

NAIS BYLAWS
JAPAN (Nippon) ASSOCIATION FOR INFORMATION SYSTEMS

ARTICLE I
PURPOSE AND ACTIVITIES

SECTION 1. NAME.

The name of this organization shall be the Japan (Nippon) Association for Information, abbreviated as NAIS, and hereafter referred to as the Chapter.

SECTION 2. STATEMENT OF PURPOSE.

The Japan (Nippon) Association for Information Systems (NAIS) is a Chapter of the Association for Information Systems (AIS) serving members of AIS in Japan. The purpose of the Chapter is to promote the exchange of ideas, experiences, and knowledge among scholars and professionals in Japan engaged in the development, management, and use of information systems and technology.

SECTION 3. ACTIVITIES.

The various activities of the Chapter are to promote the exchange of professional communications among scholars and professionals responsible for education, design, implementation, and management of information systems in both private and public organizations. The activities of the Chapter include:

- Providing a locally-focused forum for those concerned with all aspects of information systems;
- Providing an opportunity for the exchange of ideas concerning the management of information systems with member counterparts;
- Conducting locally-focused programs and conferences for the benefit of members;
- Providing a means for critical examination of the problems and opportunities associated with information systems in the Japanese IS community.

All chapter activities must be in concert with the Constitution and Bylaws of AIS. The Executive Board of the Chapter may propose additional activities.

ARTICLE II
MEMBERSHIP

SECTION 1. MEMBERSHIP CLASSES.

NAIS shall provide all classes of membership as contained in Article III of the Bylaws of AIS. All members of NAIS shall be members of AIS upon payment of the appropriate AIS dues.

SECTION 2. CHAPTER DUES.

There will initially be no dues. However, the Executive Board shall have the authority to determine NAIS dues and other payments to be made by the members of NAIS when necessary.

SECTION 3. MEMBER RIGHTS.

Each member in good standing shall have the right to vote, participate in all NAIS and AIS activities, and hold office in the Chapter.

SECTION 4. TERMINATION OF MEMBERSHIP.

Resignation. A member of the Chapter may terminate his or her membership at any time by submitting a letter of resignation to the Executive Board, removing the Chapter from his or her membership portal list, or by not paying AIS dues within two (2) months of the date on which they are due.

Expulsion. A member may be expelled for conduct deemed prejudicial to the Chapter by a two-thirds majority of the individual members in attendance at a general business meeting of the Chapter where a quorum is present, provided that the member shall first have been served with a written notice explaining the reason(s) for the proposed expulsion, and shall be given an opportunity to challenge the proposed expulsion to those in attendance at the general business meeting.

ARTICLE III MEETINGS OF MEMBERS

SECTION 1. ANNUAL GENERAL MEETING

An annual general meeting (AGM) shall be held to install officers (if required by terms of office) and to conduct such business as required. The time, location, and other details of the meeting shall be determined by the Executive Board of NAIS and communicated to the membership.

SECTION 2. NOTICE OF MEETINGS.

A written or other notice stating the place, time, date, and hour of meetings shall be delivered to the membership at least two (2) weeks prior to the meeting. If e-mailed, such notice shall be delivered to the e-mail address of each member as it appears on the records of the Chapter. The AIS Executive Director shall also be notified of all chapter meetings within said timeframe.

SECTION 3. QUORUM.

Prior notice of the AGM and general business meetings having been given, 25% of NAIS members shall constitute a quorum for the purpose of such meetings of the Chapter. If a quorum is not present, the AGM or general business meeting shall be adjourned until a quorum can be obtained. A quorum is not required for other meetings or events of the Chapter.

SECTION 4. VOTING.

Each member in good standing with the Chapter shall be entitled to one vote on business pertaining to the Chapter. Decisions shall be by a majority of those participating and eligible to vote. On matters of general business, voting may be conducted by any means chosen by the Executive Board, including email. In regard to the election of officers, voting may be conducted by any means chosen by the Election Committee, including email. In regard to both election of officers and matters of general business, all members who are eligible to vote have both absentee and proxy voting rights.

ARTICLE IV EXECUTIVE BOARD

SECTION 1. MEMBERS OF THE EXECUTIVE BOARD.

The Executive Board shall consist of the officers of the Chapter, the Immediate Past President of the Chapter, and Directors (see Article V.2). The President of the Chapter shall serve as the Chair of the Executive Board. Until an Immediate Past President is available, the membership shall elect an At-Large Director as a voting member on the Executive Board.

SECTION 2. DUTIES OF THE EXECUTIVE BOARD.

The Executive Board shall serve as the governing authority of the Chapter. The Executive Board shall manage the property, business, and affairs of the Chapter. The Executive Board may exercise all such powers of the Chapter as defined by the laws of Japan and by these bylaws. The Executive Board shall, in furtherance of, but not in limitation of its powers, and subject to review by AIS, have the authority and power to: represent the members of the Chapter for all matters, internal and external; establish policies and practices for the Chapter; and approve broad arrangements for all Chapter activities.

