## BYLAWS

OF

# WASHINGTON JAPANESE HERITAGE CENTER, INC. 

## ARTICLEI

OFFICES
Section 1. Registered Office. The registered office of the Corporation shall be at 308 Hillwood Avenue, Suite 300, Falls Church, Virginia 22046, in the City of Falls Church, State of Virginia.

Section 2. Additional Offices. The Corporation may also have offices at such other places, both within and without the State of Virginia, as the Board of Directors may from time to time determine or as the business of the Corporation may require.

## ARTICLE II

## OBJECTS AND PURPOSES

As set forth in the Articles of Incorporation, this Corporation is organized exclusively to promote education and own and maintain the necessary facilities to introduce foreign and American children to the culture, customs, history and language of Japan, and will be operated exclusively for those purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as an educational and cultural organization more particularly to operate a Japanese cultural center which will educate children about Japanese culture and language and foster international understanding.

ARTICLE III
POLICIES
The following are basic policies of the Corporation:

1. The Corporation shall be noncommercial, nonsectarian, and nonpartisan.
2. The name of the Corporation or the names of any members in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest or for any purpose not appropriately related to promotion of the objects of the Corporation.
3. The Corporation may cooperate with other organizations and agencies with promotion of educational and cultural purposes, but persons representing the Corporation in such matters shall make no commitments that bind the Corporation.

## ARTICLE IV

## BOARD OF DIRECTORS

Section 1. Number of Directors and Tenure. The Board of Directors shall be elected at any regular or special meeting of the Board of Directors. The number of Directors of the Corporation shall not be less than (5). This number may be increased or decreased to not less than three at any time by amendment of these By-Laws. Directors shall hold office for three (3) years and until their respective successors are elected.

Section 2. Vacancies. Any vacancy occurring in the Board of Directors may be filled by a majority of the directors then in office, although less than a quorum, or by a sole remaining director. Each director so chosen shall hold office until the next annual meeting of directors or until his or her successor shall have been elected and shall qualify. If there are no directors in office, any officer may call a special meeting in accordance with the provisions of the Articles of Incorporation or these By-Laws, at which meeting such vacancies shall be filled.

Section 3. Removal; Resignation.
(a) Except as otherwise provided by law or the Articles of Incorporation, at a meeting of directors called expressly for that purpose, any director may be removed, with or without cause, by a vote of a majority of the directors present at a meeting at which a quorum is present. Any vacancy occurring in the Board of Directors shall be filled by the remaining directors.
(b) Any director may resign at any time by giving written notice to the Board of Directors, the Chairman of the Board, the President or the Secretary of the Corporation. Unless otherwise specified in such written notice, a resignation shall take effect upon delivery thereof to the Board of Directors or the designated officer. It shall not be necessary for a resignation to be accepted before it becomes effective.

Section 4. Place of Meetings. The Board of Directors may hold meetings, both regular and special, either within or without the State of Virginia.

Section 5. Annual Meetings. The annual meeting of each newly elected Board of Directors shall be held no later than January 13th of each year beginning 2005 and no notice of such meeting shall be necessary to the newly elected directors in order legally to constitute the meeting, provided a quorum shall be present.

Section 6. Regular Meetings. Additional regular meetings of the Board of Directors may be held without notice, at such time and place as may from time to time be determined by the Boards of Directors.

Section 7. Special Meetings. Special meetings of the Board of Directors may be called by the Chairman of the Board or President on at least two (2) days' notice to each director, if such notice is delivered personally or sent by telegram, or on at least three (3) days' notice if sent by mail. Special meetings shall be called by the Chairman of the Board, President or Secretary in like manner and on like notice on the written request of one half or more of the number of directors then in office. Any such notice need not state the purpose or purposes of such meeting.

Section 8. Quorum; Adjournments. At all meetings of the Board of Directors, a majority of the number of directors fixed by these By-Laws shall constitute a quorum for the transaction of business, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by law or the Articles of Incorporation. If a quorum is not present at any meeting of the Board of Directors, the directors present may adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum shall be present.

