

# NPO JALT • Bylaws

## Bylaws of NPO the Japan Association for Language Teaching

### I. Membership and dues

1. The categories, privileges, and conditions of membership shall be established by the Executive Board.
2. 1 JALT Members shall have the right to vote for national officers and officers of the chapters and SIGs to which they belong as well as to participate in a General Meeting.
2. 2 JALT shall hold an annual international language teaching/learning conference.
2. 3 Dues for JALT Membership shall be proposed by the Executive Board and approved by a majority vote of a General Meeting. Alternatively, they may be approved by a four-fifths (4/5) vote of the Executive Board, provided that any proposed increases in dues be announced to Executive Board members at least one month prior to the meeting in which the vote takes place
3. 1 Other members, including institutions or enterprises, may attend such JALT functions and receive such publications as determined by the Executive Board, but may not participate in elections of officers.
3. 2 Dues for other membership shall be determined by the Executive Board.
4. Publications: 2,500 yen of membership dues shall be applied to a subscription to JALT publications. This policy is subject to periodic review and revision by a majority vote of the Executive Board.

### II. Organization and administration

1. JALT consists of the JALT Membership, other membership, the Executive Board, the nationally elected Board of Directors, Officers elected at the General Meeting, Appointed Officers, committees and boards, chapters, Special Interest Groups (SIGs), and the Central Office.
2. The nationally elected officers of JALT shall be the President, the Vice President, the Director of Membership, the Director of Program, the Director of Public Relations, the Director of Records, the Director of Treasury, the Director of Conference, and the Auditor.
3. Chapters and nonvoting Chapters are semiautonomous geographical groups within JALT.
4. Special Interest Groups (SIGs) and nonvoting Special Interest Groups (nonvoting SIGs) are semiautonomous groups within JALT that address specific topics of interest consistent with JALT goals.
5. The officers appointed by the President and approved by the Executive Board Meeting may attend the Executive Board Meeting.
6. Only the Board of Directors and the representatives of Chapters and SIGs may vote at Executive Board Meetings.

7. The Board of Directors shall not simultaneously vote as chapter or SIG representatives at Executive Board Meetings.

### III. Officers' duties and committees

1. *President*: The President shall have general responsibility for coordinating the activities of the Executive Board and for directing and publicizing the affairs of the organization. They shall preside at Executive Board and Board of Directors' meetings. The President, with the approval of the Executive Board shall appoint the heads of committees, subcommittees, and boards not specified in the constitution and bylaws. The President shall be a member of all committees. Voting status is designated by the Bylaws.
2. *Vice President*: The Vice President shall preside at meetings in the absence of the President and share the duties and the responsibilities of the presidency. In the absence of both the President and Vice President, another member of the Executive Board, appointed by the President, shall chair the meeting. The Vice President shall chair the Administrative Committee.
3. *Director of Membership*: The Director of Membership shall be responsible for overseeing JALT Membership records, coordinating the formation of new affiliates, chapters, and SIGs, formulating and implementing policies governing their relationship to JALT national, and assisting in membership drives. The Director of Membership shall chair the Membership Committee.
4. *Director of Program*: The Director of Program shall be responsible for supervising and for planning special programs and workshops which will be made available to the various chapters and SIGs. The Director of Program shall chair the Program Committee.
5. *Director of Public Relations*: The Director of Public Relations shall be responsible for:
  1. Coordinating JALT publicity nationally and internationally;
  2. Promoting relations with educational organizations, media, and industry;
  3. Finding and developing new Associate Members, Commercial Members, and institutional subscribers;
  4. Coordinating Associate/Commercial Member relations with the Business Manager and the Director of Programs;
  5. Liaising with the Publications Board on all matters related to publications.
  6. Director of Public Relations shall chair the External Relations Committee.
6. *Director of Records*: The Director of Records shall be responsible for recording and keeping the minutes of Executive Board Meetings and General Meetings, and for keeping the chapters and SIGs informed of the activities of the national organization. The Director of Records shall chair the Records and Procedures Committee.
7. *Director of Treasury*: The Director of Treasury shall maintain all financial records, be responsible for collecting and disbursing all funds of the organization, and present an account of the financial status of the organization at the General Meeting. The Director of Treasury shall chair the Finance Committee.
8. *The Director of Conference*: The Director of Conference shall be responsible for

overseeing the planning of the annual international conference, organizing the conference team, and providing vision and direction for those involved in conference planning. The Director of Conference shall chair the Conference Planning Committee and Pre-Conference Planning Committee Meetings. The Director of Conference sits on the Financial Steering Committee, Business Committee, and works with other committees and groups that intersect with the conference.

