



ISA Bylaws Adopted 6/27/2014.
 Revised October 2018/ February
 2020/ February 2023/ March 2024



**INTERNATIONAL SUZUKI ASSOCIATION
 BYLAWS**

Adopted by the ISA Board of Directors June 27, 2014. Revised
 October 2018/February 2020/February 2023/March 2024

Article 1 NAME, PURPOSE, OFFICES

Section 1.0: NAME: The name of the corporation shall be the International Suzuki Association.

Section 1.1: PURPOSE: The International Suzuki Association (ISA) is organized exclusively for charitable, scientific and educational purposes, more specifically to protect the name "Suzuki", to facilitate communication between regional associations, to oversee the development of new instrumental areas, and to oversee the revision of existing core materials.

Section 1.2: OFFICES: The ISA shall maintain an office in the United States. The ISA may also have offices at such other places as the Board of Directors may, from time to time, determine that the business of the corporation shall require.

Article 2 MEMBERSHIP

- Section 2.0: A. The membership of the ISA shall consist of regional associations. A regional association is an organization consisting of several countries who have joined together, subscribe to the same principles and ideals as the ISA, and have executed a Name Agreement with the ISA. The only exception is the country of Japan, which shall have the same rights, privileges, and responsibilities as a regional association, and shall hereafter be called a regional association.
- B. The ISA Board of Directors shall have the final decision on all questions affecting the eligibility for membership of any regional association. In making these decisions, the Board may be guided by the various standards, and by the recommendations of various committees, that it establishes for this purpose from time to time. The Board may make decisions on these matters that vary with established standards or committee recommendations on any occasion deemed appropriate by the Board to do so in its sole discretion.
- C. Application for regional association membership shall be made to the ISA Board of Directors for its approval or disapproval. The Board shall determine the proposed member qualifications and consider all other relevant factors, including the best interests of the ISA, in passing upon any application. There shall be only one regional association member from each region. A majority of the Board is necessary to approve a regional association application.

- D. The membership of any regional association shall be terminated upon a two-thirds majority vote of the Board of Directors.
- E. Each regional association member shall select a representative to be a director with one vote on the ISA Board of Directors. The Board has the right to approve or disapprove the representative from each regional association. Typically, the regional association representative is the head of the regional association. In the event that a regional association's dues are not paid or other obligations are not met, the Board of Directors may, by resolution, suspend the right of that regional association member to vote and/or participate in the affairs of the ISA.
- Section 2.1 DUES: The Board of Directors shall, from time to time, set for regional association membership such dues as may seem, in its discretion, fair and equitable.

Article 3 DIRECTORS

Section 3.0: GOVERNANCE The business and affairs of the Corporation shall be managed by the Board of Directors, who shall be vested with all the powers of the Corporation as to the management and control of the property, business and affairs of the Corporation except as may be expressly limited by law, the Articles of Incorporation or these Bylaws. Any determination by the Board of Directors shall be final and conclusive provided that no such determination shall be contrary to law. Provided, however, the Directors shall at all times see to it that the Corporation is not conducted or operated for profit and that no part of the net earnings of the Corporation shall inure to the benefit of any individual; nor shall any of such net earnings, nor any of the property or assets of the Corporation be used other than for the objectives and purposes set out in the Articles of Incorporation.

- Section 3.1: A. The number of Directors of the Corporation shall consist of at least five but not more than 21 elected Directors. There shall be two types of Directors – Representative Directors and At-Large Directors. The representative of the Talent Education Institute of Matsumoto, Japan and of each Regional Association Member, or their designated and approved representative, shall be Representative Directors. All other Directors will be At-Large Directors. The number of elected Directors can be increased by vote of the Board of Directors.
- B. No more than one staff person will serve on the Board at any given time. He or she will have the same powers as other Directors, but will not serve as the Board's chairperson or treasurer.

