

**RESTATED BYLAWS
OF
SAN FRANCISCO JAPANESE SCHOOL,
a California Nonprofit Public Benefit Corporation**

**ARTICLE I
OFFICES**

Section 1.1 Principal Office. The principal office (the "Office") of San Francisco Japanese School ("SFJS"), a California nonprofit public benefit corporation, may be located at any place or places within the State of California by resolution of SFJS's board of directors (the "Board") for the purpose of SFJS's any and all business transactions.

Section 1.2 Other Offices. The Board may establish branch or subordinate offices any place or places where SFJS is qualified to conduct its activities.

**ARTICLE II
PURPOSES**

Section 2.1 Purposes. The purposes of SFJS are educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and Section 214 of the California Revenue and Taxation Code. In furtherance of its tax-exempt educational purposes, SFJS operates a school (s) (the "School"), which provides Japanese academic curricula in Japanese language compatible with both local requirements and the standard educational curricula in Japan, to help children develop sufficient knowledge and abilities that would allow them to successfully transfer to a school in Japan, if their family circumstances dictated such transfer, and grow into active players in the international society.

**ARTICLE III
MEMBERSHIP**

Section 3.1 Classes and Qualifications of Membership. SFJS shall have two classes of voting members with the following qualifications:

(a) Parental Members. Parental Members are parents, or legal guardians, whose child or children are enrolled in the School operated by SFJS. Each household shall be counted as one member regardless of the number of parents or legal guardians or children comprising such household. All Parental Members must be registered with the Office upon admission of their child or children to the School. Parental Members make up the parents' association of SFJS (the "Parents Association"), which shall be governed by its own official rules (the "Parents Association Rules"), subject to the ultimate control and discretion of the Board.

(b) Corporate Members. Corporate Members are business firms operating in the United States that support the purposes of SFJS; have made direct or indirect contributions to the School; and are approved by the Board to become members. Each firm shall be counted as one member regardless of its size.

Section 3.2 Rights of Membership. Parental and Corporate Members shall have the right to vote, as set forth in these Bylaws on the election of directors, on the disposition of all or substantially all of SFJS's assets, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve SFJS. Parental Members shall be entitled to one vote per household. Corporate Members shall be entitled to one vote per firm. In addition, those members shall have all the rights afforded members under the California Nonprofit Public Benefit Corporation Law.

Section 3.3 Nonvoting "Members". The Board may, in its discretion, admit individuals to one or more classes of nonvoting members and refer to such individuals as "members" or "associate members" even though they are not members within the meaning of Section 5056 of the California Nonprofit Corporation Law and Section 3.1 of these Bylaws. Such nonvoting members shall not have any voting or other rights pursuant to these Bylaws, and all references herein to any voting or other rights of members shall refer only to

the voting rights of voting members. SFJS shall have two classes of nonvoting members with the following qualifications:

(a) Consulate General Members. Consulate General Members consist of the Consul General of Japan in San Francisco and personnel thereof.

(b) Honorary Members. Honorary Members may be elected by the Board.

Section 3.4 Membership Applications, Dues, Fees, Tuitions, and Assessments. Application for membership must be made in writing to the Office. The application must be approved by the Board for admission to membership in accordance with the admission rules and regulations as determined and set forth by the Board. Each Parental Member must pay, within the time and on the conditions set by the Board, the dues, fees, tuitions, and assessments in amounts to be fixed from time to time by the Board. The dues, fees, tuitions, and assessments shall be equal for all members of each class, but the Board may, in its discretion, set different dues, fees, and assessments for each class. For Parental Members, the initial dues shall be payable at the time their children are enrolled in the School.

Section 3.5 Members in Good Standing. Members who have paid the required dues, fees, tuitions, and assessments in accordance with these Bylaws and who are not suspended shall be members in good standing.

Section 3.6 Termination of Membership. A membership shall terminate on occurrence of any of the following events, of which (a) or (b) shall result in automatic termination:

(a) Resignation of the member by written notice to the Office;

(b) Expiration of Parental membership, when the child or children of the member are no longer enrolled in the School;

(c) The Parental Member's failure to pay dues, fees, tuitions, or assessments as set by the Board within three months after they are due and payable;

(d) The Corporate Member's dissolution, bankruptcy, or failure to respond to SFJS's notices or communications within three months after such notices or communications were sent;

(e) Any event that renders the member ineligible for membership, or failure to satisfy the membership qualifications.

Section 3.7 Suspension of Membership. A membership may be suspended, under Section 3.8 of these Bylaws, based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that any event specified under Section 3.6 (c) through (e) has occurred.

Section 3.8 Procedures for Termination or Suspension of Membership. If grounds appear to exist for suspending or terminating a member under Sections 3.6 (c) through (e), or 3.7 of these Bylaws, the following procedure shall be followed:

(a) The Board shall give the member at least 15 days' prior notice of the proposed suspension or termination and the reasons for the proposed suspension or termination. Notice shall be given in writing by any method reasonably believed to provide delivery of the relevant information. Notice given by mail shall be sent by first-class or registered mail to the member's last address as shown on SFJS's records.

(b) The member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed suspension or termination. The hearing shall be held, or the written statement considered, by the Board or by a committee or person authorized by the Board to determine whether the suspension or termination should occur.

(c) The Board, committee, or person shall decide whether the member shall be suspended, expelled, or sanctioned in any way. The decision of the Board, committee, or person shall be final.

(d) Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within one year after the date of the expulsion, suspension, or termination.

Section 3.9 Transfer of Membership. No membership or any right arising from membership shall be transferred. All rights of membership cease on the member's death, suspension, termination, or dissolution.

ARTICLE IV MEETINGS OF THE MEMBERS

Section 4.1 Place of Meeting. Meetings of the members shall be held at any place within the State of California that has been designated from time to time by the Board. The Board may authorize members who are not present in person to participate by electronic transmission or electronic video communication.

(a) If the participation of a meeting by electronic transmission or electronic video communication is authorized by the Board in its sole discretion, and if the members provided unrevoked recorded consents to the use of such transmission or communication, and subject to guidelines and procedures the Board may adopt, members not physically present in person (or by proxy) at a meeting of members may participate in a meeting of members, be deemed present in person (or by proxy), and vote at a meeting of members by electronic transmission by and to SFJS or by electronic video screen communication. Whether that meeting is to be held at a designated place or in whole or in part by means of electronic transmission by and to SFJS or by electronic video screen communication shall not affect the effectiveness of such meeting, subject to the requirements of these Bylaws.

