

AMENDED AND RESTATED BY-LAWS
OF THE
JAPAN-AMERICA SOCIETY OF THE STATE OF WASHINGTON
EFFECTIVE OCTOBER 24, 2001

ARTICLE I
Membership - Dues

SECTION 1. The annual dues for each classification of membership shall be as prescribed by the Board of Directors. Classifications of membership in this Society and the rights and privileges pertaining thereto shall be as follows:

(a) **REGULAR MEMBERS.** Regular members are those under 65 years of age. In the case of married couples the membership shall include both spouses as members. Each membership (whether consisting of a single person or married couple) shall have one (1) vote at the annual meeting of the Society and at any special meeting duly called pursuant hereto.

(b) **STUDENT MEMBERS.** Any undergraduate or post graduate student actually pursuing a course of studies at a college or university in the State of Washington shall be entitled to apply for student membership which shall entitle such person to all privileges of the Society except that of voting and holding office.

(c) **RETIRED SENIOR CITIZEN MEMBERS.** All persons sixty-five years of age and older who are currently retired from their business or profession shall qualify for Retired Senior Citizen Membership, which shall entitle such person (and his or her spouse, if married) to all privileges of the Society. Each membership (whether consisting of a single person or married couple) shall have one (1) vote at the annual meeting of the Society and at any special meeting duly called pursuant hereto.

(d) **ASSOCIATE CORPORATE MEMBERS.** Where a single organization, whether a corporation, partnership or otherwise, is desirous of maintaining a membership under its business name and having one of its designated representatives serve as an active member of the Society, it may do so; provided, however, that the organization has five employees or less world wide. Each Associate Corporate Membership shall be entitled to one vote at the annual meeting of the Society and at any special meeting duly called pursuant hereto.

(e) **REGULAR CORPORATE MEMBERS.** Where a single organization, whether a corporation, partnership or otherwise, is desirous of maintaining a membership under its business name and having one or more of its designated representatives (but not to exceed four) serve as active members of the Society, it may do so. Each Corporate Membership shall be entitled to one (1) vote for each designated representative at the annual meeting of the Society and at any special meeting duly called pursuant hereto.

(f) **SUSTAINING CORPORATE MEMBERS.** Where a single organization, whether a corporation, partnership or otherwise, is desirous of maintaining a membership under its business name and having one or more of its designated representatives (but not to exceed five) serve as active members of the Society, it may do so. Each Sustaining Corporate Membership shall be entitled to one (1) vote for each designated representative at the annual meeting of the Society and at any special meeting duly called pursuant hereto.

(g) **PATRON CORPORATE MEMBERS.** Where a single organization, whether a corporation, partnership or otherwise, is desirous of maintaining a membership under its business name and having one or more of its designated representatives (but not to exceed fifteen) serve as active members of the Society, it may do so. Each Patron Corporate Membership shall be entitled to one (1) vote for each designated representative at the annual meeting of the Society and at any special meeting duly called pursuant

(h) **BENEFACTOR CORPORATE MEMBERS.** Where a single organization, whether a corporation, partnership or otherwise, is desirous of maintaining a membership under its business name and having one or more of its designated representatives (but not to exceed twenty) serve as active members of the Society, it may do so. Each Benefactor Corporate Membership shall be entitled to one (1) vote for each designated representative at the annual meeting of the Society and at any special meeting duly called pursuant hereto.

(i) **HONORARY MEMBERS.** Any individual may be elected as an Honorary Member for a period not to exceed three (3) years by the unanimous vote of the Board of Directors. Prior membership in the Society shall not be a requirement for election as an Honorary Member. Honorary Members shall be under no obligation to pay dues to the Society and shall have all of the privileges of the Society (including one (1) vote at the annual meeting of the Society and at any special meeting duly called pursuant hereto) except that of holding office.

(j) **LIFETIME HONORARY MEMBERS.** Members or former members of the Society who have served with distinction in furthering the objectives of the Society may be elected Honorary Lifetime Members of the Society by the vote of the members of the Society or by the unanimous vote of its Board of Directors. Honorary Lifetime Members shall be under no obligation to pay dues to the Society, and shall have all of the privileges of the Society including holding office and having one (1) vote at meetings of the Society.

