

C-A

171

BY-LAWS

COMMITTEE ON AMERICAN PRINCIPLES AND FAIR PLAY

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4/3/43

Suggestion by AJL for BY-LAWS, COMMITTEE ON AMERICAN PRINCIPLES AND FAIR PLAY

note: This is to avoid later conflict with reference to advisory + Executive Committee (X)

BY-LAWS

Section 1 - NAME: The name of the organization is COMMITTEE ON AMERICAN PRINCIPLES AND FAIR PLAY, ^{and it is} hereinafter referred to as *the Organization.*

Section 2 - PURPOSE: The purpose of the ^{ORGANIZATION} ~~COMMITTEE~~ is to support the principles enunciated in the Constitution of the United States, and to that end to maintain, unimpaired, the liberties guaranteed in the Bill of Rights, particularly ^{FOR} ~~the rights of~~ persons of ^{Oriental} Japanese ancestry.

Section 3: - CONVICTIONS UPON WHICH PURPOSE IS BASED:

- (a)
(b) as in Mrs Kingman's draft Joan - see 4 principles
(c)
(d)

Section 4: - MEMBERSHIP: ^{Organization} The ~~Committee~~ shall be composed of Members of the following classes: Contributing, Sustaining, General, Student, ^{AND HONORARY.}

Section 5: CONTRIBUTING MEMBERS: Any person, firm, corporation, or non-profit organization may be a Contributing Member, admitted on application therefor approved by the Executive Committee and upon making a contribution to the Committee ~~of~~ exceeding \$10.

Section 6: SUSTAINING MEMBERS: Any person, firm, corporation or non-profit organization may be a Sustaining Member, admitted on application therefor approved by the Executive Committee and upon payment of \$10.

Section 7: GENERAL MEMBERS: Any person may be a General Member, admitted on application therefor approved by the Executive Committee and upon payment of \$2, or more.

Section 8: STUDENT MEMBERS: Any person between the ages of fifteen and twenty five years, ~~regularly~~ enrolled as a student at any institution of learning whether public or private, may be a Student Member admitted on application therefor approved by the Executive Committee and upon payment of \$1.

Section 9: HONORARY ~~MEMBER~~ MEMBERS: Any person may be elected an Honorary Member by the Executive Committee in recognition of some conspicuous act or valuable service to the ^{Organization} ~~Committee~~ or material aid to it. Honorary Members, as such, shall have ~~no~~ ² vote and no obligation to pay dues, but Members of any other class may also be Honorary Members.

Section 10: FISCAL YEAR: The fiscal year of the ^{Organization} ~~Committee~~ shall be the calendar year. Contributions or dues paid to the ^{Organization} ~~Committee~~ shall cover the twelve months' period next ensuing after any such payment.

Section 11: TERMINATION OF MEMBERSHIP: Membership may be terminated by resignation in writing addressed to the ^{Organization} ~~Committee~~.

In the absence of resignation, Members shall be deemed in good standing for two years next succeeding the end of the period for which payment was made.

The Executive Committee may excuse the payment of arrears in any case in which in the Executive Committee's sole judgment the facts justify such action.

The Executive Committee may terminate the membership of any Member more than two years in arrears.

The Executive Committee may terminate the membership of any Member in any case in which in the Executive Committee's sole judgment the facts justify such action. In such event,

Joan - See letter attached

payments made in advance, if any, shall be refunded on a pro-rata basis by months.

Organization
Organization
Section 12: MEETINGS OF THE COMMITTEE: Meetings of the ~~Committee~~ may be held on call of the Chairman of the Executive Committee.

Section 13: ADVISORY BOARD: There shall be an Advisory Board, of which the number, membership, and duties shall be determined by the Executive Committee.

Section 14: EXECUTIVE COMMITTEE: There shall be an Executive Committee, of which the number and membership shall be determined ~~from time to time by the Executive Committee as constituted at the adoption of these By-Laws on April~~ *on April*, 1943.

The Executive Committee shall have the management and control of the affairs, properties and funds of the ~~COMMITTEE~~ organization, and of the employment, dismissal and compensation of its employees, and of the rules and regulations governing their conduct and duties.

Members of the Executive Committee, as such, shall not receive any compensation for their services, but no Member of the Executive Committee shall be precluded from serving the organization in any other capacity and receiving compensation therefor.

Section 15: ~~OFFICERS~~ MEETINGS OF ADVISORY BOARD and EXECUTIVE COMMITTEE: The Advisory Board shall meet upon call of the Chairman, and shall meet annually in joint session with the Executive Committee on call of the Chairman of the latter.

The Executive Committee shall meet at such times and places as it may from time to time determine, or on the call of the Chairman. At least twenty four hours' notice of any meeting shall be given to each Member of the Executive Committee,

ALFRED J. LUNDBERG
2129 GROVE STREET
OAKLAND, CALIFORNIA

April 10, 1943

Mrs. Harry Kingman, Executive Secretary,
Committee on American Principles and Fair Play,
2227 Union St., Berkeley, Calif.

Dear Mrs. Kingman:

On rereading my suggestion for By-laws, I
find I made an error. If it is not too late, will you please
fix it:

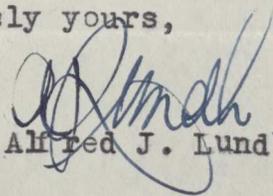
Section 14: Executive Committee:

the 3rd line of first paragraph, and to the end of that
paragraph, should read:

"determined by the Executive Committee as constituted at
the adoption of these By-laws, and thereafter from time
to time by the Executive Committee as then constituted."

Otherwise, the power to make future changes
would be limited to the particular individuals composing the
Committee at this moment.

Sincerely yours,


Alfred J. Lundberg

either personally or by mail. Special meetings may be called by any officer on like notice, and shall be thus called on written request of any two Members of the Executive Committee.

At all meetings of the Executive Committee, or of the Advisory Committee, a quorum shall consist of the presence of at least five members. At joint meetings, a quorum shall consist of the presence of a quorum of each.

~~Section~~ 16: OFFICERS: The Officers of the Committee shall consist of:

An Honorary Chairman of the Advisory Committee

A Chairman of the Advisory Committee

A Chairman of the Executive Committee

One or more Vice Chairman of the Executive Committee

A Treasurer

An Assistant Treawurer

An Executive Secretary

They shall be elected at the annual joint meeting of the Advisory Board and Executive Committee provided in Section 15; shall hold office at the pleasure of the Executive Committee; and vacancies may be filled by the Executive Committee pending the next ensuing Annual Joint Meeting.

All officers shall have the powers and duties usually pertaining to such offices, or as may from time to time be fixed by the Executive Committee.