Section 3.2: QUALIFICATIONS: In order to be a Director, no person need be a resident of the State of Texas, or of the United States of America.

Section 3.3: TERM: Each elected Representative Director shall serve a term of up to two years, eligible for re-election, for the duration of his or her empowerment to serve by the organization he or she is representing. Each elected At-Large Director shall serve a three-year term and is eligible for re-election. Terms will begin with the fiscal year with the exception of those At-Large Directors elected April 4, 1999.

- Section 3.4: REMOVAL: Any elected Director may be removed from his position as Director, either with or without cause, at any regular or special meeting of the Board of Directors, by the affirmative vote of two-thirds the majority of the Board of Directors.
- Section 3.5: VACANCY: Any vacancy occurring in the Board of Directors caused by death, resignation, refusal of a person elected to assent to serve, removal or otherwise shall be filled at the same or next meeting of the Board of Directors following the occurrence of such vacancy. Such vacancy shall be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum. A Director elected to fill a vacancy shall be elected for the unexpired term of his precursor in such directorship.
- Section 3.6: ELECTION OF DIRECTORS: Election of new directors or election of current directors to a subsequent term will occur by a majority vote of the current Directors.
- Section 3.7: QUORUM: A majority of the number of Directors shall constitute a quorum for the transaction of business. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless otherwise specifically required or provided by law, these Bylaws, or the Articles of Incorporation. The Directors present at a duly organized meeting may continue to transact business until adjournment notwithstanding the withdrawal of enough Directors to leave less than a quorum.
- Section 3.8: MEETINGS: All meetings of the Board of Directors shall be held in strict conformity with these Bylaws.
- Section 3.8.1: LANGUAGE - The business of the ISA Board is conducted in English.
- Section 3.8.2: REGULAR MEETINGS: Regular meetings of the Board of Directors in which a majority of the voting members are present shall be held once a year at such places, dates and times as the Board of Directors may determine. Written, telegraphic, fax or email notice of the place, time, and purpose of each Regular Meeting shall be given to such Directors at least three weeks in advance of such meeting. Written minutes of these meetings will be maintained.
- Section 3.8.3: SPECIAL MEETINGS: Special meetings of this Board of Directors may be called by or at the request of the Chairperson, CEO or any two Directors, or as may be provided by law. Written, telegraphic, fax or email notice of the place, date, time and purpose shall be given to each Director at least three weeks in advance of such meeting.
- Section 3.8.4: ATTENDANCE: Board Members are expected to attend the regular meeting each year. Two consecutive absences will result in automatic termination of the individual's Board membership, unless the Board votes to retain the individual.
- Section 3.8.5: PROXY: In the event of an unavoidable absence from a scheduled meeting, a Director may assign proxy to another Director who has voting privileges and will be in attendance at the meeting.

Such designation of proxy must be sent to the Board in the form of a signed letter assigning voting rights to a designated Director and must include the dates of the scheduled meeting. Such proxy is only in effect for the duration of said meeting. The notice of assignment of proxy must be sent to the Board prior to the scheduled meeting and may be delivered via post, facsimile, or electronically.

Section 3.9: COMPENSATION: Directors shall receive no compensation for their services, aside from reimbursement of their reasonable expenses in connection with the performance of their duties.

Section 3.10: COMMITTEES: The Board of Directors may appoint committees from among its members which in each case shall have such duties, authority, rights and powers as in these Bylaws. If not appointed as a member of any such committee, the CEO shall be an ex-officio member of each committee so appointed by the Board of Directors.

Section 3.10.1: EXECUTIVE COMMITTEE. The Officers of the Board of Directors serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

Section 3.10.2: FINANCE COMMITTEE. The Treasurer is chair of the Finance Committee, which includes up to three other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board or the Executive Committee. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the membership, Board members and the public.

