

**RESTATED
BYLAWS OF
U.S.-JAPAN COUNCIL
a California nonprofit public benefit corporation**

**ARTICLE I
NAMES AND OFFICES OF THE CORPORATION**

SECTION 1. NAME

The name of the corporation is U.S.-Japan Council.

SECTION 2. PRINCIPAL OFFICE

The principal office of the Corporation is located at 1819 L Street, NW, Suite 800, Washington, D.C. 20036. The Board of Directors (also referred to herein as the "Board") is granted full power and authority to change the principal office from one location to another as the activities of the Corporation may require.

SECTION 3. OTHER OFFICES

The Board of Directors may establish branch or subordinate offices at any time and place as the Board of Directors may designate and as the activities of the Corporation may require. The Board has determined to have a regional office which is in Los Angeles, California, at 2297 Colby Avenue, Los Angeles, California 90064.

**ARTICLE II
PURPOSES**

The general purpose of the Corporation is charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or any corresponding provision(s) of any future United States internal revenue law) and Section 23701d of the California Revenue and Taxation Code (or any corresponding provision(s) of any future California internal revenue law). The specific purpose shall be to establish educational programs and other programs which foster and maintain a network of Japanese American leaders dedicated to ensuring a strong U.S.-Japan relationship. The Corporation will work in collaboration with U.S.-Japan institutions including Japanese institutions, Japanese American organizations, and other American and Japanese organizations promulgating policy, culture, media, education, and academic initiatives related to strengthening U.S.-Japan relations. The Corporation will develop programs that engage Japanese American leaders and other American and Japanese leaders and will collect and

disseminate information on issues affecting the bilateral relationship between the United States and Japan.

ARTICLE III MEMBERSHIP

The Corporation shall have no "members" within the meaning of Section 5056 of the California Nonprofit Corporation Law. Any action which would otherwise require approval by most of all members or approval by the members shall require only approval of the Board of Directors. All rights, which would otherwise vest in the members, shall vest in the Board of Directors.

ARTICLE IV DIRECTORS

SECTION 1. POWERS

(a) 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 and these Bylaws, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board of Directors may delegate the management of the activities of the Corporation to any person or persons, a management company, or committees however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors.

(b) Specific Powers.

Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board of Directors shall have the following powers in addition to other powers enumerated in these Bylaws:

- (i) To select and remove all the officers, agents, and employees of the Corporation; to prescribe powers and duties for them as may not be inconsistent with law, the Articles, or these Bylaws; and to require from them security for faithful service.
- (ii) To conduct, manage, and control the business, affairs and activities of the Corporation and to make such rules and regulations therefore not inconsistent with law, the Articles, or these Bylaws, as they may deem best.

- (iii) To adopt, make, and use a corporate seal and to alter the form of such seal from time to time, as they may deem best.
- (iv) To borrow money and incur indebtedness for the purposes of the Corporation, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation, or other evidences of debt and securities therefore.
- (v) To appoint, at its discretion, such committees as it deems appropriate, and to delegate thereto such power as it deems appropriate, except the power to adopt, amend, repeal or otherwise alter these Bylaws, and subject to the limitations specified in Article V, Section 1 of these Bylaws.
- (vi) To approve, reject or alter any periodic or intermittent budgets or reports, which may be proposed and submitted on behalf of the Corporation.

SECTION 2. NUMBER OF DIRECTORS

The authorized number of directors shall be not less than fifteen (15) or more than twenty-five (25) until changed by amendment of the Articles or by an amendment of this Section of the Bylaws. The exact number of directors shall be fixed within the limits specified by approval of the Board of Directors.