(b) A meeting of the members may be conducted, in whole or in part, by electronic transmission by and to SFJS or by electronic video screen communication if the following two conditions are met: (1) if SFJS implements reasonable measures to provide members in person (or by proxy) a reasonable opportunity to participate in the meeting and to vote on matters

submitted to the members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings, and (2) if any member votes or takes other action at such meeting, a record of that vote or action is maintained by SFJS. Any request by SFJS to a member for unrevoked consent to conduct a meeting of members by electronic transmission by and to SFJS shall include a notice that without such consent of the member, the meeting shall be held at a physical location in accordance with Section 4.1 of these Bylaws.

Section 4.2 Annual Meeting. An annual meeting of the members shall be held between February 1 and March 31 of each year on such date, time and place as may be selected by the Board at least 30 days prior to the meeting. At the meeting, directors shall be elected or confirmed and other proper business may be transacted.

Section 4.3 Special Meetings.

(a) Special meetings of the members for any lawful purpose or purposes may be called at any time by the Board or on written request made by the President, by any five (5) directors, or by five (5) percent or more of the voting members.

(b) Any person (other than the Board) entitled to call a special meeting shall first submit a written request to the Secretary-General of SFJS, specifying the general nature of the business proposed to be transacted. The Secretary-General shall then cause notice to be given promptly to the members entitled to vote, under Section 4.4 of these Bylaws, stating that a meeting will be held at a specified time and date fixed by the Board; provided, however, that the meeting date shall be at least 35 but no more than 90 days after receipt of the request. If the notice is not given within 20 days after the request is received, the person or persons requesting the meeting may give the notice. This subdivision shall not apply if a meeting is called by the Board.

(c) No business not within the general nature of the business that was set forth in the notice of the meeting may be transacted at a special meeting.

Section 4.4 Notice. Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given, under Section 4.4 of these Bylaws, to each member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting. The notice shall also specify whether the meeting will use the means of electronic transmission by and to SFJS or electronic video screen communication, if any, by which members may participate in the meeting. For the annual meeting, the notice shall state the matters that the Board intends to present for action by the members at the time when notice is given. For a special meeting, the notice shall state the general nature of the business to be transacted and shall state that no other business may be transacted. The notice of any meeting at which directors are to be elected shall include the names of all persons who are nominees when notice is given.

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

- (1) Removing a director without cause;
- (2) Filling vacancies on the Board;
- (3) Amending the Articles of Incorporation (the "Articles");
- (4) Electing to wind up and dissolve SFJS; or
- (5) Approving a contract or transaction between SFJS and one or more directors, or between SFJS and any entity in which a director has a material financial interest.

(b) Notice of any meeting of members shall be in writing and shall be given at least 10 but no more than 90 days before the meeting date. The notice shall be given either personally, by electronic transmission, or by first-class, registered, or certified mail, or by other means of written communication, charges prepaid, and shall be addressed to each member entitled to vote, at

the address of that member as it appears on the books of SFJS or at the address given by the member to SFJS for purposes of notice. If no address appears on SFJS's books and no address has been so given, notice shall be deemed to have been given if either (i) notice is available for the member at the Office; or (ii) notice is published at least once in a newspaper of general circulation in the county in which the Office is located.

(c) Notice given by electronic transmission by SFJS shall be valid only if:

(1) Delivered by (i) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that recipient on record with SFJS; (ii) posting on the official Website, an electronic message board or network that SFJS has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered on the later of the posting or delivery of the separate notice of it; or (iii) other means of electronic communication;

(2) To a recipient who has provided an unrevoked consent to the use of those means of transmission for communications; and

(3) That creates a record that is capable of retention, retrieval, and review, and that may thereafter be produced into clearly legible tangible form, including paper.

(d) Notwithstanding the foregoing:

(1) An electronic transmission by SFJS to a member who is a natural person is not authorized unless the consent to the transmission was preceded by or includes a clear written statement to the recipient stating: (i) that the recipient has a right to receive the information on paper or in nonelectronic form; (ii) whether the consent applies only to that transmission, to specified categories of communications, or to all communications from SFJS; and (iii) the procedures the recipient must use to withdraw the consent.

(2) Notice shall not be given by electronic transmission by SFJS after either of the following: (i) SFJS is unable to deliver two consecutive notices to the member by that means or (ii) the inability to deliver the notices to the member becomes known to the Secretary-General, or any other person responsible for the giving of the notice.

(e) An affidavit of the mailing of any notice of any members' meeting, or of the giving of such notice by other means, may be executed by the Secretary-General, and if so executed, shall be filed and maintained in SFJS's minute book.

Section 4.5 Quorum. One third of the voting power shall constitute a quorum for the transaction of business at any meeting of members. Members may discuss matters at an informal "meeting" even if less than one-third of the voting power in person or proxy are present; however no matters may be voted upon or actions taken at such informal meeting. Except as otherwise required by law, the Articles, or these Bylaws, the members present, either in person or by proxy, at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

Section 4.6 Voting. Subject to the California Nonprofit Public Benefit Corporation Law, members in good standing on the record date as determined under Section 4.10 of these Bylaws shall be entitled to vote at any meeting of members.

(a) Voting may be by show of hands or by ballot, except that any election of directors must be by ballot if demanded before the voting begins by any member at the meeting.

(b) Each member entitled to vote may cast one vote on each matter submitted to a vote of the members.

(c) If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be deemed the act of the members unless the vote of a greater number, or voting by classes, is required by the California Nonprofit Public Benefit Corporation Law or by the Articles.

Section 4.7 Waiver of Notice. The transactions of any meetings of members, however--- called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after standard call and notice, if (a) a quorum is present either in person or by proxy, and (b) either before or after the meeting, each member entitled to vote, not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of the meeting except that, if action is taken or proposed to be taken for approval of any matter specified in Section 4.4(a) of these Bylaws, the waiver of notice, consent, or approval, shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

If a member attends a meeting without objecting to the transaction of any business at the beginning of the meeting even if such meeting was not lawfully called or convened, the attendance of the member shall constitute a waiver of notice of the meeting and shall constitute presence at that meeting. Despite the attendance of the member at such meeting, the member does not waive any right to object to the consideration of matters that are required to be included in the notice of the meeting but not so included so long as the member objects expressly at the meeting.

Section 4.8 Actions by Unanimous Written Consent. Any action required or permitted to be taken by the members may be taken without a meeting, if all members consent in writing to the action. The written consent or consents shall be filed with the minutes of all proceedings of the members. The action by written consent shall have the same force and effect as a unanimous vote of the members.

