

**AMENDED AND RESTATED BYLAWS  
OF  
JAPAN-AMERICA SOCIETY OF MINNESOTA, INC.**

Adopted 1/8/06  
by vote of members  
at annual meeting

ARTICLE I

*Offices, Corporate Seal*

Section 1.01. Offices. The principal office of the corporation shall be Riverplace EH-131, 43 Main Street SE, Minneapolis, MN 55414. The corporation may have offices at such other places, within or without the State of Minnesota, as the Board of Directors may from time to time designate.

Section 1.02. No Corporate Seal. The corporation shall have no corporate seal.

ARTICLE II

*Members*

Section 2.01. Members. The corporation shall have one class of members who have an interest in furthering the mission of the corporation.

Section 2.02. Resignation. Any member may resign from membership at any time by giving notice to the Secretary of the corporation. Such resignation shall become effective without acceptance upon receipt of the notice, unless the notice specifies a later date. A member who resigns shall be deemed to resign as a director, if so serving.

Section 2.03. Removal. Except for termination for failure to pay dues, members shall be removed only by a process that is fair and reasonable, and requires at least 15 days' prior written notice of the removal and the reasons therefor and an opportunity for the member to be heard at least five days before the effective date of the removal.

Section 2.04. Transferability. A member shall not voluntarily or involuntarily transfer or assign such member's membership or any right arising therefrom.

Section 2.05. Annual Meetings. An annual meeting of members shall be held in each calendar year. At that meeting, the members shall elect directors, the President and Treasurer shall report on the activities and financial condition of the corporation, and the members shall transact any other business properly coming before the meeting. The time and place for the annual meeting shall be established by the Board.

Section 2.06. Special Meetings. Special meetings of the members for any purpose may be called at any time by the President, by the Board, or by demand of the members as provided by law.

Section 2.07. Place of Meeting. Meetings of the members shall be held at any place within or without the State of Minnesota as designated by the Board. In the absence of such

designation, meetings of the members shall be held at the registered office of the corporation in the State of Minnesota.

Section 2.08. Notice of Meetings. Except as otherwise provided by statute or in these Bylaws, written notice of each meeting of the members, whether annual or special, shall be given not less than five (5) nor more than thirty (30) days before the day on which the meeting is to be held, to each member by (i) mailing such notice to a member at the address of the member in the corporate records, (ii) handing such notice to a member, (iii) faxing such notice to a member, when directed to a telephone number at which the member has consented to receive notice, (iv) mailing such notice to a member by electronic mail, when directed to an electronic mail address at which the member has consented to receive notice, or (v) directing such notice to a member by any other form of electronic communication by which the member has consented to receive notice. Notice of any adjourned meeting of the members shall not be required to be given, except where expressly required by law. If proxies are permitted at the meeting, the notice must inform members that proxies are permitted at the meeting and state the procedure for appointing proxies.

Section 2.09. Waiver of Notice. A member may waive notice of any meeting before, during or after the meeting, in writing, orally or by attendance. Attendance at a meeting by a member is a waiver of notice of that meeting unless the member (i) objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, or (ii) objects before a vote on an item of business because the item may not be lawfully considered at such meeting and does not participate in the consideration of the item at such meeting.

Section 2.10. Quorum. At each meeting of the members, ten percent (10%) of the total number of members present in person or by proxy shall constitute a quorum for the transaction of business, except where a greater percentage may be required by law. In the absence of a quorum, a majority of the members present in person or by proxy, or, in the absence of any members, any officer entitled to preside or act as Secretary at such meeting, shall have the power to adjourn the meeting from time to time, until the requisite number of members shall be present or represented. At any such adjourned meeting at which a quorum shall be present any business may be transacted which might have been transacted at the meeting as originally called.

Section 2.11. Voting. At each meeting of members, each member shall be entitled to one (1) vote in person or by proxy on each matter to be voted upon at the meeting. At all meetings of the members, all matters shall be decided by a majority of the votes cast by the members present in person or by proxy at any meeting, except as set forth in the Articles of Incorporation of the corporation or as required by law. The vote on any question need not be by ballot.