SECTION 3. ELECTION AND TERM OF OFFICE

Directors shall be elected at regular meetings of the Board of Directors. Directors shall serve an initial term of four (4) years and, if re-elected, a second term of two (2) years. Notwithstanding the foregoing, directors who have been elected to a first term of three (3) years, or any part thereof in the filling of a vacancy, prior to adoption of these Restated Bylaws shall, if re-elected, serve a second term of three (3) years. All terms shall end on December 31. The Board of Directors may be divided into multiple groups to create staggered terms, providing the possibility that any newly elected Director may be elected to a group with one (1), two (2), three (3), or four (4) years remaining in that group's respective term. If directors are not elected in a timely manner at a regular meeting, they may be elected at any special meeting held for that purpose. Each director, including a director elected to fill a vacancy or elected at a special meeting, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified. A director may be nominated and elected to serve no more than two (2) successive terms totaling six (6) years; provided, however, that the Board of Directors may approve, by majority vote of directors then in office, an exception to the consecutive term limits to allow for a third (3rd) successive term of one, two, or three years under such special circumstances as the Board of Directors deems appropriate. Notwithstanding anything herein to the contrary, the President shall be an *ex officio* director.

SECTION 4. RESIGNATIONS

Subject to the provisions of Section 5226 of the California Nonprofit Public Benefit Corporation Law, any director of the Corporation may resign at any time by delivering written notice of intention to do so to the Chair of the Board, a Vice Chair(s), the President, the Secretary, or the Board of Directors. Any such resignation shall take effect upon such delivery or at the time specified therein. The acceptance of such resignation by the Board of Directors shall not be necessary to make it effective.

SECTION 5. VACANCIES

Vacancies in the Board may be filled by approval of the Board. If a quorum cannot be established because the number of directors then in office is less than the greater of (a) one-fifth of the minimum number of authorized directors, or (b) two, vacancies in the Board may be filled by (i) the unanimous written consent of the directors then in office, (ii) the affirmative vote of a majority of the directors then in office at a duly held meeting, or (iii) by a sole remaining director if only one director remains. Each director elected to fill a vacancy shall hold office until the expiration of the term of the replaced director and may then be re-elected to a full term.

A vacancy shall be deemed to exist in the case of death, resignation or removal of any director; or if the Board of Directors shall increase the authorized number of directors, but fails at the meeting at which such increase is authorized, to elect additional directors so provided for; or in case the directors fail at any time to elect the full number of authorized directors.

No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the director's term of office.

SECTION 6. REMOVAL OF DIRECTORS

A director may be removed with or without cause if the removal is approved by the majority of the directors then in office.

SECTION 7. PLACE OF MEETING

Meetings of the Board of Directors shall be held at any place within or without the State of California, which has been designated from time to time by the Board of Directors. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation.

SECTION 8. ANNUAL MEETING

The Board of Directors shall hold an annual meeting for the purpose of election of directors and officers and the transaction of other business. Annual meetings of the Board of Directors shall be held without call or notice during a month, time and at a place to be designated by the Board of Directors at the beginning of the year.

SECTION 9. REGULAR MEETINGS

Regular meetings of the Board of Directors shall be held without call or notice on such dates and at such times as may be fixed from time to time by the Board of Directors.

SECTION 10. SPECIAL MEETINGS

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

Special meetings of the Board shall be held upon four days' notice by first-class mail or 48 hours' notice delivered personally or by telephone, including a voice messaging system or by electronic transmission by the Corporation. A notice, or waiver of notice, need not specify the purpose of any regular or special meeting of the Board.

Any such notice shall be addressed or delivered to each director at such director's address, phone number, or electronic mail address as it is shown upon the records of the Corporation or as may have been given to the Corporation by the director for purposes of notice or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the Board are regularly held.

SECTION 11. QUORUM

A majority of the number of authorized directors shall constitute a quorum of the Board of Directors for the transaction of business, except to adjourn as provided in Section 14 of this Article. Every act or decision done or made by a majority of the director's present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, unless a greater number is required by California Nonprofit Public Benefit Corporation Law or by the Articles, except as provided in the next sentence. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

SECTION 12. PARTICIPATION IN MEETINGS

Directors may participate in a meeting through use of conference telephone, electronic video screen communication or electronic transmission by and to the Corporation. Participation in a meeting through use of conference telephone or electronic video screen communication constitutes presence in person at that meeting if all directors participating in the meeting can hear one another. Participation in a meeting through use of electronic transmission by and to the Corporation, other than conference telephone and electronic video screen transmission, pursuant to this subdivision constitutes presence in person at that meeting if both of the following apply:

- (a) Each director participating in the meeting can communicate with all the other members concurrently.
- (b) Each director is provided the means of participating in all matters before the Board, including without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation.

