

BYLAWS of SUZUME NO GAKKO

A California Nonprofit Public Benefit Corporation

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I. NAME.

The name of this corporation is SUZUME NO GAKKO.

II. OFFICES.

The principal office for the transaction of the activities and affairs of the corporation ("principal office") is located at 566 North Fifth Street, San Jose, California 95112. The Board of Directors ("Board") may change the principal office from one location to another.

III. PURPOSES AND LIMITATIONS.

A. GENERAL PURPOSES.

The general purposes of the corporation are to have and to exercise all rights and powers conferred on nonprofit corporations under the laws of the State of California, including the power to contract, rent, buy or sell personal or real property.

B. SPECIFIC PURPOSES.

Within the context of the general purposes stated above, this corporation shall operate an educational institution and incidental educational programs for the purposes of:

1. encouraging an awareness of the Japanese heritage;
2. promoting and maintaining a positive image of the Japanese-Americans, and
3. maintaining a positive identity within the American community.

C. LIMITATIONS.

No substantial part of the activities of this corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Internal Revenue Code of 1986, and this corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of or in opposition to any candidate for public office.

IV. MEMBERS.

A. CLASS.

This corporation shall have one class of members, designated as regular members. Regular members shall have the right to vote on the election of Directors, on the disposition of all or substantially all of the corporation's assets, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the corporation. In addition, those members shall

have all rights afforded members under the California Nonprofit Public Benefit Corporation Law.

B. QUALIFICATIONS.

Any family dedicated to the purposes of this corporation and agreeing to abide by the corporation's rules and regulations as adopted by the Board from time to time and timely payment of dues and fees as the Board may fix from time to time. As used in this paragraph, "family" shall refer to a group composed of a student or students attending the corporation's school and the student's or students' parent, parents, guardian, or guardians.

C. DUES, FEES, AND ASSESSMENTS.

Each member must pay, within the time and on the conditions set by the Board, the dues, fees, and assessments in amounts to be fixed from time to time by the Board. The dues, fees, and assessments shall be equal for all members.

D. GOOD STANDING.

Those members who have paid the required dues, fees, and assessments and who are not suspended shall be members in good standing.

E. TERMINATION AND SUSPENSION OF MEMBERSHIP.

1. GROUNDS FOR TERMINATION OF MEMBERSHIP.

A membership shall terminate on occurrence of any of the following events:

- a) Resignation of the member;
- b) Expiration of the period of membership;
- c) Failure of the member to pay dues, fees, or assessments as set by the Board within fourteen days after they become due and payable;
- d) Occurrence of any event that renders the member ineligible for membership, or failure to satisfy membership qualifications; or
- e) Expulsion of the member based on the good faith determination by the Board or person authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the corporation, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the corporation.

2. GROUNDS FOR SUSPENSION OF MEMBERSHIP.

A member may be suspended, based on the good faith determination by the Board that the member has failed in a material and serious degree to observe the corporation's rules of conduct, or has engaged in conduct

materially and seriously prejudicial to the purposes and interests of the corporation. A person whose membership is suspended shall not be a member during the period of suspension.

3. PROCEDURE FOR EXPULSION OR SUSPENSION.

If grounds appear to exist for expulsion or suspension of a member, the procedure set forth below shall be followed:

- a) The member shall be given at least fifteen days prior notice of the proposed expulsion or suspension and the reasons for the proposed expulsion or suspension. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent by first-class or registered mail to the member's last address as shown on the corporation's records.
- b) The member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed expulsion or suspension. The hearing shall be held, or the written statement considered, by the Board to determine whether the expulsion or suspension should take place.
- c) The Board shall decide whether or not the member should be suspended, expelled, or sanctioned in some other way. The decision of the Board shall be final.
- d) Any action challenging an expulsion, suspension or termination of membership, including a claim alleging defective notice, must be commenced within thirty days after the date of the expulsion, suspension, or termination.

4. TRANSFER OF MEMBERSHIPS.

No membership or right arising from membership shall be transferred.

F. MEETINGS OF MEMBERS.

1. PLACE OF MEETING.

Meetings of the members shall be held at any place within Santa Clara County, California, designated by the Board or by the written consent of all members entitled to vote at the meeting, given before or after the meeting. In the absence of any such designation, members' meetings shall be held at the corporation's principal office.

