BYLAWS OF
JAPANTOWN TASK FORCE, INC.

A Planning, Preservation, and Development Organization

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History of Actions Taken

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ARTICLE I
NAME; ORGANIZATION; AND MISSION

Section 1.1. Name.
The name of the corporation is the Japantown Task Force, Inc. (JTF).

Section 1.2. Organization.
The corporation is organized under the Nonprofit Public Benefit Corporation Law, as set forth in the California Corporations Code, for charitable purposes, pursuant to Section 501(c)(3) of the Internal Revenue Code (the "Code"), as more particularly described in the corporation's articles of incorporation.

Section 1.3. Mission.
The mission of the organization is:

(1) to preserve and develop the City and County of San Francisco's historic Japantown as a culturally and commercially enriched neighborhood and district, and as a local, national and international resource;

(2) to strengthen the ethnic diversity of the City and County of San Francisco by bringing together the history and culture of the Nikkei community at and within Japantown for all persons to enjoy and share; and

(3) to create an atmosphere of safety, beauty, vitality, and prosperity for the present and future residents, organizations, institutions, and businesses residing or located in Japantown,

The mission will be accomplished on a strictly nonprofit and charitable basis.

Notwithstanding the foregoing paragraph, nothing contained herein shall be construed to be inconsistent with or contradictory to the corporation's Articles of Incorporation and to the extent that any of the provision contained in this Section 1.3 is inconsistent with or contradictory to the corporation's Articles of Incorporation, then the provisions of the Articles of Incorporation shall prevail and govern.

ARTICLE II
PLACE OF BUSINESS

Section 2.1. Principal Office.
The principal office for the transaction of the affairs and business of the corporation is located at 1760 Buchanan Street, Suite 1, San Francisco, CA 94115. The Board of Directors may change the principal office of the corporation from one location to another at any time upon the adoption of a resolution. Any change of the corporation's principal office shall be noted on these Bylaws, or this section may be amended in its entirety to state the new location.

Section 2.2 Other Offices.
The Board may from time to time establish branch or subordinate offices at any place or places where the corporation is qualified to conduct its business and activities.

ARTICLE III
DIRECTORS

Section 3.1. Powers.
Subject to the provisions and limitations of the Nonprofit Public Benefit Corporation Law, any other applicable law and these Bylaws, all powers and activities of the corporation shall be exercised directly by or under the direction of the Board of Directors. The Board of Directors may delegate the management of the day-to-day operations of the business of the corporation to a management company or other person provided that the business and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors.

Specifically, the Board of Directors shall have the following powers:

(a) elect or appoint the officers of the corporation from and among the directors and other eligible persons as specifically provided in the articles of incorporation and these Bylaws;

(b) remove directors and fill vacancies on the Board in accordance with Sections 4.5 and 4.6, respectively, of these Bylaws;

(c) form and terminate working committees and set their policies and agendas;

(d) appoint directors and volunteers to standing and working committees, unless otherwise provided by these Bylaws;

(e) act on recommendations from standing and working committees;

(f) approve the annual budget of the corporation and monitor the corporation's financial status;

(g) manage the corporation's activities;

(h) enter into such management contracts as necessary to further the purposes and goals of the corporation;

(i) initiate, approve and adopt amendments to or restatements of the corporation's articles of incorporation and these Bylaws; and

j) authorize and delegate to the Executive Committee such powers of the Board of Directors that are not inconsistent with these Bylaws, except the power to approve and adopt amendments to or restatements of the corporation's articles of incorporation and these Bylaws.

Section 3.2. Number of Directors.
The authorized number of directors of the corporation shall be not less than seven (7) nor more than twenty-one (21). The exact number of directors, unless otherwise changed as hereafter provided, shall be determined by the directors of the corporation. Such number may be amended from time to time, subject to the limitation set forth in the corporation's articles of incorporation and Section 3.2, by the affirmative vote of a majority of the directors then in office and in good standing. In such event, the secretary shall record the change in the authorized

number of directors by amending this Section 3.2 and Sections 3.3 and 3.4 below and placing her/his initial in the margin next to the amended Sections 3.2, 3.3 and 3.4.

Section 3.3. Selection of Directors.
The first thirteen (13) directors shall be appointed by the Japantown Planning, Preservation, and Development Task Force. The remaining eight (8) directors and all future directors shall be appointed by the directors of the corporation.

Section 3.4. Term Limits.
There shall be no limit to the number of terms a person can be elected/appointed to the office of director. A term in office shall equal three (3) years, except as provided below.

The terms of the initial directors shall be staggered such that one-third of the directors selected shall have terms of three (3) years; another third of the directors selected shall have terms of two (2) years; and the final third of the directors selected shall have terms of one (1) year. The term of each initial director selected shall be determined by the board.

Section 3.5. Removal.
The Board of Directors shall have the power to remove any director on the Board; however, the Board may not remove a director from office except with cause and only upon the affirmative vote of a majority of the remaining directors.

Directors who have three consecutive unexcused absences at any meeting duly called and noticed or who are absent for more than 50% of all board meetings during any calendar year will be asked to resign from the Board.

Section 3.6. Resignation and Vacancies.
Any director may resign effective immediately upon the giving of oral or written notice to the president, the secretary or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. Seats on the Board of Directors that become vacant as a result of resignations shall be filled by the appointment by the Board. Persons who are appointed to fill vacancies on the Board of Directors shall complete the remaining terms of the respective directors who have resigned from the Board.