SECTION 13. WAIVER OF NOTICE

Notice of a meeting need not be given to a director who provides a signed waiver of notice or consent to holding the meeting or an approval of the minutes thereof in writing, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to that director. Any such waiver of notice does not need to specify the purpose of the meeting. These waivers, consents and approvals shall be filed with the corporate records or made a part of minutes of the meetings.

SECTION 14. ADJOURNMENT

A majority of the Directors present, whether a quorum is present, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place is fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

SECTION 15. ACTION WITHOUT MEETING

An action required or permitted to be taken by the Board may be taken without a meeting, if all directors shall individually or collectively by unanimous written consent in writing to that action. Written consent or consents shall be filed with the minutes of the proceedings of the Board. The action by written consent shall have the same force and effect as a unanimous vote of the directors. For purposes of this Section 15 only, "all directors" shall not

include any "interested director" or "common director" as defined in, and subject to the provisions of, Sections 5233 and 5234, respectively, of the California Nonprofit Public Benefit Corporation Law.

SECTION 16. RIGHTS OF INSPECTION

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical property of the Corporation.

SECTION 17. COMPENSATION OF DIRECTORS

The directors shall serve without compensation for services in their capacity as directors.

SECTION 18. STANDARD OF CARE

A director shall perform the duties of a director, including duties as a member of any Board committee, in good faith, in a manner that the director believes to be in the best interests of the Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

- (a) One or more officers or employees of the Corporation whom the director believes to be reliable and competent in the matters presented;
- (b) Counsel, independent accountants or other persons as to matters which the director believes to be within that person's professional or expert competence; or
- (c) A committee upon which the director does not serve that is composed exclusively of any or any combination of directors and persons described in subsection (a) and (b) of this Section 18 as to matters within the committee's designated authority, which committee the director believes to merit confidence, so long as, in any case, the director acts in good faith, after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause that reliance to be unwarranted.

SECTION 19. RESTRICTION ON INTERESTED DIRECTORS.

Not more than 49 percent of the persons serving on the Board at any one time may be interested persons as that term is defined below. An "interested person" is (a) any person currently being 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 for services he or she provided in his

or her capacity as a director; (b) any shareholder, employee or officer of any corporation, or partner or employee of any partnership, which has rendered compensated services to the Corporation within the previous 12 months; and (c) 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 any person described in clauses (a) or (b). Any violation of the provisions of this paragraph shall not, however, affect the validity or enforceability of any transaction entered by the Corporation.

SECTION 20. SELECTION OF PRESIDENT AND APPROVAL OF EXECUTIVE COMPENSATION

The Board of Directors shall be responsible for hiring, review and termination of the President. The Board (or authorized Board committee) shall review and approve the compensation, including benefits, of the President or chief executive officer to assure that such compensation is just and reasonable and given in return for services rendered to the Corporation. This review and approval shall occur upon the hiring of the officer, whenever the officer's term of employment (if any) is renewed or extended, and whenever the officer's compensation is modified (unless the modification extends to substantially all employees.

ARTICLE V COMMITTEES

SECTION 1. COMMITTEES

The Board may, by resolution adopted by most directors then in office, create one or more committees, each consisting of two or more directors and no one who is not a director, to serve at the pleasure of the Board. Appointments to such committees shall be by a majority vote of the directors then in office. The directors may authorize one or more committees, each consisting of two or more directors, and may provide that a specified officer or officers who are also directors of the Corporation shall be a member or members of such committee or committees. Any such committee, to the extent provided in the resolution of the Board or in these Bylaws, shall have all the authority of the Board, except with respect to:

- (a) The filling of vacancies on the Board or in any committee which has the authority of the Board.
- (b) The fixing of compensation of the directors for serving on the Board or on any committee.
- (c) The amendment or repeal of Bylaws or the adoption of new Bylaws.
- (d) The amendment of the Articles.