~~Section~~ 17: NOMINATING COMMITTEE: At least thirty days prior to any Joint Annual Meeting, the Chairman of the Executive Committee shall appoint a Nominating Committee of five Members,

which shall present nominations for each officer to be voted upon at the Joint Annual Meeting. Other nominations may be made from the floor.

Section 18: COMMITTEES: Standing or Special Committees may be appointed by the Chairman of the Executive Committee, and shall have such powers and duties as he may prescribe, subject to approval of the Executive Committee at its next ensuing meeting.

Section 19: LOCAL OR REGIONAL COMMITTEES: Local or regional committees whose purpose and convictions generally conform to those expressed in Sections 2 and 3 hereof, may be formed as affiliates of the COMMITTEE ON AMERICAN PRINCIPLES AND FAIR PLAY. Affiliates shall be governed in matters of general policy by the Executive Committee of this Organization, but shall otherwise be autonomous. They shall accept such financial obligation for the support of this Organization as may be mutually agreed upon, and shall, unless otherwise mutually agreed upon, cover all expenses of their own operations. The Executive Committee of this Organization may from time to time make rules and regulations on matters of general policy, conformity to which shall be a condition of remaining an Affiliate of the COMMITTEE ON AMERICAN PRINCIPLES AND FAIR PLAY.

Section 20: BOOKS AND RECORDS: All books and records shall be the property of the ^{Organization} ~~Committee~~, and shall be open to the inspection of any member of the Advisory or Executive Committees at any time during reasonable business hours. Any Officer or employee shall on request of the Executive Committee submit full information on any matter affecting the ^{Organization} ~~Committee~~ of which he may have custody or knowledge.

Working forms

BY-LAWS

of

COMMITTEE ON AMERICAN PRINCIPLES AND FAIR PLAY

* * * * *

Article I

Corporate Powers

The corporate powers, business and property of the corporation shall be vested in and exercised, conducted and controlled by a board of thirteen directors who shall be members of the corporation. The Board of Directors shall be known as the Executive Committee of this corporation.

Article II

Officers

The officers of the corporation shall consist of a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other offices as the Board of Directors shall from time to time create. All of the officers of the corporation shall hold office at the pleasure of the Board of Directors.

Article III

Powers and Duties of Directors

The powers and duties of the Board of Directors are:

(a) To appoint and remove at pleasure all officers, agents and employees of the corporation, other than directors, prescribe such duties for them as may not be inconsistent with law and these By-Laws, fix their compensation and require from them security for faithful service;

(b) To conduct, manage, and control the affairs of the corporation, and to make such regulations therefor not inconsistent with law and these By-Laws as they may deem best;

(c) To approve and admit to membership persons, firms, associations or corporations qualified therefor;

(d) To issue or cause to be issued at any time certificates of membership;

(e) To borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes and other evidences of indebtedness;

(f) To levy, assess, and collect, or provide for the collection of dues from the members of this corporation; such dues shall not be in excess of \$ per year.

(g) Generally to transact all of the affairs of this corporation.

Directors shall not receive any compensation for their services as such, but no director shall be precluded from serving the corporation in any other capacity and receiving compensation for such services.

The directors shall elect a Chairman and a Vice Chairman of the Board of Directors, who shall have such powers and duties as may be prescribed by the Board of Directors.

Article IV

Vacancies in the Board of Directors

Section 1.

Whenever any vacancy occurs in the office of director, such vacancy may be filled by an appointee selected by a majority of the remaining directors even though less than a quorum, and the person so appointed shall hold office until his successor is elected. In case of an increase in the authorized number of directors, the Board of Directors shall have power to fill the new positions, and their appointees shall hold office until the next election of directors by the members, or until their successors have been elected.

Section 2.

A vacancy in the Board of Directors shall be deemed to have occurred whenever a director resigns, either by presenting his writ-

ten resignation to the Board, or by presenting such resignation orally at any meeting of the Board, or whenever a director dies, or by judgment of a competent court is declared incompetent or insane, or whenever any vacancy is created in accordance with any law of the State of California.

Article V

Election of Directors

The directors shall be elected annually by the members. Their term of office shall begin immediately after election and shall continue until their successors are elected. At all elections a majority of the voting power of the members shall be represented either in person or by proxy in writing.

Article VI

President

The powers and duties of the President are:

- (a) To preside at all meetings of the Board of Directors and of the members;
- (b) To call special meetings of the members, the Board of Directors, and the Advisory Board, at such times as he may deem proper;
- (c) To sign, as President of the corporation, all deeds, conveyances, mortgages, leases, promissory notes, contracts, obligations, certificates and other papers and instruments in writing that may require such signature, unless the Board of Directors shall otherwise direct, and to perform such other duties as the Board of Directors may determine.

Article VII

Vice Presidents

The Vice Presidents shall, in the event of the absence or disability of the President, perform the duties and exercise the powers of the Pre-

sident and shall perform such other duties as the Board of Directors shall from time to time prescribe.

Article VIII

Secretary

The powers and duties of the Secretary are:

(a) To keep a full and complete record of the proceedings of the Board of Directors, the Advisory Committee, and the meetings of the members;

((b) To keep the seal, books and papers of the corporation, and to affix the seal to all instruments executed by the President or by direction of the Board of Directors;

(c) To sign, in conjunction with the President or any Vice President, all certificates of membership, promissory notes and other documents, unless the Board of Directors shall otherwise direct;

(d) To make service and publication of all notices that may be necessary or proper, without command or direction from anyone. In case of the absence, inability, refusal or neglect of the Secretary to make service or publication of any notice, then such notice may be signed, served and published by the President or any Vice President or by any person thereunto authorized by any of them or by the Board of Directors;

(e) Generally to do and perform all such duties as pertain to his office and as may be required by the Board of Directors or by the President.

Article IX

Treasurer

The powers and duties of the Treasurer are:

(a) To receive all moneys belonging to or paid into the corporation and to receipt for the same, and to deposit so much thereof as may not be needed for current expenses or uses with such depository as the

Board of Directors may designate;

(b) To sign, in conjunction with the President or any Vice President, all checks and drafts;

(c) To supervise the keeping of the accounts of the corporation;

(d) Generally to do and perform all such duties as pertain to his office and as may be required by the Board of Directors or by the President.

Article X

Advisory Board

The corporation shall have an Advisory Board of which the number, membership and duties shall be determined by the Board of Directors. The Advisory Board shall elect an Honorary Chairman and a Chairman, who shall have such powers and duties as may be prescribed by the Advisory Board, subject to the control of the Board of Directors.

Article XI

Section 1. Classes of membership

This corporation shall have the following classes of members: Contribution, Sustaining, Supporting, General, Student, and Honorary.

