

**BY-LAWS
OF
JAPAN COMMERCE ASSOCIATION OF WASHINGTON, D.C., INC.**

**Amended and Restated
(December 18, 2006)**

**Further Amended
(November 19, 2008)**

**Further Amended
(November 13, 2009)**

**Further Amended
(January 7, 2011)**

**Further Amended
(May 10, 2011)**

ARTICLE I - NAME

The name of the corporation is Japan Commerce Association of Washington, D.C., Inc. (hereinafter referred to as “JCAW”.)

ARTICLE II - PURPOSE

JCAW is organized to promote communications on economic and business relations between the United States and Japan within the Japanese business community in the Washington, D.C. area and between such community and the American public through educational, charitable, and athletic means.

ARTICLE III – PROHIBITED ACTIVITIES

No part of the net earnings of JCAW shall inure to the benefit of, or be distributable to the members, directors or officers, or any private shareholders or individuals of JCAW, except that JCAW shall have the authority to pay reasonable compensation for services actually rendered to or for JCAW. Any activities of JCAW involving propaganda, or otherwise attempting to influence legislation, must be related to the tax-exempt purpose of JCAW pursuant to Section 501(c)(4) of the Internal Revenue Code of 1986. Any participation in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to, any candidate for public office, must not constitute the primary activity of JCAW. Notwithstanding any other provision of these By-Laws or of the Articles of Incorporation of JCAW, or any provision of the District of Columbia governing or pertaining to JCAW, JCAW shall not engage in or carry on any activities not permitted to be engaged in or carried on by a corporation described in Section 501(c)(4) of the Internal Revenue Code of 1986 (or the corresponding provision of a future federal income tax law) and exempt from taxation under Section 501(a) of the Internal Revenue Code of 1986 (or the corresponding provision of any future income tax law).

ARTICLE IV - OFFICES

The principal office of JCAW shall be located in the District of Columbia, at such place as the Board of Directors may from time to time designate. JCAW may maintain additional offices at other places as the Board of Directors chooses to designate.

ARTICLE V - MEMBERSHIP

A. Members The membership of JCAW shall consist of the persons who have signed the Articles of Incorporation, persons on the Board of Directors of JCAW, and any other persons who qualify for membership and are admitted as members as hereinafter provided.

B. Classes of Membership There shall be four classes of membership. The classes shall be as follows: (1) corporate members; (2) individual members; (3) associate members; and (4) honorary members. Corporate members and individual members shall pay dues and fees as specified by the Board of Directors from time to time. Associate and honorary members shall not have to pay dues, although some fees may be charged for events and services.

C. Eligibility for Membership and Admittance A "corporation" for the purposes of membership may be a corporation, limited liability company, partnership, firm or other entity organized under the laws of any country or state to conduct business. Corporations shall be eligible for corporate membership in JCAW if: (1) the corporation is a corporation in good standing under the laws of the state or country in which the corporation is organized; (2) the corporation is engaged in business in the Washington, D.C. area; and (3) at least two members of JCAW, one of whom shall be a member of the Board of Directors, have recommended the corporation for corporate membership. A determination of eligibility of a corporation for corporate membership and admittance of the corporation into such membership shall be by a vote of the Board of Directors. The Board shall admit a corporation into corporate membership only if it has been satisfied that the corporation will further the goals and purposes of JCAW.

Individuals shall be eligible for individual membership in JCAW if: (1) the individual is an upstanding member of the business, professional or governmental service community of the Washington, D.C. area; and (2) at least two members of JCAW, one of whom shall be a member of the Board of Directors, have recommended the individual for individual membership. A determination of eligibility of an individual for individual membership and admittance of the individual into such membership shall be by a vote of the Board of Directors. The Board shall admit an individual for individual membership only if it has been satisfied that the individual will further the goals and purposes of the JCAW.

An associate member may be a corporation or an individual. Corporations and individuals shall be eligible for associate membership in JCAW if: (1) the corporation or the individual has a legitimate interest in the activities of JCAW; and (2) at least two members of JCAW, one of whom shall be a member of the Board of Directors, have recommended the corporation or the

individual for associate membership. A determination of a corporation or an individual for associate membership and admittance of the corporation or the individual into such membership shall be by a vote of the Board of Directors. The Board shall admit an individual or a corporation into associate membership only if it has been satisfied that the individual or the corporation will further the goals and purposes of JCAW. An associate member may receive all information published by JCAW for a fee and may have limited access to selected events sponsored by JCAW.