Section 4.9 Actions by Written Ballot. Any action, including the election of directors, that members may take at any meeting of members may also be taken without a meeting, at the sole discretion of the Board, by complying with the following provisions:

(a) SFJS shall distribute one written ballot to each member entitled to vote on the matter. The form of such written ballots shall be approved by the Board prior to distribution. The ballot and any related material may be sent by electronic transmission that meets the requirements of Section 4.4(c) of these Bylaws. All solicitations of votes by written ballot shall (i) state the number of responses needed to meet the quorum requirement; (ii) state the percentage of approvals necessary to pass the measure or measures (with respect to ballots other than for election of directors); and (iii) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall (i) set forth the proposed action; (ii) give the members an opportunity to specify approval or disapproval of each proposal; and (iii) provide a reasonable time in which to return the ballot to SFJS. Subject to reasonable specified conditions, any written ballot distributed to ten or more members shall provide that if a member specifies a choice in any such matter, the vote shall be cast according to that specification. In any election of directors, a written ballot that a member marks “withhold,” or otherwise marks in a manner indicating that authority to vote is withheld, shall not be voted either for or against the election of a director.

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

(c) A written ballot may not be revoked by a member after submission.

(d) All written ballots shall be filed with the Secretary-General of SFJS and maintained in the corporate records for at least three (3) years.

Section 4.10 Record Date for Notice, Voting, Written Ballots, and Other Actions of Members. For purposes of establishing the members entitled to receive notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights in any lawful action, the Board may, in advance, fix a record date.

(a) The record date for determining the members entitled to notice of a meeting shall be the day on which the notice is given;

(b) The record date for the purpose of voting at a meeting shall be the day on which the meeting is held;

(c) The record date for voting by written ballot shall be the day on which the first written ballot is mailed or solicited; and

(d) The record date for taking any other action shall be the day on which that action is taken.

Section 4.11 Proxies.

(a) Each member entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written proxy, signed by the person and filed with the Secretary-General of SFJS, subject to any limitations in these Bylaws. A proxy shall be deemed signed if the member's name is placed on the proxy by the member or the member's attorney-in-fact, whether by manual signature, typewriting, facsimile transmission, or otherwise.

(b) Any form of proxy distributed to members shall give the member an opportunity to specify a choice between approval and disapproval of each matter or group of related matters. Subject to reasonable specified conditions, the proxy shall also provide that, when the member specifies a choice in any such matter, the vote shall be cast according to that specification. In an

election of directors, if there are more candidates than the number of offices available, voting shall be conducted by written ballots and proxies are not allowed.

(c) Any revocable proxy covering matters for which a vote of the members is required shall not be valid unless the proxy sets forth the general nature of the matter to be voted on. Such matters include amendments to the Articles; amendments to the Articles or Bylaws changing proxy rights; removal of directors without cause; filling vacancies on the Board; the sale, lease, exchange, conveyance, transfer, or other disposition of all or substantially all corporate assets unless the transaction is in the usual and regular course of SFJS's activities; the principal terms of a merger or the amendment of a merger agreement; the election to dissolve SFJS; contracts or transactions between SFJS and one or more directors or between SFJS and an entity in which a director has a material financial interest; or a plan of distribution of assets other than money to members when SFJS is in the process of winding up, when the distribution is not in accordance with liquidation rights of any class or classes.

(d) No proxy shall be valid after the expiration of 11 months from the date of the proxy, unless provided otherwise in the proxy, except that the maximum term of a proxy shall be three years after the date of execution. The revocability of a proxy that states on its face that it is irrevocable shall be governed by Corporations Code section 5613. A validly executed proxy that does not state that it is irrevocable shall continue in full force and effect until either:

(1) It is revoked by the member executing it before the vote is cast under that proxy, (i) by a writing delivered to SFJS stating that the proxy is revoked, (ii) by a subsequent proxy executed by that member and presented to the meeting, or (iii) as to any meeting, by the member's personal attendance and voting at the meeting; or

(2) Written notice of the death or incapacity of the maker of the proxy is received by SFJS before the vote under the proxy is counted.

Section 4.12 Adjournment. Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting, either in person or by proxy. No meeting may be adjourned for more than 45 days. When a members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned (or the means of electronic transmission by and to SFJS or electronic video screen communication, if any, by which members may participate) are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, SFJS may transact any business that might have been transacted at the original meeting.

ARTICLE V DIRECTORS

Section 5.1 Powers of Directors. 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 SFJS shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of SFJS to any person or persons, management company, or committees however composed, provided that the activities and affairs of SFJS shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitations, the Board shall have power to do the following:

(a) Direct, manage and control the affairs and activities of SFJS and make such action plans, rules and regulations for these purposes consistent with law, the Articles or these Bylaws as the Board deems appropriate.

(b) Oversee the overall finance of SFJS by supervising and directing SFJS's officers; approving operating budgets; reviewing recordkeeping procedures; auditing financial records; managing all of its assets; collecting dues, fees, tuitions and assessments for membership as set by the Board; and solicit contributions, grants, endowments and donations through fundraising efforts in accordance with law, the Articles and these Bylaws.

(c) Select, designate and remove all officers, including the Secretary-General, agents, teachers and employees of SFJS; prescribe powers and duties for them consistent with law, the Articles or these Bylaws; fix and change their compensation and employment conditions, including benefits; and require from them security for faithful service.

(d) Audit the accounts of SFJS's officers and exercise general supervision over their performance.

(e) Borrow money and incur indebtedness on SFJS's behalf, and cause to be executed and delivered for SFJS's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities.

(f) Adopt and use a corporate seal, and alter the form of such seal from time to time, as the Board deems appropriate.

(g) Accept and reject applications for membership consistent with the admission rules and regulations set by the Board and these Bylaws.

(h) Receive and act upon reports from SFJS's officers, committees, agents and employees.

Section 5.2 Standard of Conduct. The following duties and liabilities of directors shall apply whether or not a director is compensated by SFJS:

(a) A director shall perform the duties of a director, including duties as a member of any committee of the Board upon which the director may serve, in

good faith, in a manner such director believes to be in the best interests of SFJS and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

(b) 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:

(1) One or more officers or employees of SFJS whom the director believes to be reliable and competent in the matters presented;

(2) Counsel, independent accountants or other persons as to matters which the director believes to be within such person's professional or expert competence; or

(3) A committee upon which the director does not serve that is composed exclusively of any or any combination of directors, persons described in subdivision (b)(1), or persons described in subdivision (b)(2), as to matters within its designated authority, which committee the director believes to merit confidence, so long as, in any such case, the director acts in good faith, after reasonable inquiry when the circumstances indicate it is necessary to do so and without knowing that such reliance is not justified.

(c) Except as provided in Section 5233 of the California Nonprofit Public Benefit Corporation Law, which generally describes self-dealing transactions (e.g., a transaction to which SFJS is a party, in which one or more of its directors has a material financial interest, and which does not meet the requirements of one of the exceptions stated in Section 5233), a person who performs the duties of a director of SFJS in accordance with subdivisions (a) and (b) shall have no liability based upon any alleged failure to discharge the person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which SFJS, or assets held by it, are dedicated.