Section 9. Compensation. Directors shall be entitled to no compensation for their services as directors and to such reimbursement for any reasonable expenses incurred in attending directors' meetings as may from time to time be fixed by the Board of Directors.

Section 10. Action by Consent. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a written consent setting forth the action so to be taken shall be signed before such action by all members of the Board of Directors. Such written consent shall be filed with the minutes of its proceedings.

Section 11. Order of Business. The following order of business, unless otherwise ordered at the meeting by the chairman thereof, shall be observed as far as practicable and consistent with the purposes of the meeting:

1. Call of the meeting to order.
2. Presentation of proof of mailing of the notice of the meeting and, if the meeting is a special meeting, the call thereof.
3. Presentation of proxies.
4. Announcement that a quorum is present.
5. Reading and approval of the minutes of the previous meeting.
6. Reports, if any, of officers.
7. Election of directors, if the meeting is an annual meeting called for that purpose.
8. Consideration of the specific purpose or purposes for which the meeting has been called (other than the election of directors), if the meeting is a special meeting.
9. Transaction of such other business as may properly come before the meeting.
10. Adjournment.

## ARTICLE V

## COMMITTEES

Section 1. Executive Committee. The Board of Directors may, by resolution adopted by a majority of the number of directors fixed by these By-Laws, designate two (2) or more directors to constitute an Executive Committee, one of whom shall be designated as Chairman of the Executive Committee. Each member of the Executive Committee shall continue as a member thereof until the expiration of his term as a director, or his earlier resignation, unless sooner removed as a member or as a director.

Section 2. Powers. The Executive Committee shall have and may exercise all of the rights, powers and authority of the Board of Directors except to approve an amendment of the Articles of Incorporation or a plan of merger or consolidation.

Section 3. Procedure; Meetings. The Executive Committee shall fix its own rules of procedure and shall meet at such times and at such place or places as may be provided by such rules or as the members of the Executive Committee shall provide. The Executive Committee shall keep regular minutes of its meetings and deliver such minutes to the Board of Directors. The Chairman of the Executive Committee, or, in his absence, a member of the Executive Committee chosen by a majority of the members present, shall preside at meetings of the Executive Committee, and another member thereof chosen by the Executive Committee shall act as Secretary of the Executive Committee.

Section 4. Quorum. A majority of the Executive Committee shall constitute a quorum for the transaction of business, and the affirmative vote of a majority of the members thereof shall be required for any action of the Executive Committee.

Section 5. Other Committees. The Board of Directors, by resolutions adopted by a majority of the directors at a meeting at which a quorum is present, may appoint such other committee or committees as it shall deem advisable and with such limited authority as the Board of Directors shall prescribe.

Section 6. Vacancies; Changes; Discharge. The Board of Directors shall have the power at any time to fill vacancies in, to change the membership of, and to discharge any committee.

Section 7. Compensation. Members of any committee shall be entitled to no compensation for their services as members of any such committee and to such reimbursement for any reasonable expenses incurred in attending committee meetings as may from time to time be fixed by the Board of Directors.

Section 8. Action by Consent. Any action required or permitted to be taken at any meeting of any committee of the Board of Directors may be taken without a meeting if a written consent setting forth the action so to be taken shall be signed before such action by all members of such committee. Such written consent shall be filed with the minutes of its proceedings.

## ARTICLE VI

## NOTICES

Section 1. Form; Delivery. Whenever, under the provisions of law, the Articles of Incorporation or these By-Laws, notice is required to be given to any director, it shall not be construed to mean personal notice unless otherwise specifically provided, but such notice may be given in writing, by mail, addressed to such director, at his address as it appears on the records of the Corporation, with postage thereon prepaid. Such notices shall be deemed to be given at the time they are deposited in the United States mail. Notice to a director may also be given personally or by telegram sent to his address as it appears on the records of the Corporation.

