

Form of Bylaws

**BYLAWS  
OF  
MINNEAPOLIS JAPANESE SCHOOL**

MEMBERSHIP

SECTION 1.1 Voting members. This corporation shall have members with voting rights. Persons who desire to become members of this corporation shall become members of this corporation by applying for such membership and meeting such criteria as the Board of Directors shall establish from time to time. Any Person currently employed as an instructor of the Minneapolis Japanese School (hereinafter referred to as “School”) shall automatically be deemed to be a member for purposes of these Bylaws and, subject to the terms and conditions of Section 1.3 below, shall have voting rights in this corporation.

SECTION 1.2 Dues. The Board of Directors shall have the right to determine the dues or other payments to be made by the members of this corporation from time to time. The membership year for the members of this corporation shall be the same as the fiscal year of this corporation.

SECTION 1.3 Voting rights. Any person who is part of an immediate family shall not have individual voting rights by virtue of his/her family’s membership (whether as the result of having a child enrolled in the School or a person in the immediate family employed by the School as an instructor) in this corporation. Instead, all persons in an immediate family shall vote as one unit and shall have only one vote in this corporation. For purposes of these Bylaws, “immediate family” shall mean one’s spouse, parent, child, spouse of a child, brother, sister, or spouse of a brother or sister. An immediate family which is a member of this corporation shall have only one vote in this corporation regardless of whether the family qualifies for membership as the result of having a child enrolled in the School or a person employed by the School as an instructor or both. Thus, for example, an immediate family which has a parent employed by the School as an instructor and a child enrolled in the School shall have only one vote as a member in this corporation.

SECTION 1.4 Honorary members. The Board of Directors may confer honorary membership on any individual or individuals based upon such criteria, and with such voting rights, as the Board of Directors shall from time to time determine.

SECTION 1.5 Interest in property. The members of this corporation shall not have any right, title or interest in the real or personal property of this corporation.

SECTION 1.6 Resignation. Any member may resign their membership at any time by giving written notice to the corporation. Such resignation shall be effective without acceptance

on the date of the receipt of such notice unless a later effective date is specified in the notice. Any member who resigns their membership shall not be entitled to a refund of any dues or other payments made to this corporation.

SECTION 1.7 Termination. If the Board of Directors deems it to be in the best interests of the corporation, any membership may be terminated by the Board of Directors by providing the member with not less than 15 days' written notice of the proposed termination and the reasons for it, and with an opportunity to be heard, orally or in writing, not less than five days before the effective date of the proposed termination, by a person authorized to decide whether the termination shall take place.

## MEETINGS OF MEMBERS

SECTION 2.1 Annual meeting. The annual meeting of the members of this corporation for the election of directors, the presentation of reports on the activities and financial condition of this corporation, and the transaction of such other business as may properly come before the meeting, shall be held each year at such time and place within or without the State of Minnesota, as may be designated by the Board of Directors.

SECTION 2.2 Special meetings. Special meetings of the members of this corporation may be called at any time (a) by the President, (b) by the Board of Directors, or (c) upon written request of at least fifty members or ten percent of the members of this corporation, whichever is less. Anyone entitled to call a special meeting of the members may make written request to the President to call the meeting, and the Secretary shall then give notice of the meeting, setting forth the time, place and purpose thereof, to be held no later than ninety days after receiving the request. If the Secretary fails to give notice of the meeting within thirty days from the date on which the request is received by the President, the person or persons who requested the meeting may fix the time and place of the meeting and give notice thereof in the manner hereinafter provided. If a special meeting is demanded by the members, the meeting shall be held in the county where the registered office is located. The business transacted at a special meeting is limited to the purposes stated in the notice of the meeting.

SECTION 2.3 Notice. Written notice of each meeting of the members, stating the time and place thereof, shall be mailed, postage prepaid, not less than five nor more than sixty days before the meeting, excluding the day of the meeting, to each member of this corporation at his or her address according to the latest available records of this corporation. Notice of any meeting at which members may vote by proxy shall so inform the members and shall describe the procedure for appointing proxies. Any member may waive notice of a meeting before, at or after the meeting, orally, in writing, or by attendance. Attendance at a meeting is deemed a waiver unless the member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, or objects before a vote on an item of business because the item may not lawfully be considered at that meeting and the member does not participate in the consideration of the item at that meeting. When any meeting of the members is adjourned to another time and place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

SECTION 2.4 Members list for meeting. The Board of Directors shall fix a date not more than ninety days before the date of a meeting of the members as the date for determination of the members entitled to notice of the meeting. If the Board of Directors fails to set such a date, the date shall be the sixtieth day before the date of the meeting. After fixing a record date for a meeting, the Secretary shall prepare a list of the names (in alphabetical order), addresses and number of votes of each member entitled to vote at the meeting. Beginning two business days after notice of the meeting is given, the list shall be available at the principal office of this corporation for inspection and copying on written demand by any member (or the agent or attorney of any member), at the member's expense, for the sole purpose of communication with other members concerning the meeting. The list shall be made available through the date of the meeting and at the meeting.

