



CONNECTIONS BY LAWS

As of February 25, 2021

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Connections

CONNECTIONS BY LAWS

I. NAME

This organization, an integral part of Ippan Shadan Hojin Tokyo American Club (the “**Club**”), will be called “Connections.” Any reference herein to “**Connections**” will mean the “Tokyo American Club’s Connections” group.

II. OBJECT

The object of Connections will be to:

- (a) Promote social contact among its Connections members (each, a “**Member**”);
- (b) Further intellectual and cultural interest in the community through Connections programs and events; and
- (c) Raise funds in support of:
 - Connections programs and events
 - Connections charitable organizations
 - Club and community service initiatives

III. MEMBERSHIP

III.1. ELIGIBILITY AND REMOVAL

Membership in Connections will be open to members of the Tokyo American Club, women and men who have reached the age of 20. A member in Connections may be removed from Connections membership by a majority vote of the full Connections board.

III.2. RESIGNATION

Resignation from membership of the Club will result in automatic resignation from membership in Connections (membership in Connections hereinafter referred to as “**Membership**”). Members are automatically billed for a full year’s dues (“**Membership Fees**”) from September 1 each year; therefore, those resigning Membership after August 31 of a given year will still be obligated to pay their full Membership Fees. Members wanting to resign from Connections, but not the Club must do so by notifying Connections office by regular mail, email or in person at the Connections office.

III.3. HONORARY MEMBERSHIP

Honorary Membership may be granted at the discretion of the Connections board.



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IV. GOVERNANCE

IV.1. CONNECTIONS BOARD

The purpose of the Connections board (the “**Board**”) will be to facilitate ongoing functions of Connections. The Board will oversee day-to-day operations of Connections, solve problems, filter ideas to the various committees and suggest future direction of Connections. The Board will also maintain Connections Bylaws and the Policies and Procedures (attached hereto) and update them as needed and determined by the Board.

IV.2. BOARD MEMBERS

The Board will comprise the following elected officers (“**Board Members**”): President, Vice President, the directors described herein (each, a “**Director**”) and other positions as needed and determined by the Board.

IV.3. CONNECTIONS COMMITTEES

- Connections may create working committees as needed and determined by the Board which may include the following: Nominating, Volunteer Appreciation, Coffee Connections, Culture Connections, Cocktail Connections, Finance, Communications, Enrichment Programs, Tours, Social Programs, Tokyo: Here and Now, Community Events, Fundraising, Sales and Charities.
- Each Board Member (except the President and Vice President) may create one or more working committees to carry-out such Board Member’s duties and responsibilities. Each such committee will meet regularly (e.g., on a monthly or more frequent basis) as needed except a committee may elect not to meet in July and/or August.
- The President and/or each Board Member who oversees a committee will appoint one individual to serve as chair or two individuals to serve as co-chairs for such committee, all subject to the approval by majority vote of the Board. Each chair of a committee will appoint and/or replace any individual to serve on such committee.
- Each Board Member who oversees committees will (or will designate a committee member to) take meeting minutes of committee meetings which will be provided in a timely manner for inclusion in the up-coming monthly Board Meeting read-ahead package; and provide additional reporting to the President and Vice President on a more frequent basis as needed. Such minutes and reporting shall cover committee activity, areas of concern, progress and next-steps.
- Committee members will be mentored for future roles in Connections.

IV.4. BOARD MEETINGS

Connections Board meetings (“**Board Meeting(s)**”) will be held monthly on a regular schedule except the Board may elect not to meet in July and/or August. Dates of the meetings may be changed at the discretion of the Board. Business meetings of the general Membership may be held at the discretion of the Board. Such business meetings will be announced on the Connections’ website.



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IV.5. BOARD MEMBER RESPONSIBILITIES

- Each Board Member will attend Board Meetings.
- Each Board Member will generally maintain records, communicate on a regular basis activity and progress to the person(s) to whom they report (including the President and Vice President) or whom they supervise.
- If a Board Member misses more than three Board Meetings in one calendar year, that Board Member may be removed from office by the mutual agreement of the President and Vice President.