Section 2. Waiver; Effect of Attendance. Whenever any notice is required to be given under the provisions of law, the Articles of Incorporation or these By-Laws, a written waiver thereof, signed by the person or person entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. In addition, any director who attends a meeting of the Board of Directors shall be deemed to have had timely and proper notice of the meeting, unless such director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

## ARTICLE VII

## OFFICERS

Section 1. Designations. The officers of the Corporation shall be chosen by the Board of Directors and shall consist of a President, a Secretary and a Treasurer. The President shall be a director. The Board of Directors may also choose a Chairman of the Board, a Vice President or Vice Presidents, one or more Assistant Secretaries and/or

Assistant Treasurers and other officers and/or agents as it shall deem necessary or appropriate. The Board of Directors may delegate to the President of the Corporation the authority to appoint any officer or agent of the Corporation other than the President, Secretary or Treasurer. The election or appointment of any officer of the Corporation shall not of itself create contract rights for any such officer. All officers of the Corporation shall exercise such powers and perform such duties as shall from time to time be determined by the Board of Directors. Any two (2) or more offices may be held by the same person .

Section 2. The Board of Directors at its annual meeting shall choose a President, a Secretary and a Treasurer. The Board of Directors may also choose a Chairman of the Board, a Vice President or Vice Presidents, one or more Assistant Secretaries and/or Assistant Treasurers, and such other officers and agents as it shall deem necessary or appropriate. Each officer of the Corporation shall hold office until his successor is chosen and shall qualify. Any officer or agent elected or appointed by the Board of Directors may be removed, with or without cause, at any time by the affirmative vote of a majority of the directors then in office. Any officer or agent appointed by the President pursuant to authority delegated to the President by the Board of Directors may be removed with or without cause at any time whenever the President in his absolute discretion shall consider that the best interests of the Corporation shall be served thereby. Such removal shall not prejudice the contract rights, if any, of the person so removed. Any vacancy occurring in any office of the Corporation may be filled for the unexpired portion of the term by the Board of Directors or by the President in the case of a vacancy occurring in any office as to which the President has been delegated the authority to make appointments.

Section 3. Compensation. There shall be no salaries for officers of the Corporation. They may be reimbursed for reasonable expenses incurred in carrying out their duties.

Section 4. The Chairman of the Board. The Chairman of the Board (if the Board of Directors so deems advisable and selects one) shall be an officer of the Corporation and, subject to the direction of the Board of Directors, shall perform such executive, supervisory and management functions and duties as may be assigned to him from time to time by the Board. He or she shall, if present, preside at all meetings of the Board of Directors.

Section 5. The President.
(a) The president shall be the chief executive officer of the Corporation and, subject to the direction of the Board of Directors, shall have general charge of the business, affairs and property of the Corporation and general supervision over its other officers and agents. In general, he shall perform all duties incident to the office of President and shall see that all orders and resolutions of the Board of Directors are carried into effect.
(b) Unless otherwise prescribed by the Board of Directors, the President shall have full power and authority on behalf of the Corporation to attend, act and vote at any meeting of security holders of other corporations in which the Corporation may hold sccurities. At such meeting the President shall possess and may exercise any and all rights
and powers incident to the ownership of such securities which the Corporation might have possessed and exercised if it had been present. The Board of Directors may from time to time confer like powers upon any other person or persons.

Section 6. The Vice Presidents. The Vice President, if any (or in the event there be more than one, the Vice Presidents in the order designated, or in the absence of any designation, in the order of their election), shall, in the absence of the President or in the event of his disability, perform the duties and exercise the powers of the President and shall generally assist the President and perform such other duties and have such other powers as may from time to time be prescribed by the Board of Directors.

