

JAPANESE AMERICAN CITIZENS LEAGUE
40th Biennial National Convention
National Council Meeting
Salt Lake City, UT
July 16-20, 2008

A RESOLUTION OF THE NATIONAL COUNCIL OF THE JAPANESE AMERICAN
CITIZENS LEAGUE RELATING TO THE RELOCATION OF THE NATIONAL
DIRECTOR TO THE OFFICE OF THE NATIONAL DIRECTOR IN THE NATIONAL
HEADQUARTERS

WHEREAS, the National Board in hiring the current National Director opened a larger office in Washington, DC which houses the National Director and the Washington, DC Representative. It is believed that under the employment agreement the National Director spends only three days a month in his Office in the National Headquarters in San Francisco. He conducts the great majority of his responsibilities in and from his Washington, DC office, and

WHEREAS, the pertinent portions of the JACL Bylaws (hereinafter referred to as "the Bylaws") relevant to the location of the Office of the National Director and the National Headquarters state as follows:

1. Article IX, Section 2, **"the Office of the National Director shall be in the city designated by the National Council as the National Headquarters,"**
2. Article IV, Section 1, Subsection d. **requires the National Council to "designate the location of the National Headquarters and Offices,"**
3. Article IX, Section 3, Subsection b. requires that the National Director "shall **supervise the National Headquarters and all staff members,**" and,

WHEREAS, at its meeting on April 19, 2008, the National Board, for the first time, announced its interpretation of these Bylaws in relation to its agreement with the National Director and its decision to establish an office for the National Director in Washington, DC, and

WHEREAS, the National Board simply stated that an unused or largely unused National Director's Office located in the National Headquarters in San Francisco is sufficient compliance with the Bylaws to ~~take~~ the questioned action without any National Council action, and

WHEREAS, the Board further indicated that they do not intend to take any further action regarding the current office of the National Director in Washington, DC, and

WHEREAS, the National Board could provide no legal support (case law or statutory law) in support of its position, and

WHEREAS, the National Board represents the National Council to conduct the business of the JACL within the confines of the governing documents (the Bylaws) and has a fiduciary responsibility to the National Council and the JACL membership to reasonably interpret the governing documents, and

WHEREAS, the interpretation of the National Board of the Bylaws and its decision to establish the principal office of the National Director in Washington DC is clearly not a reasonable interpretation of the Bylaws for the following reasons:

1. To take such reasoning one step further means that the National Board can transfer any or all staff at the National Headquarters in San Francisco to the office of the National Director in Washington, DC without the approval of the National Council; they would point out that the mere existence of a largely unused or vacant structure called the National Headquarters and Office of the National Director in San Francisco would comply with the Bylaws. This type of creative and unreasonable interpretation clearly makes a mockery of the governing documents.
2. There is absolutely no dispute that the National Headquarters and the Office of the National Director is currently in San Francisco. The only problem is that the National Board maintains that the fact the largely vacant and unused Office of the National Director in the National Headquarters constitutes reasonable factual compliance with the Bylaws. This means that it would take a 2/3 vote of the National Council at the National Convention to amend these Bylaw provisions to separate the largely unused Office of the National Director from the Headquarters which has already been improperly accomplished by the National Board. It would also take the same National Council action to change the location of the unused National Director's Office together with the National Headquarters to Washington, DC or to any other city.
3. On a review of the Bylaws, there should be no doubt in the mind of any reasonable person that the National Board is in error. Under any factual interpretation of the current status, without resorting to some fictional interpretation, the principal office of the National Director is now effectively located in Washington, DC in clear violation of the Bylaws. From any reasonable standpoint, the clear intent of the Bylaws is that the National Director shall conduct his responsibilities principally in and from the Office of the National Director in the National Headquarters in San Francisco unless the National Council (not the National Board) amends these Bylaws, and

WHEREAS, contrary to the Bylaws, the National Council has not been consulted in any manner prior to the National Board action establishing the principal office of the National

Director in Washington, DC.

THEREFORE, BE IT RESOLVED THAT based on the foregoing, the National Council resolves as follows:

1. The National Board acted outside the Bylaws in opening a principal National Director's office in Washington, DC.
2. The National Council hereby orders the National Board to take immediate action to close the office of the National Director in Washington, DC and to expedite the transfer of the National Director to the Office of the National Director in the National Headquarters in San Francisco.