IV.6. ADMISSIONS AND VOTING

Board Members may vote and engage in Connections activities. Each Board Member will have one vote. However, the President will vote only in the case of a tie vote.

IV.7. CODE OF CONDUCT

Board Members are responsible for their respective conduct in regard to relationships with other Board Members, Members and Connections office staff. Board Members are expected to work cooperatively to maintain an atmosphere of collaboration and friendship. Members must conduct themselves in a positive and professional manner when working in the Connections office (the “**Connections Office**”), using social media, participating in Connections activities and any time they represent Connections (the “**Code of Conduct**”).

V. QUORUM

One half of the Board Members are needed in attendance to constitute a quorum. A majority vote of the Board Members comprising the quorum will be decisive. At general Membership meetings, a fifty percent vote of the Members present at the general Membership meeting will be decisive.

VI. ELECTED BOARD OFFICERS AND THEIR RESPECTIVE DUTIES

VI.1. PRESIDENT

- The Connections president (the “**President**”) shall be a Board Member and a citizen of the United States of America
- Will hold the status of a “Voting Member” based upon the Club’s Articles of Association and will have previously served as a Board Member for at least one year
- Will be an ex-officio member of committees
- Will attend and preside over Board Meetings
- Will countersign disbursements of funds over ¥100,000
- Will fill vacancies on the Board with the support of other Board Members
- Will be responsible for scheduling Board meetings
- Will attend or send a substitute to Connections functions



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- Will represent or send a substitute to Club special events
- Will oversee the activities of Connections through open communication with the Vice President and other Board Members
- Will oversee the Connections Office supervisor, office assistant and office activities
- Will review financial statements for Connections and will initiate meetings with the Director of Finance to stay informed concerning the financial aspects of Connections
- Will identify a Vice President, who must be a US citizen, to be next in line for succession purposes
- Will dismiss Board Members who violate the Code of Conduct, subject to a majority vote of the full Board approving such dismissal
- Will assist in a smooth transition for the next President

VI.2. VICE PRESIDENT

- The Connections vice president (the “**Vice President**”) shall be a Board Member, will report directly to the President and will assist the President and act as the President’s substitute when needed
- The Vice President will assume the duties of the President should the President be unable to complete the President’s assigned term and duties or need temporary relief from duties for a specified period of time
- Will serve on the Board and attend Board Meetings
- Will attend and host monthly Coffee Connections or designate a representative
- Will serve on committees as needed at the direction of the President
- Will be authorized to countersign the President’s payment requests when necessary
- Will assist the President and Director of Membership to fill in any vacancies in the organization
- Will support the activities and programs of Connections through attendance at events
- Will maintain open communication with the Directors and President
- Will review financial statements as they pertain to the assigned responsibilities
- Will assist in a smooth transition for the next Connections Vice President

VI.3. DIRECTOR OF ADMINISTRATION

- The Connections director of administration (the “**Director of Administration**”) shall be a Board Member and will report directly to the President
- Will serve on the Board and attend and run Board Meetings
- Will be authorized to countersign the Director of Finance’s payment requests when necessary
- Will be responsible for general Connections administration and parliamentary duties, including By-Laws and Policies and Procedures reviews and updates
- Will assist in a smooth transition for the next Connections Director of Administration

VI.4. DIRECTOR OF ENRICHMENT PROGRAMS

- The Connections director of enrichment programs (the “**Director of Enrichment Programs**”) shall be a Board Member and will report directly to the Vice President



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- Will serve on the Board and attend Board Meetings
- Will create, oversee and support the committees responsible for Connections' enrichment programs (each, an "**Enrichment Program**")
- Will assist in recruiting volunteers to the Director of Enrichment Programs' committees
- Will attend Enrichment Programs presented by the Director of Enrichment Programs' committees or designate a representative
- Will meet or communicate with the committee chairs on a regular basis to assure timely event and class planning, publicity and implementation, including vendor agreement execution and completion of event action plan forms, as applicable
- Will review financial statements as they pertain to the Director of Enrichment Program's responsibilities
- Will plan and organize an annual Enrichment Program open house or welcome event
- Will attend and host monthly Culture Connections or designate a representative
- Will assist in a smooth transition for the next Director of Enrichment Programs