- (e) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repeatable.
- (f) The appointment of committees of the Board or the members thereof.
- (g) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected.
- (h) The approval of any self-dealing transaction as such transactions are defined in Section 5233(a) of the California Nonprofit Public Benefit Corporation Law, except as provided in Section 5233(d)(3).
- (i) The merger, reorganization, voluntary dissolution or disposition of substantially all the assets of the Corporation.

SECTION 2. EXECUTIVE COMMITTEE

The Corporation shall have a standing committee of the Board called the Executive Committee that shall consist of such directors as the Board of Directors may determine. The Executive Committee shall have the authority and responsibility for implementing the policies of the Corporation as the same shall be determined and set by the Board of Directors. Further, the Executive Committee shall have the authority, subject to these Bylaws, to exercise all powers vested in the Board of Directors, subject to the direction and control of the Board, except the power to appoint or remove corporate officers or to take action with respect to the items enumerated in Section 1 above and subject to Section 5212 of the California Nonprofit Public Benefit Corporation Law. Additionally, the Executive Committee shall exercise its powers so delineated by the Articles, these Bylaws and the California Nonprofit Public Benefit Corporation Law only during the period between the meetings of the Board of Directors as may from time to time be held in accordance with the provisions of Sections 7, 8, 9, 10, 11, 12, 13, and 14 of Article IV. Complete and accurate minutes of any meeting of the Executive Committee shall be kept together with minutes of the meetings of the Board.

SECTION 3. ADVISORY AND OTHER COMMITTEES

The Board may from time to time create advisory committees (which may be referred to "advisory boards") and other committees that are not Board committees (collectively, "Other Committees") as deemed appropriate, consisting of directors or persons who are not directors selected by the Board, but such Other Committees shall not be deemed Board committees and shall not exercise any powers of the Board. Other Committees may be delegated with implementation of certain specified tasks under the direction and control of the Board. Notice of, and procedures for, meetings of Other Committees shall be as prescribed by the chair of each such committee, and meetings of any Other Committee may be called by the chair of the committee, Chair of the Board or the President.

(a) AUDIT COMMITTEE

The Corporation shall have a standing committee called the Audit Committee that shall consist of such directors as the Board of Directors may determine. The Audit Committee shall assist the Board in fulfilling its oversight responsibilities with respect to: (I) the systems of internal controls regarding finance, accounting, legal compliance and ethical behavior; (ii) the auditing, accounting and financial reporting processes generally; (iii) the financial statements and other financial information provided by the Corporation; (iv) the compliance with legal and regulatory requirements; and (v) the retention and performance of the Corporation's independent auditors. Consistent with these functions, the Committee will encourage continuous improvement of and foster adherence to, the Corporation's policies, procedures and practices at all levels.

The Audit Committee shall be separate from the Finance Committee (if such committee exists). The Audit Committee's members shall be appointed by the Board and may include both directors and persons who are not directors, subject to the following limitations: (i) the Audit Committee may not include any member of the staff or the Executive Director, President, or Treasurer; (ii) the chair of the Audit Committee may not be a member of the Finance Committee, if any; (iii) members of the Finance Committee shall constitute less than one-half of the membership of the Audit Committee; (iv) Audit Committee members who are not directors may not receive compensation greater than the compensation paid to directors for their board service; and (v) Audit Committee members shall not have a material financial interest in any entity doing business with the Corporation.

(b) COMMUNICATIONS COMMITTEE

The Corporation shall have a committee called the Communications Committee whose members shall be appointed by the Board of Directors. The Communications Committee has responsibility to advise on communications priorities, organizational messaging, internal and external communications, and marketing materials, including the U.S.-Japan Council website.

(c) DEVELOPMENT COMMITTEE

The Corporation shall have a standing committee called the Development Committee whose members shall be appointed by the Board of Directors. The Development Committee shall oversee the fundraising and development of other resources for the Corporation. The Development Committee shall monitor the Corporation's capacity for acquiring the financial and other resources necessary to fulfill the Corporation's mission and program goals and activities.

(d) ENGAGEMENT COMMITTEE

The Corporation shall have a standing committee called the Engagement Committee whose members shall be appointed by the Board of Directors. The Engagement Committee shall oversee the recruitment, engagement, and retention of qualified supporters of the Council.