SECTION 3. MEETINGS OF THE EXECUTIVE BOARD.

There shall be at least one annual meeting of the Executive Board. Additional meetings may be called by the Chair or by at least three members of the Executive Board. The meetings shall be held at a time, place, and manner designated by the Chair. Notice of the meetings shall be given in writing or orally at least two (2) weeks prior to the meeting. Other methods of meeting in addition to face-to-face may be used.

SECTION 4. QUORUM.

Presence of more than one-half of the members of the Executive Board shall constitute a quorum for the transaction of business at any meeting of the Executive Board.

SECTION 5. VOTING.

Decisions shall be by a simple majority of those present and voting. The Chair may exercise a casting vote if the need arises.

SECTION 6. PARLIAMENTARY PROCEDURE

Robert's Rules of Order shall govern parliamentary procedure unless otherwise specified.

ARTICLE V OFFICERS AND MEMBERS OF THE EXECUTIVE BOARD

SECTION 1. OFFICERS.

The officers of the Chapter shall consist of the President, President-Elect, Secretary and Treasurer. No person may hold multiple offices at the same time. The officers of the Chapter must be members in good standing with NAIS and AIS. The period of each office is two years unless decided otherwise by the Executive Board. However, extensions beyond two years can be approved by a majority of the membership present at the AGM. *(Note: Ideally, the two-year terms of the Secretary and Treasurer should be staggered so as to enhance the continuity of the Executive Board.)*

SECTION 2. DIRECTORS.

In the event that At-Large Directors of the Chapter (such as Events Director, Publications Directors, etc.) are deemed to be necessary or desirable by the membership of the Chapter, such additional Director positions may be established at the annual meeting. Directors shall serve from the date of the annual meeting at which they are elected for a term of two years and until their respective successors assume office.

SECTION 3. NOMINATION.

A Nominations and Election Committee chaired and selected by the Immediate Past President shall seek and nominate at least one candidate for each Officer and Director position to be filled on the Executive

Board no later than 30 days prior to the annual election. Nominations may also be made by any member eligible to vote by sending the name of the nominee to the Election Committee no later than 30 days prior to the annual election providing the nominee has given prior consent.

SECTION 4. ELECTIONS.

The annual election of the Chapter officers and the At-Large Directors (if any) of the Executive Board will be held during the annual general meeting of the Chapter by a method to be chosen by the Nominations and Election Committee. Each voting member, as describe in Article III.4 above, shall be entitled to one vote. Voting shall be conducted in a manner deemed appropriate by the Election Committee. The nominee receiving the most votes cast shall fill each position.

SECTION 5. REMOVAL.

Any officer or member of the Executive Board may be removed by a vote of the majority of the voting members at an annual general or business meeting of the Chapter, or by postal or e-mail voting by 25% of the Chapter membership. Such a vote must be recommended and scheduled by the Executive Board. Notification to the voting members that a vote will be conducted for removal of an officer or member of the Executive Board must be made no less than two (2) weeks prior to the vote being taken.

SECTION 6. RESIGNATIONS.

Any officer or member of the Executive Board may resign at any time by giving written notice, including e-mail, to the President or Secretary of the Chapter. Such resignation shall take effect at the time specified therein; and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective. The President may resign at any time by giving written notice, including e-mail, to the AIS Vice-President of SIGs and Chapters and the AIS Executive Director.

SECTION 7. VACANCIES.

For offices other than President-Elect, a vacancy occurring in the elected offices for any reason shall be filled by appointment by the President with the approval of the majority of the Executive Board. A vacancy in the office of President or President-Elect shall be filled by election, regular or special, by the NAIS membership. Such appointment shall continue until the next annual general meeting. In the event that a vacancy occurs in the first year of a two-year term, the person elected at the next annual meeting shall serve a term of only one year, to restore the pattern of staggered elections.

SECTION 8. DUTIES OF THE PRESIDENT.

The President shall be the chief executive officer of the Chapter. The President shall perform all duties that pertain to the office of the President and that may be assigned by the Executive Board. The President's primary duties shall be:

- Preside over all meetings of the members of the Chapter.
- Call and chair all Executive Board meetings.
- Designate all committees and their chairpersons, with the concurrence of the Executive Board.
- Supervise all other officers of the Chapter and see that their duties are properly performed.
- Accept and receive donations, gifts, devises, and bequests.
- Coordinate the Chapter's activities and conduct any necessary business with external organizations.

- Ensure that all orders and resolutions of the Executive Board are put into effect.
- Submit at the annual general meeting an annual activity report of the operations of the Chapter for the preceding year.
- Assure the timely submission of all requested forms, documents, and communications to and from AIS.

SECTION 9. DUTIES OF THE SECRETARY.