VI.5. DIRECTOR OF TOURS

- The Connections director of tours (the "**Director of Tours**") shall be a Board Member and will report directly to the Vice President
- Will serve on the Board and attend Board Meetings
- Will create, oversee and support the committees responsible for Connections' tours and excursions (each, a "**Tour**")
- Will assist in recruiting volunteers to the Director of Tours' committees
- Will attend Tours presented by the Director of Tours' committees or designate a representative
- Will meet or communicate with the committee chairs on a regular basis to assure timely Tour planning, publicity and implementation, including vendor agreement execution and completion of event action plan forms, as applicable
- Will review financial statements as they pertain to the Director of Tours' responsibilities
- Will create a Tour booklet at the discretion of the Director of Tours
- Will assist in a smooth transition for the next Director of Tours

VI.6. DIRECTOR OF SOCIAL PROGRAMS

- The Connections director of social programs (the "**Director of Social Programs**") shall be a Board Member and will report directly to the Vice President
- Will serve on the Board and attend Board Meetings
- Will create, oversee and support the committees responsible for Connections' social programs (each, a "**Social Program**")
- Will assist in recruiting volunteers to serve on the Director of Social Programs' committees
- Will attend Social Programs presented by the Director of Social Programs' committees or designate a representative



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- Will meet or communicate with the committee chairs on a regular basis to assure timely Social Program planning, publicity and implementation, including vendor agreement execution and completion of event action plan forms, as applicable
- Will review financial statements as they pertain to the Director of Social Programs' responsibilities
- Will assist in a smooth transition for the next Director of Social Programs

VI.7. DIRECTOR OF COMMUNITY EVENTS

- The Connections director of community events (the “**Director of Community Events**”) shall be a Board Member and will report directly to the Vice President
- Will serve on the Board and attend Board Meetings
- Will create, oversee and support the committees responsible for Connections' community events, including events currently named Tokyo: Here and Now, Nearly New Sale and the Holiday Cookie Drive for TAC staff (each, a “**Community Event**”)
- Will assist in recruiting volunteers to serve on the Director of Community Events' committees
- Will attend Community Events presented by the Director of Community Events' committees or designate a representative
- Will meet or communicate with the committee chairs on a regular basis to assure timely Community Event planning, publicity and implementation, including vendor agreement execution and completion of event action plan forms, as applicable
- Will review financial statements as they pertain to the Director of Community Events' responsibilities
- Will assist in a smooth transition for the next Director of Community Events

VI.8. DIRECTOR OF MEMBERSHIP

- The Connections director of membership (the “**Director of Membership**”) shall be a Board Member and will report directly to the Vice President
- Will serve on the Board and attend Board Meetings
- Will attend the Club's New Member's Orientations or designate a representative
- Will recruit Members and appoint or serve as chair in the Connections nominating committee (the “**Nominating Committee**”) in accordance with Section VII.1
- Will participate in the Nominating Committee
- Will assist the President and Vice President to fill Board and/or Membership vacancies
- Will attend and host monthly Cocktail Connections or designate a representative
- Will prepare and update communications related to welcoming new Members and support the recruitment of new Membership
- Will review financial statements as they pertain to the Director of Membership's responsibilities
- Will assist in a smooth transition for the next Director of Membership



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VI.9. DIRECTOR OF FINANCE

- The Connections director of finance (the “**Director of Finance**”) shall be a Board Member and will report to the President
- Will serve on the Board and attend Board Meetings
- Will prepare an annual financial report at the close of the fiscal year
- Will create, oversee and support the finance team
- Will attend programs represented by the Director of Finance and assist in the balancing of finances for fundraising events
- Will meet or communicate with the committee chairs on a regular basis to assure timely preparation, execution and follow through of financial matters
- Will review financial statements as they pertain to the Director of Finance’s responsibilities
- Will supervise the preparation of the annual Connections budget, present it to the Board, and submit it to the Club’s Finance Department
- Will maintain open communication with the President and other Board Members regarding the financial issues of Connections
- Will assist in a smooth transition for the next Director of Finance