Section 2.12. Dues. All members must pay annual dues to the corporation in such amount as may from time to time be prescribed by the Board. The Board may terminate the membership of any member or members whose dues are six (6) months or more in arrears. A member who is terminated pursuant to this Section shall be deemed to be terminated as a director, if so serving.

## ARTICLE III

### *Board of Directors*

Section 3.01. General Powers. The business and affairs of the corporation shall be managed by or under the direction of the Board of Directors.

Section 3.02. Classes of Directors. There shall be two classes of directors, (1) directors, and (2) honorary directors. Directors (other than the honorary directors) shall be entitled to vote and have equal rights and preferences as provided in the Articles of Incorporation, these Bylaws, or by law. Honorary directors shall be the persons who fulfill the following roles, during the time in which they fulfill such roles: the United States Ambassador to Japan, the Japanese Ambassador to the United States, the Consul General of Japan at Chicago, the Honorary Consul General of Japan for Minnesota, and the Honorary Representative of Minnesota in Japan. Honorary directors shall have no voting rights.

Section 3.03. Number, Qualifications, and Term of Office. The number of directors shall be established by resolution of the Board but shall not be less than six (6) or more than thirty (30). Each of the directors shall hold office until the expiration of the term for which the director was elected or appointed, and until a successor is elected and qualified, or until the earlier death, resignation, or removal of the director. Directors shall be elected for staggered three-year terms, such that in at each annual meeting, one-third of the directors will be eligible for election. No director will serve more than two consecutive three-years terms or more than six consecutive years. Following a one-year absence, former directors shall be eligible to run for re-election.

Section 3.04. Organization. At each meeting of the Board of Directors, the President of the corporation, or, in the President's absence, a person chosen by the majority of the directors present, shall preside. The Secretary of the corporation or, in the Secretary's absence, any person whom the President shall appoint, shall act as Secretary of the meeting.

Section 3.05. Resignation. Any director of the corporation may resign at any time by giving written notice to the President or to the Secretary of the corporation. The resignation of any director shall take effect at the time specified therein; and, unless otherwise set forth in the resignation, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.06. Vacancies. Any vacancy in the Board caused by death, resignation, disqualification, removal or any other cause, may be filled by a vote of the remaining directors (though less than a quorum), and each director so chosen shall hold office for the unexpired term of such director's predecessor in office and until such director's successor shall be duly elected and qualified.

Section 3.07. Place of Meetings. The Board shall hold its meetings at such place or places, within or without the State of Minnesota, as it may from time to time determine.

Section 3.08. Annual Meeting. The annual meeting of the Board shall be held as soon as practicable after the annual election of directors and preferably on the same day, at the same

place within or without the State of Minnesota as may be designated by the Board, for the purpose of electing the officers of the corporation and for the transaction of such business as shall come before the meeting. Notice of such meeting need not be given if it is held at the place where the annual election of directors is held.

Section 3.09. Regular Meetings. Regular meetings of the Board shall be held from time to time at such time and place within or without the State of Minnesota as the Board may determine by resolution adopted by a majority of the whole Board of Directors. Absent such designation, Board meetings shall be held at the registered office of the corporation.

Section 3.10. Special Meetings. Special meetings of the Board shall be held whenever called by the President or by one of the directors.

Section 3.11. Notice. Notice of Board meetings shall be made by giving at least forty-eight (48) hours prior oral notice or five (5) days prior written notice to all directors of the date, time and place of the meeting. The notice need not state the purpose of the meeting, unless otherwise required by law or these Bylaws. Written notice may be given by (i) mailing such notice to a director at the address of the director in the corporate records, (ii) handing such notice to a director, (iii) faxing such notice to a director, when directed to a telephone number at which the director has consented to receive notice, (iv) mailing such notice to a director by electronic mail, when directed to an electronic mail address at which the director has consent to receive notice, or (v) directing such notice to a director by any other form of electronic communication by which the director has consented to receive notice. If a meeting schedule is adopted by the Board, or if the date and time of the Board meeting has been accounted at a previous Board meeting, no notice is required. A director may waive notice of any meeting before, at or after the meeting, in writing, orally or by attendance. Attendance at a meeting by a director is a waiver of notice of that meeting unless the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate thereafter in the meeting. All waivers shall be filed with the records of the corporation.