## 9. Committees

9. 1 *The Executive Board* may establish committees, boards, or subcommittees as deemed necessary to carry out the work of the organization. Standing committees shall include the following: the Administrative Committee, the Membership Committee, the Program Committee, the Records and Procedures Committee, the Finance Committee, the Publications Board, the Nominations and Elections Committee, and the Audit Committee. Other committees shall function as subcommittees within the standing committees under the jurisdiction of the elected national officers. Committees shall research, formulate, and recommend policies to be submitted to the Executive Board for approval, and shall assist in their implementation.
9. 2 Committee and board members shall be drawn from the chapter and SIG representatives, but may include other members as deemed appropriate. The terms of office of committee members other than elected officers or where stipulated otherwise in the bylaws shall be one year. To foster both the revitalization of the organization and the growth of its individual volunteers, no member shall serve in the same appointed position for more than four years.
9. 3 *The Administrative Committee* shall be responsible for assisting the President and Vice President with long-range planning, parliamentary procedures, organizational structure, training programs, reform or interpretation of the constitution and bylaws, recommending research grants, as well as acting as a liaison with the Central Office.
9. 4 *The Membership Committee* shall assist the Director of Membership in performing their duties, including reviewing membership categories, privileges, and fees, advising established and forming affiliates, chapters, and SIGs, establishing policies governing their rights and responsibilities, maintaining the membership database, and overseeing job information services at the Annual Conference.
9. 5 *The Program Committee* shall assist the Director of Program in performing their duties, including planning conferences and events, gathering and disseminating information at chapter, regional, and national levels, maintaining a program database, and evaluating presentations.
9. 6 *The Records and Procedures Committee* shall assist the Director of Records in performing their duties, including producing an administrative newsletter, maintaining JALT's official records (other than financial, membership, or programming), producing officer manuals, communicating

with all levels of JALT, translating documents, and clarifying reporting requirements.

9. 7 *The Finance Committee* shall be responsible for assisting the Director of Treasury in:
1. Overseeing bookkeeping and accounting;
  2. Recommending appropriations and subsidies;
  3. Checking that chapter and SIG funds are properly accounted for;
  4. Advising the FSC in formulating the annual budget.
9. 8 *The Publications Board* shall be responsible for the production of JALT publications. It shall cooperate with chapters, SIGs, the Director of Records, and the Annual Conference planning committee to recommend policies to improve JALT publications at all levels.
9. 9 *The Nominations and Elections Committee* (NEC) shall consist of the NEC Chair, the NEC Chair Designate and two Alternates. The NEC shall be responsible for conducting nominations and elections for national director and auditor positions in accordance with the constitution and bylaws of JALT and democratic principles. The NEC Chair Designate shall be elected from members in good standing for a three-year term in odd numbered years. In the second and third years of their term, the Chair Designate assumes the position of NEC Chair. The first two runners-up in the election are appointed as Alternates. If either the NEC Chair or NEC Chair Designate is unable to fulfill their term, the next Alternate will assume the Chair and/or Chair Designate role, and a new Alternate(s) will be elected. The results of the elections will be submitted to the General Meeting for approval.
9. 10 The Audit Committee:
1. Shall assist the JALT Auditor in performing their duties, including:
    - (a) arranging an annual audit of JALT,
    - (b) selecting an external auditor to perform the annual financial audit, and
    - (c) reporting to the Ordinary General Meeting;
  2. Shall be chaired by the JALT Auditor;
  3. Shall consist of at least three but not more than five JALT members in good standing; and
  4. Shall be nominated by the JALT Auditor and approved by the Ordinary General Meeting for 2-year terms.
- No member of the current Executive Board shall sit on the committee.
9. 11 The Financial Steering Committee (FSC):
1. Shall review all motions involving new disbursements of money;
  2. Shall report on the impact of the motion on the financial conditions of JALT;
  3. Shall report to the appropriate Board, Committee or Meeting;
  4. Shall be responsible for preparing the annual budget of JALT;
  5. Shall be called upon to perform additional duties;

