BYLAWS
American Association of Teachers of Japanese

Amended: October 2025

Article I: Name

The name of the corporation is the American Association of Teachers of Japanese, hereinafter referred to as AATJ. The Japanese name of the corporation shall be 全米日本語教育学会 (*Zenbei Nihongo Kyōiku Gakkai*).

Article II: Purpose

The purposes of AATJ are:

a. To promote and encourage cooperation and exchange among teachers, scholars, and students of Japan related studies in such disciplines as Japanese language pedagogy, linguistics, literature, cultural studies, and others engaged in those activities, and to promote academic work and foster research and study in those fields and to broaden and deepen knowledge of Japan and its culture.
b. To promote the exchange of ideas, information, and experience relevant to the concerns of its members through meetings, educational seminars, publications, correspondence, and other such activities.
c. To encourage the development of research-based approaches to teaching of Japanese language and culture, to facilitate their implementation by aiding the attainment of increased teaching expertise, broad competence, intellectual depth, and overall professional excellence.
d. To be engaged with regional, national, and international developments in the fields mentioned above and related areas.

Article III: Membership

Section 3.1. Categories of Membership

There shall be the following categories of membership in AATJ:

a. Regular members are those persons who have an interest in the teaching of Japanese language and culture and who have paid dues and fees in full for the current year. Only regular members have the right to vote in elections for Officers and association matters.
b. Associate members are those persons who are full-time students in a college or university and who are interested in becoming professional teachers of Japanese, and who have paid dues and fees in full for the current year.
c. Subscription or institutional members are those institutions, libraries, and organizations whose participation is expressly limited to subscription.
d. Corporate members are for-profit organizations that financially support the goals and purposes of AATJ.

Section 3.2. Terms of Membership

Membership in AATJ is on a calendar-year basis. The Executive Board shall determine annual membership dues for each category of membership.

Section 3.3. Meetings

AATJ shall hold general membership meetings at such time and place, virtually or in-person, as may be decided by the Executive Board. The membership meetings may coincide with the national conferences sponsored by AATJ.

Section 3.4. Special Meetings

Special Member Meetings may be called by the Executive Board, the President, or by written demand of ten percent (10%) of Voting Members, sent to the Secretary. Upon receiving a written demand, the Secretary shall, within five (5) business days, give notice of such meeting as provided in Section 3.5.

Section 3.5. Notice of Meetings

Written notice of the place, date, time, and length of any meeting shall be given to each Voting Member. Notice may be served by publishing it on the AATJ website, in a regularly distributed newsletter, or sent by prepaid first-class mail, personal delivery, fax, or email not less than three (3) weeks before the date of the meeting. Unless the meeting called coincides with the national conferences sponsored by AATJ, the notice shall indicate the person or persons calling the meeting and the purpose for which it was called. Notice may be served by publishing it on the AATJ website or in a regularly distributed newsletter.

Section 3.6. Quorum and Voting

Member Meetings have met quorum when ten (10) or ten percent (10%) of Voting Members are present, whichever is lesser. If a quorum is not met, the Members present shall adjourn the meeting until one can be formed, with notice procedure following Section 3.5. At the new meeting any business may be transacted which might have been transacted at the meeting as originally called. Except as otherwise provided by statute or these bylaws, the majority vote of Members present at a meeting where a quorum is present shall be the act of the Members. The record date establishing voting rights shall be set by the Executive Board.

Section 3.7. Action Without a Meeting

Action may be taken without a meeting and there shall be no quorum requirements for such an action. All Voting Members will be given notice of the action to be voted on following notice requirements of section 3.5. The notice shall also include the last dates votes shall be accepted for each given action. Unless otherwise stated in law or by these bylaws, action shall carry by a majority of those votes cast. If the vote is electronic, it must be able to be reasonably determined to have been sent by the Member.

Section 3.8. Actions Requiring Vote of Members

For the purposes of this section, *votes cast* must meet quorum. Blank, uncast, or votes in absentia are not considered *votes cast*. The following corporate actions must be approved by the Members:

a. A majority of votes cast is required for:
    1. Amending the Articles of Incorporation, or
    2. Amending the bylaws if it affects member rights.
    3. Elections of Officers
b. Two-thirds of votes cast is required for:
    1. Approving a merger,

2. Approving a non-judicial dissolution, or
3. Revoking a non-judicial dissolution.

Article IV: Officers

Section 4.1. Powers and Number

There shall be at least three (3) but no more than five (5) officers of AATJ. Officers may consist of the President, President Elect, Immediate Past President, two Vice Presidents elected by the membership. If there are two Vice Presidents, one Vice President shall represent pre-collegiate, and another Vice President shall represent higher education.

4.2. Officer Qualifications

Each officer shall be at least eighteen (18) years of age and a member of AATJ for at least one (1) year prior to nomination.