SECTION 2.5 Voting; quorum. At all meetings of the members, each member shall be entitled to cast one vote on any question coming before the meeting. Members may vote by proxy. Cumulative voting shall not be permitted. The presence of sixty-seven percent of the members in person or by proxy shall constitute a quorum at any meeting thereof. If a quorum has been present at a meeting and members have withdrawn from the meeting so that less than a quorum remains, the members still present may continue to transact business until adjournment. A majority vote of the members present, in person or by proxy, and entitled to vote at any meeting at which a quorum is present (or was at the beginning of the meeting) shall be sufficient to transact any business.

SECTION 2.6 Written action. Any action that may be taken at a meeting of the members may be taken without a meeting by written action signed by all of the members entitled to vote on that action.

SECTION 2.7 Written ballot. An action that may be taken at a regular or special meeting of members may be taken by written ballot without a meeting in accordance with the procedure set forth in Minnesota Statutes, section 317A.447.

## DIRECTORS

SECTION 3.1 Number and method of election. The Board of Directors of this corporation shall consist of no more than fourteen persons. The initial Board of Directors shall consist of the persons designated by the incorporator of this corporation who shall serve until the times indicated by the incorporator at the time of their designation.

SECTION 3.2 Classes of Directors. The Board of Directors shall be divided into four classes: Class A Directors, Class B Directors, Class C Directors and Faculty Directors. Three seats on the Board of Directors shall be reserved for Class A Directors. Six seats on the Board of Directors shall be reserved for Class B Directors. Three seats on the Board of Directors shall be reserved for Class C Directors. Two seats on the Board of Directors shall be reserved for Faculty Directors. Class A Directors, Class C Directors and Faculty Directors shall serve for two-year terms, and Class B Directors shall serve for one-year terms. Only currently employed instructors at the School can serve as Faculty Directors.

SECTION 3.3 Election of Directors. Class A, Class B and Class C Directors shall be elected by the Members of the corporation. Faculty Directors shall be elected by a majority vote of the currently employed instructors at the School.

SECTION 3.4 Terms. A director shall hold office for the term for which he or she was elected, and, unless the Board of Directors has determined that a successor will not be elected, until his or her successor has been elected and until such successor has qualified, or until the director's prior death, resignation or removal.

SECTION 3.5 Removal; resignation; vacancies. Any director may at any time be removed with or without cause by the Board of Directors. Any director may resign at any time by giving written notice to the President or the Secretary. The resignation shall be effective without acceptance when the notice is received by the President or the Secretary, unless a later effective date is specified in the notice. Any vacancy occurring because of the death, resignation or removal of a director may be filled by a person elected by the Board of Directors for the unexpired term of such director. Any vacancy resulting from an increase in the number of members of the Board of Directors may be filled by a person elected by the Board of Directors for a full term of office unless the Board of Directors designates a shorter term of office.

SECTION 3.6 Honorary directors. The Board of Directors may, from time to time, elect one or more honorary directors of this corporation who shall be advisory members of the Board of Directors of this corporation. Any such election shall be for such term and based on such criteria as the Board of Directors from time to time deems appropriate. All honorary directors shall be nonvoting directors of this corporation.

### MEETINGS OF THE BOARD OF DIRECTORS

SECTION 4.1 Annual meeting. The annual meeting of the Board of Directors for the purpose of electing directors, officers and transacting such other business as may properly come before the meeting shall be held annually at the time and place, within the State of Minnesota, designated from time to time by the Board of Directors.

SECTION 4.2 Other meetings. Other meetings of the Board of Directors may be held at such time and place as are announced at a previous meeting of the Board of Directors. Meetings of the Board of Directors may also be called at any time (a) by the President, (b) by the Board of Directors, or (c) upon the written request of five or more members of the Board of Directors. Anyone entitled to call a meeting of the Board of Directors may make a written request to the Secretary to call the meeting, and the Secretary shall give notice of the meeting, setting forth the time and place thereof, to be held between two and thirty days after receiving the request. If the Secretary fails to give notice of the meeting within seven days from the day on which the request was made, the person or persons who requested the meeting may fix the time and place of the meeting and give notice in the manner hereinafter provided.