6. Shall be established as a permanent standing committee;
  7. Shall consist of the Chair and at least three other people.
  8. The President, with a simple majority vote of the General Meeting or a majority vote of approval of the Executive Board, shall appoint the Chair of the FSC.
  9. Members of the FSC shall be mooted by the Directors and the Executive Board and approved by a simple majority of the Executive Board with the exception that the Director of Treasury shall be automatically a non-voting member of the FSC and shall not serve as chair.
9. 12 The Code of Conduct Committee (CoC):
1. Shall consist of the Chair and between three and six other members not on the Board of Directors;
  2. Shall investigate any complaints made under the JALT Code of Conduct and, when necessary, report and recommend appropriate action to the Board of Directors;
9. 13 The Research and Ethics Committee was created by Motion 2020-3-02 and shall be responsible for maintaining research ethics and practices within JALT.
1. Specific responsibilities include:
    - (a) Establishing and maintaining a statement of ethical norms for research supported by JALT;
    - (b) Responding to requests for access to JALT data for research purposes;
    - (c) Establishing and maintaining a review process for research proposals/requests;
    - (d) Addressing any issues related to ethical practices in research in any publication or direct activities within JALT; and,
    - (e) Establishing and promoting an annual research focus for the association.
  2. Members of the Committee are:
    - (a) the Vice President
    - (b) the Publications Board Chair
    - (c) the editor of *JALT Journal*
    - (d) the editor of *The Language Teacher*
    - (e) up to three Members at Large
  3. The Chair will be held by a Member at Large
9. 14 The Mentoring and Orientation Committee was created by Motion 2021-1-01 and shall be responsible for developing mentorship-related initiatives, welcoming and orienting new members, and cultivating future leadership within JALT.
1. Specific responsibilities include:
    - (a) Establishing mentorship-related initiatives and programming within JALT;

- (b) Welcoming, inaugurating, and orienting new members to the association;
  - (c) Orienting new officers and leaders to the association;
  - (d) Addressing any issues related to mentorship or new membership within JALT.
2. Members of the Committee are:
    - (a) President
    - (b) Director of Membership
    - (c) Chapter Representative Liaison
    - (d) SIG Representative Liaison
    - (e) up to three Members at Large
  3. The Chair will be held by a Member at Large
9. 15 The Awards and Recognition Committee shall be responsible for recognizing outstanding leadership, service, research, and teaching, among other areas; creating and administering awards and recognition markers, such as the Michelle Steele Best of JALT award; and cultivating engagement and future leadership within JALT.
1. Specific responsibilities include:
    - (a) Establishing awards and recognition-related initiatives and programming within JALT;
    - (b) Creating and administering awards and recognition markers on behalf of JALT;
    - (c) Addressing any issues related to awards or recognition within JALT.
  2. Members of the Committee are:
    - (a) President
    - (b) up to five Members at Large
  3. The Chair will be held by a Member at Large

#### **IV. Nominations, elections, vacancies, and removals**

1. All officers of JALT shall be members in good standing.
2. All of the directors and Auditor shall be elected in even-numbered years.
3. The Nominations and Elections Committee (NEC) shall establish the nomination and election procedures and supervise all aspects of the process.
4. Voting members of JALT shall be full JALT Members. The NEC shall be empowered to poll the voting members in the form of a primary National Election in order to determine a slate of officers to be presented as a motion for approval by the General Meeting.
5. Any voting member of JALT may nominate members in good standing for national offices to the NEC. The NEC shall obtain the consent of each nominee and present a list of those willing to serve to the Executive Board, which may propose additions but not deletions. The NEC shall prepare relevant biographical information about each

nominee to be submitted to the members along with the election ballot.