2. ANNUAL MEETINGS.

An annual meeting of members shall be held on the second Thursday day of July of each year at 7:00 PM unless the Board fixes another date or time and so notifies members. If the scheduled date falls on a legal holiday, the meeting shall be held the next full business day. At this

meeting Directors shall be elected and any other proper business may be transacted, except as required by Section IV.F.4.b. (Special Requirements for Certain Agenda Items).

3. SPECIAL MEETINGS.

a) PERSONS AUTHORIZED TO CALL.

A special meeting of the members for any lawful purpose may be called at any time by the Board, President, Vice President, or five percent or more of the members.

b) CALLING MEETINGS.

A special meeting called by any person (other than the Board) entitled to call a meeting shall be called by written request, specifying the general nature of the business proposed to be transacted and submitted to the President, Vice President, or the Secretary of the corporation. The Officer receiving the request shall cause notice to be given promptly to the members entitled to vote, stating that a meeting will be held at a specified time and date fixed by the Board, provided, however, that the meeting date shall be at least 35 but no more than sixty days after receipt of the request. If the notice is not given within twenty days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a meeting of members may be held when the meeting is called by the Board.

c) PROPER BUSINESS OF SPECIAL MEETING.

No business other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

4. NOTICE REQUIREMENTS.

a) GENERAL REQUIREMENTS.

Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given to each member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting and (1) for a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) for the annual meeting, those matters that the Board, at the time

notice is given, intends to present for action by the members, but any proper matter may be presented at the meeting. The notice of any meeting at which Directors are to be elected shall include the names of all persons who are nominees when notice is given.

b) SPECIAL REQUIREMENTS FOR CERTAIN AGENDA ITEMS.

Approval by the members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

- (i) Removing a Director without cause;
- (ii) Filling vacancies on the Board;
- (iii) Amending the Articles of Incorporation; or
- (iv) Electing to wind up and dissolve the corporation.

c) MANNER OF GIVING NOTICE.

Notice of any meeting of members shall be in writing and shall be given at least ten but no more than ninety days before the meeting date. The notice shall be given either personally, by electronic transmission by the corporation, or by first class, registered, or certified mail, or by other means of written communication, charges prepaid, and shall be addressed to each member entitled to vote, at the address of that member appearing on the books of the corporation or at the address given by the member to the corporation for purposes of notice. If no address appears on the corporation's books and no address has been so given, notice shall be deemed to have been given if either (1) notice is sent to that member by first-class mail or facsimile or other written communication to the corporation's principal office or (2) notice is published at least once in a newspaper of general circulation in the county in which the principal office is located.

d) ELECTRONIC NOTICE.

Notice given by electronic transmission by the corporation shall be valid only if

- (l) Delivered by (a) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that recipient on record with the corporation; (b) posting on an electronic message board or network that the corporation has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered on the later of the posting or delivery of the

separate notice of it; or (c) other means of electronic communication;

- (II) To a recipient who has provided an unrevoked consent to the use of those means of transmission for communications; and
- (III) That creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

Notwithstanding the foregoing,

- (I) An electronic transmission by this corporation to a member is not authorized unless, in addition to satisfying the requirements of this section, the consent to the transmission has been preceded by or includes a clear written statement to the recipient as to (a) any right of the recipient to have the record provided or made available on paper in nonelectronic form, (b) whether the consent applies only to that transmission, to specified categories of communications, or to all communications from the corporation, and (c) the procedures the recipient must use to withdraw consent.
- (II) Notice shall not be given by electronic transmission by the corporation after either of the following: (a) the corporation is unable to deliver two consecutive notices to the member by that means or (b) the inability so to deliver the notices to the member becomes known to the secretary, any assistant secretary, or any other person responsible for the giving of the notice.

e) AFFIDAVIT OF MAILING NOTICE.

An affidavit of the mailing of any notice of any members' meeting, or of the giving of such notice by other means, may be executed by the Secretary or assistant secretary of the corporation, and if so executed, shall be filed and maintained in the corporation's Minute Book.

5. QUORUM.

a) PERCENTAGE REQUIRED.

51% of the voting power shall constitute a quorum for the transaction of business at any meeting of members.

b) LOSS OF QUORUM.

The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

6. ADJOURNMENT AND NOTICE OF ADJOURNED MEETINGS.

Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting. No meeting may be adjourned for more than 45 days. When a members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the corporation may transact any business that might have been transacted at the original meeting.

7. VOTING.

a) ELIGIBILITY TO VOTE.

Subject to the provisions of the California Nonprofit Public Benefit Corporation Law, members entitled to vote at any meeting of members shall be regular members in good standing as of the record date determined under these Bylaws.

b) MANNER OF CASTING VOTES.