(a) Contributing Members. Any person, firm, corporation, or non-profit organization may be a Contributing Member and shall be admitted upon application for membership approved by the Board of Directors and upon making a contribution to the corporation exceeding \$10.00;

(b) Sustaining Members. Any person, firm, corporation, or nonprofit organization may be a Sustaining Member and shall be admitted upon application for membership approved by the Board of Directors and upon making a contribution of \$10.00 to the corporation;

(c) Supporting Members. Any person, firm, corporation, or nonprofit

organization may be a Supporting Member and shall be admitted upon application for membership approved by the Board of Directors and upon making a contribution of \$5.00 or more to the corporation;

(d) General Members. Any person, firm, corporation, or nonprofit organization may be a General Member and shall be admitted upon application for membership approved by the Board of Directors and upon making a contribution of \$2.00 or more to the corporation;

(e) Student Members. Any person between the ages of 15 and 25 years, enrolled as a student at any institution of learning, whether public or private, may be a Student Member and shall be admitted upon application for membership approved by the Board of Directors and upon making a contribution of \$1.00 to the corporation.

(f) Honorary Members. Any person may be elected as an Honorary Member by the Board of Directors in recognition of some conspicuous act or valuable service to the corporation, or material aid to it. Honorary Members as such shall have no vote and no obligation to pay dues, but members of any other class may also be Honorary Members.

Section 2. Resignation of members.

Membership may be terminated by resignation in writing addressed to the corporation. In the absence of resignation, members shall be deemed in good standing for two years next succeeding the end of the period for which the last payment of dues was made. The Board of Directors may excuse the payment of arrears of dues in any case in which, in the Board of Director's sole judgment, the facts justify such action. The Board of Directors may terminate the membership of any member whose dues are more than two years in arrears. The Board of Directors may also terminate the membership of any member in any case in which, in the Board of Directors' sole judgment, the facts justify such action. In such

event, payment of dues made in advance, if any, shall be refunded upon a monthly pro rata basis.

Article XIII

Membership Meetings

Section 1. There shall be no regular annual meeting of the members of the corporation. Special meetings of the members may be called and held at any time by order of the President, or three members of the Board of Directors, or ten members of the corporation, by giving five days notice in writing to all members of the corporation. Such notice shall be given by mailing notice of such meeting at least five days prior to the date of the meeting, addressed to each member of the corporation at his or its place of business or residence as the same appears on the books of the corporation, or in case no business or residence address of a member appears on the books of the corporation, then directed to any address appearing on the books for such member. No other or further notice shall be required.

Section 2. It shall be the duty of the Secretary, upon demand of the President, or three members of the Board of Directors, or ten members of the corporation, to prepare and send notice of any special meeting to each member of the corporation in accordance with Section 1 of this Article.

Section 3. At all meetings of the members persons representing a majority of the voting power of the membership, either in person or by proxy in writing, shall constitute a quorum.

Article XIII

Directors' Meetings

Section 1. All meetings of the Board of Directors shall be held either at the office of the corporation or at any other place which may be designated by resolution of the Board of Directors. No regular meetings of

the Board of Directors shall be held.

Section 2. Special meetings of the Board of Directors may be called at any time by order of the President or any other officer of the corporation, or upon written request of any two members of the Board of Directors delivered to the President. Notice of a special meeting of the Board of Directors shall be given to each director by leaving written or typewritten notice of the time and place thereof at his place of business or residence at least twenty-four hours prior to such meeting, or by depositing the same with the postage thereon prepaid in the United States mail at the principal place of business of the corporation, addressed to him at his place of business or residence, as the same appears on the books of the corporation, or in case neither his business nor residence address appears on the books, then directed to any address appearing on the books for him any such mailing to be at least three days before the day fixed for holding such meeting. The leaving or mailing of notice as aforesaid shall be due, legal, and personal notice to such director. No further or other notice shall be required. Any business may be transacted at any special or adjourned meeting of the Board and no notice of the nature of the business to be transacted need be given.

Section 3. Any regular or special meeting shall be valid whenever held, if held upon written consent of all members of the Board of Directors given either before or after the meeting and filed with the Secretary of the corporation.

Section 4. The presence of five directors shall constitute a quorum at all directors' meetings.

Article XIV

Meetings of the Advisory Board

The Advisory Board shall meet upon call of the President of the Corporation and shall meet annually in joint session with the Board of Directors on call of the President. At all meetings of the Advisory Committee a quorum

shall consist of the presence of at least five members. At joint meetings of the Advisory Committee and the Board of Directors a quorum shall consist of the presence of a quorum of the Board of Directors, and a quorum of the Advisory Committee.

Article XV

Amendments

These By-Laws may be amended, altered, or repealed at any time by a majority vote of the Board of Directors or by resolution or written consent of a majority of the members, and the power to amend, alter, or repeal the By-Laws of the corporation is hereby delegated to the Board of Directors; provided, however, that the Board of Directors shall not amend these By-Laws, except at a meeting, notice of which has been mailed to each member of the Board of Directors at least ten days prior to the meeting, which notice shall state that it is proposed to alter or amend the By-Laws and shall include or be accompanied by the full text of the sections affected, both as then existing and as proposed to be amended, together with the name of the person proposing such amendment and a statement by him of the reason therefor.

Article XVI

Dues and Assessments

The Board of Directors shall have power to fix the annual dues of members which shall not exceed the sum of \$ for each member. Notice of any action taken by the Board of Directors with respect to dues shall be sent to the members promptly by mail and shall not become effective until seven days after such mailing. No member who resigns from the corporation prior to the effective date of such action shall be bound thereby.

Article XVII

Committees

The Board of Directors shall have the power to appoint such committees of the Board of Directors as, in the judgement of the Board of Directors, may be necessary or convenient to handle and dispo

matters as they arise, and may delegate to and confer upon such committees such powers of the Board of Directors as it shall deem proper.

Article XVIII

Upon the dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation and expenses of dissolution, the remaining assets, if any, shall be disposed of for such purposes as the Board of Directors may determine, and any balance remaining shall be distributed among the then members of the corporation in good standing, in sums proportionate to the aggregate dues and contributions they may respectively have paid to the corporation within the thirty-six months next preceding the adoption of a resolution to dissolve.

Article XIX

Books and Records

All Books and records shall be the property of the corporation, and shall be open to inspection of any member of the Advisory Committee or the Board of Directors at any time during reasonable business hours.

Article XX

Fiscal Year

The fiscal year of the corporation shall be the calendar year. Dues paid by each member shall cover the twelve months' period next period next following any such payment.

BY-LAWS

COMMITTEE ON AMERICAN PRINCIPLES AND FAIR PLAY

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BY-LAWS OF COMMITTEE ON AMERICAN PRINCIPLES AND FAIR PLAY

As Adopted April 30, 1943

1 - NAME: The name of the organization is COMMITTEE ON AMERICAN PRINCIPLES AND FAIR PLAY. It is hereinafter referred to as the Organization.