Section 4.3. Responsibilities of Officers

a. The President Elect. A member elected to serve as President Elect will make a three-year commitment, during which they serve as President Elect, President, and Immediate Past President for one year each. The President Elect assist the President in their role and shall serve as acting President in the event that both President and Immediate Past President are unable to fulfill the duties of the office or continue in office. After serving a one-year term, the President Elect shall become the President.
b. The President represents AATJ on public occasions and in contact with other organizations and persons, as well as provide vision and direction to AATJ. After serving a one-year term, the President shall become the Immediate Past President.
c. The Immediate Past President shall assist the President in their role and shall serve as acting President in the event that the President is unable to fulfill the duties of the office or continue in office.
d. Vice Presidents shall be elected for two-year terms in staggered years. The Vice President representing higher education shall be assigned the responsibilities of Secretary including keeping organizational records, whereas the Vice President representing pre-collegiate shall be responsible for corresponding with the membership and affiliates. The two Vice Presidents shall collaborate in facilitating membership drives and other activities that are deemed essential for the association's operation.

Section 4.4. .Elections

Annual elections of Officers shall take place in October each year; terms of office shall begin on January 1 of the following year. Election materials shall be sent to members at least 21 days before the response deadline. Elections shall be conducted online subject to Section 3.9.

Section 4.5. Nominations

Suggestions for nominees for Officer positions shall be solicited from the membership, and a nominating committee consisting of three to five past Officers and Directors, appointed by the current Officers, shall compile the slate of candidates. The committee members must include both pre-collegiate and higher education representatives. The slate shall have at

least two candidates for each position, and each nominee must have agreed to serve if elected.
Section 4.6. Resignations and Vacancies

Any Officer may resign from their position at any time by giving written notice to the Executive Board. Unless otherwise specified in the notice, the resignation shall take effect at the time of receipt by the Executive Board. The resignation does not need to be accepted in order to take effect. No resignation shall discharge any accrued obligation or duty of an Officer. Vacancies in a Vice President position shall be filled by the President for the unexpired portion of the term or until the election and qualification of a successor. Vacancies in Immediate Past President and President Elect shall be left vacant until the next scheduled election so long as the number of Officers does not fall below three (3).

Article V: Directors, Employees, and Agents

Section 5.1. Directors

The Executive Board may, from time to time, create Directorships and appoint such Directors as it may determine. All Directors shall be chosen by the Executive Board from slates of AATJ members who are over eighteen (18) years and willing to serve.

Section 5.2. Appointment and Terms

Directors are appointed by the Officers. A term of appointment can be one to three years depending on the nature of activities and responsibilities. An individual may serve a maximum of two consecutive terms. After a lapse of one year, the same individual may be reappointed for the same director position.

Section 5.3. Directors' Responsibilities

Directors shall oversee AATJ's organizational activities as determined by the Executive Board and under the direction of the Officers. Such activities may include but are not limited to; Conferences, Contest/Examination, Student Services, Publications, Advocacy/Professional Development, Diversity-Inclusion-Equity-Belonging initiatives.

Directors shall select appropriate committee and subcommittee members for their activities; ensure the accomplishment of their committee's activities; and report to the Officers on a regular basis.

Section 5.4. Executive Director

The Officers may appoint an Executive Director who shall have general administrative responsibility, including the maintenance of financial records; correspondence with Officers and members in collaboration with the Vice Presidents; arranging meetings; conducting elections; and other office operations. The Executive Director shall collaborate with the officers in fund raising for AATJ projects and activities. The Executive Director shall be compensated at a level determined by the Officers. The Executive Director shall submit a written report documenting his/her activities when requested. The Officers shall evaluate the responsibilities and performance of the Executive Director on a regular basis and determine whether or not the Executive Director shall continue in the position.

Section 5.5. Resignations and Vacancies

Any Director may resign at any time by giving written notice to the Executive Board. Unless otherwise specified in the notice, the resignation shall take effect at the time a suitable successor has been appointed. Acceptance of a resignation is not required to make it effective. A vacancy in any office arising from any cause shall be filled for the unexpired portion of the term by the Executive Board.

Article VI: Executive Board

Section 6.1. Executive Board Members

The affairs and property of AATJ shall be managed by, or under the direction of the Executive Board subject to applicable law and in accordance to these Bylaws. The Executive Board consists of the following five (5) members: President, President-Elect, Immediate Past President, Vice President representing pre-collegiate and Vice-President representing higher education. The Executive Director shall be an ex officio member of the Executive Board.

Section 6.2. Responsibilities of the Executive Board

The Executive Board is the primary decision-making body of AATJ. Matters identified by the Officers and the Executive Director to have major, long-term financial and operational implications to the association's well-being will be determined by a majority vote of the Executive Board members. Voting can be done either electronically or by hand vote at a virtual or in-person meeting. Depending on the nature of a matter, the Executive Board may decide to delegate the decision-making responsibility to a committee formed for a specific purpose, or may decide that the matter is significant enough to be voted on by the regular members as specified in Article III.

Section 6.3. Meetings

The Executive Board shall have a minimum of four (4) regular meetings each year, the place and time of which shall be set by the Executive Board. Any Executive Board member, at any time, may call a special meeting. In the case of a special meeting, the time and place shall be fixed by the person or persons calling the meeting.