Section 5.3 Number and Classes of Directors. The authorized number of directors of SFJS shall be fifteen (15), consisting of:

(a) Up to Five (5) directors elected by the members (the “Elected Directors”).

(b) Four (4) directors designated by and selected from the Parents Association (the “Parents Association Directors”).

(c) The Board may appoint additional Directors (the “Board-Appointed Directors”), provided that the combined number of Elected Directors and Board-Appointed Directors does not exceed ten (10). All Board-Appointed Directors shall be appointed on the basis of their demonstrated experience or expertise which complements the board composition. No more than two (2) non-members shall be appointed to Board-Appointed Directors.

(d) The Secretary-General designated by the Board, who shall be an *ex officio* director.

Section 5.4 Selection of Elected Directors. Up to five Elected Directors shall be elected by written ballot consistent with Section 4.9 and in accordance with the following procedures:

(a) Election Administration:

(1) The Election Committee, as described in Section 7.5 of these Bylaws, shall manage the election administration, and as part of such administration the Election Committee shall:

(A) Announce the election.

(B) Accept the applications of nominees.

(C) Review the eligibility of the nominees.

(D) Publish and distribute an Election Bulletin as set forth in Section 5.4(c).

(E) Administer the voting and the vote count.

(F) Confirm and announce the election results.

(G) Review, assess, and reverse, as necessary, the election outcome in the event of violations.

(H) Carry out other necessary duties regarding the election administration.

(b) Nominating Process:

A member entitled to vote may self-nominate himself or herself as a candidate for Elected Director by mailing or submitting directly or electrically to the Election Committee at the Office an official application form for candidacy bearing at least five Recommenders' signatures within the period provided by the election schedule in Section 5.4(f) (the "Election Schedule"). A Recommender must be a (i) member in good standing, (ii) who is not standing as a candidate in the same election, and (iii) who is not already a Recommender for another candidate in the same election.

(c) Campaign Process:-

(1) Election campaigns may commence only when Election Bulletins and ballots are distributed to the members by the last Saturday of January as set forth in the Election Schedule and shall end on the day immediately prior to the deadline for voting as set forth in the Election Schedule.

(2) The Election Committee shall publish at least one Election Bulletin which includes for each candidate (to the extent such information has been provided to the Election Committee): his or her name, experience, photo, platform, specific interest in SFJS, any conflict of interest in serving as a director of SFJS, and any other matters that the Election Committee finds relevant.

(3) An Election Bulletin shall be published on the official Website of SFJS and mailed to each Parental Member and Corporate Member by the deadline set forth in the Election Schedule.

(4) During an election campaign, no candidate may pay a visit to a member with the intent to gain a vote or influence whether or not such member votes in the election.

(5) During an election campaign, SFJS shall not distribute any documents or pictures related to the election or the candidates other than the Election Bulletin described herein. No candidate shall distribute to any member any materials related to, or with the intent of influencing, the election.

(d) Voting Process:

(1) Voting in an election of directors shall be conducted by written ballot approved by the Board ("Official Ballot"). Official Ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, name the candidates in an election (if applicable), and provide a reasonable time within which to return the ballot to SFJS. Official Ballot and related material including the Election Bulletin shall be mailed to the members by First Class with postage prepaid unless distributed by electronic transmission as provided below.

(2) At the sole discretion of the Board, Official Ballot and related material including the Election Bulletin may be sent by electronic transmission by SFJS to the voting members and responses may be returned by electronic transmission to SFJS consistent with the requirements of Section 4.4(c) and (d) of these Bylaws made applicable in this context.

(3) Only Official Ballots received by the Office within the period provided by the Election Schedule shall be counted.

(4) A Vote Count Administrator elected by the Election Committee shall be responsible for all administrative matters related to the counting of votes, subject to supervision of the Election Committee.

(5) The Vote Count Administrator shall review and inspect the ballots, and count the votes included in all valid ballots, in the presence of the Election Committee.

(6) The Election Committee shall make the final determination regarding the invalidity of any ballot. A ballot shall be valid as long as the voter's intent is clear; provided, however, that a ballot shall be invalid if:

(A) It is not an Official Ballot;

(B) It includes a vote for an individual not nominated in accordance with the procedures set forth herein; or

(C) It includes a vote for more than the number of open positions for Elected Directors.

(7) The nine candidates receiving the most votes shall be elected. If there is more than one 9th rank candidate, based on the number of votes, the final determination shall be made by lot administered by the Election Committee.

(8) If there are not more nominees than open positions for Elected Directors, the Election Committee may declare that those nominated and qualified to be elected have been elected; provided, however, that they each received one or more valid votes. Notwithstanding anything herein to the contrary, if there are not more nominees than open positions for Elected Directors, voting may take place by show of hands at an annual meeting, and voting by either Official Ballot or other written ballot shall not be required unless an election by ballot is demanded before the voting begins by any member at the meeting.

(e) Challenge to the Validity of an Election. Voters or candidates may question the validity of an election by submitting a claim to the Election Committee within 7 days following the deadline for voting

(f) Election Schedule:--

The Board elects the Election Committee.	Board meeting by the end of October
Announcement of election by Election Committee.	First Saturday of November
Election Committee commences accepting applications for candidacy. The Board commences the selection for the Board's nominees.	Last Saturday of November
Last day for submitting applications for candidacy to the Election Committee (must be received by the Office).	By 2nd Friday of December (3 PM)
Election Committee examines the validity of applications, and notifies the applicants if the submitted applications are invalid.	By 3rd Friday of December (3 PM)
Last day for re-submitting applications for candidacy (must be received by the Office).	By 2nd Saturday of January (3 PM)
Campaign commences when Election Bulletin and ballots are distributed to the members by mail or by electronic transmission. If sent by mail, Election Bulletin and ballot shall be deposited in the US first-class mail or delivered to a common carrier for transmission.	By Last Saturday of January

Voting commences by sending written ballots to the Office by mail or by electronic transmission.	
Deadline for voting (written ballots must be received by the Office).	By 2nd Friday of February
Vote count commences under the monitoring of the Election Committee and elected directors shall be determined.	(3 PM)
Election Committee reports the election results at the Annual Meeting.	Between February 1 and March 31.

Section 5.5 Term of Office. Each Elected Director, Parents Association Director and Board-Appointed Director shall serve for a term of one year from April 1 to March 31 and until a successor director has been elected, selected or designated and qualified. Any Elected Directors, Parents Association Directors, or Board-Appointed Directors, who were active members of SFJS or the Parents Association at the time of election or designation and whose membership was terminated thereafter for the occurrence of a termination event shall continue to serve the full term for which they are elected unless they resign or are removed as provided in Section 5.7. No directors may serve more than four terms cumulatively, however the cumulative count will be reset to zero if the person is not appointed to any class of Director for two consecutive terms. The Secretary-General designated by the Board shall have no term; however the Board may decide to set a term, or remove Secretary General at any time.