2 - PURPOSE: The purpose of the Organization is to support the principles enunciated in the Constitution of the United States, and to that end to maintain, unimpaired, the liberties guaranteed in the Bill of Rights, particularly for persons of Oriental ancestry.

3 - CONVICTIONS UPON WHICH PURPOSE IS BASED:

(a) That attacks upon the rights of any minority tend to undermine the rights of the majority.

(b) That attempts to deprive any law-abiding citizen of his citizenship because of racial descent are contrary to fundamental American principles and jeopardize the citizenship of others.

(c) That legislation to deprive Americans of Japanese descent of any of their legal rights would set a precedent for depriving other racial groups of their rights, and would weaken the confidence of our Allies, particularly those in Asia and Latin America, in the sincerity of our professions to be fighting for the rights of all peoples.

(d) That it is un-American to penalize persons of Japanese descent in the United States solely for the crimes of the government and military caste of Japan.

4 - MEMBERSHIP: The Organization shall be composed of Members of the following classes: Contributing, Sustaining, Supporting, General, Student, and Honorary.

5 - CONTRIBUTING MEMBERS: Any person, firm, corporation, or non-profit organization may be a Contributing Member, admitted on application therefor approved by the Executive Committee and upon making a contribution to the Committee exceeding \$10.

6 - SUSTAINING MEMBERS: Any person, firm, corporation or non-profit organization may be a Sustaining Member, admitted on application therefor approved by the Executive Committee and upon payment of \$10.

7 - SUPPORTING MEMBERS: Any person, firm, corporation or non-profit organization may be a Supporting Member, admitted on application therefor approved by the Executive Committee and upon payment of \$5 or more.

8 - GENERAL MEMBERS: Any person may be a General Member, admitted on application therefor approved by the Executive Committee and upon payment of \$2.00 or more.

9 - STUDENT MEMBERS: Any person between the ages of fifteen and twenty-five years, enrolled as a student at any institution of learning whether public or private, may be a Student Member admitted on application therefor approved by the Executive Committee and upon payment of \$1.00.

10 - HONORARY MEMBERS: Any person may be elected an Honorary Member by the Executive Committee in recognition of some conspicuous act or valuable service to the Organization or material aid to it. Honorary Members, as such, shall have no vote and no obligation to pay dues, but Members of any other class may also be Honorary Members.

11 - FISCAL YEAR: The fiscal year of the Organization shall be the calendar year. Contributions or dues paid to the Organization shall cover the twelve months' period next ensuing after any such payment.

12 - TERMINATION OF MEMBERSHIP: Membership may be terminated by resignation in writing addressed to the Organization.

In the absence of resignation, Members shall be deemed in good standing for two years next succeeding the end of the period for which the payment was made.

The Executive Committee may excuse the payment of arrears in any case in which in the Executive Committee's sole judgment the facts justify such action.

The Executive Committee may terminate the membership of any Member more than two years in arrears.

The Executive Committee may terminate the membership of any Member in any case in which in the Executive Committee's sole judgment the facts justify such action. In such event, payments made in advance, if any, shall be refunded on a pro-rata basis by months.

13 - MEETINGS OF THE ORGANIZATION: Meetings of the Organization may be held on call of the Chairman of the Executive Committee.

14 - ADVISORY BOARD: There shall be an Advisory Board, of which the number, membership, and duties shall be determined by the Executive Committee.

15 - EXECUTIVE COMMITTEE: There shall be an Executive Committee, of which the number and membership shall be determined by the Executive Committee as constituted at the adoption of these By-Laws, and thereafter from time to time by the then Executive Committee.

The Executive Committee shall have the management and control of the affairs, properties and funds of the Organization, and of the employment, dismissal and compensation of its employees, and of the rules and regulations governing their conduct and duties.

Members of the Executive Committee, as such, shall not receive any compensation for their services, but no Member of the Executive Committee shall be precluded from serving the Organization in any other capacity and receiving compensation therefor.

16 - MEETINGS OF ADVISORY BOARD AND EXECUTIVE COMMITTEE: The Advisory Board shall meet upon call of the Chairman, and shall meet annually in joint session with the Executive Committee on call of the Chairman of the latter.

The Executive Committee shall meet at such times and places as it may from time to time determine, or on the call of the Chairman. At least twenty-four hours' notice of any meeting shall be given to each member of the Executive Committee, either personally or by mail. Special meetings may be called by any officer on like notice, and shall be thus called on written request of any two members of the Executive Committee.

At all meetings of the Executive Committee, or of the Advisory Committee, a quorum shall consist of the presence of at least five members. At joint meetings, a quorum shall consist of the presence of a quorum of each.

17 - OFFICERS: The Officers of the Committee shall consist of:

- (a) An Honorary Chairman of the Advisory Committee.
- (b) A Chairman of the Advisory Committee.
- (c) A Chairman of the Executive Committee.
- (d) One or more Vice Chairmen of the Executive Committee.
- (e) A Treasurer.
- (f) An Assistant Treasurer.
- (g) An Executive Secretary.

They shall be elected at the Annual Joint Meeting of the Advisory Board and Executive Committee provided in Section

16; shall hold office at the pleasure of the Executive Committee; and vacancies may be filled by the Executive Committee pending the next ensuing Annual Joint Meeting.

All officers shall have the powers and duties usually pertaining to such offices, or as may from time to time be fixed by the Executive Committee.

18 - NOMINATING COMMITTEE: At least thirty days prior to any Joint Annual Meeting, the Chairman of the Executive Committee shall appoint a Nominating Committee of five members, which shall present nominations for each office to be voted upon at the Joint Annual Meeting. Other nominations may be made from the floor.

19 - STANDING OR SPECIAL COMMITTEES: Standing or Special Committees may be appointed by the Chairman of the Executive Committee, and shall have such powers and duties as he may prescribe, subject to approval of the Executive Committee at its next ensuing meeting.

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If dissolution is determined upon, all assets of the Organization shall be converted into cash which shall to the extent available be disbursed as follows:

(a) For the payment of all valid claims against the Organization.

(b) For the sending of notice of dissolution to the members of the Organization and to any Local or Regional Committees which may at that time be Affiliates as hereafter provided.

(c) For such other purposes as the Executive Committee may determine.

(d) Any balance remaining shall be distributed, after deducting the estimated cost of so doing, among the then members of the Organization in good standing, in sums proportionate to the aggregate dues or contributions they may respectively have paid to the Organization within thirty-six months next preceding the determination to dissolve.

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From
Carter III

BY-LAWS of COMMITTEE ON AMERICAN PRINCIPLES AND FAIR PLAY

As Adopted April 30, 1943

1 - NAME: The name of the organization is COMMITTEE ON AMERICAN PRINCIPLES AND FAIR PLAY. It is hereinafter referred to as the Organization.