(e) FINANCE COMMITTEE

The Corporation shall have a standing committee called the Finance Committee whose members shall be appointed by the Board of Directors. The Finance Committee shall oversee the finances of the Corporation and recommend the approval of the fiscal policies and the annual budget of the Corporation to the Board of Directors. The Finance Committee shall monitor and review the financial performance of the Corporation against the approved budget and recommend any modifications to the budget as it deems appropriate.

(f) INVESTMENT COMMITTEE

The Corporation shall have a standing committee called the Investment Committee whose members shall be appointed by the Board of Directors. The Investment Committee shall oversee the investment of endowed and other investment assets designated by the Board of Directors for the Corporation. The Investment Committee acts in a fiduciary capacity with respect to investment assets. The Investment Committee shall formulate and implement investment policies, investment objectives and procedures. The Investment Committee may approve/terminate investment managers, consultants and related services. The Investment Committee shall regularly monitor and report on investment assets. The Board of Directors shall approve changes to investment policy statements annually and will receive regular updates on investment performance of investment assets.

(g) NOMINATING & GOVERNANCE COMMITTEE

The Corporation shall have a standing committee called the Nominating & Governance Committee whose members shall be appointed by the Board of Directors. The Nominating & Governance Committee shall be responsible for reviewing recommendations of nominees for the Board and the Council. The Committee shall review goals for the Board of Directors' and Board of Councilors' composition, including diversity, potential for leadership succession, as well as an assessment of Board participation. Based upon this review, the Committee shall provide a slate of nominees to the full Board for approval. The Committee shall assist in providing orientation to the newly elected members and providing regular assessment of the performance of the Board and its individual members.

(h) PROGRAM DEVELOPMENT COMMITTEE

The Corporation shall have a committee called the Program Development Committee whose members shall be appointed by the Board of Directors. The Program Development Committee shall oversee the programs that advance and implement the mission of the Corporation and monitor their development and activities. The Program Development Committee shall periodically review the Corporation's program plan and advise the Board of Directors on new programs and any modifications thereto.

SECTION 4. MEETINGS AND ACTION OF COMMITTEES

The Board of Directors shall have the power to prescribe the manner in which proceedings of any committee shall be conducted and such committee members shall hold office at the pleasure of the Board of Directors. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board of Directors or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of Article IV applicable to meetings and actions of the Board of Directors, modified as appropriate to refer to such committee instead of the Board. A quorum shall be most committee members then in office. Minutes shall be kept of each meeting of each committee.

Article VI OFFICERS

SECTION 1. OFFICERS

The officers of the Board shall be a Chair of the Board, one or more Vice-Chairs, a President, a Secretary, and a Treasurer. The Corporation may also have, at the discretion of the Board of Directors, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as the Board of Directors may determine would be in the best interests of the Corporation. Any number of offices may be held by the same person except as provided in the Articles or in these Bylaws and except that neither the Secretary nor the Treasurer may serve concurrently as the President or Chair of the Board.

SECTION 2. ELECTION

The officers of the Corporation, except the President, any other officers employed by the Corporation as an officer ("Employed Officers"), and such officers as may be elected in accordance with the provisions of Section 5 of this Article, and subject to the rights, if any, of any Employed Officers under any contract of employment, shall be chosen by and shall serve at the pleasure of the Board of Directors, and, shall hold their respective offices for a term of one (1) year but not for more than three (3) successive terms or until their earlier resignation,

removal, or other disqualification from service. Only a director may serve as an officer other than an Employed Officer.

SECTION 3. REMOVAL OF OFFICERS

Any officer may be removed, either with or without cause, by the Board of Directors at any time. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment of the officer.

SECTION 4. RESIGNATION OF OFFICERS

Any officer may resign at any time by giving written notice to the Board of Directors, but without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 5. VACANCIES IN OFFICES

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 election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis. Each officer so selected to fill a vacancy shall hold office until the expiration of the term of the officer whom he or she replaced and shall continue to serve until a successor has been elected and qualified.

SECTION 6. RESPONSIBILITIES OF OFFICERS

(a) Chair of the Board

The Chair of the Board of Directors shall preside at all meetings of the Board and exercise and perform such other powers and duties as may be from time to time assigned by the Board of Directors.