Section 5.6 Restriction on Interested Directors.

(a) Not more than 49% of the persons serving on the Board at any one time may be “interested persons.” An interested person for the purposes of this Section 5.6 refers to (i) any person being compensated by SFJS for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor or otherwise, excluding any

reasonable compensation paid to a director as director; and (ii) 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 such person. Any violation of the provisions of this paragraph shall not, however, affect the validity or enforceability of any transaction entered into by SFJS.

(b) As a further restriction, no individual person being, having been, or anticipating being compensated by SFJS for services rendered to it at any point in the past, present, or future, whether as a full-time or part-time employee, independent contractor or otherwise, excluding any reasonable compensation paid to a director as director, may serve on the Board of Directors of the Human Resources Committee, at any time for any reason. The Secretary General, however, shall be exempted from this Section 5.6(b). Any violation of the provisions of this paragraph shall not, however, affect the validity or enforceability of any transaction entered into by SFJS.

Section 5.7 Vacancies.

(a) A vacancy or vacancies in the Board shall be deemed to exist in case of (i) the death, resignation or removal of any director whether by operation of Section 5.7(d) of these Bylaws, by the members, by the Parents Association (with respect to the Parents Association Directors), or by the Board (with respect to the Board-Appointed Director); (ii) the declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by a final order of court, or been convicted of a felony, or been found by a final order or judgment of any court to have breached any duty arising under Chapter 2, Article 3 of the California Nonprofit Public Benefit Corporation Law; (iii) the declaration of the Board, by a majority vote of the directors who meet all of the required qualifications to be a director, of a vacancy in the office of a director who fails or ceases to meet any required qualification that was in effect at the beginning of that director's current term of office; or (iv) the increase of the authorized number of directors.

(b) Except as provided herein, any director may resign by giving written notice to the President or the Secretary-General. The resignation shall be effective

when the notice is given unless it specifies a later time for the resignation to become effective. If the resignation is effective at a later time, the Board may elect a successor before such time, to take office as of the date when the resignation becomes effective. Except on notice to the California Attorney General, no director may resign if SFJS would be left without a duly selected director or directors.

(c) Any Elected Director may be removed, with or without cause, by the vote of a majority of the members present at a special meeting called for that purpose provided that a quorum was established and consistent with Section 4.5 of these Bylaws. Notwithstanding the foregoing, if SFJS has fewer than 50 members, removal of an elected director shall require a vote of a majority of all members in good standing. The Parents Association Directors may be removed, with or without cause, by the Parents Association. The Board-Appointed Director may be removed, with or without cause, by the Board.

(d) Any director who does not attend three (3) successive board meetings will be subject to removal from the Board unless the director requests a leave of absence for a limited period of time, and the leave is approved by the directors at a regular or special meeting (if such leave is granted, the number of directors will be reduced by one in determining whether a quorum is or is not present). The Board by resolution of a two-thirds majority of directors must agree before a director who has missed three meetings shall be removed.

(e) Vacancies in the Board of an Elected Director or Board-Appointed Director office may be filled by a majority of the remaining directors, even if such number of directors is less than a quorum, or by a sole remaining director. Vacancies in the Board of a Parents Association Director office shall be filled by the Parents Association. Each director selected to fill a vacant position shall hold office until the expiration of the term of the replaced director and until a successor has been selected and qualified. However, a Board

vacancy need not be filled if the total number of directors is a majority of the authorized number of directors or more.

(f) 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 5.8 Rights of Inspection. Each director of SFJS 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 properties of SFJS. The inspection may be made in person or by the director's agent or attorney.

Section 5.9 Costs and Expenses. Directors may receive such reimbursement of expenses, if any, as the Board may establish by resolution to be just and reasonable as to SFJS at the time that the resolution is adopted.

ARTICLE VI MEETINGS OF THE BOARD

Section 6.1 Place of Meeting. Meetings of the Board shall be held at any place within the State of California that has been designated from time to time by the Board. In the absence of such designation, regular meetings shall be held at the Office of SFJS.

Section 6.2 Annual Meetings. The Board shall hold an annual meeting for the purpose of organization, selection of officers and the transaction of other business. Annual meetings of the Board may be held without call on such dates and at such times as may be fixed from time to time by the Board. The annual meeting shall be one of the regular meetings of the Board.

Section 6.3 Regular Meetings. Regular meetings of the Board may be held without call on such dates and at such times as may be fixed from time to time by the Board. Notice of the time and place of a regular meeting shall be given to each director in the same manner as provided in Section 6.4(b), (c), and (d); provided, however, that notice sent by first-class mail shall be deposited in

the United States mails at least seven days before the time set for the meeting, and notice given personally or by telephone, facsimile, electronic mail or other similar means of communication, shall be delivered, telephoned, or otherwise sent, as appropriate, at least seven days before the time set for the meeting. Regular meetings shall generally be held in April, June, October, December, and February; provided, however, that the Board may by resolution fix other dates for any regular meeting and may, at its sole discretion, cancel any regular meeting other than the annual meeting.

Section 6.4 Special Meetings.

(a) Special meetings of the Board for any purpose or purposes may be called at any time by the President, or by any five directors with a written request.

(b) Notice of the time and place of special meetings shall be given to each director by (i) personal delivery of written notice; (ii) first-class mail, postage prepaid; (iii) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, either directly to the director or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director; (iv) facsimile; (v) electronic mail; or (vi) other electronic means. Any such notice shall be addressed or delivered to each director at such director's address as it is shown upon the records of SFJS or as may have been given to SFJS by the director for purposes of notice. If such address is not shown on such records or is not readily ascertainable, staff at the Office will make the best effort reasonably possible to locate the director.

(c) Notice of a special meeting sent by first-class mail shall be deposited in the United States mails at least four days before the time set for the meeting. Notice of a special meeting given personally or by telephone, facsimile, electronic mail or other similar means of communication, shall be delivered, telephoned, or otherwise sent, as appropriate, at least 48 hours before the time set for the meeting.

(d) Notice of a special meeting shall state the time and the place of the meeting. The notice need not specify the purpose of the meeting.

Section 6.5 Quorum. A majority of the authorized number of directors constitutes a quorum of the Board for the transaction of business, except to adjourn as provided in Section 6.10 of these Bylaws. Notwithstanding any amendment of these Bylaws to the contrary, a quorum shall not be less than the greater of (a) one-fifth the number of authorized directors, or (b) two. Every action taken or decision made by at least a two-thirds majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (b) approval of certain transactions between corporations having common directorships, (c) creation of and appointments to committees of the Board, and (d) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a two-thirds majority of the required quorum for such meeting.