OFFICERS

Section 4.0: NUMBER: The Officers of the Corporation shall be a Chairperson of the Board, a Vice Chairperson, a Treasurer, and a Secretary, the CEO and such assistant Treasurers and Secretaries and or other officers as may be elected by the Board of Directors. Any two or more offices may be held by the same person, except the Chairperson and the Secretary shall not be the same person.

Section 4.1: ELECTION AND TERM OF OFFICE: The Officers of the Corporation shall be a President/CEO, Chairperson of the Board, a Vice Chairperson, a Treasurer, and a Secretary, and such assistant Treasurers and Secretaries and or other officers as may be elected by the Board of Directors. Any two or more offices may be held by the same person, except the Chairperson and the Secretary shall not be the same person. Election or appointment of an Officer or agent shall not of itself

create contract rights. If the Chairperson's term on the Board is due to expire during his service as Chair, his term will be automatically extended in order that she/he may complete the two-year term as Chair. Further, the Chairperson must have served as a voting member of the Board in the year immediately prior to assuming the role of Chairperson. The Board of Directors can with a simple majority vote postpone the date for the start of the term of office for a new Chair should the regional Suzuki association which the incoming Chair represents not have paid membership fees to the corporation or not met other financial obligations. The term of the current Chair can be extended until such time that the incoming Chair's region has met their financial obligations or as the Board of Directors decides.

Section 4.2: REMOVAL: Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of the Corporation would be served thereby, but such removal shall be in accordance with these Bylaws and the laws of the State of Texas, and such removal shall be without prejudice to the common law contract rights, if any, of the person so removed.

Section 4.3: 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 4.4: HONORARY PRESIDENT OF THE ISA: The Board, in its discretion, may appoint, in recognition of the person's role as benefactor, guide and for life-long service, an Honorary President to serve at the pleasure of the Board, with no voting privileges. The Board may create a special category of "Auxiliary Directors of the ISA". This title is granted at the Board's discretion in recognition for special service to the ISA. Auxiliary Directors are not Board Members.

Section 4.5: CHAIRPERSON OF THE BOARD: The business of the Board of Directors may be presided over by a Chairperson of the Board. The Chairperson of the Board Shall be elected for a two-year term and shall be renewable as identified in Section 4.1 of these BylawsThe Chairperson of the Board may be assigned such duties as the Board of Directors may determine, provided that these duties are not inconsistent with law, these Bylaws or the Articles of Incorporation.

Section 4.6 VICE CHAIRPERSON: In the absence of the Chairperson or in the event of his/her inability or refusal to act, the Vice Chairperson shall perform the duties of the Chairperson, and then so acting shall have all the powers of and be subject to all the restrictions upon the Chairperson. The vice-chair person of the Board shall be the representative from the next region in the chair rotation process as identified in Section 4.1 of these by-laws. Any Vice Chairperson shall perform such other duties as from time to time may be assigned him by the Chairperson or by the Board of Directors.

- Section 4.7: TREASURER: The Treasurer shall make a report at each Board meeting, chair the Finance Committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public. If required by the Board of Directors, the Treasurer shall have a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer (and Assistant Treasurers if any are so elected by the Board of Directors) shall have the following authority and duty:
- Section 4.7.1: CORPORATE FUNDS: In cooperation with the CEO, they shall have charge and custody of and be responsible for all funds of the Corporation and shall receive and give receipts for monies due and payable to the Corporation from any source whatsoever.
- Section 4.7.2: DEPOSIT: In cooperation with the CEO, they shall deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors.
- Section 4.7.3: GENERAL: They shall, in general, perform all the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to them by the Board of Directors.
- Section 4.8: SECRETARIES: The Secretary (and Assistant Secretaries, if any are so elected by the Board of Directors) shall have all the duties and responsibilities as given by the laws of the State of Texas and shall have such other duties, responsibilities and authorities as set out herein.
- Section 4.8.1: MINUTES: The Secretary shall keep the minutes of the Directors' meetings and Committee meetings in one or more books provided for that purpose and shall keep minutes of all Officers' meetings in a separate book or books provided for that purpose.
- Section 4.8.2: NOTICES: The Secretary shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- Section 4.8.3: CORPORATE RECORDS: The Secretary shall be custodian of the corporate records and of the seal of the Corporation, if any, and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws or directed by the Board of Directors
- Section 4.8.4: ADDRESS OF MEMBERS: The Secretary shall keep a register of the post office address of each Member
- Section 4.8.5: SIGNATURE REQUIRED: The secretary shall sign with the CEO certificates of membership of the Corporation, the issue of which has been authorized by resolution of the Board of Directors.
- Section 4.8.6: GENERAL: In general the Secretary shall perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him by the Chairperson or by the Board of Directors.