Voting may be by voice or ballot, except that any election of Directors must be by ballot if demanded by any member at the meeting before the voting begins.

c) ONE VOTE PER MEMBER.

Each member entitled to vote shall be entitled to cast one vote on each matter submitted to a vote of the members.

d) APPROVAL BY MAJORITY VOTE.

If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be the act of the members, unless the

vote of a greater number, or voting by classes, is required by the California Nonprofit Public Benefit Corporation Law or by the Articles of Incorporation.

e) PROXY.

Voting by proxy is prohibited.

8. WAIVER OF NOTICE OR CONSENT BY ABSENT MEMBERS.

a) WAIVER BY WRITING.

The transactions of any meeting of members, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (1) a quorum is present, and (2) either before or after the meeting, each member entitled to vote, not present in person, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of any meeting of members, except that if action is taken or proposed to be taken for approval of any of those matters specified in Section IV.F.4.b (Special Requirements for Certain Agenda Items) the waiver of notice, consent, or approval shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

b) WAIVER BY ATTENDANCE.

A member's attendance at a meeting shall also constitute a waiver of notice of that meeting, unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

G. ACTION WITHOUT A MEETING.

1. ACTION BY UNANIMOUS WRITTEN CONSENT.

Any action required or permitted to be taken by the members may be taken without a meeting, if all members consent in writing to the action. The written consent or consents shall be filed with the minutes of the

proceedings of the members. The action by written consent shall have the same force and effect as the unanimous vote of the members.

2. ACTION BY WRITTEN BALLOT WITHOUT A MEETING.

Any action that may be taken at any meeting of members may be taken without a meeting by complying with the following procedures:

a) SOLICITATION OF WRITTEN BALLOTS.

The corporation shall distribute one written ballot to each member entitled to vote on the matter. Such ballots shall be mailed or delivered in the manner required by Section IV.F.4.a. (General Requirements). All solicitations of votes by written ballot shall (1) indicate the number of responses needed to meet the quorum requirement; (2) with respect to ballots other than for election of Directors, state the percentage of approvals necessary to pass the measure or measures; and (3) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall (1) set forth the proposed action; (2) provide the members an opportunity to specify approval or disapproval of each proposal; and (3) provide a reasonable time within which to return the ballot to the corporation. If the corporation has 100 or more members, any written ballot distributed to ten or more members shall provide, subject to reasonable specified conditions, that if the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance with that specification.

In any election of Directors, a written ballot that a member marks “withhold,” or otherwise marks in a manner indicating that authority to vote is withheld, shall not be voted either for or against the election of a Director.

b) NUMBER OF VOTES AND APPROVALS REQUIRED.

Approval by written ballot shall be valid only when (1) the number of votes cast by ballot (including those ballots that are marked “withhold” or otherwise indicate that authority to vote is withheld) within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and (2) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.

c) REVOCATION.

A written ballot may not be revoked.

d) FILING.

All written ballots shall be filed with the Secretary of the corporation and maintained in the corporate records for at least one year.

H. RECORD DATE FOR NOTICE, VOTING, WRITTEN BALLOTS, AND OTHER ACTIONS.

1. RECORD DATE DETERMINED BY BOARD.

For purposes of determining the members entitled to notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights with respect to any lawful action, the Board may, in advance, fix a record date. The record date so fixed

- a) for notice of a meeting shall not be more than ninety nor less than ten days before the date of the meeting;
- b) for voting at a meeting shall not be more than sixty days before the date of the meeting;
- c) for voting by written ballot shall not be more than sixty days before the day on which the first written ballot is mailed or solicited; and
- d) for any other action shall not be more than sixty days before that action.

2. RECORD DATE NOT DETERMINED BY BOARD.

If not otherwise fixed by the Board, the record date for determining members entitled

- a) to receive notice of a meeting of members shall be the next business day preceding the day on which notice is given or, if notice is waived, the next business day preceding the day on which the meeting is held,
- b) to vote at the meeting shall be the day on which the meeting is held,
- c) to vote by written ballot shall be the day on which the first written ballot is mailed or solicited, and
- d) to exercise any rights with respect to any other lawful action shall be the date on which the Board adopts the resolution relating to that action, or the sixtieth day before the date of that action, whichever is later.

3. MEMBERS OF RECORD.

For purposes of Section IV.H.1. (Record Date Determined By Board) and IV.H.2. (Record Date not Determined By Board), a person holding a membership at the close of business on the record date shall be a member of record.