Section 6.6 Voting. Each director present shall be entitled to one vote on each matter placed before a meeting. Except as otherwise required by these Bylaws or by applicable law, any action taken at a meeting shall require the affirmative vote of a two-thirds majority of the directors present and voting at a duly held meeting at which a quorum is present.

Section 6.7 Participation in Meetings by Conference Telephone. Members of the Board may participate in a meeting through use of conference telephone, electronic video screen communication or electronic transmission by and to SFJS as defined by California Corporations Code Sections 20 and 21. Participation in a meeting through use of conference telephone or electronic video screen communication pursuant to this Section constitutes presence in person at that meeting as long as all members participating in the meeting are able to hear one another. Participation in a meeting through use of electronic transmission by and to SFJS, other than conference telephone or electronic

video screen communication, pursuant to this Section constitutes presence in person at that meeting if both of the following apply: (i) each member participating in the meeting can communicate with all of the other members concurrently; and (ii) each member 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 SFJS.

Section 6.8 Waiver of Notice. Notice of a meeting as required in Section 6.3 and 6.4 need not be given to any director who, either before or after the meeting, signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes of the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 6.9 Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board shall consent in writing to such action. Such action by written consent, which may be accomplished through email so long as the action is signed by all members of the Board and collected and confirmed by an authorized officer, shall have the same force and effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board. For purposes of this Section 6.9 only, “all members of the Board” shall not include any “interested director” as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law.

Section 6.10 Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting of the Board 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 be 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, in accordance with Section 6.4 (b), (c) and (d) of these Bylaws, prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

ARTICLE VII COMMITTEES

Section 7.1 Board Committees. The Board, by resolution adopted by a two-thirds majority of the directors then in office, may 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 committees of the Board shall be by a two-thirds majority vote of the directors then in office. The Board may appoint one or more directors as alternate members of any such committee, who may replace any absent member at any meeting. Board committees shall have such powers as described herein or by Board resolution.

The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. 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 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 VI of these Bylaws applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee.

Section 7.2 Human Resources Committee. The Human Resources Committee, a Board committee, shall (i) consider and decide upon certain employment-related matters, with the suggestions of the Principal; (ii) evaluate the performance of the Secretary-General; and (iii) report its findings, actions, and evaluations to the Board. The President shall chair the Human Resources Committee. Principal Officers (as defined in Section 8.1 of these Bylaws) shall serve concurrently as members of the Human Resources Committee. However, the Secretary General shall not participate on the Human Resources Committee with respect to his or her own evaluation.

Section 7.3 Standing Committees. Each of the standing committees described in this Section are Board committees that shall be chaired by a committee chairperson designated by the Board. Generally, the First Vice President shall

be committee chairperson for the Public & Internal Relations Committee, the Treasurer shall be committee chairperson for the Finance Committee, and the Second Vice President shall be committee chairperson for the Legal Committee; provided, however, that the Board may appoint other individuals as committee chairpersons, at its sole discretion. Notice of, and procedures for, meetings of standing committees shall be as prescribed by the chairperson of each such committee, and meetings of any such committee may be called by the Board or the chairperson of such committee. Each standing committee shall coordinate joint meetings with one or more other standing committees if it is necessary for multiple committees to discuss cross-committee issues jointly.

(a) Public & Internal Relations Committee. The Public & Internal Relations Committee shall be responsible for investigation, study and implementation of the following matters:

(1) Promote the safety, security and protection of all students, staff, and properties of SFJS and those of its host schools by developing and improving safety rules and programs.

(2) Develop, improve and maintain information systems for the school management including the official Website, Parental Members' duty rosters and email/telephone communication with the members.

(3) Public relations through various media, including the maintenance of SFJS's official Website and the internal publication of the Board newsletters.

(b) Finance Committee. The Finance Committee shall be responsible for investigation, study and implementation of the following matters:

(1) Drafting annual budget proposals.

(2) Overseeing long-term financial planning including studying school tuition levels and drafting fundraising plans.

(3) Overseeing cash flow, investment and asset management to ensure availability of funds.

(4) Reviewing accounting practices in compliance with generally accepted accounting principles.

(5) Reviewing SFJS's account books and external audit reports.

(c) Legal Committee. The Legal Committee shall be responsible for investigation, study and implementation of the following matters:

(1) Reviewing SFJS's activities are in compliance with these Bylaws and applicable state and Federal laws.

(2) Coordinating with outside counsels and other professionals to obtain specialized opinions.

(3) Drafting and proposing new rules and regulations of SFJS including any amendments of existing rules and these Bylaws.

(4) Investigating the eligibility of the members and recommending suspension or termination of the membership to the Board.

(5) Leading the nomination process of Board-Appointed Directors.

Section 7.4 Non-Board and Advisory Committees. The Board may from time to time appoint non-Board and advisory committees as deemed appropriate, consisting of directors or persons who are not directors, but such committees shall not be deemed committees of the Board and shall not exercise any powers of the Board. Notice of, and procedures for, meetings of non-Board and advisory committees shall be as prescribed by the chairperson of each

such committee, and meetings of any such committee may be called by the Board, the President or the chairperson of such committee.

Section 7.5 Election Committee. The Election Committee shall be comprised of four members (who are not required to be directors) appointed by the Board. The Election Committee shall be presided over by a chairperson elected by the committee. The chairperson of the Election Committee shall represent the committee and manage the election administration.

ARTICLE VIII OFFICERS

Section 8.1 Officers. The officers of SFJS shall be a President, two Vice Presidents, a Secretary-General, and a Treasurer (collectively, the “Principal Officers”). SFJS may also have, at the discretion of the Board, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be elected or appointed in accordance with the provisions of Section 8.3 of these Bylaws. Any number of offices may be held by the same person except that neither the Secretary-General nor the Treasurer may serve concurrently as President.

Section 8.2 Election. The President, Vice Presidents, and Treasurer shall be chosen annually by, and shall serve at the pleasure of, the Board, and shall hold their respective offices for one year from April 1 to March 31, or until their resignation, removal, or other disqualification from service, or until their respective successors shall be elected. The number of officers, excluding the Secretary-General, who are serving their third term as director, shall not exceed one-half of the officers then in office.

Section 8.3 Subordinate Officers. The Board may elect, and may empower the President to appoint, such other officers as the business of SFJS may require, each of whom shall hold office for such period, have such authority and perform such duties as provided in these Bylaws or as the Board may from time to time determine.

Section 8.4 Removal and Resignation.

(a) Any officer may be removed, either with or without cause, by the Board at any time.

(b) Any officer may resign at any time by giving written notice to SFJS, but without prejudice to the rights, if any, of SFJS 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. Unless specified otherwise in the notice, the acceptance of such resignation shall not be necessary to make it effective.

Section 8.5 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled as it occurs in the manner prescribed in these Bylaws for election or appointment to such office; provided, however, that such selection may be made immediately and need not be made on an annual basis.

