA will be governed by the Roberts Rules of Order except where Roberts Rules of Order are in direct conflict with these By-Laws.

REVISED and APPROVED by the Executive Council: December 10, 2022

Signed: / Gerald Yamada / Date: 12/12/22

**Gerald Yamada**, President

RATIFIED by the General Membership: 2/4/2023

Signed: / Kay Izumihara / Date: 2/7/2023

MAJ Kay Izumihara USAR, Secretary

#### APPENDIX A. Membership Dues.

This Appendix sets forth the membership dues of the Japanese American Veterans Association, as approved by the JAVA Executive Council and ratified by the general membership. If the classification and/or the amounts of the dues are hereafter changed by the Council, JAVA will issue an updated version of this Appendix.

#### MEMBERSHIP DUES

War Veterans and Cadets – Annual membership fee is waived.

General Members – \$15 per year.

#### APPENDIX B. JAVA Document Retention/Deletion Policy

Section 1. This policy specifies how JAVA documents (hardcopy, online or other media) should be retained, protected and eligible for destruction. The policy also ensures that documents are promptly provided to authorities in the course of legal investigations or lawsuits.

#### Section 2. Document Retention Schedule

The following types of documents will be retained for the following periods of time.  
At least one copy of each document will be retained according to the following schedule.

a. JAVA Records

1. Article of Incorporation and related documents and amendments thereof.
2. Permanent IRS Form 1023 to file for tax-exempt and/or charitable status

b. Permanent

1. Letter of Determination (from the IRS) granting tax exempt and/or charitable status
2. By Laws
3. Board policies
4. Resolutions
5. Board meeting minutes
6. Sales tax exemption documents
7. Tax or employee identification number designation
8. Annual JAVA filings with State of Maryland or IRS
9. Financial Records
10. Chart of Accounts
11. Fiscal Policies and Procedures
12. Audits
13. Financial statements
14. General Ledger

c. 7 Years Retention

1. Check registers/books
2. Business expenses documents
3. Bank deposit slips
4. Cancelled checks
5. Invoices
6. Investment records (deposits, earnings, withdrawals)
7. Property/asset inventories

d. 3 Years Retention

1. Petty cash receipts/documents
2. Credit card receipts (n/a JAVA does not have a credit card)

Section 3. At the end of any retention period, the documents shall be disposed of or shredded.

#### APPENDIX C. Whistleblower Protection Policy.

Section 1. JAVA requires officers, members of the Executive Council, Committee Chairs, and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As representatives of JAVA, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws, regulations, JAVA By-Laws, and JAVA policies.

Section 2. Reporting Responsibility. This Whistleblower Policy is intended to encourage and enable volunteer staff, members, employees and others to raise issues of non-compliance or unethical conduct

internally so that JAVA can address and correct inappropriate conduct and actions. It is the responsibility of all officers, members of the Executive Council, employees, and volunteers to report concerns about suspected violations of law, regulations, By-Laws, or policies that govern JAVA's operations.

Section 3. No Retaliation. It is the policy of JAVA to prohibit anyone to retaliate against any officer, Executive Council member, staff member, employee, or volunteer who in good faith reports an ethics violation, or a suspected violation of law, regulations, By-Law, or policies such as a complaint of discrimination, or suspected fraud, or suspected violation of any requirement governing the operations of JAVA. An officer, Executive Council member, or chair of a JAVA committee, who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of his/her position with JAVA.

Section 4. Reporting Procedure. Any person who in good faith believes that an ethics violation, or a suspected violation of law, regulations, By-Law, or policies, or suspected fraud, or suspected violation of any requirement governing the operations of JAVA shall report the suspected violation to the JAVA Vice President who shall serve as the compliance officer for this policy. If the Vice President finds the suspected violation to be credible, the Vice President shall ask the person to submit the suspected violation in writing and instruct the JAVA General Counsel or outside counsel, if necessary, to conduct an investigation into the reported violation. Unless necessary for the investigation, the identity of the person reporting the suspected violation will not be disclosed. If the suspected violation is made against the Vice President, then the JAVA Secretary shall serve as the compliance officer to carry out this policy in lieu of the Vice President. If the suspected violation is made against the Executive Council, the President shall report the suspected violation to the general membership at the next JAVA meeting to which the membership is invited and appoint a compliance officer from the general membership of JAVA to carry out this policy and report back to the general membership.

Section 5. Investigation. If asked by the compliance officer for this policy, the JAVA General Counsel or outside counsel, if necessary, shall conduct an investigation and submit a written report to the compliance officer.

Section 6. Reporting and Resolution of the Compliant. The compliance officer shall submit the General Counsel's written report to the Executive Council with a recommended resolution to the violation. Any disciplinary action taken against an elected officer approved by the Executive Council shall reported to the general membership at the next JAVA meeting to which the membership is invited. The Vice President shall advise the Executive Council of all complaints and their resolution and will report at least annually to the Chair of the JAVA Finance Committee on any reported non-compliance activity relating to accounting or alleged financial improprieties.

Section 7. Accounting and Auditing Matters. The Vice President shall immediately notify the Chair of the Finance Committee of any concerns or complaint regarding irregular JAVA accounting practices, internal controls or auditing and work with the committee until the matter is resolved.