2 - PURPOSE: The purpose of the Organization is to support the principles enunciated in the Constitution of the United States, and to that end to maintain, unimpaired, the liberties guaranteed in the Bill of Rights, particularly for persons of Oriental ancestry.

3 - CONVICTIONS UPON WHICH PURPOSE IS BASED:

(a) That attacks upon the rights of any minority tend to undermine the rights of the majority.

(b) That attempts to deprive any law-abiding citizen of his citizenship because of racial descent are contrary to fundamental American principles and jeopardize the citizenship of others.

(c) That legislation to deprive Americans of Japanese descent of any of their legal rights, would set a precedent for depriving other racial groups of their rights, and would eaken the confidence of our Allies, particularly those in Asia and Latin America, in the sincerity of our professions to be fighting for the rights of all peoples.

(d) That it is un-American to penalize persons of Japanese descent in the United States solely for the crimes of the government and military caste of Japan.

4 - MEMBERSHIP: The Organization shall be composed of Members of the following classes: Contributing, Sustaining, Supporting, General, Student, and Honorary.

5 - CONTRIBUTING MEMBERS: Any person, firm, corporation, or non-profit organization may be a Contributing Member, admitted on application therefor approved by the Executive Committee and upon making a contribution to the Committee exceeding \$10.

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therefor approved by the Executive Committee and upon payment of \$5 or more.

8 - GENERAL MEMBERS: Any person may be a General Member, admitted on application therefor approved by the Executive Committee and upon payment of \$2.00 or more.

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11 - FISCAL YEAR: The fiscal year of the Organization shall be the calendar year. Contributions or dues paid to the Organization shall cover the twelve months' period next ensuing after any such payment.

12 - TERMINATION OF MEMBERSHIP: Membership may be terminated by resignation in writing addressed to the Organization.

In the absence of resignation, Members shall be deemed in good standing for two years next succeeding the end of the period for which the payment was made.

The Executive Committee may excuse the payment of arrears in any case in which in the Executive Committee's sole judgement the facts justify such action.

The Executive Committee may terminate the membership of any Member more than two years in arrears.

The Executive Committee may terminate the membership of any Member in any case in which in the Executive Committee's sole judgement the facts justify such action. In such event, payments made in advance, if any, shall be refunded on a pro-rata basis by months.

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The Executive Committee shall have the management and control

of the affairs, properties and funds of the Organization, and of the employment, dismissal and compensation of its employees, and of the rules and regulations governing their conduct and duties.

Members of the Executive Committee, as such, shall not receive any compensation for their services, but no Member of the Executive Committee shall be precluded from serving the Organization in any other capacity and receiving compensation therefor.

16 - MEETINGS OF ADVISORY BOARD AND EXECUTIVE COMMITTEE: The Advisory Board shall meet upon call of the Chairman, and shall meet annually in joint session with the Executive Committee on call of the Chairman of the latter.

The Executive Committee shall meet at such times, and places as it may from time to time determine, or on the call of the Chairman. At least twenty-four hours' notice of any meeting shall be given to each member of the Executive Committee, either personally or by mail. Special meetings may be called by any officer on like notice, and shall be thus called on written request of any two members of the Executive Committee.

At all meetings of the Executive Committee, or of the Advisory Committee, a quorum shall consist of the presence of at least five members. At joint meetings, a quorum shall consist of the presence of a quorum of each.

17 - OFFICERS: The Officers of the Committee shall consist of:

- (a) An Honorary Chairman of the Advisory Committee.
- (b) A Chairman of the Advisory Committee.
- (c) A Chairman of the Executive Committee.
- (d) One or more Vice Chairmen of the Executive Committee.
- (e) A Treasurer.
- (f) An Assistant Treasurer.
- (g) An Executive Secretary.

They shall be elected at the Annual Joint Meeting of the Advisory Board and Executive Committee provided in Section 16; shall hold office at the pleasure of the Executive Committee; and vacancies may be filled by the Executive Committee pending the next ensuing Annual Joint Meeting.

All officers shall have the powers and duties usually pertaining to such offices, or as may from time to time be fixed by the Executive Committee.

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BY-LAWS
of
COMMITTEE ON AMERICAN PRINCIPLES AND FAIR PLAY

ARTICLE I.

Corporate Powers

The corporate powers, business and property of the corporation shall be vested in and exercised, conducted and controlled by a board of thirteen directors who shall be members of the corporation. The Board of Directors shall be known as the Executive Committee of this corporation.

ARTICLE II.

Officers

The officers of the corporation shall consist of a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other offices as the Board of Directors shall from time to time create. All of the officers of the corporation shall hold office at the pleasure of the Board of Directors.

ARTICLE III.

Powers and Duties of Directors

The powers and duties of the Board of Directors are:

- (a) To appoint and remove at pleasure all officers, agents and employees of the corporation, other than directors, prescribe such duties for them as may not be inconsistent with law and these By-Laws, fix their compensation and require from them security for faithful service;

(b) To conduct, manage, and control the affairs of the corporation, and to make such regulations therefor not inconsistent with law and these By-Laws as they may deem best;

(c) To approve and admit to membership persons, firms, associations or corporations qualified therefor;

(d) To issue or cause to be issued at any time certificates of membership;

(e) To borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes and other evidences of indebtedness;

(f) To levy, assess, and collect, or provide for the collection of dues from the members of this corporation; such dues shall not be in excess of \$ per year.

(g) Generally to transact all of the affairs of this corporation.

X Directors shall not receive any compensation for their services as such, but no director shall be precluded from serving the corporation in any other capacity and receiving compensation for such services.

The directors shall elect a Chairman and a Vice Chairman of the Board of Directors, who shall have such powers and duties as may be prescribed by the Board of Directors.

ARTICLE IV.

Vacancies in the Board of Directors

Section 1. Whenever any vacancy occurs in the office of director, such vacancy may be filled by an appointee selected by a majority of the remaining directors, even though

less than a quorum, and the person so appointed shall hold office until his successor is elected. In case of an increase in the authorized number of directors, the Board of Directors shall have power to fill the new positions, and their appointees shall hold office until the next election of directors by the members, or until their successors have been elected.

Section 2. A vacancy in the Board of Directors shall be deemed to have occurred whenever a director resigns, either by presenting his written resignation to the Board, or by presenting such resignation orally at any meeting of the Board, or whenever a director dies, or by judgment of a competent court is declared incompetent or insane, or whenever any vacancy is created in accordance with any law of the State of California.

ARTICLE V.

Election of Directors

The directors shall be elected annually by the members. Their term of office shall begin immediately after election and shall continue until their successors are elected. At all elections a majority of the voting power of the members shall be represented either in person or by proxy in writing.

ARTICLE VI.