Section 8.6 President. The President is the general manager and chief executive officer of SFJS and has, subject to the control of the Board, general supervision, direction and control of the business and officers of SFJS. The President shall preside at all membership meetings and meetings of the Board. At the beginning of each Board meeting, a proposed agenda for the meeting will be presented by the President. 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. The President shall serve concurrently as chairperson of the Human Resources Committee and chief of the kindergarten and high school divisions.

Section 8.7 Vice Presidents. There shall be two Vice Presidents: They shall be elected to the positions of First Vice President and Second Vice President. In the absence or disability of the President, and subject to any limitations imposed by the Board, the First Vice President shall perform all the duties of the President. In the absence or disability of the President and First Vice

President, and subject to any limitations imposed by the Board, the Second Vice President shall perform all the duties of the President. When so acting, the Vice Presidents shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for him or her by the Board.

Section 8.8 Secretary-General. The Secretary-General is the secretary of SFJS. The Secretary-General shall attend all meetings of the Board and shall keep or cause to be kept a book of minutes of all meetings, proceedings and actions of the Board and its committees at the Office or such other place as the Board may direct. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was regular or special, and if special, how it was authorized; the notice given; the names of the persons present at Board and committee meetings, and the proceedings of them. The Secretary-General shall keep, or cause to be kept, the original or a copy of SFJS's Articles and Bylaws, as amended to date, at the Office in the State of California. The Secretary-General shall give, or cause to be given, notice of all meetings of the Board and any committees of the Board required by these Bylaws or by law to be given. The Secretary-General shall keep the seal of SFJS, if any, in safe custody and shall also have such other powers and duties as may from time to time be assigned to him or her by the Board or the President. The Board shall be able to appoint and dismiss the Secretary-General, who shall serve without a defined term. The Secretary-General shall be an *ex officio* director. However, the Secretary-General shall not participate in deliberations regarding general appointment or dismissal, wage rate revisions, or personnel treatment of the Secretary-General position. The Secretary-General shall implement and oversee all administrative activities of SFJS in line with the decisions of the Board, including the school policies, budgets and these Bylaws. The Secretary-General shall manage the Office, including the employment conditions of the administrative staff. The Secretary-General shall serve concurrently as the Deputy Chief of the kindergarten and high school divisions.

Section 8.9 Assistant Secretaries. The Board may appoint one or more Assistant Secretaries. Subject to any limitations imposed by the Board, each

Assistant Secretary shall have all the powers and duties of the Secretary-General in the event of the Secretary-General's absence or disability, and each shall also have such other powers and duties as may from time to time be assigned to him or her by the Board, the President, or the Secretary-General.

Section 8.10 Treasurer. The Treasurer is the chief financial officer of SFJS and shall keep and maintain, or cause to be kept and maintained, full and accurate accounts of SFJS's properties and transactions. The Treasurer shall send, or cause to be sent, to the directors such financial statements and reports as are required to be sent by law, by these Bylaws, or by the Board. The Treasurer (a) shall deposit, or cause to be deposited, SFJS's funds and other valuables in the name and to the credit of SFJS with such depositories as may be designated by the Board; (b) shall disburse the funds of SFJS as may be ordered by the Board, taking proper vouchers for such disbursements; (c) shall render to the President and the Board, whenever requested, an account of all transactions as Treasurer and of the financial condition of SFJS; and (d) shall have such other powers and perform such other duties as may be prescribed by the Board. In the absence or disability of the President and the Vice President, and subject to any limitations imposed by the Board, the Treasurer shall preside at all meetings of the members or meetings of the Board. The funds of SFJS shall be paid out only on corporation checks signed by the President, Vice-President, Secretary-General, or Treasurer.

Section 8.11 Assistant Treasurers. The Board may appoint one or more Assistant Treasurers. Subject to any limitations imposed by the Board, each Assistant Treasurer shall have all the powers and duties of the Treasurer in the event of the Treasurer's absence or disability, and shall also have such other powers and duties as may from time to time be assigned to him by the Board, the President, or the Treasurer.

Section 8.12 Principal. Upon a request made by the Board, the Principal is dispatched by the Japanese government to provide educational guidance for the school programs of SFJS in accordance with the latest Curriculum Guidelines issued by the Ministry of Education, Culture, Sports, Science and Technology of Japan. The Board delegates the following authority, powers

and responsibilities to the Principal, subject only to the discretion of the Board: (a) draft and implement the school curriculum; (b) develop and implement teacher training programs; (c) advise the Board on the employment decisions for teachers and staff; and (d) manage the academic programs of the school. The Principal shall attend meetings of the members and of the Board as necessary and report to the members and the Board on the above items. The Principal shall consult with the Board on any other issues related to the operation of SFJS.

Section 8.13 Duties May Be Delegated. In case of the absence of any officer of SFJS, or for any other reason that the Board may deem sufficient, the Board may delegate, for the time being, all or part of the powers or duties of such officer to any other officer or to any director.

ARTICLE IX INDEMNIFICATION

Section 9.1 Definitions. For the purposes of this Article IX, “agent” means any person who is or was a director, officer, employee, volunteer, or other agent of SFJS, or is or was serving at the request of SFJS as a director, officer, employee, volunteer or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, volunteer, or agent of a foreign or domestic corporation which was a predecessor corporation of SFJS 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 9.4 or 9.5(b) of these Bylaws.

Section 9.2 Indemnification in Actions by Third Parties. SFJS shall, to the maximum extent permissible under applicable 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 SFJS 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 SFJS, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred 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 SFJS 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 SFJS or that the person had reasonable cause to believe that the person's conduct was unlawful.

Section 9.3 Indemnification in Actions by or in the Right of SFJS. SFJS shall, to the maximum extent permissible under applicable 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 SFJS, 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 breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of SFJS, 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 SFJS, 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 9.3:

(a) In respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable to SFJS in the performance of such person's duty to SFJS, 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 9.4 Indemnification Against Expenses. To the extent that an agent of SFJS has been successful on the merits in defense of any proceeding referred to in Section 9.2 or 9.3 of these Bylaws or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section 9.5 Required Determination. Except as provided in Section 9.4 of these Bylaws, any indemnification under this Article IX shall be made by SFJS only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Section 9.2 or 9.3 of these Bylaws by:

(a) A two-thirds 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 SFJS 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 SFJS.