Section 3.12. Quorum and Manner of Acting. One third of the total number of directors shall be required to constitute a quorum for the transaction of business at any meeting, and the act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board. In the absence of a quorum, a majority of the directors present may adjourn any meeting from time to time until a quorum exists. Notice of any adjourned meeting need not be given.

Section 3.13. Removal of Directors. Unless otherwise set forth herein, any director may be removed, either with or without cause, at any time by a vote of a majority of the members of the corporation, at a special meeting of the members called for the purpose; and the vacancy in the Board caused by any such removal may be filled by the members at such meeting. Notwithstanding the foregoing, in the event that a director fails to attend two Board meetings within any calendar year without providing prior notification of such absence at such meetings, the Board may remove such director upon a majority vote of all of the directors.

Section 3.14. Executive Committee. The Board shall establish an Executive Committee of not less than five or more than nine members, and shall have and exercise the authority of the

Board in the management of the business of the corporation. All Executive Committee members shall be appointed from the officers and/or directors of the corporation. The Executive Committee shall at all times be subject to the control and direction of the Board. The Executive Committee shall maintain minutes of each meeting.

Section 3.15. Advisory Committee. The Board may designate certain persons to serve as an Advisory Committee to the Board. The Board may designate one or more persons, including without limitation, current Board members and persons who have served as Board members, to serve on the Advisory Committee. The Advisory Committee shall have such powers as the Board may grant such Advisory Committee, including but not limited to providing advice to the Board relating to general management, policy and administration of the corporation, including the investments of corporate funds and charitable distributions from the corporation. The Advisory Committee also shall at all times be subject to the control and direction of the Board, and the Board shall have the sole authority and discretion to decide whether the Board will act on any Advisory Committee advice to the Board.

Section 3.16. Other Committees. The Board may establish such additional committees, from time to time, and prescribe the functions, membership, authority and procedures of such committees as it deems desirable. Any other committees established by the Board pursuant to this Section may or may not consist of directors of the corporation.

Section 3.17. Participation in Meetings by Means of Remote Communication. A director may participate in a Board meeting by means of conference telephone or, if authorized by the Board, by such other means of remote communication, in each case through which that director, other directors so participating, and all directors physically present at the meeting may participate with each other during the meeting. Participation in a meeting by that means constitutes presence at the meeting.

## ARTICLE IV

### *Officers*

Section 4.01. Number. The officers of the corporation shall be a President, one or more Vice Presidents (if desired and elected by the directors), a Secretary, a Treasurer, and, if the directors shall so elect, such other officers and agents as may from time to time be elected by the Board. Any two (2) or more officers, except those of the President and Vice President, may be held by the same person.

Section 4.02. Election, Term of Office, and Qualifications. At each annual meeting of the Board, the directors shall elect, from within their number, the President, and, from within or without their number, the Secretary, the Treasurer, and such other officers as may be deemed advisable. Such officers shall hold office until the next annual meeting of the Board or until their successors are duly elected and qualified. Officers of the corporation may serve consecutive one-year terms. All officers of the corporation who are also directors shall continue to hold office until the election and qualification of their successors, notwithstanding an earlier termination of their directorship. Except for the President, officers need not be directors, but only members shall serve as officers of the corporation.

Section 4.03. Resignations. Any officer may resign at any time by giving written notice of such officer's resignation to the Board, to the President, or to the Secretary of the corporation. Any such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.04. Removal. Any officer may be removed, either with or without cause, by the Board.

Section 4.05. Vacancies. A vacancy in any office because of death, resignation, removal, or any other cause shall be filled for the unexpired portion of term by the Board.

Section 4.06. President. The President shall see that all orders and resolutions of the Board are carried into effect. The President shall be the chief executive officer of the corporation, shall have general active management of the business of the corporation, shall preside at all meetings of the members and directors, may execute and deliver, in the name of the corporation, any deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the corporation, including, without limitation, any instruments necessary or appropriate to enable the corporation to accomplish its purposes described in the Articles of Incorporation, and, in general, shall perform all duties usually incident to the office of President and shall have such other duties as may from time to time be prescribed by the Board.