V. DIRECTORS.

A. POWERS.

1. GENERAL CORPORATE POWERS.

Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the Articles of Incorporation or Bylaws regarding actions that require approval of the members, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

2. SPECIFIC POWERS.

Without prejudice to the general powers set forth, but subject to the same limitations, the Board shall have the power to:

- a) Appoint and remove, at the pleasure of the Board, all the corporation's Officers, agents, and employees; prescribe powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws; and fix their compensation and require from them security for faithful performance of their duties.
- b) Change the principal office or the principal business office in Santa Clara County, California, from one location to another, and designate any place within Santa Clara County, California, for holding any meeting of members.
- c) Adopt and use a corporate seal; prescribe the forms of membership certificates; and alter the forms of the seal and certificates.
- d) Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities.

B. NUMBER AND QUALIFICATIONS OF DIRECTORS.

1. AUTHORIZED NUMBER AND QUALIFICATIONS.

a) ELECTED DIRECTORS.

The Board of Directors shall consist of nine elected Directors.

b) PAST PRESIDENT.

The immediate past President of the corporation shall have the right to attend and participate at all meetings of the Board of Directors for one year following his or her term of office, but shall have no voting powers. No vacancy in the position of past President shall be filled.

2. RESTRICTION ON INTERESTED PERSONS AS DIRECTORS.

No more than 49 percent of the persons serving on the Board may be "interested persons." An "interested person" is (a) any person compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the corporation.

C. ELECTION AND TERM OF OFFICE.

1. ELECTION TO OFFICE.

Five Directors shall be elected at each annual meeting of the members in even numbered years. Four Directors shall be elected at each annual meeting of the members in odd numbered years. If any Directors are not elected at any annual meeting, they may be elected at any special members' meeting held for that purpose or by written ballot. Each Director, including a Director elected to fill a vacancy or elected at a special members' meeting or by written ballot, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified.

2. TERM.

Directors shall serve for two years.

3. NOMINATION AND ELECTION PROCEDURES.

The Board shall formulate procedures that allow a reasonable opportunity for (1) the nomination of Directors by the Board and by members, (2) for a nominee to communicate to members the nominee's qualifications and the reasons for the nominee's candidacy, (3) for the nominee to solicit votes, and (4) for all members to choose among the nominees.

4. NO USE OF CORPORATE FUNDS TO SUPPORT NOMINEE.

If more people have been nominated for Director than can be elected, no corporate funds may be expended to support a nominee without the Board's authorization.

D. VACANCIES ON BOARD.

1. EVENTS CAUSING VACANCY.

A vacancy or vacancies on the Board shall exist on the occurrence of the following: (a) the death or resignation of any Director; (b) the declaration by resolution of the Board of a vacancy in the office of a Director who has been declared of unsound mind by an order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law; (c) the vote of the members or, if the corporation has fewer than 50 members, the vote of a majority of all members, to remove any Director; (d) the increase of the authorized number of Directors; or (e) the failure of the members, at any meeting of members at which any Director or Directors are to be elected, to elect the number of Directors required to be elected at such meeting.

2. RESIGNATIONS.

Except as provided below, any Director may resign by giving written notice to the President or the Secretary of the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a Director's resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective. Except on notice to the Attorney General of California, no Director may resign if the corporation would be left without a duly elected Director or Directors.

3. FILLING VACANCIES.

Except for a vacancy created by the removal of a Director by the members, vacancies on the Board may be filled by a majority of the Directors then in office, whether or not less than a quorum, or by a sole

remaining Director. The members may elect a Director or Directors at any time to fill any vacancy or vacancies not filled by the Directors.

4. NO VACANCY ON REDUCTION OF NUMBER OF DIRECTORS.

No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

E. DIRECTORS' MEETINGS.

1. PLACE OF MEETINGS.

Meetings of the Board shall be held at any place within Santa Clara County, California, that has been designated by resolution of the Board or in the notice of the meeting or, if not so designated, at the principal office of the corporation.

2. MEETINGS BY TELEPHONE.

Any meeting may be held by conference telephone or similar communication equipment, as long as all Directors participating in the meeting can hear one another. All such Directors shall be deemed to be present in person at such a meeting.

3. ANNUAL MEETINGS.

Immediately after each annual meeting of members, the Board shall hold a regular meeting for purposes of organization, election of Officers, and transaction of other business. Notice of this meeting is not required.