6. The election of the Directors and the Auditor shall be determined by a plurality voting system. Members shall be notified of the election and all nominees for each office at least 80 days before the Ordinary General Meeting. Each JALT member in good standing is entitled to vote electronically. A ballot listing all nominees for each office including space for write-in candidates shall appear on the JALT website, and voting shall be open for a minimum of 45 days. Voting shall close no later than 20 days before the Ordinary General Meeting in even-numbered years.
7. The NEC shall count the ballots and report the results in the earliest possible issue of the JALT newsletter/magazine after the election.
8. In the event of a tie vote for any national office, the result shall be decided by random selection by the NEC in the presence of the candidates or their designated representatives at or before the next Executive Board Meeting.
9. In the event of any challenge to the outcome of an election, the final decision will lie with a ruling of the Executive Board on a motion put forward by the Chair of the Nominations and Elections Committee.
10. 1 In the event Directors and Auditor cannot be elected by ballot of the voting members in the primary National Election, they shall be elected by ballot of the voting members attending the Annual Conference and approved by the General Meeting at the Annual Conference.
10. 2 If the winner of the primary National Election withdraws before the General Meeting at the Annual Conference, the above rule shall be applied.
10. 3 In the event of 10.1 above, the ballots shall be collected until two hours before the General Meeting at the Annual Conference. The NEC shall count the ballots and report the results to the General Meeting at the Annual Conference.
11. 1 In the event the President's position becomes vacant, the Vice President shall preside over the activities as Acting President until the next General Meeting when a new President shall be elected by ballot of the voting members and approved by the General Meeting.
11. 2 In the event of 11.1 above, The Executive Board shall elect an Acting Vice President to serve during the same period that the Vice President acts as President by ballot by majority vote of those present at the Executive Board Meeting. In the event no candidate receives a majority on the first ballot, a second ballot shall be cast for the two highest vote recipients. In the event of a tie, the winner shall be decided by random selection in the presence of the candidates or

- their designated representatives at the Executive Board meeting in which the balloting takes place.
11. 3 In the event of any other Director's or Auditor's position being vacated, the Executive Board shall elect an Acting Director or Auditor to serve until the next General Meeting when a new Director or Auditor shall be elected by ballot of the voting members and approved by the General Meeting.
  11. 4 In the event of 11.3 above, the Executive Board shall elect an Acting Director or Auditor by ballot by majority vote of those present at the Executive Board Meeting. In the event no candidate receives a majority on the first ballot, a second ballot shall be cast for the two highest vote recipients. In the event of a tie, the winner shall be decided by random selection in the presence of the candidates or their designated representatives at the Executive Board meeting in which the balloting takes place.
  12. An officer's position shall be considered vacant if they no longer reside in Japan, unless exempted by the Executive Board.
  13. An officer who fails to perform their duties under the constitution and bylaws may be removed from office by a majority vote of the Executive Board on a petition signed by ten members of the Executive Board or two percent of the full membership. An officer who is being considered for removal or a person who is in line to succeed such an officer shall not vote in the removal proceedings.
  14. Appointed officers may be replaced by the President with the consent of the Executive Board.

## **V. Chapters, Special Interest Groups (SIGs), Nonvoting Chapters, and Nonvoting Special Interest Groups (Nonvoting SIGs)**

### 1. Criteria

- A. All groups [all Chapters, Special Interest Groups (SIGs), nonvoting Chapters, and nonvoting Special Interest Groups (nonvoting SIGs)] will promote the mission and goals of JALT.
- B. All groups will be subject to annual review based on the relevant criteria in JALT bylaws or standing rules. This review may result in a change of status.
- C. All groups will have a constitution that does not contradict the JALT Constitution or Bylaws.
- D. All groups will maintain and submit up-to-date records, including officer lists and financial records, according to JALT policies and rules.
- E. All groups will have a treasurer, who is not the president, and the treasurer will follow the JALT policies and rules.
- F. All groups will designate at least one officer to serve on JALT committees or boards.

- G. All groups that meet the criteria specified in these Bylaws will be eligible for funding as determined by the Executive Board.