President

The powers and duties of the President are:

- (a) To preside at all meetings of the Board of Directors and of the members;
- (b) To call special meetings of the members, the Board of Directors, and the Advisory Board, at such times as he may deem proper;
- (c) To sign, as President of the corporation, all deeds, conveyances, mortgages, leases, promissory notes,

contracts, obligations, certificates and other papers and instruments in writing that may require such signature, unless the Board of Directors shall otherwise direct, and to perform such other duties as the Board of Directors may determine.

ARTICLE VII.

Vice Presidents

The Vice Presidents shall, in the event of the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as the Board of Directors shall from time to time prescribe.

ARTICLE VIII.

Secretary

The powers and duties of the Secretary are:

- (a) To keep a full and complete record of the proceedings of the Board of Directors, the Advisory Committee, and the meetings of the members;
- (b) To keep the seal, books and papers of the corporation, and to affix the seal to all instruments executed by the President or by direction of the Board of Directors;
- (c) To sign, in conjunction with the President or any Vice President, all certificates of membership, promissory notes and other documents, unless the Board of Directors shall otherwise direct;
- (d) To make service and publication of all notices that may be necessary or proper, without command or direction from anyone. In case of the absence, inability, refusal or neglect of the Secretary to make service or publication of any notice, then such notice may be signed, served and published by the President or any Vice President or by any person thereunto authorized by any of them or by the Board of Directors;

(e) Generally to do and perform all such duties as pertain to his office and as may be required by the Board of Directors or by the President.

ARTICLE IX.

Treasurer

The powers and duties of the Treasurer are:

(a) To receive all moneys belonging to or paid into the corporation and to receipt for the same, and to deposit so much thereof as may not be needed for current expenses or uses with such depository as the Board of Directors may designate;

(b) To sign, in conjunction with the President or any Vice President, all checks and drafts;

(c) To supervise the keeping of the accounts of the corporation;

(d) Generally to do and perform all such duties as pertain to his office and as may be required by the Board of Directors or by the President.

ARTICLE X.

Advisory Board

The corporation shall have an Advisory Board of which the number, membership and duties shall be determined by the Board of Directors. The Advisory Board shall elect an Honorary Chairman and a Chairman, who shall have such powers and duties as may be prescribed by the Advisory Board, subject to the control of the Board of Directors.

ARTICLE XI.

Section 1. Classes of membership.

This corporation shall have the following classes of members: Contributing, Sustaining, Supporting, General, Student, and Honorary.

(a) Contributing Members. Any person, firm, corporation, or nonprofit organization may be a Contributing Member and shall be admitted upon application for membership

approved by the Board of Directors and upon making a contribution to the corporation exceeding \$10.00;

(b) Sustaining Members. Any person, firm, corporation, or nonprofit organization may be a Sustaining Member and shall be admitted upon application for membership approved by the Board of Directors and upon making a contribution of \$10.00 to the corporation;

(c) Supporting Members. Any person, firm, corporation, or nonprofit organization may be a Supporting Member and shall be admitted upon application for membership approved by the Board of Directors and upon making a contribution of \$5.00 or more to the corporation;

(d) General Members. Any person, firm, corporation or nonprofit organization may be a General Member and shall be admitted upon application for membership approved by the Board of Directors and upon making a contribution of \$2.00 or more to the corporation;

(e) Student Members. Any person between the ages of 15 and 25 years, enrolled as a student at any institution of learning, whether public or private, may be a Student Member and shall be admitted upon application for membership approved by the Board of Directors and upon making a contribution of \$1.00 to the corporation.

(f) Honorary Members. Any person may be elected as an Honorary Member by the Board of Directors in recognition of some conspicuous act or valuable service to the corporation, or material aid to it. Honorary Members as such shall have no vote and no obligation to pay dues, but members of any other class may also be Honorary Members.

Section 2. Resignation of members. Membership may be terminated by resignation in writing addressed to the corporation. In the absence of resignation, members shall be deemed in good standing for two years next succeeding the end of the period for which the last payment of dues was made. The Board of Directors may excuse the payment of arrears of dues

in any case in which, in the Board of Directors' sole judgment, the facts justify such action. The Board of Directors may terminate the membership of any member whose dues are more than two years in arrears. The Board of Directors may also terminate the membership of any member in any case in which, in the Board of Directors' sole judgment, the facts justify such action. In such event, payment of dues made in advance, if any, shall be refunded upon a monthly pro rata basis.

ARTICLE XII.

Membership Meetings

Section 1. There shall be no regular annual meeting of the members of the corporation. Special meetings of the members may be called and held at any time by order of the President, or three members of the Board of Directors, or ten members of the corporation, by giving five days notice in writing to all members of the corporation. Such notice shall be given by mailing notice of such meeting at least five days prior to the date of the meeting, addressed to each member of the corporation at his or its place of business or residence as the same appears on the books of the corporation, or in case no business or residence address of a member appears on the books of the corporation, then directed to any address appearing on the books for such member. No other or further notice shall be required.

Section 2. It shall be the duty of the Secretary, upon demand of the President, or three members of the Board of Directors, or ten members of the corporation, to prepare and send notice of any special meeting to each member of the

corporation in accordance with Section 1 of this Article.

Section 3. At all meetings of the members persons representing a majority of the voting power of the membership, either in person or by proxy in writing, shall constitute a quorum.

ARTICLE XIII.

Directors' Meetings

Section 1. All meetings of the Board of Directors shall be held either at the office of the corporation or at any other place which may be designated by resolution of the Board of Directors. No regular meetings of the Board of Directors shall be held.

Section 2. Special meetings of the Board of Directors may be called at any time by order of the President or any other officer of the corporation, or upon written request of any two members of the Board of Directors delivered to the President. Notice of a special meeting of the Board of Directors shall be given to each director by leaving written or typewritten notice of the time and place thereof at his place of business or residence at least twenty-four hours prior to such meeting, or by depositing the same with the postage thereon prepaid in the United States mail at the principal place of business of the corporation, addressed to him at his place of business or residence, as the same appears on the books of the corporation, or in case neither his business nor residence address appears on the books, then directed to any address appearing on the books for him, any such mailing to be at least three days before the day fixed for holding such meeting. The leaving or mailing of notice as aforesaid shall be due, legal, and personal notice to such director. No further or other

notice shall be required. Any business may be transacted at any special or adjourned meeting of the Board and no notice of the nature of the business to be transacted need be given.

Section 3. Any regular or special meeting shall be valid whenever held, if held upon written consent of all members of the Board of Directors given either before or after the meeting and filed with the Secretary of the corporation.

Section 4. The presence of five directors shall constitute a quorum at all directors' meetings.

ARTICLE XIV.