4. OTHER REGULAR MEETINGS.

Other regular meetings of the Board may be held without notice at such time and place as the Board may fix from time to time.

5. SPECIAL MEETINGS.

a) AUTHORITY TO CALL.

Special meetings of the Board for any purpose may be called at any time by the President, Vice President, Secretary, or any two Directors.

b) NOTICE.

(1) MANNER OF GIVING NOTICE.

Notice of the time and place of special meetings shall be given to each Director by one of the following methods: (a) by personal delivery of written notice; (b) by first-class

mail, postage prepaid; (c) by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, or by electronic transmission, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate that notice promptly to the Director; (d) facsimile; (e) electronic mail, or (f) other electronic means. All such notices shall be given or sent to the Director's address or telephone number as shown on the records of the corporation.

(2) TIME REQUIREMENTS.

Notices sent by first-class mail shall be deposited in the United States mail at least four days before the time set for the meeting. Notices given by personal delivery, telephone, or electronic transmission shall be delivered, telephoned, or sent, respectively, at least 48 hours before the time set for the meeting.

(3) NOTICE CONTENTS.

The notice shall state the time of the meeting, and the place if the place is other than the principal office of the corporation. It need not specify the purpose of the meeting.

6. QUORUM.

A majority of the authorized number of Directors shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be the act of the Board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a Director has a direct or indirect material financial interest, (b) approval of certain transactions between corporations having common directorships, (c) creation of and appointments to committees of the Board, and (d) indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of Directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

7. WAIVER OF NOTICE.

Notice of a meeting need not be given to any Director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any Director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

8. ADJOURNMENT.

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

9. NOTICE OF ADJOURNED MEETING.

Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the Directors who were not present at the time of the adjournment.

F. ACTION WITHOUT A MEETING.

Any action that the Board is required or permitted to take may be taken without a meeting if all members of the Board consent in writing to the action. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors. All such consents shall be filed with the minutes of the proceedings of the Board. Any certificate or other documents filed under any provision of law which relates to action so taken shall state that the action was taken by the unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.

G. COMPENSATION AND REIMBURSEMENT.

Directors shall not receive compensation for their services as Directors or Officers; however, they shall be entitled to such reimbursement of expenses, as the Board may determine by resolution to be just and reasonable as to the corporation at the time that the resolution is adopted.

H. DIRECTOR VOTING.

Each Director shall have one vote on each matter presented to the Board of Directors for action. No Director may vote by proxy.

I. COMMITTEES.

1. Committees of the Board

The Board, by resolution adopted by a majority of the Directors then in office, provided a quorum is present, may create one or more committees each consisting of two or more Directors and no persons who are not Directors to serve at the pleasure of the Board. Appointments to committees of the Board shall be by majority vote of the Directors then in office. The Board may appoint one or more Directors as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee, to the extent provided in the Board resolution, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:

- a) Take any final action on any matter that, under the California Nonprofit Public Benefit Corporation Law, also requires approval of the members or approval of a majority of all members;
- b) Fill vacancies on the Board or on any committee that has the authority of the Board;
- c) Fix compensation of the Directors for serving on the Board or on any committee;
- d) Amend or repeal Bylaws or adopt new Bylaws;
- e) Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable;
- f) Create any other committees of the Board or appoint the members of committees of the Board;
- g) Approve any contract or transaction to which the corporation is a party and in which one or more of its Directors has a material financial interest, except as special approval is provided for in Section 5233 (d) (3) of the California Corporations Code.

2. Meetings and Actions of Committees.

Meetings and actions of committees of the Board shall be governed by, held, and taken in accordance with the provisions of these Bylaws concerning meetings and other Board actions, except the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by Board resolution or, if there is none, by resolution of the committee of the Board. Minutes of each meeting of any committee of the Board shall be kept and shall be filed with the corporate records. The Board may adopt rules for the government of any committee, provided they are consistent with these Bylaws or, in the absence of rules adopted by the Board, the committee may adopt such rules.

J. CONTRACTS WITH DIRECTORS AND OFFICERS

No Director of this corporation nor any other corporation, firm, association, or other entity in which one or more of this corporation's Directors are Directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction, unless (a) the material facts regarding that Director's financial interest in such contract or transaction or regarding such common Directorship, Officership, or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all members of the Board prior to the Board's consideration of such contract or transaction; (b) such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the votes of the interested Directors; (c) before authorizing or approving the transaction, the Board considers and in good faith decides after reasonable investigation that the corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (d) the corporation for its own benefit enters into the transaction, which is fair and reasonable to the corporation at the time the transaction is entered into.