Section 4.9: ASSISTANT TREASURERS AND ASSISTANT SECRETARIES: The Assistant Treasurers and Assistant Secretaries shall serve at the discretion of the Board and perform such duties and have such authority as shall be assigned to them by the Board of Directors.

Section 4.10: CHIEF EXECUTIVE OFFICER: The Chief Executive Officer or CEO is an officer of the corporation and a non-voting member of the Board and shall be hired by the Board of Directors to manage the Corporation. The CEO shall be the principal paid executive officer of the corporation and shall in general, supervise and control all the business and affairs of the Corporation.

Section 4.10.1: SIGNATURE REQUIRED: He or she shall sign, with the Secretary or an Assistant Secretary, when required or deemed advisable, certificates of membership of the Corporation, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other Officer or agent of the Corporation or shall be required by law to be otherwise signed or executed.

Section 4.10.2: GENERAL: In general, the CEO shall perform all duties incident to the CEO and such other duties as may be prescribed by the Board of Directors from time to time.

Section 4.11: EMPLOYMENT AND OTHER CONTRACTS: The Board of Directors may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 4.12: TITLES: The Board of Directors from time to time may confer on the Officers or employees of the Corporation assigned to any operating division of the Corporation, any other titles deemed appropriate. The designation of any such official titles for officers or employees assigned to operating divisions shall not be permitted to conflict in any way with any executive or administrative authority established from time to time by the Corporation. Any employee so designated as an officer of an operating division shall have authorities, responsibilities, and duties with respect to his operating division corresponding to those normally vested in the comparable Officer of the Corporation by these Bylaws, subject to such limitations as may be imposed by the Board of Directors.

Article 5 NOTICE

Section 5.0: METHOD: Whenever under the provisions of Law, the Articles of Incorporation or these Bylaws, notice is required to be given to any Director or Member and no provision is made as to how such notice shall be given, it shall not be construed to mean personal notice, but any such notice may be given in writing, by mail, postage prepaid, addressed to such Director or Member at such address as appears on the books of the Corporation or such notice may be given in any other method

permitted by law. Any notice required or permitted to be given by mail shall be deemed to be given at the time when the same shall be deposited in the United States mail

Section 5.1: WAIVER: Whenever any notice is required to be given to any Member or Director of the Corporation under the provisions of law, the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated in such notice, shall be equivalent to the giving of such notice. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting except where a Director attends for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened which objection must be noted in the minutes of such meeting.

Article 6 ACCOUNTING YEAR

Section 6.0: TERM: The Corporation shall operate for all purposes on an accounting year basis. Such year shall begin on the first day of July in each such year and end on the last day of June of each subsequent year.

Article 7 AMENDMENT OF BYLAWS

Section 7.0: AMENDMENT OF BYLAWS: The power to alter, amend or repeal the Bylaws, or to adopt new Bylaws of the Corporation, is hereby delegated to the Board of Directors.