The Secretary shall be the chief administrative officer of the Chapter and shall perform all duties that pertain to the office of Secretary and that may be assigned by the President and the Executive Board. The secretary's primary duties shall be to:

- Keep minutes of the annual general meeting and other business meetings of the Chapter.
- Attend the meetings of the Executive Board and act as the clerk thereof and record all the acts, notes, and minutes of the meeting.
- Submit an annual Activity Report (and any other reports) to the AIS Vice President of SIGs and Chapters as requested.
- Notify Chapter members and members of the Executive Board of all meetings.
- Perform other duties as time to time assigned by the President.

SECTION 10. DUTIES OF THE TREASURER

The Treasurer shall be the chief financial officer of the Chapter and shall perform all duties that pertain to the office of Treasurer and that may be assigned by the President and the Executive Board. The treasurer's primary duties shall be to:

- Maintain the financial records of the Chapter and produce an annual financial report.
- Review all applications for membership and maintain a membership roster.
- Submit an annual Financial Report to the AIS Vice President of SIGs and Chapters.

SECTION 11. DUTIES OF THE IMMEDIATE PAST PRESIDENT.

The Immediate Past President of the Chapter shall serve as a voting member of the Executive Board and as the chair of the Nominating and Election committee. The Immediate Past President will assist the President as required, and chair annual and special meetings in the absence of the President.

SECTION 12. DUTIES OF PRESIDENT-ELECT.

The President-Elect shall serve as a general assistant to the President and shall assume the office of President at the end of the term of office of the President.

SECTION 13. DUTIES OF DIRECTORS

The duties of At-Large Directors will be determined and defined by the Executive Board.

ARTICLE VI COMMITTEES

SECTION 1. SPECIAL COMMITTEES.

The President, with the concurrence of the Executive Board, may establish and appoint special committees, not having and exercising the authority of the Executive Board, to aid and assist the President and the Executive Board in the management of the affairs of the Chapter.

SECTION 2. NOMINATING AND ELECTION COMMITTEE.

Not less than forty (40) days prior to the annual election of officers and directors, the Immediate Past President, with the consent of the Executive Board, shall appoint a least two (2) additional members to a Nominating and Election Committee chaired by the Immediate Past President. This Committee will consist of voting members of the Chapter. This committee will prepare a slate of nominees for chapter offices and conduct the subsequent annual election of officers and directors of the Chapter according to the processes and procedures set out in preceding sections.

**ARTICLE VII
FINANCES**

SECTION 1. FISCAL YEAR.

The fiscal year of the Chapter shall coincide with the fiscal year of AIS.

SECTION 2. FINANCIAL ACCOUNTS.

The Treasurer shall establish and maintain bank accounts for the financial assets of the Chapter. Only the President and the Treasurer may make deposits and withdrawals from these bank accounts.

SECTION 3. ASSETS.

NAIS may buy, own, and/or dispose of assets, financial or otherwise, that are necessary or desirable in the pursuit of NAIS's goals and objectives.

SECTION 4. LIABILITIES.

The Chapter shall not enter into any contract or agreement or undertake any action that could result in any obligation or liability to AIS without the express written consent of the AIS Executive Director.

SECTION 5. FINANCIAL REPORTS.

The Treasurer shall provide to the Executive Board an annual written report of the financial status of the Chapter, which any member of the Chapter may inspect upon request. This report shall also be submitted annually to AIS, through the AIS Vice President of SIGs and Chapters. An independent representative appointed by the Executive Board shall review the Treasurer's accounts annually at the end of the fiscal year.

SECTION 6. FUND DEPOSITS.

All funds of the Chapter shall be promptly deposited in qualified bank accounts established in the Chapter's name by the Chapter Treasurer. Any funds acquired by the Chapter shall be clearly marked for and deposited to the account of the Chapter. Funds of the Chapter shall not be co-mingled with the funds of any other entity notwithstanding that said funds may be deposited with and managed by AIS.

SECTION 7. FUND DISBURSEMENTS.

Checks for all disbursements of funds of the Chapter shall be signed by the Treasurer, or by the President, or by the AIS Executive Director (or designee).

SECTION 8. DISSOLUTION.

Prior to dissolution of NAIS, a special meeting shall be convened to nominate representatives to manage the disposition of the assets of the Chapter. After paying or making provision for the payment of all the liabilities of NAIS, the remaining assets of the Chapter shall be remitted to AIS.

ARTICLE VIII AMENDMENTS

SECTION 1. AMENDMENTS

Amendments to these bylaws shall be adopted by two-thirds (2/3) vote of the members present at any regular meeting held one month or more after a regular meeting at which the proposed amendment(s) were read, or after giving written notice thereof (electronic is acceptable) to the membership one week prior to the action on such amendment(s).

Section 2. APPROVAL

These bylaws and all amendments or additions thereto shall not become effective until approved by the Association for Information Systems.