This Section does not apply to a transaction that is part of an educational or charitable program of this corporation if it (a) is approved or authorized by the corporation in good faith and without unjustified favoritism and (b) results in a benefit to one or more Directors or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this corporation.

K. LOANS TO DIRECTORS AND OFFICERS.

This corporation shall not lend any money or property to or guarantee the obligation of any Director or Officer without the approval of the California Attorney General; provided, however, that the corporation may advance money to a Director or Officer of the corporation for expenses reasonably anticipated to be incurred in the performance of his or her duties if that Director or Officer would be entitled to reimbursement for such expenses by the corporation.

VI. OFFICERS.

A. OFFICERS OF THE CORPORATION.

The Officers of the corporation shall be a President, a Vice President, a Secretary, Chief Financial Officer, Purchasing Coordinator, Historian/Publicity Coordinator, Social/Fundraising Coordinator, Instructional Materials Coordinator (IMC), and Parent Participation Coordinator. The corporation may also have, at the Board's discretion, such other Officers as may be appointed in accordance with Section VI.C. (Appointment of Other Officers). Any number of offices may be held by

the same person, except that neither the Secretary nor the Chief Financial Officer, may serve concurrently as the President.

B. ELECTION AND TERMS OF OFFICERS.

The Officers of the corporation, except those appointed under Section VI.C. (Appointment of Other Officers), shall be chosen annually by the Board and shall serve at the pleasure of the Board, subject to the rights, if any, of any Officers under any contract of employment.

C. APPOINTMENT OF OTHER OFFICERS.

The Board may appoint and may authorize the President or other Officers to appoint any other Officers that the corporation may require. Each Officer so appointed shall have the title, hold office for the period, and have the authority and perform the duties specified in the Bylaws or determined by the Board.

D. REMOVAL OF OFFICERS.

Without prejudice to any rights of an Officer under any contract of employment, any Officer may be removed with or without cause by the Board and also, if the Officer was not chosen by the Board, by any Officer on whom the Board may confer that power of removal.

E. RESIGNATION OF OFFICERS.

Any Officer may resign at any time by giving written notice to the corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the corporation under any contract to which the Officer is a party.

F. VACANCIES IN OFFICE.

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office, provided, however, that vacancies need not be filled on an annual basis.

G. RESPONSIBILITIES OF OFFICERS.

1. President.

Subject to the control of the Board, the President shall be the general manager of the corporation and shall supervise, direct, and control the corporation's activities, affairs, and Officers. The President shall preside at all members' meetings and at all Board meetings. The President shall

have such other powers and duties as the Board or the Bylaws may prescribe.

2. Vice President.

If the President is absent or disabled, the Vice President shall perform all duties of the President. When so acting, the Vice President shall have all powers of and be subject to all restrictions on the President. The Vice President shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

3. Secretary.

a) Book of Minutes.

The Secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board, of committees of the Board, and of members' meetings. The minutes of meetings shall include the time and place that the meeting was held, whether the meeting was annual, regular, or special, and, if special, how authorized, the notice given, the names of those present at Board and committee meetings, and the number of members present or represented at members' meetings. The Secretary shall keep or cause to be kept, at the principal office in California, a copy of the Articles of Incorporation and Bylaws, as amended to date.

b) Membership Records.

The Secretary shall keep or cause to be kept, at the corporation's principal office or at a place determined by resolution of the Board, a record of the corporation's members, showing each member's name, address, and class of membership.

c) Notices, Seal, and Other Duties.

The Secretary shall give, or cause to be given, notice of all meetings of members, of the Board and of committees of the Board required by these Bylaws to be given. The Secretary shall keep the corporate seal in safe custody and shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

4. Chief Financial Officer.

a) Books of Account.

The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The Chief Financial Officer shall send or cause to be given to the members and Directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board. The books of account shall be open to inspection by any Director at all reasonable times.

b) Deposit and Disbursement of Money and Valuables.

The Chief Financial Officer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the Board may designate, shall disburse the corporation's funds as the Board may order, shall render to the President and the Board, when requested, an account of all transactions as Chief Financial Officer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

c) Bond.

If required by the Board, the Chief Financial Officer shall give the corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to the corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Chief Financial Officer on his or her death, resignation, retirement, or removal from office.

d) Treasurer.