Article 8 INDEMNIFICATION

Section 8.0: INDEMNIFICATION: The Corporation shall indemnify any Director, officer, agent or employee, or former director, officer, agent or employee of the Corporation, or any person who may have served at its request as a director, officer, or agent against expenses actually and necessarily incurred by him and any amount paid in satisfaction of judgments in connection with any action, suit or proceeding, whether civil or criminal in nature, in which he is made a party by reason of being or having been such a director, officer, agent or employee at the time such costs or expenses are incurred by or imposed upon him, except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty. The Corporation may also reimburse to any director, officer or employee the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of the committee of the directors not involved in the matter in controversy, whether or not a quorum, that it was to the interests of the Corporation that such settlement be made and that such director, officer or employee was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such director, officer, agent or employee may be entitled by law or under any agreement, vote of members, or otherwise

ARTICLE 9 DIVERSITY AND AFFIRMATIVE ACTION

Section 9.0: The ISA is an affirmative action/equal opportunity institution. It encourages expression and appreciation of the diversity of its worldwide membership and does not discriminate on the basis of race, color, religion, national origin, ancestry, sex, sexual orientation, age, or disabled status in admission or access to, or treatment or employment in its programs and activities. Unlawful acts of discrimination or harassment by members, Directors or staff of the ISA are prohibited. The CEO shall promulgate practices and procedures to realize this policy. The procedures shall include the identification of an office or officer to which persons are encouraged to report instances of discrimination and a process for the investigation and resolution of these reports/complaints.

ARTICLE 10 CONFLICT OF INTEREST

Section 10.0: No member of the ISA Board of Directors, its Committees, or its staff shall derive any personal profit or gain, directly or indirectly, by reason of his or her participation with the ISA. Each individual shall disclose to the ISA any personal interest which he or she may have in any matter pending before the ISA and shall refrain from participation in any discussion, vote or decision on such matter. This includes but is not limited to 1) the individual's direct or indirect profit or gain from relationships with vendors, suppliers, or other parties doing business with the ISA, and 2) receipt, directly or indirectly, of any salary payments or loans or gifts of any kind or any free service or discounts or other fees from or on behalf of any person or organization engaged in any transaction with the ISA. The Chairperson and the CEO shall provide the Board with an assessment on an annual basis disclosing any actual or potential conflicts of interest.

ARTICLE 11 GENERAL PROVISIONS

Section 11.0: CHECKS, DRAFTS, ETC.: All checks, drafts or other orders for the payment of money notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by the-CEO or such officer or officers, agent or agents of the Corporation as designated by the Board of Directors and in such manner as from time to time may be determined by resolution of the Board of Directors. All single expenses greater than \$8,000 shall have the co-signature of another Director.

Section 11.1: DEPOSITS: All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such depositories as the Board of Directors, by resolution may select.

Section 11.2: BOOKS AND RECORDS: The Corporation shall keep correct and complete books and records of its accounts and shall keep full minutes of the proceedings of the Members, the Board of Directors, and all committees, if any, and shall keep at its registered office or principal place of business, or at the office of its transfer agent or registrar, a record of its Members, giving the names and addresses of all such Members.

Section 11.3: ANNUAL STATEMENT: The board of Directors shall present at each annual meeting of members a full and clear statement of the business and condition of the corporation including proposed projects, budgets and a reasonably detailed balance sheet, income statement and statement of accounts all in such form and manner as the Board of Directors may determine or as may be otherwise required.

Section 11.4: RESIGNATION: Any Director, Officer or agent may resign by giving written notice to the CEO or the Board of Directors. Such resignation shall take effect at the time specified therein, or immediately, if no time is specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 11.5: INVALID PROVISIONS: If any part of these Bylaws shall be held invalid or inoperative for any reason, then so far as possible and reasonable, the remaining part shall be valid and operative, and effect shall be given so far as possible to the intent manifested by the part held invalid or inoperative

Section 11.6: TABLE OF CONTENTS-HEADING: The Table of Contents and Headings used in these Bylaws have been inserted for administrative convenience only and do not constitute matter to be construed in interpretation and construction.