VI.10. DIRECTOR OF COMMUNICATIONS

- The Connections director of communications (the “**Director of Communications**”) shall be a Board Member and will report directly to the Vice President
- Will serve on the Board and attend Board Meetings
- Will create, oversee and support a Connections communications team (“**Communications Team**”) which will be responsible for public relations, publicity both internal and external, Connections Facebook page, electronic newsletters and the Club website as it pertains to Connections, all in concert with the Club’s Communications Department
- Will liaise with the Club’s Communications Department in matters concerning Connections communications and coordinate INTOUCH articles with the editor
- Will attend those programs presented by the committee as needed
- Will meet or communicate with the committee chairs on a regular basis to assure timely event planning, publicity and implementation, including vendor agreement execution and completion of event action plan forms, as applicable
- Will review information concerning Connections and its activities for publication and public relations
- Will review financial statements as they pertain to the Director of Communications’ responsibilities
- Will assist in a smooth transition for the next Director of Communications

VI.11. DIRECTOR OF FUNDRAISING

- The Connections director of fundraising (the “**Director of Fundraising**”) shall be a Board Member and will report directly to the Vice President
- Will serve on the Board and attend Board Meetings



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- Will oversee and support the committees responsible for sale events, vendor relations and annual fundraising events sponsored by Connections
- Will attend programs presented by the Director of Fundraising's committees or designate a representative
- Will meet or communicate with the committee chairs on a regular basis to assure timely event planning, publicity and implementation, including vendor agreement execution and completion of event action plan forms, as applicable
- Will review financial statements as they pertain to the Director(s) of Fundraising's responsibilities
- Will assist in a smooth transition for the next Director of Fundraising

VI.12. DIRECTOR OF CHARITIES

- The Connections director of charities (the "**Director of Charities**") shall be a Board Member and will report directly to the Vice President
- Will serve on the Board and attend Board Meetings
- Will oversee and support the volunteers responsible for charity drives, charity relations and the annual disbursement of funds to charitable recipients
- Will attend charitable programs or designate a representative
- Will support the committees responsible for sale events and other annual fund-raising and social events
- Will review financial statements as they pertain to Director of Charities' responsibilities
- Will annually review Connections charities to ensure that Connections funds are appropriately allocated to reputable organizations
- Will assist in a smooth transition for the next Director of Charities

VI.13. DIRECTOR(S) AT-LARGE

- Will be appointed at the discretion of the President and/or Vice President for a limited term to serve a specific purpose, including as a Connections liaison, if any, as assigned to a Club committee (a "**Director At-Large**"), subject to the approval of the chair of such Club committee; a Director At-Large is NOT a Board Member
- Will report directly to the President and/or Vice President or their respective designee
- Will assist the Board with special projects and events as appointed
- Will work to learn aspects of Board and event leadership
- Will be available to temporarily fill an open Board position should one suddenly become available
- Will attend Board Meetings as required
- Will support activities and programs of Connections through attendance as events warrant
- Will maintain open communication with Board Members
- Will assist in a smooth transition for a replacement Director At-Large, if necessary



VII. ELECTION PROCEDURES

VII.1. NOMINATIONS

By January of each Membership year, the Director of Membership will recruit a minimum of five voting Members that will serve as the Nominating Committee (including the Director of Membership). Such voting Members shall not be an individual included in the slate of names for elected office for the upcoming Membership year.

- The Director of Membership shall either: (1) appoint one of such voting Members as chair of the Nominating Committee; or (2) serve as chair of the Nominating Committee during the final year of the Director of Membership's tenure (i.e., the Director of Membership is not an individual included in the slate of names for elected office for the upcoming Membership year).
- In addition to the five voting Members, the President will serve on the Nominating Committee as a non-voting Member.

VII.2. PROPOSAL OF OFFICERS AND THE MAY ANNUAL GENERAL MEETING

- The Nominating Committee will send out a communication to the general Membership to determine if there are any Members who wish to be considered for a position on the Board.
- The Nominating Committee will consider all candidates and existing Board Members to determine the best candidates to work as a team to meet Connections' needs.
- The Nominating Committee will present a slate of names for elected office to the existing Board for its approval by a majority vote of the full Board. If there is no such approval, the Nominating Committee will reconvene to determine an alternative slate to be re-presented to the existing Board for its approval as described herein.
- It is preferable that any proposed nominee for elected office shall have participated in a Connections committee and/or are well known to the Board for such nominee's skills, reliability and sense of responsibility.
- The slate of proposed in-coming Board Members who have been duly nominated (the "Slate") will be presented to the Connections Office for publication to Members no later than 14 days prior to the annual general meeting in May (the "May Annual General Meeting").