In the case of Regular Corporate Members, Sustaining Corporate Members, Patron Corporate Members and Benefactor Corporate Members, additional non-voting representatives may be added by the organization as active members of the Society for such additional fee to cover the associated incremental costs as the Board of Directors shall determine.

SECTION 2. All applications for membership in the Society must be in writing and shall contain the applicant's full name, residence, telephone number and occupation and shall be signed by the applicant. Upon receipt of any application by the Society office and the appropriate annual membership dues in respect thereof, such applicant shall thereafter be considered as a member.

SECTION 3. The Board of Directors shall have power from time to time to create additional classifications of membership, or change the classifications of membership, and to fix and prescribe the rights and privileges pertaining thereto.

SECTION 4. The Board of Directors shall have authority to increase or decrease the membership dues or to alter the time and manner of payment or collection. Unless otherwise determined by the Board of Directors, membership dues for the remainder of the calendar year shall be payable upon acceptance of a new member's application; and for each calendar year thereafter membership dues shall be due and payable by December 31 of the previous year for all members. In the case of corporate members, membership dues payable upon acceptance of an application after March 31 of any year shall be prorated on such basis as is established by the Board of Directors. Payment of dues as set forth herein shall qualify each member to participate in the activities of the Society during the period for which dues have been paid.

ARTICLE II OFFICERS - TERMS - DUTIES

SECTION 1. The officers of this Society shall consist of:

- One Chair
- One Chair-Elect
- Four Vice Chairs*
- One Secretary
- One Treasurer
- One President

*one shall also be designated as Vice President, if required

The offices of Secretary and Treasurer may be held by the same individual.

SECTION 2. Except for the President, the officers shall be elected at the annual meeting of the Society, to serve terms of one (1) year or until their successors are elected. Except as otherwise noted, all officers shall be members of the Society or designated representatives of members which are organizations. At the next Board meeting following the Society's annual meeting, the Board of Directors shall appoint a President of the Society, to serve a term of one (1) year or until his or her successor is elected.

SECTION 3. CHAIR. The duties of the Chair shall consist of presiding at the meetings of the Society and serving as Chairman of the Board of Directors and of the Executive Committee. The Chair shall with the Secretary, sign all written contracts and obligations of the Society and in general the Chair's rights and duties shall be such as the Board of Directors may further designate. The Chair may appoint such special committees consisting of one or more officers, directors or members as may be necessary or desirable to effectively carry out the objectives, program of activities and obligations of the Society. The Chair may authorize use of funds from the Treasury to cover all normal and routine expenditures of the Society.

CHAIR-ELECT. The Chair-Elect shall attend meetings and consult with the Chair with a view toward learning the duties and functions of the Chair, and shall carry out such other functions as the Board of Directors may from time to time designate. It is the intention that the Chair-Elect will generally be nominated by the Board of Directors to fill the office of Chair during the year immediately following his or her serving as Chair-Elect. The Chair-Elect shall discharge the duties of the Chair in the Chair's absence or during a vacancy in the Chair's office.

VICE CHAIR. If the Chair-Elect is absent or unable, any one of the Vice Chairs shall discharge the duties of the Chair in the Chair's absence or during a vacancy in the Chair's office. The Vice Chairs shall serve as liaison between the Executive Committee and committees or other groups designated by the Chair, and shall be primarily responsible for establishing and maintaining effective communications between the Executive Committee and such committees or groups. The Vice Chairs shall also have such other rights and duties as the Board of Directors may from time to time designate. To the extent required by applicable corporate laws, one such Vice Chair shall also be designated as the Society's Vice President, with associated duties and powers.

HONORARY VICE CHAIR. In addition by vote of the members of the Society or by unanimous vote of its Board of Directors, certain high-ranking public officials, distinguished citizens or members of the Society may be designated as "Honorary Vice Chairs" of the Society. Such honorary Vice Chairs shall be ambassadors of good will and under no obligation to perform duties or pay dues to the Society.