Individuals shall be eligible for honorary membership in JCAW if: (1) the individual is an upstanding member of the business, professional or governmental service community of the Washington D.C. area; (2) the individual through his participation in the activities at JCAW has furthered the goals and purposes of JCAW, or by virtue of his position, social status or accomplishments, is likely to promote the goals and purposes of JCAW. The Board of Directors by unanimous vote determines the admittance of such individual as an honorary member of JCAW. An honorary member may participate in all activities sponsored by JCAW.

- D. **Right to Vote** Corporate and individual members shall have the right to vote to select the directors of JCAW, and on any other matters brought before the members by the Board of Directors for a vote. Each corporate member shall receive three votes. Each individual member shall receive one vote. Associate members and honorary members shall not have the right to vote.
- E. **Resignation.** Any member of JCAW may resign at any time by giving notice to JCAW. Such resignation is effective upon its receipt by JCAW and the payment of all dues or other fees owed by the member to JCAW.
- F. **Term.** The term of membership shall be indefinite unless a member elects to resign his membership or upon action by the Board of Directors to terminate a membership due to the delinquency or failure of a member to pay membership dues or other assessments. Notwithstanding the foregoing, the board of Directors may suspend or terminate a member's rights if, in the judgment of the Board, the conduct of a member is patently prejudicial to the interests of JCAW.

ARTICLE VI - MEMBERSHIP MEETING

- A. **Meetings.** Meetings of the members may be held within or outside the District of Columbia.
- B. **Annual Meeting.** The annual meeting of the members of JCAW for the election of Directors and transaction of other business shall be held each year within 30 days after the close of the fiscal year of JCAW, or at such other time as the Board may authorize. At such meeting, the Board of Directors shall present for the members' approval an annual activities and financial report and a budget plan for the following fiscal year.
- C. **Special Meetings.** Special meetings of the members shall be called by the

President whenever requested by the Board of Directors or by no less than twenty percent of the members entitled to vote. The President may call such meetings whenever he deems appropriate.

- D. **Notice.** Written notice stating the place, date and time of a special meeting, and the purpose for which the meeting is called shall be mailed to each member not less than 14 days prior to such meeting. In the alternative, each member may be notified by telecopier or electronic mail by the President, Secretary or a member of the Board of Directors, not less than 7 days prior to such meeting.
- E. **Quorum.** The holders of thirty percent (30%) of the membership entitled to vote at any given meeting present in person or by proxy shall constitute a quorum for the transaction of business at all meetings of the members, except as otherwise provided by law or by the Articles of Incorporation.
- F. **Vote.** Unless otherwise provided in these By-Laws or in the Articles of Incorporation of JCAW, all matters shall be decided by the vote of a majority of members at the meeting, at which a quorum is present.
- G. **Proxies.** Members may vote in person, or by proxy executed in writing by the absent member. No proxy shall be valid for a period greater than eleven (11) months, unless the proxy specifies otherwise.

ARTICLE VII – BOARD OF DIRECTORS

A. General Powers; Number; Tenure.

- (a) The business and affairs of JCAW shall be managed by its Board of Directors, which may exercise all powers of JCAW and perform all lawful acts and things which are not directed or required to be exercised or performed by or are conferred upon or reserved to the members by law, the Articles of Incorporation, or these By-Laws. Directors shall be members of JCAW. The number of Directors shall be at least three (3), to be determined by the Board of Directors. A majority of the entire Board of Directors may, at any time, increase or decrease the number of Directors of JCAW provided that the term of office of a Director shall not be affected by any decrease in the number of Directors so made by the Board.
- (b) Subject to the provisions of these Bylaws and except as provided in this paragraph, the term of a Director is for three (3) years from his/her election at the annual meeting of the members, and each Director elected shall hold office until the expiration of the three (3) year term or until his/her successor is elected and shall qualify. Directors currently in office may continue to serve until the third anniversary of their initial election as Director or until his/her successor is elected and shall qualify. The term of a Director who was appointed to serve as the President to fill a vacancy during the

second year or at any time during the third year of his/her term and who is still serving as the President at the end of the third year of his/her term may be further extended by one additional year to a four-year term, provided that the Director continues to serve as the President through the end of the additional fourth year. In the event that the Director who continues to serve as the President resigns or is removed from the office of the President during the fourth year, the Director's extended term shall automatically expire when he/she resigns or is removed from the office of the President. No Director may hold office as a Director consecutively for more than one term; provided that the foregoing shall not prevent a Director from re-election as a Director if at least one year has elapsed from the conclusion of his/her previous term.

- (c) At least thirty (30) days prior to each annual meeting of the members, the Board of Directors shall prepare a list of the candidates for election as Directors to replace the Directors who have served a three (3) year term, provided that each candidate is recommended by at least ten (10) members or the Board of Directors, and has consented to be on the list. The Board of the Directors shall provide such list to the members together with a notice of annual meeting of the members.