For purposes of giving any reports or executing any certificates or other documents requiring the signature of the "Treasurer," the Chief Financial Officer is deemed to be the Treasurer of the corporation.

5. Purchasing Coordinator.

The Purchasing Coordinator shall purchase, stock and inventory all standard supplies, and serve as Chairperson of the Purchasing Committee. The Purchasing Coordinator must be present on site daily during the school session.

6. Historian/Publicity Coordinator.

The Historian/Publicity Coordinator shall handle publicity, coordinate class pictures, update the school brochure as needed, publish the school newsletter and yearbook, and serve as chairperson of the Historical Committee.

7. Social/Fundraising Coordinator.

The Social/Fundraising Coordinator shall coordinate all social and fundraising activities, serve as Chairperson for the Social Committee, and supervise the following mandatory activities: Nikkei Matsuri and Picnic.

8. Instructional Materials Coordinator

The Instructional Materials Coordinator shall purchase and maintain a comprehensive list of all instructional items used in the curriculum and serve as Chairperson of the Instructional Materials Committee. The Instructional Materials Coordinator must be available daily during the school session.

9. Parent Participation Coordinator

The Parent Participation Coordinator shall coordinate standing committee, mandatory activity, and work day assignments and serve as Chairperson of the Parent Participation Committee. The Parent Participation Coordinator must be present on site daily during the school session.

VII. INDEMNIFICATION.

A. RIGHT OF INDEMNITY.

To the fullest extent permitted by law, this corporation shall indemnify its Directors, Officers, employees, and other persons described in Section 5238 (a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that Section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that Section. "Expenses," as used in this Bylaw, shall have the same meaning as in Section 5238 (a) of the California Corporations Code.

B. APPROVAL OF INDEMNITY.

On written request to the Board by any person seeking indemnification under Section 5238 (b) or Section 5238 (c) of the California Corporations Code, the Board shall promptly determine under Section 5238 (e) of the California Corporations Code whether the applicable standard of conduct set forth in

Section 5238 (b) or Section 5238 (c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Directors who are not parties to that proceeding, the Board shall promptly call a meeting of members. At that meeting, the members shall determine under Section 5238 (e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238 (b) or Section 5238 (c) has been met and, if so, the members present at the meeting shall authorize indemnification.

C. ADVANCEMENT OF EXPENSES.

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding covered by those Sections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

VIII. INSURANCE.

The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Officers, Directors, employees, and other agents, against any liability asserted against or incurred by any Officer, Director, employee, or agent in such capacity or arising out of the Officer's, Director's, employee's, or agent's status as such.

IX. RECORDS AND REPORTS.

A. MAINTENANCE OF CORPORATE RECORDS.

The corporation shall keep:

1. Adequate and correct books and records of account;
2. Written minutes of the proceedings of its members, Board, and committees of the Board; and
3. A record of each member's name, address, and class of membership.

The minutes and other books and records shall be kept either in written form or in any other form capable of being converted into clearly legible tangible form or in any combination of the two.

B. MEMBERS' INSPECTION RIGHTS.

1. Membership Records.

Subject to Division 2, Part 2, Chapter 13, Article 3 (commencing at Section 6330) of the California Corporations Code and unless the corporation provides a reasonable alternative as provided below, any member may do either or both of the following for a purpose reasonably related to the member's interest as a member:

- a) Inspect and copy the records of members' names, addresses, and voting rights during usual business hours on five days' prior written demand on the corporation, which demand must state the purpose for which the inspection rights are requested; or
- b) Obtain from the secretary of the corporation, on written demand and tender of a reasonable charge, a list of names, addresses, and voting rights of members who are entitled to vote for the election of Directors as of the most recent record date for which that list has been compiled, or as of the date, after the date of demand, specified by the member. The demand shall state the purpose for which the list is requested. The Secretary shall make this list available to the member on or before the later of ten days after (i) the demand is received or (ii) the date specified in the demand as the date as of which the list is to be compiled.

The corporation may, within ten business days after receiving a demand under this Section, make a written offer of an alternative method of reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the membership list. Any rejection of this offer must be in writing and must state the reasons that the proposed alternative does not meet the proper purpose of the demand.

If the corporation reasonably believes that the information will be used for a purpose other than one reasonably related to a person's interest as a member, or if it provides a reasonable alternative under this Section, it may deny the member access to the membership list.

Any inspection and copying under this Section may be made in person or by the member's agent or attorney. The right of inspection includes the right to copy and make extracts.

