

**BYLAWS
OF
THE ZAMA ALUMNI ASSOCIATION ("ZAA")**

**ARTICLE I
OFFICES**

The principal office of ZAA shall be located either within or outside of the State of Hawaii, as the Board of Directors may determine.

ZAA shall maintain in the State of Hawaii a registered office, and a registered agent whose office shall be identical with the registered office, as required by Chapter 414D, Hawaii Revised Statutes, the Hawaii Nonprofit Corporations Act (the "Act").

**ARTICLE II
MEMBERS**

Section 1. Members. The Members of ZAA shall be the persons who attended any Department of Defense Education Agency school associated with Camp Zama, Sagami Housing Area, Sagami Depot, Atsugi Naval Air Facility and surrounding off base locations.

Section 2. Members Entitled to Vote. Members shall be assessed membership dues as provided in Article X below. Only Members who have paid the membership dues for the applicable membership period shall be eligible to vote for the Directors to be elected during such membership period or on any other matters presented to the Members for a vote during the membership period (the "Members Entitled to Vote").

Section 3. Voting Rights. Each Member Entitled to Vote shall be entitled to one vote on each matter submitted to a vote of the Members.

**ARTICLE III
MEETINGS OF MEMBERS**

Section 1. Annual Meeting. An annual meeting of the Members shall be held each year for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. The Board of Directors shall fix the day for the annual meeting.

Section 2. Special Meetings. Special meetings of the Members may be called by the President, the Board of Directors, or upon the written demand of not less than five (5%) of the Members Eligible to Vote delivered by certified mail to any officer.

Section 3. Place of Meeting. The Board of Directors may designate any place, either within or outside of the State of Hawaii, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the principal office of ZAA in the State of Hawaii. Members may participate in any meeting of the Members by conference

telephone call and further the Board of Directors may arrange for voting by Members on any matter by voting over the internet ("electronic voting") or by mail on such terms as the Board of Directors may determine.

Section 4. Notice of Meetings. Written or printed notice stating the place, day and hour of any meeting of Members shall be delivered, either personally, electronically, or by United States mail, to each member Entitled to Vote at such meeting, not less than 10 nor more than 60 days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. The notice of an annual or a regular meeting of the membership shall include a description of any matter or matters that must be approved by the Members as provided in §414D-105 of the Act. In case of a special meeting or when required by the Act or by these bylaws, the purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of ZAA, with postage thereon prepaid. If given electronically, the notice of a meeting shall be deemed to be delivered when sent to the email address of the member as it appears on the records of ZAA without being returned as undelivered.

Section 5. Quorum. The Members Eligible to Vote holding at least ten (10%) percent of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of Members, a majority of the Members present may adjourn the meeting without further notice. Unless one-third or more of the voting power is present in person or by proxy, the only matter which may be voted upon at an annual or regular meeting of the Members are those matters that are described in the meeting notice.

Section 6. Proxies. At any meeting of Members, a Member Entitled to Vote may vote by proxy executed in writing by the Member. No proxy shall be valid after 11 months from the date of its execution, unless otherwise specifically provided in the proxy.

Section 7. Voting Electronically or by Mail. Where Directors are to be elected by Members, the election may be conducted electronically or by mail in the manner that the Board of Directors shall determine.

ARTICLE IV **BOARD OF DIRECTORS**

Section 1. General Powers. The affairs of ZAA shall be managed by its Board of Directors.

Section 2. Number, Tenure and Qualifications. The number of Directors shall be fixed from time by the Board of Directors. Each Director shall hold office from September 1 of the year of election until August 31 in the year in which his or her term shall expire and/or until his or her successor shall have been elected and qualified, unless the Directors shall establish and give notice to the Members in advance of the election that the terms of the Directors to be elected are to begin and end on a different schedule. Directors must be Members Eligible to Vote. Directors need not be residents of the State of Hawaii.

Section 3. Terms. The Directors shall be elected for terms as follows:

- a. Initial Directors. The initial Directors shall serve for the following terms:
 - (1) Roy Yamaguchi – September 1, 2007 until August 31, 2011;
 - (2) Cynthia Lasko – September 1, 2007 until August 31, 2011;
 - (3) George Mosier – September 1, 2007 until August 31, 2011;
 - (4) Steve Miller – September 1, 2007 until August 31, 2011;
 - (5) Lyle Bishop – September 1, 2007 until August 31, 2010;
 - (6) Rick Pemble – September 1, 2007 until August 31, 2010;
 - (7) Cherie (Cole) Harvey – September 1, 2007 until August 31, 2010;
 - (8) Michelle Dethlefsen – September 1, 2007 until August 31, 2010;
 - (9) Vacant – September 1, 2007 until August 31, 2010.
- b. Subsequent Directors. Subsequently elected Directors shall serve for two years terms beginning on September 1 in the year of election and ending on August 31 of the second year after election, unless the Directors shall establish and give notice to the Members in advance of the election that the terms of the Directors to be elected are to begin and end on a different schedule.
- c. Term Limitations. No Director may serve more than two (2) successive terms.