Section 7. The Secretary. The Secretary shall attend all meetings of the Board of Directors and record all votes and the proceedings of the meetings in a book to be kept for that purpose and shall perform like duties for the Executive Committee or other committees, if required. He shall give, or cause to be given, notice of all meetings and special meetings of the Board of Directors, and shall perform such other duties as may from time to time be prescribed by the Board of Directors, the Chairman of the Board or the President, under whose supervision he shall act. He shall have custody of the seal of the Corporation, and he, or an Assistant Secretary, shall have authority to affix the same to any instrument requiring it, and, when so affixed, the seal may be attested by his signature or by the signature of such Assistant Secretary. The Board of Directors may give general authority to any other officer to affix the seal of the Corporation and to attest the affixing thereof by his signature.

Section 8. The Assistant Secretary. The Assistant Secretary, if any (or in the event there be more than one, the Assistant Secretaries in the order designated, or, in the absence of any designation, in the order of their election), shall, in the absence of the Secretary or in the event of his disability, perform the duties and exercise the powers of the Secretary and shall perform such other duties and have such other powers as may from time to time be prescribed by the Board of Directors.

Section 9. The Treasurer. The Treasurer shall have the custody of the corporate funds and other valuable effects, including securities, and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may from time to time be designated by the Board of Directors. He shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Chairman of the Board, if any, the President and the Board of Directors, at regular meetings of the Board, or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the Corporation.

Section 10. The Assistant Treasurer. The Assistant Treasurer, if any (or in the event there shall be more than one, the Assistant Treasurers in the order designated, or, in the absence of any designation, in the order of their election), shall, in the absence of the Treasurer or in the event of his disability, perform the duties and exercise the powers of the

Treasurer and shall perform such other duties and have such other powers as may from time to time be prescribed by the Board of Directors.

## ARTICLE VIII

## INDEMNIFICATION

## DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

Reference is made to Section 13.1 (and any other relevant provisions) of the Virginia Stock Corporation Act. Particular reference is made to the class of persons (hereinafter called "Indemnitees") who may be indemnified by a Virginia stock corporation pursuant to the provisions of such Section 13.1, namely, any person (or the heirs, executors or administrators of such person) who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director, officer, employee or agent of such corporation, or is or was serving at the request of such corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. The Corporation shall (and is hereby obligated to) indemnify the Indemnitees, and each of them, in each and every situation where the Corporation is obligated to make such indemnification pursuant to the aforesaid statutory provisions. The Corporation shall indemnify the Indemnitees, and each of them, in each and every situation where, under the aforesaid statutory provisions, the Corporation is not obligated, but is nevertheless permitted or empowered to make such indemnification, it being understood, that, before making such indemnification with respect to any situation covered under this sentence, (i) the Corporation shall promptly make or cause to be made, by any of the methods referred to in such Section, a determination as to whether each Indemnitee acted in good faith and in a manner such Indemnitee reasonably believed to be in or not opposed to the best interests of the Corporation, and, in the case of any criminal action or proceeding, had no reasonable cause to believe that such Indemnitee's conduct was unlawful, and (ii) no such indemnification shall be made unless it is determined that such Indemnitee acted in good faith and in a manner such Indemnitee reasonably believed to be in or not opposed to the best interests of the Corporation, and, in the case of any criminal action or proceedings, had no reasonable cause to believe that such Indemnitee's conduct was unlawful.

## ARTICLE IX

## AFFILIATED TRANSACTIONS AND INTERESTED DIRECTORS

Section 1. Affiliated Transactions. No contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, partnership, association or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be permitted under any circumstances.

## ARTICLE X

## GENERAL PROVISIONS

Section 1. Fiscal Year. The fiscal year of the Corporation shall be as determined from time to time by the Board of Directors.

Section 2. Seal. The corporate seal shall have inscribed thereon the name of the Corporation, the year of its incorporation and the words "Corporate Seal" and "State of Virginia".

ARTICLE XI

## AMENDMENTS

The Board of Directors shall have the power to make, amend, alter and repeal these By-Laws, and to adopt new by-laws, by an affirmative vote of a majority of the whole Board, provided that notice of the proposal to make, amend, alter or repeal these By-Laws, or to adopt new by-laws, must be included in the notice of the meeting of the Board of Directors at which such action takes place.