SECRETARY. The Secretary shall keep minutes of all Executive Committee and Board meetings of the Society and otherwise as directed by the Chair. The Secretary, or the President under the Secretary's supervision, shall send out all notices of meetings, shall notify officers and directors of their election, shall conduct the correspondence and keep the records of the Society and shall perform such other duties as the Board of Directors may from time to time designate.

TREASURER. The Treasurer shall collect and, under the direction of the Chair and the Board of Directors, disburse the funds of the Society. The Treasurer shall submit a report at every annual meeting and oftener, if requested, on the status of funds and accounts of the Society. The Treasurer's accounts shall be reviewed by the Executive Committee, with the assistance of an auditor who shall be either a certified public accountant of this state or any audit company designated by the Board of Directors. The Treasurer shall serve as chairperson of the Finance Committee.

PRESIDENT. The duties of the President shall be to administer on a full-time basis the policy of the Society as established by its Board of Directors, to be an ex officio, non-voting member of the Board of Directors and of each of the committees appointed by the Board, to be responsible to the Chair for the day-to-day administration of the Society's office, activities and/or grant moneys, to possess such additional authority and carry out such additional duties as would be normal and customary for a President or general manager, and/or as the Board of Directors or the Chair may specifically delegate from time to time.

SECTION 4. Except for the President, no officer or director of the Society shall receive directly, or indirectly any salary, compensation or emolument unless authorized by the concurring vote of at least two-thirds (2/3) of the Board of Directors for services actually rendered. The

compensation and terms of the President's appointment shall be determined by the Executive Committee.

ARTICLE III DIRECTORS - TERMS - DUTIES

SECTION 1. The Board of Directors shall have general charge of the business affairs and property of the Society and its decision on all matters relating thereto shall be controlling, subject always to the provisions of law and the Articles of Incorporation of the Society and to such actions as the Society itself may take at its meetings.

SECTION 2. The Board of Directors shall consist of the officers of the Society, the President (who shall be an ex officio, non-voting member), the Consul General of Japan at Seattle, the past Presidents of the Society (who shall each hereafter be referred to as "Past Chair") as presently or previously constituted who are still members of the Society and an additional elective group which shall consist of such number of other members of the Society (provided that they shall be at least thirty (30) and not more than forty-seven (47) in number) as the Board of Directors shall determine. Approximately one-third (1/3) of the elective members of the Board of Directors shall be elected at each annual meeting of the Society. Other vacancies may be filled at the same election.

SECTION 3. Each elective director elected for a full term shall serve three (3) years or until a successor is elected. Vacancies on the Board of Directors or among the officers of the Society shall be elected by the remaining members of the Board of Directors from time to time to serve the unexpired term of the office for which elected. Any officer or director who fails to attend four (4) consecutive meetings of the Board of Directors without satisfactory explanation may be removed from office by the affirmative vote of the majority of the directors present at any duly called meeting of the Board of Directors at which a quorum is present.

SECTION 4. The Board of Directors shall make such decisions and rules to regulate activities as shall from time to time be deemed necessary for the management and well-being of the Society and for carrying out its objects.

SECTION 5. The Board of Directors shall meet on call of the Chair or of any three (3) directors. Eighteen (18) members shall constitute a quorum. There shall be no voting by proxy in the Board of Directors.

ARTICLE IV EXECUTIVE COMMITTEE - DUTIES

SECTION 1. The Executive Committee shall consist of the Chair, Chair-Elect, Vice Chairs, Secretary, Treasurer, the immediate Past Chair of the Society, an additional former Chair of the Society selected by the Chair and the President as an ex officio non-voting member. The Chair may select additional directors to serve on the Executive Committee.

SECTION 2. The Executive Committee shall have full authority to act in place of the Board of Directors between meetings of the latter. It shall meet on call of the Chair or any two (2) of its members.