Sponsored by: Diablo Valley Chapter Dated: 5/04/08
Chapter or District Youth/Student Representative Month/Day/Year

Approved by: Emily Teruya
Name (Please Print)

Signed: Emily Teruya Title: Chapter President
Signature

Approved by: NCWNPD Council Dated: 5/04/08
District Council or National Youth/Student Council Month/Day/Year

Signed: Alan S. Nishi Title: NCWNPD GOV
Signature

Japanese American Citizens League
Fiscal Impact Statement
Resolutions and Amendments Budget
Calendar Years 2009 and 2010

Resolution Number (leave blank) **Date:** 5/9/2008

Resolution Name: National Headquarters Resolution

Prepared By/Phone No.: Diablo Valley Chapter/(510) 527-5277

Revenue:	2009	2010	TOTAL
1 Membership Dues	\$ -	\$ -	\$ -
2 General Support	\$ -	\$ -	\$ -
3 Investment Income	\$ -	\$ -	\$ -
4 Pacific Citizen	\$ -	\$ -	\$ -
5 Book Sales	\$ -	\$ -	\$ -
6 Grants	\$ -	\$ -	\$ -
7 Fund Raising	\$ -	\$ -	\$ -
8 Fees & Registration	\$ -	\$ -	\$ -
9 Other	\$ -	\$ -	\$ -
Total Revenue	\$ -	\$ -	\$ -
Expenditures:			
20 Personnel	\$ -	\$ -	\$ -
21 Contract Services	\$ -	\$ -	\$ -
22 Awards	\$ -	\$ -	\$ -
23 Membership/Association Dues	\$ -	\$ -	\$ -
24 Equipment-Expendable	\$ -	\$ -	\$ -
25 Postage & Delivery	\$ -	\$ -	\$ -
26 Printing & Copying	\$ -	\$ -	\$ -
27 Office Supplies	\$ -	\$ -	\$ -
28 Telephone	\$ -	\$ -	\$ -
29 Books and Publications	\$ -	\$ -	\$ -
30 Meetings/Conferences	\$ -	\$ -	\$ -
31 Registration & Fees	\$ -	\$ -	\$ -
32 Travel Expenses	\$ -	\$ -	\$ -
33 National Board Activity	\$ -	\$ -	\$ -
34 Advertising	\$ -	\$ -	\$ -
35 Refunds	\$ -	\$ -	\$ -
36 Editorials	\$ -	\$ -	\$ -
37 Composition/Presswork	\$ -	\$ -	\$ -
38 Circulation & Mailing	\$ -	\$ -	\$ -
39 Maintenance	\$ -	\$ -	\$ -
40 Occupancy	\$ -	\$ -	\$ -
41 Utilities	\$ -	\$ -	\$ -
42 Contributions	\$ -	\$ -	\$ -
43 Insurance	\$ -	\$ -	\$ -
44 Interest Expense	\$ -	\$ -	\$ -
45 Staff Development	\$ -	\$ -	\$ -
46 Scholarship/Student Aid	\$ -	\$ -	\$ -
47 Personnel Recruitment	\$ -	\$ -	\$ -
48 Miscellaneous	\$ -	\$ -	\$ -
Total Expenditures	\$ 0 -	\$ 0 -	\$ 0 -
Revenue over Expenditures	\$ -	\$ -	\$ -
(Must be >= zero)			

NOTE: Expenses evolving from this resolution would occur in 2008.
There will be no fiscal impact in the new biennium.

**Japanese American Citizens League
Fiscal Impact Statement
Resolutions and Amendments Budget
Calendar Years 2009 and 2010**

Attachment 1

Resolution Number: (leave blank) **Date:** 5/9/2008
Resolution Name: National Headquarters Resolution
Prepared By/Phone No.: Diablo Valley Chapter/(510) 527-5277

<u>Organizational Unit¹:</u>		<u>2009</u>		<u>2010</u>		<u>Total</u>	
		<u>Hours</u>	<u>Amount</u>	<u>Hours</u>	<u>Amount</u>	<u>Hours</u>	<u>Amount</u>
Headquarters	Professional	-	-	-	-	-	-
	Clerical	-	-	-	-	-	-
Membership	Professional	-	-	-	-	-	-
	Clerical	-	-	-	-	-	-
Pacific Citizen	Editors	-	-	-	-	-	-
	Other	-	-	-	-	-	-
Washington DC Office	Professional	-	-	-	-	-	-
	Clerical	-	-	-	-	-	-
CCDC Regional Office ²	Professional	-	-	-	-	-	-
	Clerical	-	-	-	-	-	-
MWD Regional Office ²	Professional	-	-	-	-	-	-
	Clerical	-	-	-	-	-	-
NCWNP Regional Office ²	Professional	-	-	-	-	-	-
	Clerical	-	-	-	-	-	-
PNW Regional Office	Professional	-	-	-	-	-	-
	Clerical	-	-	-	-	-	-
PSW Regional Office	Professional	-	-	-	-	-	-
	Clerical	-	-	-	-	-	-
Other:							
No impact.							
Total:		<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>

¹ The current hourly billing rate for Organizational personnel is:

Professional staff	38.30	39.30
Clerical	21.50	22.10
PC - editors	26.70	27.40
PC - others	15.30	15.70

² These offices do not have clerical staff at the present time

NOTE: Expenses evolving from this resolution would occur in 2008.
There will be no fiscal impact in the new biennium.