Section 4.07. Vice President. Each Vice President shall have such powers and shall perform such duties as may be specified in these Bylaws or prescribed by the Board or by the President. In the event of absence or disability of the President, Vice Presidents shall succeed to the President's powers and duties in the order designated by the Board.

Section 4.08. Secretary. The Secretary shall be secretary of and, when present, shall record proceedings of meetings of the members and directors. The Secretary shall, when directed to do so, give proper notice of meetings of members and directors. The Secretary shall perform such other duties as may from time to time be prescribed by the Board or by the President and, in general, shall perform all duties usually incident to the office of Secretary.

Section 4.09. Treasurer. The Treasurer shall keep accurate accounts of all moneys of the corporation received or disbursed. The Treasurer shall insure that all moneys, drafts and checks are deposited in the name of, and to the credit of, the corporation in such banks and depositories as the Board shall from time to time designate. The Treasurer shall have power to endorse for deposit all notes, checks, and drafts received by the corporation. The Treasurer shall insure that funds of the corporation are disbursed as ordered by the Board, making proper vouchers therefor. The Treasurer shall render to the President and the directors, whenever required, an account of all transactions as Treasurer and of the financial condition of the corporation and shall perform such other duties as may from time to time be prescribed by the Board or by the President, and, in general shall perform all duties usually incident to the office of Treasurer.

Section 4.10. Other Officers. The corporation may have such other officers and agents as may be deemed necessary by the Board, who shall be appointed in such manner, have such duties, and hold their offices for such terms as may be determined by resolution of the Board.

## ARTICLE V

### *Books and Records, Audit, Fiscal Year*

Section 5.01. Books and Records. The Board of the corporation shall have cause to be kept:

- (1) records of all proceedings of members and directors; and
- (2) such other records and books of account as shall be necessary and appropriate to the conduct of the corporate business.

Section 5.02. Documents Kept at Registered Office. The Board of Directors shall cause to be kept at the registered office of the corporation, for a six year period of time, originals or copies of:

- (1) records of all proceedings of members and directors;
- (2) Articles of Incorporation and Bylaws of the corporation and all amendments thereto; and
- (3) accounting records.

Section 5.03. Audit. The Board may cause the records and books of account of the corporation to be audited (by an independent certified public accountant or otherwise) at such other times as it may deem necessary or appropriate.

Section 5.04. Fiscal Year. The fiscal year of the corporation shall end on December 31 of each year.

## ARTICLE VI

### *Action Without a Meeting*

Section 6.01. Member Action Without a Meeting. An action required or permitted to be taken at a meeting of the members may be taken without a meeting by written action signed, or consented to by authenticated electronic communication, by all of the members entitled to vote on that action. The written action is effective when it has been signed, or consented to by electronic communication, by all of those members, unless a different effective time is provided in the written action. Any action that could be taken at a meeting of the Board of Directors may be taken without a meeting when authorized in writing signed by all of the directors.

Section 6.02. Board Action Without a Meeting. An action required or permitted to be taken at a Board meeting may be taken by written action signed, or consented to by authenticated electronic communication, by all of the directors. The written action is effected when signed, or consented to by authenticated electronic communication, by the required number of directors, unless a different effective time is provided in the written action.

ARTICLE VII

*Amendments*

Except for the authority reserved for the members by statute, the Board shall have the authority to amend, repeal and adopt new Bylaws by the affirmative vote of 75% of all of the directors; provided, that all directors shall be notified at least five (5) days before the proposed action takes place.

The undersigned, \_\_\_\_\_, Secretary of the Japan-America Society of Minnesota, Inc., hereby certifies that the foregoing Amended and Restated Bylaws were adopted as the complete Bylaws of the corporation by the Board of Directors of said corporation on \_\_\_\_\_.

\_\_\_\_\_  
\_\_\_\_\_, Secretary

ATTEST:

\_\_\_\_\_  
\_\_\_\_\_, President

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