B. Vacancies. Any vacancy occurring in the Board of Directors for any reason other than an increase in the number of Directors, may, unless otherwise provided in the By-Laws, be filled by the appointment of a Director or Directors by a majority of the remaining members of the Board of Directors, although such majority is less than a quorum. Any vacancy occurring because of an increase in the number of Directors may, unless otherwise provided in these By-Laws, be filled by action of a majority of the entire Board of Directors. The three (3) year term for a Director elected by the Board of Directors to fill a vacancy shall commence from his/her first annual meeting of the members as a Director and he/she will hold office until the expiration of the three (3) year term or his/her successor is elected and shall qualify. For any Director appointed under this Section, the Board of Directors shall seek consent of the members at the next annual meeting of the members.

C. Removal; Resignation. A Director shall be removed exclusively by the procedure hereinafter provided. Before any Director may be removed, written charges specifying the alleged sufficient cause which is detrimental to the best interest of JCAW shall be filed with the Secretary, and a copy thereof shall be served upon the Director charged, and he shall be given the opportunity, at a meeting of the members, to be heard on the subject of the charges. At any meeting of the members, duly called and at which there is a quorum, the affirmative vote of two-thirds of all the members entitled to vote shall be necessary to affect such removal.

Any Director may resign at any time by giving written notice to the Board of

Directors, to the President or to the Secretary of JCAW. Unless otherwise specified in such written notice, the resignation shall be effective upon delivery to the Board of Directors or to the designated officer.

- D. Place of Meeting.** The Board of Directors may hold meetings, annual, regular or special, either within or outside the District of Columbia.
- E. Annual Meeting.** The annual meeting of a newly elected Board of Directors shall be held immediately following the annual meeting of the members, and no notice of such meeting shall be necessary to the newly elected Directors in order to legally constitute the meeting, provided a quorum is present.
- F. Regular Meetings.** Additional regular meetings of the Board of Directors may be held at such time and place as may be determined by the Board of Directors, without further notice.
- G. Special Meeting.** Special meetings of the Board of Directors may be called by the President or by two or more Directors with at least seven (7) days prior notice to each Director, if such notice is delivered personally, by telecopier, electronic mail or telephone, or with at least fourteen (14) days prior notice if sent by mail.
- H. Quorum; Adjournments.** At all meetings of the Board of Directors, a majority of the number of Directors then in office actually present, shall constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be specifically provided by law, by the Articles of Incorporation or in these By-Laws. If a quorum is not present at any meeting of the Board of Directors, the Directors present may adjourn the meeting until a quorum is present.
- I. Action by Consent.** Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a written consent to such action is signed by all members of the Board of Directors and such written consent is filed with the minutes of the proceedings of the Board.
- J. Meetings by Telephone.** Directors may participate in any meeting of the Board by means of a conference telephone or similar communications equipment by means of which all Directors participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence at such meeting.

ARTICLE VIII - NOTICES

- A. Form; Delivery.** Whenever, under the provisions of law, the Articles of Incorporation or these By-Laws, notice is required to be given to any Director or member, such notice may be given in writing, by mail, addressed to such Director or member, at his post office address as it appears on the records of JCAW. Such notice shall be deemed to be given at the time it is deposited in

the United States mail. Notice may also be given personally, or by telephone, telecopier or electronic mail.

- B. Waiver.** Whenever any notice is required to be given under the provisions of law, the Articles of Incorporation or these By-Laws, a written waiver thereof, signed by the person or persons entitled to said notice and filed with the records of the meeting, whether before or after the time stated therein, shall be deemed to be the equivalent to such notice. In addition, any member who attends a meeting of the members in person, or is represented at such meeting by proxy, without protesting at the commencement of the meeting shall be conclusively deemed to have waived notice of such meeting. Any Director who attends a meeting of the Board of Directors without protesting at the commencement of the meeting shall be conclusively deemed to have waived notice of such meeting.