Section 4. Participation in Meetings. Directors may participate in any meeting of the Board of Directors by conference telephone.

Section 5. Organizational Meeting. After their election the new Board of Directors shall hold an organization meeting and shall elect officers. The meeting shall be called by the President. The transition period, between the organizational meeting and the beginning of the terms of the new offices, shall be used to acquaint the new officers with the information pertinent to their positions.

Section 6. Annual Meeting. The annual meeting of the Board of Directors shall be held at the call of the President after the annual meeting of the Members of each year. The annual meeting may be held either within or outside of the State of Hawaii at the place called by the President.

Section 7. Regular Meetings. Regular meetings of the Board on a schedule approved by the Board may be held without notice.

Section 8. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any three (3) Directors. The persons authorized to call special meetings of the Board may fix any place, either within or outside of the State of Hawaii, as the place for holding any special meeting of the Board called by them.

Section 9. Notice. Notice of the organization meeting and any special meeting of the Board of Directors shall be given at least five (5) days previously by written notice delivered personally or sent by mail or email to each Director at his or her address as shown by the records of ZAA. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. If given electronically, the notice of a meeting shall be deemed to be delivered when sent to the email address of the Director as it appears on the records of ZAA without being returned as undelivered. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 10. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at the meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 11. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by the Act or by these bylaws.

Section 12. Vacancies. Any vacancy occurring in the Board of Directors and any Directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 13. Compensation. Directors as such shall not receive any salaries for their services, but nothing contained here shall be construed to preclude any Director from serving ZAA in any other capacity and receiving reasonable compensation for such services.

Section 14. Informal Action by Directors. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting out the action so taken, shall be signed by all of the Directors.

ARTICLE V **OFFICERS**

Section 1. Officers. The officers of ZAA shall be a President, a Vice-President, a Secretary, a Treasurer, and a Decade Representative for each decade beginning with the 60's and going forward. The Board of Directors may elect or appoint other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, to have the authority and perform the duties prescribed by the Board of Directors. Except for the offices of President and Treasurer any two or more offices may be held by the same person.

Section 2. Election and Term of Office. The officers of ZAA shall be elected by the Board of Directors at the organizational meeting of the Board of Directors to serve for the terms specified for each office below. If the election of officers shall not be held at such meeting, it shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor shall have been elected and shall have qualified. Officers shall not be eligible to serve in the same office for more than two successive terms.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of ZAA would be served by his or her removal.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President shall be the chief executive officer of ZAA and shall in general supervise and control all the business and affairs of ZAA. The President shall act to optimize the relationship between the ZAA Board, the Membership, and Zama High School. It shall be the duty of the President to preside at all meetings of the Members and to have general supervision of the affairs of ZAA. Except as otherwise provided by resolution of the Board, the President shall execute on behalf of ZAA all contracts, and other instruments in writing that may be required or authorized by the Board of Directors for the proper and necessary transaction of the business of ZAA. The President shall act as the tie breaker if an issue is deadlocked. He or she shall be expected to attend all Board meetings to ensure that the Board has full knowledge of the workings of ZAA. Once a year, the Board and President shall set priorities for ZAA. The President shall be responsible for communicating these priorities to the Membership. The President, with the assistance of the officers, shall develop functional committees and recommend committee chairpersons with an eye to future succession. The term of office shall be four (4) years beginning on September 1 and ending on August 31, unless the Board of Directors shall have established prior to the election other dates for the beginning or ending of the term.

Section 6. Vice-President. In the absence of the President or in event of the President's inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned to such officer by the President or by the Board of Directors. In addition, the Vice-President is responsible for overseeing the ZAA committees, events and reunions. The term of office shall be four (4) years beginning on September 1 and ending on August 31, unless the Board of Directors shall have established prior to the election other dates for the beginning or ending of the term.

Section 7. Treasurer. The Treasurer shall have general charge of the finances of ZAA. He or she shall keep a full and accurate accounting of all receipts and disbursements of ZAA in books belonging to ZAA, which shall be open at all times to the inspection of the Board of Directors. The accounts of ZAA shall be audited annually and reported to the Membership. He

or she shall present to the Board of Directors at its annual meeting his or her report as Treasurer of ZAA and shall from time to time make such other reports to the Board of Directors as it may be required. The term of office shall be four (4) years beginning on September 1 and ending on August 31, unless the Board of Directors shall have established prior to the election other dates for the beginning or ending of the term.