SECTION 4.3 Notice of meetings. Notice of each meeting of the Board of Directors for which notice is required, and of each annual meeting, stating the time and place thereof, shall be given to all directors by telephone, fax, electronic communication or in person at least two days before the meeting, or shall be mailed to each director at least five days before the meeting. All

such notices not given in person shall be sent to the director at his or her postal or electronic address according to the latest available records of this corporation. Any director may waive notice of a meeting before, at or after the meeting, orally, in writing, by electronic communication, or by attendance. Attendance at a meeting is deemed a waiver 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 the director does not participate in the meeting.

SECTION 4.4 Quorum and voting. The presence of a majority of the members of the Board of Directors shall constitute a quorum at any meeting thereof, but the directors present at any meeting, although less than a quorum, may adjourn the meeting from time to time. If a quorum is present when a duly called meeting is convened, the directors present may continue to transact business until adjournment, even though the withdrawal of one or more directors leaves less than the number otherwise required for a quorum. At all meetings of the Board of Directors, each director shall be entitled to cast one vote on any question coming before the meeting. A majority vote of the directors present at any meeting, if there be a quorum (or if there was a quorum at the beginning of the meeting) , shall be sufficient to transact any business, unless a greater number of votes is required by law or these Bylaws. A director shall not appoint a proxy for himself or herself or vote by proxy at a meeting of the Board of Directors. For purposes of determining whether a director has met his or her fiduciary duties as a director, but for no other purpose, a director who is present at a meeting of the Board of Directors when an action is approved by the Board of Directors is presumed to have assented to the action unless the director votes against the action or is prohibited from voting on the action.

SECTION 4.5 Action without a meeting. Any action that could be taken at a meeting of the Board of Directors may be taken by written action signed by all of the directors.

SECTION 4.6 Director conflicts of interest. This corporation shall not enter into any contract or transaction with (a) its director or a member of the family of a director; (b) a director of a related organization (within the meaning of Minnesota Statutes, section 317A.011, subd. 18) or a member of the family of a director of a related organization; or (c) an organization in or of which this corporation's director, or a member of the family of its director, is a director, officer or legal representative or has a material financial interest; unless the material facts as to the contract or transaction and as to the director's interest are fully disclosed or known to the Board of Directors, and the Board of Directors authorizes, approves, or ratifies the contract or transaction in good faith by the affirmative vote (without counting the interested director) of a majority of the entire Board of Directors, at a meeting at which there is a quorum without counting the interested director. For purposes of these Bylaws, "member of the family of a director" shall mean a spouse, parent, child, spouse of a child, brother, sister, or spouse of a brother or sister, of the director. Failure to comply with the provisions of this Section shall not invalidate any contract or transaction to which this corporation is a party. This Section does not authorize any acts of "self-dealing" as defined in Section 4941(a) of the Internal Revenue Code of 1986.

## OFFICERS

SECTION 5.1 Designation and term. The officers of this corporation shall be a President, a Vice President, a Secretary, a Treasurer and such other officers as the Board of Directors may from time to time designate. Officers shall be elected by the Board of Directors to serve for terms of two years and until their respective successors are elected and have qualified, or until such officer's death, resignation, or removal from office. Any officer may at any time be removed by the Board of Directors with or without cause. Any officer may resign at any time by giving written notice to the President or the Secretary. The resignation shall be effective without acceptance when the notice is received by the President or the Secretary, unless a later effective date is specified in the notice. The same person may hold more than one office at the same time, except the offices of (a) President and Vice President and (b) President and Secretary. The officers need not be directors of this corporation.

SECTION 5.2 Presidents. The President shall be the chief executive officer of this corporation. He or she shall: (a) have general active management of the business of this corporation; (b) when present, preside at meetings of the Board of Directors; (c) see that orders and resolutions of the Board of Directors are carried into effect; (d) sign and deliver in the name of this corporation deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of this corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Articles of Incorporation, the Bylaws or the Board of Directors to another person; and (e) perform such other duties as are prescribed by the Board of Directors.

SECTION 5.3 Vice Presidents. One or more Vice Presidents may be elected by the Board of Directors. During the absence or disability of the President, it shall be the duty of the highest ranking Vice President who shall be present at the time and able to act, to perform the duties of the President. The determination of who is the highest ranking of two or more persons holding the same office shall, in the absence of specific designation of order of rank by the Board of Directors, be made on the basis of the earliest date of election, or, in the event of simultaneous appointment or election, on the basis of the longest continuous service as an officer or director of this corporation.