ARTICLE XII

## CONFLICT OF INTERESTS

The pupose of the conflicts of interests policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interests of an officer or director of the Corporation. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations

## Definitions:

1 - Interested Person: Any director, principal officer, or member of a committee with board delegated powers who has direct or indirect financial interest, as defined below, is an interested person. If a person is an interested person with respect to any entity in the cultural and educational community of which the Corporation is a part, he or she is an interested person with respect to all entities in the cultural and educational community.

2 - Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment or family:
a. an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement; or
b. a compensation agreement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or
c. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

A financial interest is not necessarily a conflict of interest. Under the Procedures set forth below, a person who has a financial interest may have a conflict of interest only if the appropriate board or committee decides that a conflict of interest exists.

## Procedures:

1. Duty to Disclose: In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of his or her financial interest and must be given the opportunity to disclose all material facts to the directors and members of committees with board delegated powers considering the proposed transaction or arrangement.
2. Determining Whether a Conflict of Interests Exists: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
3. Procedures for Addressing the Conflict of Interest:
a. An interested person may make a presentation at the board or committee meeting, but after such presentation, he/she shall leave the meeting during the discussion of, and the vote one, the transaction or arrangement that results in the conflict of interest.
b. The chairperson of the board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
c. After exercising due diligence, the board or committee shall determine whether the Corporation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
d. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of
interest, the board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interests and for its own benefit and whether the transaction is fair and reasonable to the Corporation and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

## 4. Violations of the Conflicts of Interest Policy

a. If the board or committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
b. If, after hearing the response of the member and making such further investigations as may be warranted in the circumstances, the board or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Records of Proceedings
The minutes of the board and all committees with board delegated powers shall contain:

1- the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present and the board's or committee's decision as to whether a conflict of interest in fact existed.

2- The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith:

## Compensation

1- A voting member of the board of directors who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

2- An employee or independent contractor who is a voting member of the board of directors and receives compensation, directly or indirectly, from the Corporation for services is precluded from discussing and voting on matters pertaining to that member's and other employees' compensation. No employee
or employee director, either individually or collectively, is prohibited from providing information to the board of directors regarding employee compensation.

3- A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

4- Employees who receive compensation, directly or indirectly, from the Corporation, whether as employees or independent contractors, are precluded from membership on any committee whose jurisdiction includes compensation matters. No employee or independent contractor, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

## Annual Statements

Each director, principal officer and member of a committee with board delegated powers shall annually sign a statement which affirms that such person:
a. has received a copy of the conflict of interest policy;
b. has read and understands the policy;
c. has agreed to comply with the policy; and
d. understands that the Corporation is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

## Periodic Reviews

To ensure that the Corporation operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:
a. whether compensation arrangements and benefits are reasonbale and are the result of arm's-length bargaining;
b. whether provider services result in inurement of impermissable private benefit; and
c. whether partnership or joint venture arrangements and arrangements with management service organizatiopns conform to written policies, are properly recorded, reflect reasonable payments for goods and services, further the Corporation's charitable purposes and do not result in inurement or impermissable benefit.

## Use of Outside Experts

In conducting periodic reviews provided for above, the Corporation may, but need not, use outside advisors. If outside advisors are used, their use shall not relieve the board of its responsibility for ensuring that periodic reviews are conducted.

## SECRETARY'S CERTIFICATE

I, Shigeru Tsubakitani, Secretary of Washington Japanese Heritage Center, Inc., a Virginia Non Profit corporation, DO HEREBY CERTIFY that the foregoing is a true and correct copy of the Corporation's Amended By-Laws as adopted by the Board of Directors of the Corporation on March loth, 2004.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Corporate Seal of the Corporation this $\qquad$ day of $\qquad$ , 2004.

(Corporate Seal)