## 2. Creation

- A. Any group which meets the following criteria may apply to the Executive Board to be recognized as a nonvoting Chapter or nonvoting SIG:
  - 1a. New chapters: At a minimum, a geographical group must present a petition with at least 10 signatures of JALT members in good standing wishing to be recognized as a nonvoting Chapter, a list of JALT members in good standing committed to being officers, and a constitution that does not contradict the JALT Constitution or Bylaws.
  - 1b. New SIGs: At a minimum, a group with a particular interest in a relevant academic or pedagogical area must present a petition with at least 30 signatures of JALT members in good standing wishing to be recognized as a nonvoting SIG, a list of JALT members in good standing committed to being officers, and a constitution that does not contradict the JALT Constitution or Bylaws.
- B. The Executive Board will consider relevance to JALT goals and the impact on existing groups within JALT before recognizing a group as a nonvoting Chapter or nonvoting SIG.
- C. Recognized nonvoting chapters and nonvoting SIGs are allowed representation at Executive Board Meetings, but will not have voting rights.
- D. After recognition, any new nonvoting chapter or nonvoting SIG will be subject to the same criteria as currently existing groups.

## 3. Merger of groups

- A. Groups interested in merging will hold merger talks involving all members in good standing of their executive boards.
- B. All members in good standing of the merging groups will be notified that these negotiations are taking place so that their views can be heard.
- C. Once agreement has been reached by a majority of the officers, the presidents of the merging groups will submit a “notice of merger” to the JALT Executive Board, which must be made at least sixty (60) days in advance of the next Executive Board Meeting.
- D. The Executive Board will ensure that the vested interests of all members in good standing of the groups involved are protected and that such a merger is in the best interests of JALT.

E. If a motion to merge is approved by the Executive Board, a full merger will occur at a date specified by the Executive Board.

4. Dissolution of groups

A. Any group failing to pass the annual review will be placed on probation.

B. Groups will be dissolved if they cannot pass the annual review for two (2) consecutive years.

C. The Executive Board will vote on dissolving the group.

D. When a group is dissolved, all current members in good standing of said group will be asked to transfer their memberships to another geographical or special interest group of their choice. These memberships will be valid for their original period.

E. All mention of the dissolved group may be removed from JALT literature and websites.

F. All assets of the dissolved group will be transferred to the JALT national account.

**VI. Administrative and financial years**

1. All national officers shall begin their terms of office on January 1st after their election.

2. JALT's financial year shall begin on April 1st and end on March 31st.

**VII. Central Office**

1. The Central Office staff serves for the whole JALT Members and not for any particular member or group thereof.

2. The Central Office staff should obey the Office Regulations.

3. The Vice President as Chair of the Administrative Committee shall discuss matters with the President and with the members of the Administrative Committee in order to solve any problems not specified in the Constitution, Bylaws and Office Regulations.

**VIII. Language**

For administrative purposes, the working languages of JALT shall be English and/or Japanese.

**IX. Amendments**

The Bylaws necessary to implement these Articles of Incorporation may be amended by a 2/3 or greater vote of the Executive Board Meeting. Alternatively, amendments must be approved by a majority of the members voting at a General Meeting.

**X. Parliamentary authority**

The President shall recommend procedures for the management of Executive Board Meetings and General Meetings. In case of objection to such

recommendations, Robert's Rules of Order, Newly Revised shall govern the organization in all cases not covered by the Constitution and the Bylaws.

These Bylaws were ratified by the JALT membership at an Ordinary General Meeting on 10 October 1999 and amended on 13/14 May 2000, 3/4 November 2000, 27/28 January 2001, 24 June 2001, 27 January 2002, 29/30 June 2002, 24/25 January 2003, 28 June 2003, 22 November 2003, 24 January 2004, 4 July 2004, 21 November 2004, 5 February 2006, 1 July 2006, 24 November 2007, 27 June 2010, 26 June 2011, 11 February 2012, 28 June 2014, 3 June 2017, 2 February 2019, 8 February 2020, 9 February 2020, 22 November 2020, 13 February 2021, 14 February 2021, 14 November 2021.