ARTICLE IX - OFFICERS

- A. Designations.** The officers of JCAW shall be appointed from among the Directors by the Board of Directors and shall be a President, a Secretary and a Treasurer. The Board of Directors may also appoint such other officers and agents as it shall deem necessary and appropriate. The officers of JCAW shall have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as from time to time may be determined by the Board of Directors. Any number of offices (except those of the President and Secretary) may be held by the same person, unless the Articles of Incorporation or these By-Laws otherwise provide; but no person shall execute, acknowledge or verify any instrument in more than one capacity, if such instrument is required by law, the Articles of Incorporation, or these By-Laws to be executed, acknowledged or verified by two or more officers.
- B. Term of Office; Removal.** The Board of Directors, at the annual meeting after each annual meeting of the members, shall choose a President, a Secretary and/or a Treasurer. The officers of JCAW shall hold office for one-year terms or until their successors are chosen and shall qualify. Any officer elected by the Board of Directors may be removed at any time by the affirmative vote of a majority of the Directors then in office, when, in their judgment, the best interests of JCAW will be served thereby. Any vacancy occurring in any office of JCAW may be filled for the unexpired portion of the term by the Board of Directors.
- C. The President.** The President shall be the chief executive officer of JCAW, and shall have general charge of the business, affairs and property of JCAW and general supervision over its other officers and agents. He/she shall perform all duties incident to the office of President and shall see that all resolutions of the Board of Directors are carried into effect. The President shall also submit an annual report of the operations of JCAW to the Board of Directors at its annual meeting. Excluding any period of service to fulfill the unexpired portion of the term of his/her predecessor, no Director shall hold the office of President for more than two (2) consecutive terms.

- D. The Secretary.** The Secretary shall give, or cause to be given, notice of special meetings of members. He/she shall keep a record of the membership of JCAW, and shall keep the minutes of the meetings of the members and of the Board of Directors. He/she shall send copies of the minutes of all meetings to the Board of Directors and shall also see that the books, reports, statements, and all other documents required by law are properly kept and filed. The Secretary shall perform such duties as may be assigned to him from time to time by the President or the Board of Directors.
- E. The Treasurer.** The Treasurer shall have the custody of the corporate funds and other valuable effects, shall keep full and accurate accounts of receipts and disbursements in books belonging to JCAW and shall deposit all moneys and other valuable effects in the name and to the credit of JCAW in such depositories as may be designated by the Board of Directors. He/she shall disburse the funds of JCAW, working in close cooperation with the President, as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President or the Board of Directors, whenever they may require it, an account of all his transactions as Treasurer and of the financial conditions of JCAW.
- F. Resignations.** Any officer may resign at any time by delivering a written resignation to the Board of Directors or to the President or the Secretary of JCAW. Such resignation shall be effective upon delivery.

ARTICLE X – CORPORATE FINANCES

- A. Deposit of Funds.** All funds of JCAW not otherwise employed shall be deposited in such banks or trust companies as the Board of Directors may from time to time determine.
- B. Checks, etc.** All checks, drafts, notes and evidence of indebtedness of JCAW shall be signed by the President and such other officer or officers of JCAW as the Board of Directors from time to time may determine.
- C. Membership Fees, etc.** The Directors may determine any membership fees or other assessments imposed upon members of JCAW.

ARTICLE XI - COMPENSATION, CONTRACTS

- A. Compensation.** Any member, Director or Officer of JCAW is authorized to receive reasonable compensation from JCAW for services rendered to JCAW, when authorized by the Board of Directors. No member or Director of JCAW may receive compensation merely for acting as a member or Director.
- B. Contracts with Members, Directors and Officers.** No member, Director, or Officer of JCAW shall be interested, directly or indirectly, in any contract relating to the operations conducted by it, nor in any contract for furnishing services or supplies to it, unless such contract shall be authorized by the Board of Directors and unless the fact of such interest shall have been disclosed or

known to the Board of Directors at the meeting at which such contract is so authorized.

ARTICLE XII - CORPORATE SEAL

- A. **Corporate Seal.** The corporate seal of JCAW shall be circular in form and shall bear the words and figures _____. The form of such seal shall be subject to alteration by the Board of Directors.

ARTICLE XIII - FISCAL YEAR

- A. **Fiscal Year.** The fiscal year of JCAW shall be from January 1 to December 31 of each year.

ARTICLE XIV - AMENDMENTS

- A. **By-Laws.** The Board of Directors shall have the power to make, alter, and repeal these By-Laws, and to adopt new By-Laws, by the affirmative vote of two-thirds of the number of Directors, or by written consent of the Directors pursuant to Paragraph I, Article VII of these By-Laws; provided that notice of the proposal to make, alter or repeal these By-Laws, or to adopt new By-Laws, was included in the notice of the meeting at the Board of Directors at which such action takes place.
- B. **Articles of Incorporation.** The Board of Directors shall have the power to amend the Articles of Incorporation by the affirmative vote of two-thirds of the number of Directors or by written consent of the Directors pursuant to Paragraph I, Article VII of these By-Laws. It shall notify the members within a reasonable period of time and report at the next annual membership meeting the action taken.