(b) Vice-Chair (s)

In the absence of the Chair of the Board, the Board of Directors shall elect one of the Vice-Chairs to preside at any meeting of the Board. The Vice-Chair(s) shall exercise and perform such other powers and duties as may be from time to time assigned by the Board of Directors.

(c) President

The President is the general manager and the chief executive officer of the Corporation and has, subject to the control of the Board of Directors, general supervision, direction, and control of the business, activities, and offices of the Corporation. The President has the general powers and duties of management usually vested in the office of president and general manager of a corporation and such other powers and duties as may be prescribed by the Board of Directors. The President may delegate day-to-day responsibilities to an Executive Director. The President shall be an ex officio voting member of the Board and a member of all standing companies except for the Audit Committee. The President is hired by and serves at the pleasure of the Board of Directors.

(d) Secretary

The Secretary shall preside at all meetings of the Board of Directors, in the absence of the Chair of the Board and the Vice Chairs. The Secretary shall keep or cause to be kept, at the principal office, or such other place as the Board of Directors may order, a book of minutes of all meetings of the Board of Directors and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Board of Directors and committee meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in the State of California the original or a copy of the Corporation's Articles and Bylaws, as amended to date.

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

(e) Treasurer

The Treasurer shall work with the Chief Financial Officer to cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation. The books of account shall at all times be open to inspection by any director. The Treasurer shall have such other powers and perform such other duties as may be prescribed by the Board.

(f) Chief Financial Officer

The Chief Financial Officer ("CFO") shall ensure that the Corporation has provided for the deposit of, or cause to be deposited, all moneys and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board. The CFO shall disburse the funds of the Corporation as may be ordered by the Board, shall render to the President, the Treasurer, and the directors, whenever they request it, an account of all

transactions as CFO and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board.

SECTION 7. DUTIES MAY BE DELEGATED.

In case of the absence of any officer of the Corporation, or for any other reason that the Board may deem sufficient, the Board may delegate, for a specified period of time, all or part of the powers or duties of such officer to any other officer or to any director.

Article VII BOARD OF COUNCILORS

The Corporation shall have a Board of Councilors, which shall be an Advisory Board, of not less than twenty-five (25) and not more than forty (40) members who are appointed by the Board of Directors, and serve at the pleasure of the Board of Directors. The Board of Councilors shall serve as an international advisory body and its members shall represent diverse sectors of society including business, government, academia, NGOs, policy, culture and the arts. The Board of Councilors shall be comprised of highly distinguished and influential men and women who shall advise and financially support the work of the Corporation. The term of service shall be two (2) years and may be renewed. The Board of Councilors shall have a Chair and two Vice-Chairs appointed by the Board of Directors. Honorary members of the Board of Councilors may be designated by the Board of Directors.

Article VIII OTHER PROVISIONS

SECTION 1. CONFLICT OF INTEREST

Directors shall be required to complete and sign a Conflict of Interest Statement on an annual basis which shall be reviewed and approved by the Board of Directors.

SECTION 2. CONSTRUCTION AND DEFINITIONS

Unless context otherwise requires, the general provisions, rules of construction, and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws.

SECTION 3. AMENDMENTS TO THE BYLAWS

These Bylaws may be amended or repealed by the approval by a majority of the Board of Directors then in office.

SECTION 4. RECORDS

The Corporation shall maintain current accounts, books and records of its business and properties.

All such books, records and accounts shall be kept at the principal office of the Corporation.

SECTION 5. ELECTRONIC TRANSMISSION

Subject to any guidelines and procedures that the Board may adopt from time to time, the terms "written" and "in writing" as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means and may include electronic transmissions, such as facsimile or email, provided (i) for electronic transmissions from the Corporation, the Corporation has obtained an unrevoked written consent from the recipient to the use of such means of communication; (ii) for electronic transmissions to the Corporation, the Corporation has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and (iii) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

SECTION 6. CONTRACTS WITH DIRECTORS

No director of the Corporation nor director of any other corporation, firm, association or other entity in which one or more of the Corporation's directors are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with the Corporation, 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 to the Board or are otherwise known to all directors, prior to the Board's consideration of such contract or transaction, and such full disclosure or prior knowledge is noted in the minutes of the Board meeting; (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 vote(s) of the interested director(s); (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 enters into the transaction for its own benefit and the transaction is fair and reasonable to the Corporation at the time it is entered into. This Section does not apply to a transaction that is part of a public or charitable program of the 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 public or charitable program of the Corporation.