SECTION 3. Five (5) voting members of the Executive Committee shall constitute a quorum and the affirmative vote of a majority of those voting members present shall be necessary for action. The Executive Committee shall keep minutes of its meetings and report to the full Board of Directors.

ARTICLE V MEETINGS OF THE SOCIETY

SECTION 1. The annual meeting of the Society shall be held between January 1 and April 30 of each year, or on such day as the Executive Committee may fix. At least two (2) weeks' notice of the annual meeting shall be given to all members of the Society by the Secretary.

SECTION 2. Special meetings of the Society may be called at any time by the Chair, or Chair-Elect during the absence or disability of the Chair, with the concurrence of any two (2) members of the Board of Directors. Notice of such meetings shall be given to all members by the Secretary stating the time, place and purpose of the meeting.

SECTION 3. Except as otherwise specified in these By-Laws, the Articles of Incorporation or by statute, action may be taken on any matter at the annual meeting or at any special meeting duly called pursuant hereto by a majority of those members entitled to vote who are present or represented by proxy at such meeting. Members shall be entitled to vote as provided in Section 1 of Article I hereof.

SECTION 4. The order of business at all meetings of the Society unless otherwise determined shall be:

- Report of notice of meeting.
- Report of minutes of preceding meeting.
- Report of officers.
- Report of committees.
- Unfinished business.
- New business.

ARTICLE VI COMMITTEES

SECTION 1. The Chair shall appoint the following Standing Committees, which shall consist of members of the Society.

Nominating Committee Personnel Policies Committee
Membership Committee Finance Committee

Other committees may be appointed as necessary to carry out the mission of the Society. The Nominating Committee and Finance Committee shall be appointed and shall meet at least one (1)

month prior to the annual meeting of the Society. The chairperson of the Nominating Committee shall be a past Chair of the Society or such other director as the Chair shall select. All committees shall meet as frequently as required to carry out the duties as specified by the Chair and the Board of Directors.

ARTICLE VII NOMINATIONS

SECTION 1. A copy of the report of the Nominating Committee, listing the nominees for the annual election of officers and elective directors of the Society, shall be mailed to each member of the Society with the notice of the annual meeting.

ARTICLE VIII RECORDS AND PUBLICATIONS

SECTION 1. Reports shall be prepared each year under the supervision of the Chair, President and Board of Directors consisting of (i) a financial report showing the assets, liabilities and fund balances of the Society at its fiscal year end and the revenue, expenses and changes in fund balances for the year then ended and (ii) a report describing the activities of the Society for the same period. Such reports when verified and approved by the Chair and Treasurer or by a majority of the directors of the Society shall be made available to members for review during normal business hours. Copies thereof shall be filed with the official records of the Society. They shall when practicable be reproduced as a year book, together with such other documents or information the Board of Directors deems appropriate, and may be issued and distributed by the Society to those persons interested or involved in its activities. Copies of the Articles of Incorporation and By-Laws of the Society, a record of officers', directors' and the members' names and addresses, and minutes of the proceedings of the Board of Directors, and any minutes which may be maintained by committees of the Board of Directors, shall be available to all members for review during normal business hours.

SECTION 2. All records and correspondence, documents and publications of the Society, or received by the Society shall be kept in the office of the Society, under the control of the President, or at such other place as may be hereafter selected by action of the Board of Directors.

ARTICLE IX FISCAL YEAR

SECTION 1. The Fiscal Year of the Society shall be from July 1 to June 30.

ARTICLE X AMENDMENTS

SECTION 1. These By-Laws, except as to matters controlled by statute or by the Articles of Incorporation, may be added to, repealed or changed in any way by the affirmative vote of a majority of the Board of Directors at any meeting at which a quorum is present duly called after

one (1) week's notice to each member of the Board of Directors stating the purpose of the meeting and the substance of the proposed Amendment.

The undersigned, being the Secretary of the Society, hereby certifies that these Amended and Restated By-Laws were adopted by the affirmative vote of a majority of the Board of Directors at a meeting duly called and held on October 24, 2001 at which a quorum was present.