Meetings of the Advisory Board

The Advisory Board shall meet upon call of the President of the corporation and shall meet annually in joint session with the Board of Directors on call of the President. At all meetings of the Advisory Committee a quorum shall consist of the presence of at least five members. At joint meetings of the Advisory Committee and the Board of Directors a quorum shall consist of the presence of a quorum of the Board of Directors and a quorum of the Advisory Committee.

ARTICLE XV.

Amendments

These By-Laws may be amended, altered, or repealed at any time by a majority vote of the Board of Directors or by resolution or written consent of a majority of the members, and the power to amend, alter or repeal the By-Laws of the corporation is hereby delegated to the Board of Directors; provided, however, that the Board of Directors shall not amend these By-Laws, except at a meeting, notice of which has been

mailed to each member of the Board of Directors at least ten days prior to the meeting, which notice shall state that it is proposed to alter or amend the By-Laws and shall include or be accompanied by the full text of the sections affected, both as then existing and as proposed to be amended, together with the name of the person proposing such amendment and a statement by him of the reason therefor.

ARTICLE XVI.

Dues and Assessments

The Board of Directors shall have power to fix the annual dues of members which shall not exceed the sum of \$ for each member. Notice of any action taken by the Board of Directors with respect to dues shall be sent to the members promptly by mail and shall not become effective until seven days after such mailing. No member who resigns from the corporation prior to the effective date of such action shall be bound thereby.

ARTICLE XVII.

Committees

The Board of Directors shall have the power to appoint such committees of the Board of Directors as, in the judgment of the Board of Directors, may be necessary or convenient to handle and dispose of various matters as they arise, and may delegate to and confer upon such committees such powers of the Board of Directors as it shall deem proper.

ARTICLE XVIII.

Upon the dissolution of this corporation, after paying or adequately providing for the debts and obligations of

the corporation and expenses of dissolution, the remaining assets, if any, shall be disposed of for such purposes as the Board of Directors may determine, and any balance remaining shall be distributed among the then members of the corporation in good standing, in sums proportionate to the aggregate dues and contributions they may respectively have paid to the corporation within the thirty-six months next preceding the adoption of a resolution to dissolve.

ARTICLE XIX.

Books and Records

All books and records shall be the property of the corporation, and shall be open to the inspection of any member of the Advisory Committee or the Board of Directors at any time during reasonable business hours.

ARTICLE XX.

Fiscal Year

The fiscal year of the corporation shall be the calendar year. Dues paid by each member shall cover the twelve months' period next following any such payment.

BY-LAWS
of
COMMITTEE ON AMERICAN PRINCIPLES AND FAIR PLAY

Article I

Corporate Powers

The Corporate powers, business and property of the Corporation shall be vested in and exercised, conducted and controlled by a board of thirteen directors who shall be members of the corporation. The Board of Directors shall be known as the Executive Committee of this corporation.

Article II

Officers

The officers of the corporation shall consist of a President, one or more vice Presidents, a Secretary, a Treasurer, and such other offices as the Board of Directors shall from time to time create. All of the officers of the corporation shall hold office at the pleasure of the Board of Directors.

Article III

Powers and Duties of Directors

The powers and duties of the Board of Directors are:

- (a) To appoint and remove at pleasure all officers, agents and employees of the corporation, other than directors, prescribe such duties for them as may not be inconsistent with law and these By-Laws, fix their compensation and require from them security for faithful service;
- (b) To conduct, manage, and control the affairs of the corporation, and to make such regulations therefor not inconsistent with law and

these By-Laws as they may deem best;

(c) To approve and admit to membership persons, firms, associations or corporations qualified therefor;

(d) To issue or cause to be issued at any time certificates of membership;

(e) To borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes and other evidences of indebtedness;

(f) To levy, assess, and collect, or provide for the collection of dues from the members of this corporation; such dues shall not be in excess of \$ per year.

(g) Generally to transact all of the affairs of this corporation.

Directors shall not receive any compensation for their services as such, but no director shall be precluded from serving the corporation in any other capacity and receiving compensation for such services.

The directors shall elect a Chairman and a Vice Chairman of the Board of Directors, who shall have such powers and duties as may be prescribed by the Board of Directors.

Article IV

Vacancies in the Board of Directors

Section 1. Whenever any vacancy occurs in the office of director, such vacancy may be filled by an appointee selected by a majority of the remaining directors, even though less than a quorum, and the person so appointed shall hold office until his successor is elected. In case of an increase in the authorized number of directors, the Board of Directors shall have power to fill the new positions, and their appointees shall hold office until the next election of directors by the members, or until their successors have been elected.

Section 2. A vacancy in the Board of Directors shall be deemed to have occurred whenever a director resigns, either by presenting his writ-

ten resignation to the Board, or by presenting such resignation orally at any meeting of the Board, or whenever a director dies, or by judgment of a competent court is declared incompetent or insane, or whenever any vacancy is created in accordance with any law of the State of California.

Article V

Election of Directors

The directors shall be elected annually by the members. Their term of office shall begin immediately after election and shall continue until their successors are elected. At all elections a majority of the voting power of the members shall be represented either in person or by proxy in writing.

Article VI

President

The powers and duties of the President are:

- (a) To preside at all meetings of the Board of Directors and of the members;
- (b) To call special meetings of the members, the Board of Directors, and the Advisory Board, at such times as he may deem proper;
- (c) To sign, as President of the corporation, all deeds, conveyances, mortgages, leases, promissory notes, contracts, obligations, certificates and other papers and instruments in writing that may require such signature, unless the Board of Directors shall otherwise direct, and to perform such other duties as the Board of Directors may determine.

Article VII

Vice Presidents

The Vice Presidents shall, in the event of the absence or disability of the President, perform the duties and exercise the powers of the Pre-

sident and shall perform such other duties as the Board of Directors shall from time to time prescribe.

Article VIII

Secretary

The powers and duties of the Secretary are:

- (a) To keep a full and complete record of the proceedings of the Board of Directors, the Advisory Committee, and the meetings of the members;
- (b) To keep the seal, books and papers of the corporation, and to affix the seal to all instruments executed by the President or by direction of the Board of Directors;
- (c) To sign, in conjunction with the President or any Vice President, all certificates of membership, promissory notes and other documents, unless the Board of Directors shall otherwise direct;
- (d) To make service and publication of all notices that may be necessary or proper, without command or direction from anyone. In case of the absence, inability, refusal or neglect of the Secretary to make service or publication of any notice, then such notice may be signed, served and published by the President or any Vice President or by any person thereunto authorized by any of them or by the Board of Directors;
- (e) Generally to do and perform all such duties as pertain to his office and as may be required by the Board of Directors or by the President.