SECTION 5.4 Secretaries. The Secretary shall provide for the keeping of accurate minutes of all meetings of the Board of Directors and of the members, and shall be responsible for the custody of the records, documents and papers of this corporation. He or she shall provide for the keeping of proper records of all transactions of this corporation. He or she shall have and may exercise any and all other powers and duties pertaining by law, regulation or practice to the office of Secretary, or imposed by these Bylaws. He or she shall also perform such other duties as may be assigned to him or her from time to time by the Board of Directors.

SECTION 5.5 Treasurers. The Treasurer shall perform or ensure the performance of the following duties: (a) keep accurate financial records of this corporation; (b) deposit money, drafts, and checks in the name of and to the credit of this corporation in the banks and depositories designated by the Board of Directors; (c) endorse for deposit notes, checks, and drafts received by this corporation as ordered by the Board of Directors, making proper vouchers

for the deposit; (d) disburse corporate funds and issue checks and drafts in the name of the corporation, as ordered by the Board of Directors; (e) upon request, provide the President and the Board of Directors an account of transactions of this corporation and of the financial condition of this corporation; and (f) perform such other duties as are prescribed by the President or the Board of Directors.

SECTION 5.6 Additional powers. Any officer of this corporation, in addition to the powers conferred upon him or her by these Bylaws, shall have such powers and perform such additional duties as may be prescribed from time to time by the Board of Directors.

## COMMITTEES

SECTION 6.1 Authority. The Board of Directors may, in resolutions adopted by a majority of the members of the Board of Directors, establish committees having the authority of the Board of Directors to the extent provided in such resolutions. Each such committee shall at all times be subject to the control and direction of the Board of Directors. Committee members, other than members of the Executive Committee, need not be directors.

SECTION 6.2 Executive Committee. The Board of Directors may designate an Executive Committee composed of at least three directors designated by the Board of Directors. The Executive Committee shall have the authority of the Board of Directors in the management of the business of this corporation in the interval between meetings of the Board of Directors, and the Executive Committee shall at all times be subject to the control and direction of the Board of Directors.

SECTION 6.3 Meetings and voting. Meetings of each committee shall be called and held in accordance with the provisions of Sections 2.2 to 2.5 of these Bylaws as they apply to meetings of the Board of Directors.

## INDEMNIFICATION

SECTION 7.1 Indemnifications. This corporation shall indemnify its directors and officers against such expenses and liabilities, in such manner, under such circumstances, and to the full extent permitted by Minnesota Statutes, Section 317A.521, subd. 2, as amended from time to time, or as required by other provisions of law.

SECTION 7.2 Advances. This corporation shall advance expenses in such manner, under such circumstances, and to such extent as required by Minnesota Statutes, Section 317A.521, subd. 3, as amended from time to time.

SECTION 7.3 Insurance. This corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, committee member, or employee against any liability asserted against and incurred by such person in or arising from such capacity, whether or not this corporation would otherwise be required to indemnify the person against the liability.

## MISCELLANEOUS

SECTION 8.1 Fiscal year. Unless otherwise fixed by the Board of Directors, the fiscal year of this corporation shall begin on April 1 and end on the succeeding March 31.

SECTION 8.2 Corporate seal. This corporation shall have no seal.

SECTION 8.3 Electronic communications. A conference among directors or committee members by any means of communication through which such persons may simultaneously hear each other during the conference is a meeting of the members, Board of Directors or committee, as the case may be, if the same notice is given of the conference as would be required for a meeting, and if the number of persons participating in the conference would be sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence in person at the meeting.

SECTION 8.4 Authority to borrow, encumber assets. No director, officer, agent or employee of this corporation shall have any power or authority to borrow money on its behalf, to pledge its credit or to mortgage or pledge its real or personal property except within the scope and to the extent of the authority delegated by resolutions adopted from time to time by the Board of Directors. Authority may be given by the Board of Directors for any of the above purposes and may be general or limited to specific instances.

SECTION 8.5 Execution of instruments. All deeds, mortgages, bonds, checks, contracts and other instruments pertaining to the business and affairs of this corporation shall be signed on behalf of this corporation by the President, or any Vice President, or by such other person or persons as may be designated from time to time by the Board of Directors.

SECTION 8.6 Deposit of funds. All funds of this corporation shall be deposited from time to time to the credit of this corporation in such banks, trust companies or other depositories as the Board of Directors may approve or designate, and all such funds shall be withdrawn only in the manner or manners authorized by the Board of Directors from time to time.

## AMENDMENTS

1. Amended on February 23, 2008  
SECTION 3.1 and SECTION 3.2
  
2. Amended on October 29, 2011  
SECTION 1.3, SECTION 3.1, SECTION 3.2, SECTION 3.3 and SECTION 5.1