Section 6.4. Notice of Meetings

A member of the Executive Board has been given notice if the time and date of the meeting is set during and included in the minutes of a previous meeting, if meeting dates are regularly communicated through physical or electronic newsletter, or if the meeting is listed on an electronic calendar with which all Executive Board members have access. If notice is not provided as previously stated then notice may be sent by mail, email, telephone, courier service or hand delivery, directed to the contact information available for each Executive Board member as it appears in AATJ's records. Such notice shall state the time and place where the meeting is to be held and to the extent possible, the purpose(s) for which the meeting is called. Notice shall be deemed to have been given when sent, and if by mail, when deposited in the United States mail with prepaid postage thereon. Such notice must be given to each Executive Board member not less than ten (10) and no more than sixty (60) days before such meeting.

Section 6.5. Notice in an Emergency

Notice of a special meeting of the Executive Board to discuss matters requiring prompt action may

be given no less than forty-eight (48) hours before the time at which such meeting is to be held if given personally, by telephone, by fax, or by electronic mail, unless the meeting relates to an emergency which must be resolved within forty-eight (48) hours, in which case notice shall be given as promptly as possible.

Section 6.6. Waiver of Notice

Should an Executive Board member submit a signed waiver of notice before or at the meeting's commencement, or who attends the meeting without protesting, a notice of a regular or special meeting is not required.

Section 6.7. Quorum

Board Meetings have met quorum when a majority of the Executive Board is present. If a quorum is not met, a majority of the Executive Board members present may adjourn the meeting to another time, notice of which shall be given to any Executive Board member not present at the time of adjournment.

Section 6.8. Voting

Except as otherwise provided by statute or these bylaws, a majority vote of the Executive Board members present at a meeting where a quorum is present shall be the act of the Board.

Section 6.9. Remote Meetings

For an Executive Board member to be considered present at a meeting conducted through video or telephone conferencing technology, the Executive Board member must be able to simultaneously converse with every other Executive Board member present.

Section 6.10. Action Without a Meeting

Any action required or permitted to be taken by the Executive Board or any committee thereof may be taken without a meeting if notice is transmitted in writing to each member of the Board and each member of the Board by the time stated in the notice:

a. Votes in writing for such action: or
b. (1) votes in writing against such action, abstains in writing from voting, or fails to respond or vote; and (2) fails to demand in writing that action not be taken without a meeting.

Notice required under this Section must state: (1) the action to be taken; (2) the time by which a Board member must respond; (3) that failure to respond by the time stated in the notice will have the same effect as abstaining in writing by the time stated in the notice and failing to demand in writing by the time stated in the notice that action not be taken without a meeting; and (4) any other matters AATJ determines to include.

Action taken under this Section is valid only if the affirmative votes in writing for such action received by AATJ equals or exceeds the minimum number of votes that would be necessary to take such action at a meeting at which all of the Executive Board members then in office were present and voted and no Executive Board member has demanded that action not be taken without a meeting.

The notice and written responses thereto by the Executive Board members or such committees shall be filed with the minutes of the proceedings of the Executive Board or any other committees.

Article VII: Affiliates

Section 7.1. Any legally incorporated local/regional organization with purposes that correspond to those of AATJ may become an AATJ affiliate and receive a portion of AATJ member dues paid by affiliate members, upon submitting documentation of legal incorporation and the possession of an organizational bank account. The president, secretary and treasurer of the affiliate must be AATJ members.

Section 7..2. Vice Presidents and Advocacy Directors shall be in communication with the executive officers of each affiliate to share information about each other's activities, plans, and decisions, so that information is disseminated to members.

Section 7.3. If an affiliate becomes inactive, ceases to perform its functions, or conducts its affairs in such a manner as to jeopardize the interests of AATJ, the Executive Board may vote to suspend or dissolve the affiliate relationship.

Article VIII: Legal Contracts

The right to enter into legal contracts for AATJ is vested in the President. The President may delegate this authority to the Executive Director.

Article IX: Fiscal Year

The fiscal year of AATJ shall be the period January 1 to December 31 inclusive.

Article X: Audit of Accounts

There shall be an audit of accounts or a financial review of the accounts of AATJ by an independent accountant at least every three (3) years.

Article XI: Dissolution

In the event that AATJ dissolves, the Officers shall dispose of all assets in a manner consistent with the mission of AATJ.

Article XII: Amendments to Bylaws

These Bylaws may be altered, amended, or repealed by a majority vote of the regular members voting by mail or electronic ballot, but no proposed amendment shall be acted upon without a minimum of 21 days' notice in writing. Amendment to the Bylaws may be proposed by the Officers or by one tenth of the regular members of AATJ.

Article XIII: Non-Discrimination

In all of its dealings, neither AATJ nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, gender, age, culture, national origin, marital status, sexual preference, mental or physical disability, or any category protected by state or federal law.

Article XIV: Reference to Articles of Incorporation

References to the Articles of Incorporation shall include all amendments or changes made to the Articles of Incorporation unless specifically excepted by these bylaws. If the Articles of Incorporation and the bylaws conflict in any way, the Articles of Incorporation shall govern.