Article IX

Treasurer

The powers and duties of the Treasurer are:

- (a) To receive all moneys belonging to or paid into the corporation and to receipt for the same, and to deposit so much thereof as may not be needed for current expenses or uses with such depository as the

Board of Directors may designate;

(b) To sign, in conjunction with the President or any Vice President, all checks and drafts;

(c) To supervise the keeping of the accounts of the corporation;

(d) Generally to do and perform all such duties as pertain to his office and as may be required by the Board of Directors or by the President.

Article X

Advisory Board

The corporation shall have an Advisory Board of which the number, membership and duties shall be determined by the Board of Directors. The Advisory Board shall elect an Honorary Chairman and a Chairman, who shall have such powers and duties as may be prescribed by the Advisory Board, subject to the control of the Board of Directors.

Article XI

Section 1. Classes of membership

This corporation shall have the following classes of members: Contribution, Sustaining, Supporting, General, Student, and Honorary.

(a) Contributing Members. Any person, firm, corporation, or non-profit organization may be a Contributing Member and shall be admitted upon application for membership approved by the Board of Directors and upon making a contribution to the corporation exceeding \$10.00;

(b) Sustaining Members. Any person, firm, corporation, or nonprofit organization may be a Sustaining Member and shall be admitted upon application for membership approved by the Board of Directors and upon making a contribution of \$10.00 to the corporation;

(c) Supporting Members. Any person, firm, corporation, or nonprofit

organization may be a Supporting Member and shall be admitted upon application for membership approved by the Board of Directors and upon making a contribution of \$5.00 or more to the corporation;

(d) General Members. Any person, firm, corporation, or nonprofit organization may be a General Member and shall be admitted upon application for membership approved by the Board of Directors and upon making a contribution of \$2.00 or more to the corporation;

(e) Student Members. Any person between the ages of 15 and 25 years, enrolled as a student at any institution of learning, whether public or private, may be a Student Member and shall be admitted upon application for membership approved by the Board of Directors and upon making a contribution of \$1.00 to the corporation.

(f) Honorary Members. Any person may be elected as an Honorary Member by the Board of Directors in recognition of some conspicuous act or valuable service to the corporation, or material aid to it. Honorary Members as such shall have no vote and no obligation to pay dues, but members of any other class may also be Honorary Members.

Section 2. Resignation of members.

Membership may be terminated by resignation in writing addressed to the corporation. In the absence of resignation, members shall be deemed in good standing for two years next succeeding the end of the period for which the last payment of dues was made. The Board of Directors may excuse the payment of arrears of dues in any case in which, in the Board of Director's sole judgment, the facts justify such action. The Board of Directors may terminate the membership of any member whose dues are more than two years in arrears. The Board of Directors may also terminate the membership of any member in any case in which, in the Board of Directors' sole judgment, the facts justify such action. In such

event, payment of dues made in advance, if any, shall be refunded upon a monthly pro rata basis.

Article XII

Membership Meetings

Section 1. There shall be no regular annual meeting of the members of the corporation. Special meetings of the members may be called and held at any time by order of the President, or three members of the Board of Directors, or ten members of the corporation, by giving five days notice in writing to all members of the corporation. Such notice shall be given by mailing notice of such meeting at least five days prior to the date of the meeting, addressed to each member of the corporation at his or its place of business or residence as the same appears on the books of the corporation, or in case no business or residence address of a member appears on the books of the corporation, then directed to any address appearing on the books for such member. No other or further notice shall be required.

Section 2. It shall be the duty of the Secretary, upon demand of the President, or three members of the Board of Directors, or ten members of the corporation, to prepare and send notice of any special meeting to each member of the corporation in accordance with Section 1 of this Article.

Section 3. At all meetings of the members persons representing a majority of the voting power of the membership, either in person or by proxy in writing, shall constitute a quorum.

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Section 1. All meetings of the Board of Directors shall be held either at the office of the corporation or at any other place which may be designated by resolution of the Board of Directors. No regular meetings of

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Section 2. Special meetings of the Board of Directors may be called at any time by order of the President or any other officer of the corporation, or upon written request of any two members of the Board of Directors delivered to the President. Notice of a special meeting of the Board of Directors shall be given to each director by leaving written or typewritten notice of the time and place thereof at his place of business or residence at least twenty-four hours prior to such meeting, or by depositing the same with the postage thereon prepaid in the United States mail at the principal place of business of the corporation, addressed to him at his place of business or residence, as the same appears on the books of the corporation, or in case neither his business nor residence address appears on the books, then directed to any address appearing on the books for him any such mailing to be at least three days before the day fixed for holding such meeting. The leaving or mailing of notice as aforesaid shall be due, legal, and personal notice to such director. No further or other notice shall be required. Any business may be transacted at any special or adjourned meeting of the Board and no notice of the nature of the business to be transacted need be given.

Section 3. Any regular or special meeting shall be valid whenever held, if held upon written consent of all members of the Board of Directors given either before or after the meeting and filed with the Secretary of the corporation.

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The Advisory Board shall meet upon call of the President of the Corporation and shall meet annually in joint session with the Board of Directors on call of the President. At all meetings of the Advisory Committee a quorum

shall consist of the presence of at least five members. At joint meetings of the Advisory Committee and the Board of Directors a quorum shall consist of the presence of a quorum of the Board of Directors, and a quorum of the Advisory Committee.

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Amendments

These By-Laws may be amended, altered, or repealed at any time by a majority vote of the Board of Directors or by resolution or written consent of a majority of the members, and the power to amend, alter, or repeal the By-Laws of the corporation is hereby delegated to the Board of Directors; provided, however, that the Board of Directors shall not amend these By-Laws, except at a meeting, notice of which has been mailed to each member of the Board of Directors at least ten days prior to the meeting, which notice shall state that it is proposed to alter or amend the By-Laws and shall include or be accompanied by the full text of the sections affected, both as then existing and as proposed to be amended, together with the name of the person proposing such amendment and a statement by him of the reason therefor.

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Committees

The Board of Directors shall have the power to appoint such committees of the Board of Directors as, in the judgement of the Board of Directors, may be necessary or convenient to handle and dispose of vario

matters as they arise, and may delegate to and confer upon such committees such powers of the Board of Directors as it shall deem proper.

Article XVIII

Upon the dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation and expenses of dissolution, the remaining assets, if any, shall be disposed of for such purposes as the Board of Directors may determine, and any balance remaining shall be distributed among the then members of the corporation in good standing, in sums proportionate to the aggregate dues and contributions they may respectively have paid to the corporation within the thirty-six months next preceding the adoption of a resolution to dissolve.

Article XIX

Books and Records

All Books and records shall be the property of the corporation, and shall be open to inspection of any member of the Advisory Committee or the Board of Directors at any time during reasonable business hours.

Article XX

Fiscal Year

The fiscal year of the corporation shall be the calendar year. Dues paid by each member shall cover the twelve months' period next period next following any such payment.