Article IX INDEMNIFICATION

SECTION 1. DEFINITIONS

For the purposes of this Article IX, "agent" means any person who is or was a director, officer, employee or other agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a director, officer, employee or agent of a foreign or domestic corporation which was a predecessor corporation of the Corporation or of another enterprise at the request of such predecessor corporation; "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and "expenses" includes, without limitation, attorneys' fees and any expenses of establishing a right to indemnification under Sections 4 or 5(b) this Article IX.

SECTION 2. INDEMNIFICATION IN ACTIONS BY THIRD PARTIES

This Corporation shall, to the maximum extent of the law, indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the Corporation to procure a judgment in its favor, an action brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust), by reason of the fact that such person is or was an agent of the Corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by such person in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the Corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the Corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

SECTION 3. INDEMNIFICATION IN ACTIONS BY OR IN THE RIGHT OF THE CORPORATION

This Corporation shall, to the maximum extent of the law indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the Corporation, or brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust, to procure a judgment in the Corporation's favor by reason of the fact that such

person is or was an agent of the Corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section:

- (a) In respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation in the performance of such person's duty to the Corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;
- (b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or
- (c) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval, unless it is settled with the approval of the Attorney General.

SECTION 4. INDEMNIFICATION AGAINST EXPENSES

To the extent that an agent of the Corporation has been successful on the merits in defense of any proceeding referred to in Section 2 or Section 3 of this Article IX or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses and reasonably incurred by the agent in connection therewith.

SECTION 5. REQUIRED DETERMINATION

Except as provided in Section 4 of this Article, any indemnification under this Article shall be made by the Corporation only if authorized in the specific case, upon determination that indemnification of the agent is proper in circumstances because the agent has met the applicable standard of conduct set forth in Section 2 or Section 3 of this Article IX by:

- (a) A majority vote of a quorum consisting of directors who are not parties to such proceeding; or
- (b) The court in which such proceeding is or was pending upon application made by the Corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by the Corporation.

SECTION 6. ADVANCE OF EXPENSES

Expenses incurred by a person seeking indemnification under this Article IX in defending any proceeding covered by this Article IX may be advanced by the Corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article IX.

SECTION 7. OTHER INDEMNIFICATION

No provision made by the Corporation to indemnify its directors or officers or its subsidiary's directors or officers for the defense of any proceeding, whether contained in the Articles, these Bylaws, a resolution of members or Directors, an agreement or otherwise, shall be valid unless consistent with this Article IX. Nothing contained in this Article IX shall affect any right to indemnification to which persons other than such directors and officers may be entitled by contract or otherwise.

SECTION 8. FORMS OF INDEMNIFICATION NOT PERMITTED

No indemnification or advance shall be made under this Article IX, except as provided in Section 4 or 5(b) of this Article IX, in any circumstances where it appears:

- (a) That it would be inconsistent with a provision of the Articles, these Bylaws or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid which prohibits or otherwise limits indemnification; or
- (b) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

SECTION 9. INSURANCE

The Corporation shall have power to purchase and maintain insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of this Article, provided, however, that a Corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the Corporation for a violation of Section 5233 of the California Nonprofit Corporation Law.

CERTIFICATE OF SECRETARY

The undersigned hereby certifies that:

1. I am the duly elected and acting Secretary of U.S.-Japan Council, a California nonprofit public benefit corporation; and
2. The foregoing Bylaws consisting of 19 pages constitute the Bylaws of such corporation as duly adopted by the Board of Directors on September 13, 2017, and have not been amended or modified since such date.

IN WITNESS WHEREOF, I have executed this Certificate as of this Sept. 13, 2017.



Susan Morita, Secretary