2. Accounting Records and Minutes.

On written demand on the corporation, any member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the members, the Board, and committees of the Board at any reasonable time for a purpose reasonably related to the member's interest as a member. Any such inspection and copying may be made in person or by the member's agent or attorney.

C. MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS.

The corporation shall keep at its principal office the original or a copy of the Articles of Incorporation and Bylaws, as amended to date, which shall be open to inspection by the members at all reasonable times during office hours.

D. INSPECTION BY DIRECTORS.

Every Director shall have the absolute right at any reasonable time to inspect the corporation's books, records, documents of every kind, and physical properties. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

E. ANNUAL REPORT.

If the corporation receives more than \$25,000 in gross receipts during the fiscal year, the Board shall cause an annual report to be sent to the members and Directors within 120 days after the end of the corporation's fiscal year. That report shall contain the following information, in appropriate detail, for the fiscal year:

1. The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.
2. The principal changes in assets and liabilities, including trust funds.
3. The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes.
4. The expenses or disbursements of the corporation for both general and restricted purposes.
5. Any information required by Section IX.F. (Annual Statement of Certain Transactions and Indemnifications).

The annual report shall be accompanied by any report on it of independent accountants or, if there is no such report, by the certificate of an authorized Officer of the corporation that such statements were prepared without audit from the corporation's books and records.

If an annual report is not required because the corporation receives less than \$25,000 in gross receipts during the fiscal year, the information specified above

for inclusion in an annual report must be furnished annually to all Directors and to any member who requests it in writing.

F. ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS.

As part of the annual report to all members, or as a separate document if no annual report is issued, the corporation shall annually prepare and mail or deliver to each member and furnish to each Director a statement of any transaction or indemnification of the following kind within 120 days after the end of the corporation's fiscal year:

1. Any transaction (i) in which the corporation was a party, (ii) in which an "interested person" had a direct or indirect material financial interest, and (iii) which involved more than \$50,000, or was one of a number of transactions with the same interested person involving, in the aggregate, more than \$50,000. For this purpose, an "interested person" is either of the following: Any Director or Officer of the corporation. The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the corporation, the nature of their interest in the transaction, and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.; or
2. Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any Officer or Director of the corporation under Section VII (Indemnification), unless that indemnification has already been approved by the members under Section 5238(e) (2) of the California Corporations Code.

X. AMENDMENTS.

A. AMENDMENT BY BOARD.

1. Membership Rights Limitation.

Subject to the rights of members under Section XI.B. (Amendment by Members), and the limitations set forth below, the Board may adopt, amend, or repeal Bylaws unless the action would materially and adversely affect the members' rights as to voting or transfer. The Board may not extend the term of a Director beyond that for which the Director was elected.

2. Changes in Number of Directors.

Once members have been admitted to the corporation, the Board may not, without the approval of the members, specify or change any bylaw provision that would:

- a) Fix or change the authorized number of Directors,
- b) Fix or change the minimum or maximum number of Directors, or
- c) Change from a fixed number of Directors to a variable number of Directors or vice versa.

3. High Vote Requirement.

If any provision of these Bylaws requires the vote of a larger proportion of the Board than is otherwise required by law, that provision may not be altered, amended, or repealed except by that greater vote.

4. Members' Approval Required.

Without the approval of the members, the Board may not adopt, amend, or repeal any Bylaws that would:

- a) Increase or extend the terms of Directors;
- b) Allow any Director to hold office by designation or selection rather than by election by the members;
- c) Increase the quorum for members' meetings;
- d) Repeal, restrict, create, expand, or otherwise change proxy rights; or
- e) Authorize cumulative voting.

B. AMENDMENT BY MEMBERS

New Bylaws may be adopted, or these Bylaws may be amended or repealed, by approval of the members, provided, however, that if the corporation has more than one class of voting members, any amendment that would materially and adversely affect the rights of a class as to voting or transfer, in a manner different than the action affects another class, must be approved by the members of that adversely affected class. Any provision of these Bylaws that requires the vote of a larger proportion of the members than otherwise is required by law may not be altered, amended, or repealed except by the vote of that greater number. No amendment may extend the term of a Director beyond that for which the Director was elected.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of SUZUME NO GAKKO, a California nonprofit public benefit corporation, that the above bylaws, consisting of 27 pages, are the bylaws of this corporation as adopted by the Board of Directors on JULY 5, 2016, and that they have not been amended or modified since that date.

Executed on July 18, 2016 at San Jose, California

Signature 