Section 9.6 Advance of Expenses. Expenses incurred by a person seeking indemnification under this Article IX in defending any proceeding covered by Article IX may be advanced by SFJS 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 9.7 Other Indemnification. No provision made by SFJS to indemnify its 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 9.8 Forms of Indemnification Not Permitted. No indemnification or advance shall be made under this Article IX, except as provided in Section 9.4 or 9.5(b) of these Bylaws, 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 9.9 Insurance. SFJS shall have the power to purchase and maintain insurance on behalf of any agent of SFJS 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 SFJS would have the power to indemnify the agent against such liability under the provisions of this Article IX, provided, however, that SFJS shall have no power to purchase and maintain such insurance to indemnify any agent of SFJS for a violation of Section 5233 of the California Nonprofit Public Benefit Corporation Law.

Section 9.10 Nonapplicability to Fiduciaries of Employee Benefit Plans. This Article IX does not apply to any proceeding against any trustee, investment manager or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent of SFJS as defined in Section 9.1 of these Bylaws. SFJS shall have power to indemnify

such trustee, investment manager or other fiduciary to the extent permitted by subdivision (f) of Section 207 of the California General Corporation Law.

ARTICLE X OTHER PROVISIONS

Section 10.1 Amendments. With the exception of Section 4.5 (Quorum), Section 4.11 (Proxies), Section 5.3 (Number and Classes of Directors), Section 5.5 (Term of Office), Section 5.7 (Vacancies), and this section, these Bylaws may be amended or repealed by at least a two-thirds majority of the directors present at a duly held meeting at which a quorum is present, unless the action would materially and adversely affect the rights of members as to voting or transfer. In addition, these Bylaws may be amended or repealed by approval of the members; provided, however, that such amendment or repeal also requires approval by the members of a class if that action would materially and adversely affect the rights of that class as to voting or transfer in a manner different than that action affects another class. The Secretary-General shall certify said amendment on the official copy of the Bylaws kept with the records of SFJS. A copy of the Bylaws shall be available for inspection at each general meeting. All changes to the Bylaws must be reported to the members in writing.

Section 10.2 Advisors. Advisors of SFJS shall be elected by the Consulate General of Japan in San Francisco and the Japanese Chamber of Commerce of Northern California from among their personnel. Advisors shall attend meetings of the members and of the Board, as necessary and, with respect to meetings of the Board, when invited by the Board, and assist in the operation of SFJS.

Section 10.3 Endorsement of Documents; Contracts. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing and any assignment or endorsement thereof executed or entered into between SFJS and any other person shall be valid and binding on SFJS so long as the other person did not know that the signing officer(s) had no authority to execute the same, if the

same is signed by (a) the President; or (b) the Vice President and the Secretary-General, any Assistant Secretary, the Treasurer or any Assistant Treasurer of SFJS. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board, and, unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind SFJS by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

Section 10.4 Representation of Shares of Other Corporations. The President or any other officer or officers authorized by the Board are each authorized to vote, represent and exercise on behalf of SFJS all rights incident to any and all shares of any other corporation or corporations standing in the name of SFJS. The authority herein granted may be exercised either by any such officer in person or by any other person authorized so to do by proxy or power of attorney duly executed by said officer.

Section 10.5 Contracts with Directors. No director of SFJS nor any other corporation, firm, association or other entity in which one or more of SFJS's directors are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with SFJS, unless (a) the material facts regarding that director's financial interest in such contract or transaction or regarding such common directorship, officership or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all members of the Board prior to the Board's consideration of such contract or transaction; (b) such contract or transaction is authorized in good faith by a two-thirds majority of the Board by a vote sufficient for that purpose without counting the votes of the interested directors; (c) before authorizing or approving the transaction, the Board considers and in good faith decides after reasonable investigation that SFJS could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (d) SFJS for its own benefit enters into the transaction, which is fair and reasonable to SFJS at the time the transaction is entered into. This Section does not apply to a transaction that is part of an educational or charitable program of SFJS if it (a) is approved or authorized by SFJS in good faith and without unjustified favoritism and (b) results in a benefit to one or more directors or their families

because they are in the class of persons intended to be benefited by the educational or charitable program of SFJS.

Section 10.6 Loans to Directors and Officers. SFJS shall not lend any money or property to or guarantee the obligation of any director or officer without the approval of the California Attorney General; provided, however, that SFJS may advance money to a director or officer of SFJS for expenses reasonably anticipated to be incurred in the performance of his or her duties if that director or officer would be entitled to reimbursement for such expenses by SFJS.

Section 10.7 Annual Report. The Board shall cause an annual report to be sent to the directors within 120 days after the end of SFJS's fiscal year. The annual report shall be accompanied by any report on it of independent accountants or, if there is no such report, by the certificate of an authorized officer of SFJS that the financial statements included in the annual report were prepared without audit from SFJS's books and records. This requirement of an annual report shall not apply if SFJS receives less than \$25,000 in gross receipts during the fiscal year; provided, however, that the information specified herein for inclusion in an annual report must be furnished annually to all directors who request it in writing. That report shall contain the following information, in appropriate detail, for the fiscal year:

- (a) The assets and liabilities, including the trust funds, of SFJS as of the end of the fiscal year.
- (b) The principal changes in assets and liabilities, including the trust funds, of SFJS.
- (c) The revenue or receipts of SFJS, both unrestricted and restricted to particular purposes.
- (d) The expenses or disbursements of SFJS for both general and restricted purposes.

(e) Any information required by Section 10.8 of these Bylaws.

Section 10.8 Annual Statement of Certain Transactions and Indemnifications.

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

(a) Any transaction (i) in which SFJS, its parent, or its subsidiary was a party, (ii) in which an "interested person" had a direct or indirect material financial interest and (iii) which involved more than \$50,000, or was one of several transactions with the same interested person involving, in the aggregate, more than \$50,000. The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to SFJS, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

For purpose of this Section 10.8(a), an "interested person" is either of the following: (i) any director or officer of SFJS, its parent, or its subsidiary (but mere common directorship shall not be considered such an interest); or (ii) any holder of more than 10 percent of the voting power of SFJS, its parent, or its subsidiary.

(b) Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of SFJS under Article IX of these Bylaws.

Section 10.9 Non-Discrimination Policy. SFJS, in accordance with applicable Federal and State Law, does not discriminate on the basis of race, color, national origin, religion, age, disability, pregnancy, sex, sexual orientation, and other class distinctions protected by applicable laws. This nondiscrimination policy covers admission and treatment of students in the SFJS programs and activities as well as employment of teachers and staff.

Section 10.10 Construction and Definitions. Unless the 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.

CERTIFICATE OF SECRETARY

The undersigned hereby certifies that:

1. I am the duly elected and acting Secretary-General of San Francisco Japanese School, a California nonprofit public benefit corporation; and
2. The foregoing Bylaws consisting of 44 pages constitute the Bylaws of such corporation as duly adopted by the Members on February 24, 2024, and have been last modified by the Board of Directors on October 9, 2024.

IN WITNESS WHEREOF, I have executed this Certificate as of this October 10, 2024.



Nobuyuki Aoyagi, Secretary-General