VII.3. ELECTRONIC VOTING PRIOR TO THE MAY ANNUAL GENERAL MEETING

- Voting for the proposed slate shall be conducted electronically in the 10 days preceding the May Annual General Meeting.
- To be eligible to vote, all Members: (i) on the membership roll as of April 15th each year; and (ii) who have a valid e-mail address on their respective Connections registration, will be automatically registered to vote electronically under their individual Club member number (including the -00 or -SP). If a Member shares their e-mail with a spouse or partner who is also a Member, one of them must provide an



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alternate e-mail address so that each Member can be separately registered to vote. All Members shall have one (1) vote.

- The proposed slate for the Board will be sent to all Members via e-mail as part of the voting instructions package 14 days prior to the scheduled May Annual General Meeting. Every Member will receive a ballot, a personal password and voting instructions via such Member's registered e-mail address. There will be no in person, paper or postal mail voting except that if the May Annual General Meeting is held, written ballots will be accepted during the first 15 minutes of the May Annual General Meeting. The information will be sent to Members via the Club management office and in a manner consistent with the Club voting procedures. The window of time for electronic voting will open in the immediately preceding 10 days prior to the May Annual General Meeting or revised election date as voted on by the Board (the "Election Date"), and will close on the eve of the Election Date. This window of time will be valid regardless of whether the May Annual General Meeting is held.
- Connections will utilize the same third-party software service that the Club utilizes for the Club's annual general meeting, will receive support from the Club's information technology (IT) department and obtain additional guidance from Club management as necessary.
- Votes will be counted the morning of the Election Date in a manner consistent with the Club voting procedures and shall be overseen by Club management. Results will be provided to the Director of Membership and the Vice President for presentation at the May Annual General Meeting. If the event is not held, results of the vote will be published via the Connections Newsletter, Facebook and/or any other social media available to the Membership.

VII.4. ELECTION DATE

Each individual listed in the slate of proposed in-coming Board Members will be elected at the May Annual General Meeting or the Election Date under the direction of the Director of Membership and the Vice President. Changes to the Election Date may be made at the discretion of the Board. Officers will assume their respective duties on June 1st.

VII.5. REPLACEMENT OF BOARD MEMBER(S)

In the event that a Board Member can no longer serve on the Board, such departing Board Member may recommend an eligible Member to fill the vacant Board position. The President will have the authority to appoint a new, recommended Board Member or alternative Member and the Board will vote to approve. If no replacement is available to fill a vacant Board position, as necessary and only until a replacement actually fills such vacant Board position, the duties associated with such vacant Board position shall be re-allocated to one or more existing, filled Board positions, subject to Board approval.

VII.5. BOARD OFFICE TERMS

VII.5.1. PRESIDENT



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An individual elected to the office of President may serve in that capacity for two consecutive two-year terms. An initial appointment as President to serve the remainder of an unexpired term will not count toward the two consecutive term limit.

VII.5.2. OTHER BOARD OFFICES

An individual elected to any office other than President may serve in that capacity for a one-year term. An initial appointment to serve the remainder of an unexpired term will not count toward the one-year term limit. Unless the President and the Nominating Committee approve a longer maximum term, an individual may continue to serve in the same office beyond the initial one-year term for a maximum of three consecutive one-year terms with the annual approval of the President and the Nominating Committee, in each instance. For clarity, existing Board Members are not guaranteed to remain in their respective positions after any one-year term.

VIII. AMENDMENTS

Either the Board or the general Membership of Connections may initiate amendments to these by-laws. The proposed changes will be voted on at a Connections Board meeting. The rules and recommendations contained in the most recent edition of Robert's Rules of Order will govern this organization in cases in which they are applicable and do not conflict with these by-laws.