Section 8. Secretary. The Secretary shall be responsible for keeping the corporate records. He or she shall give or cause to be given all notices of meetings of ZAA and all other notices required by law or by the corporate bylaws. The Secretary shall be the custodian of all of the books and records of ZAA, except for those of the Treasurer. The Secretary shall present at each annual meeting of the Board of Directors a full report of the transactions and affairs of ZAA for the preceding year. The Secretary shall also prepare and present to the Board of Directors such other reports as it may desire and request at such time or times as it may designate. The Secretary shall be responsible for recording minutes at all meetings. He or she shall also be responsible for booking meeting locations and informing the Membership and Board of the meeting time and location. The term of office shall be four (4) years beginning on September 1 and ending on August 31, unless the Board of Directors shall have established prior to the election other dates for the beginning or ending of the term.

Section 9. Decade Representatives. The responsibility of each decade representative shall be to coordinate the efforts of the class representatives from their decade; get ideas and suggestions from their group and present these ideas to the Board. Additionally, it shall be the Decade Representative's purpose to act as an ambassador for ZAA. The Decade Representatives shall assist in the development of functional committees for the organization (i.e., Membership, reunions, special projects, etc.). Every effort will be made to have representation from all the decades in these committee activities. Committee chairpersons shall be selected with an eye to future succession as Officers. The term of office shall be three (3) years beginning on September 1 and ending on August 31, unless the Board of Directors shall have established prior to the election other dates for the beginning or ending of the term.

ARTICLE VI **COMMITTEES**

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in the resolution, shall have and exercise the authority of the Board of Directors in the management of ZAA; provided, however, that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the bylaws; electing, appointing or removing any member of any such committee or any Director or officer of ZAA; amending the articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of ZAA; authorizing the voluntary dissolution of ZAA or revoking proceedings therefor; adopting a plan for the distribution of the assets of ZAA; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by the committee. The appointment of any such

committee and the delegation of authority shall not operate to relieve the Board of Directors of any responsibility imposed upon it by law.

Section 2. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of ZAA may be designated by the Board of directors. Except as otherwise provided in the resolution, Members of each such committee shall be Members of ZAA, and the President shall appoint the committee members. Any member may be removed by the persons authorized to appoint such member whenever in their judgment the best interests of ZAA shall be served by such removal.

Section 3. Term of Office. Each member of a committee shall continue as a member until the first meeting of the Directors after a subsequent election of the Board of Directors, or until his or her successor is appointed, unless the committee shall be terminated sooner, or unless the member be removed from the committee, or unless the member shall cease to qualify as a member of the committee.

Section 4. Chair. One member of each committee shall be appointed chair by the person or persons authorized to appoint the Members of the committee.

Section 5. Vacancies. Vacancies in the Membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the Members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules. Each committee may adopt rules for its own governance not inconsistent with these bylaws or with rules adopted by the Board of Directors.

ARTICLE VII **CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of ZAA, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of ZAA, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of ZAA, shall be signed by those officers or agents of ZAA and in a manner as shall be determined by resolution of the Board of Directors. In the absence of this determination by the Board of Directors, the instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice-President.

Section 3. Deposits. All funds of ZAA shall be deposited to the credit of ZAA in the banks, trust companies or other depositaries as the Board of Directors may select.

ARTICLE VIII **BOOKS AND RECORDS**

Section 1. Access to Books and Records. ZAA shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the Members Entitled to Vote. Relevant books and records of ZAA may be inspected by any Member, or his agent or attorney for any proper purpose at any reasonable time as required by Part XV of the Act.

Section 2. Limitations on Use of Membership List. Without consent of the Board of Directors, a membership list or any part thereof shall not be obtained or used by any person for the purpose unrelated to a member's interest as a member. Without limiting the generality of the foregoing, without the consent of the Board of Directors, a membership list or any part thereof shall not be: (1) used to solicit money or property will be used solely to solicit the votes of the members in an election to be held by the corporation; (2) Used for any commercial purpose; (3) Sold to or purchased by any person; or (4) Published in whole or in part to the general public.

ARTICLE IX **FISCAL YEAR**

The fiscal year of ZAA shall be determined by the Board of Directors.

ARTICLE X **DUES**

Section 1. Periodic Dues. The Board of Directors shall determine the amount of the periodic dues payable to ZAA by Members for an annual or other membership period as shall be determined by the Board of Directors.

Section 2. Payment of Dues. Dues shall be payable in advance on the first day of each membership period.

Section 3. Nonpayment of Dues. Any Member who is not current as to the payment of dues for the applicable membership period shall not be eligible to vote as a Member, to serve as a Director or as an officer of ZAA, or to serve on any committee. The Board of Directors may adopt rules as to when a Member who is not current in the payment of dues shall no longer receive ZAA notices or newsletters.

ARTICLE XI
WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Act or under the provisions of the articles of incorporation or the bylaws, a waiver in writing signed by the persons entitled to the notice, shall be deemed equivalent to the giving of notice.

ARTICLE XII
AMENDMENTS OF BYLAWS

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least ten (10) days' written notice is given of intention to alter, amend or repeal or to adopt new bylaws at the meeting.