Vacancies on the Board of Directors caused by removal, death, illness or a legal determination of insanity or incompetence shall be filled in the same manner as those filled for resignations.

Section 3.7. Meetings of Directors; Notice
Regular meetings of the Board of Directors shall be scheduled as determined by the Board but in no event shall the Board meet less than two (2) times during any consecutive twelve (12) month period.

Annual meetings of the Board of Directors shall be held on the second Monday in October of each year, unless otherwise scheduled by the Board, and, if desired by the Board, such annual meetings may be counted as one of the required regular meetings.

Special meetings of the Board of Directors may be called for any purpose and at any time by the president, the vice-president, the secretary or any three (3) directors.

Directors' meetings (other than annual meetings) may be held and conducted by telephone provided the quorum requirement as set forth in Section 3.8 are met and all directors present

are on a conference line and can hear one another during the meeting. Members may also join face-to-face meetings by teleconference provided all members can hear one another during the meeting.

Notice of the time and place of regular, annual and special meetings shall be delivered personally or by telephone to each director, or sent by first class mail, telegram, fax or e-mail addressed to each director at such director's address as shown in the records of the corporation. If the notice is mailed, it shall be deposited in the United States mail at least four (4) days before the time, place and date of the meeting. If the notice is delivered personally, or by telephone, telegram, fax or e-mail it shall be made or sent at least forty-eight (48) hours before the time and date of the meeting. All notices shall specify the general purpose of the meeting. Notice of a meeting need not be given to any director who attends the meeting and does not protest before or at the commencement of the meeting of the lack of notice to her or him.

All Board meetings shall be open to the public (unless a meeting is designated to be in "executive session") and any person may attend and observe, provided reasonable advance notice is given by such person to an Executive Committee member. Guests at Board meetings may not participate in any discussions or deliberations unless invited to do so by the Board.

Section 3.8 Quorum. The presence of not less than a simple majority of the authorized number of directors shall constitute a quorum for the transaction of business at any meeting of the Board 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 majority of the required quorum for such meeting.

Section 3.9. Voting.
Each director who is in office and in good standing is entitled to cast one (1) vote on any action brought before the Board.

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors, unless a larger percentage is required by law or by these Bylaws.

Section 3.10 Waiver of Notice.
Notice of a regular, annual or special meeting need not be given to any director who signs a waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the secretary for filing in the corporate records and made a part of the minutes of the meeting. A waiver of notice need not specify the purpose of any regular, annual or special meeting of the Board of Directors.

Section 3.11 Actions Taken Without a Meeting.
Any action that the Board of Directors is required or permitted to take may be taken without a meeting if all directors consent in writing to the action. Such action by written consent shall have the same force and effect as any other duly approved action of the Board. Any such action taken by written consent shall be filed with the secretary for filing in the minutes of the proceedings of the Board.

Section 3.12. Adjournment. A majority of directors present, whether or not a quorum is present may adjourn any meeting to another time and place. Notice of any adjournment to another time and place shall be given to the directors who were not present at the time of the adjournment.

Section 3.13. Compensation and Reimbursement of Directors.
Directors shall serve without compensation except that any director may seek and receive from the corporation reimbursement for out-of-pocket expenditures. Any director seeking reimbursement must submit complete and accurate records of all such expenditures. The Board of Directors shall review all such requests for reimbursement of out-of-pocket expenses and its decision shall be final.

Section 3.14. Standard of Care- General.
A director shall perform the duties of a director, including duties as a member of any committee of the Board on which the director may serve, in good faith, in a manner such director believes to be in the best interest of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation 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 such persons professional or expert competence; or

(c) a committee of the Board upon which the director does not serve, 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 need thereof is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except in the case of a self-dealing director, as described in Section 3.15 of these Bylaws, a person who performs the duties of director in accordance with the standard of care as described in this section shall have no liability based upon any failure or alleged failure to discharge that persons' 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 a corporation, or assets held by it, are dedicated.

Section 3.15. Self-Dealing Transactions.
Except as provided below, the Board shall not approve a self-dealing transaction. A self-dealing transaction is one to which the corporation is a party and in which one or more of the directors has a material or financial interest or a transaction between the corporation and any entity in which one or more of its directors has a material financial interest. The Board may approve a self- dealing transaction if a majority of the Board, not including the self-interested director, determines that the transaction is fair and reasonable to the corporation and, after reasonable investigation under the circumstances, determines that they could not have secured a more advantageous arrangement with reasonable effort under the circumstances

ARTICLE IV
OFFICERS

Section 4.1. Officers.
The officers of the corporation shall include a president, a vice-president, a secretary and a

treasurer (chief financial officer). Except for the offices of president and secretary, any number of offices may be held by the same person.

Section 4.2. Election of Officers.
Except as provided in Section 4.3 of this Article V, officers shall be elected each year by the Board of Directors at its annual meeting and, except as provided in Section 4.3, officers must be chosen from among the existing and newly appointed directors of the corporation.

Section 4.3. Appointment of Subordinate Officers.
At the discretion of the Board of Directors, the corporation may also have one or more assistant vice- presidents, one or more assistant secretaries, one or more assistant treasurers, an executive director and such other subordinate officers as may be appointed in accordance with these Bylaws. The Board of Directors shall appoint, or empower the Executive Committee or, more specifically, the president to appoint such additional officers that the corporation may require. Each officer so appointed shall have the title, hold office for the period, have the authority and perform the duties specified by these Bylaws or as the Board of Directors may from time to time determine; provided, however, that the powers and duties of an appointed officer shall not exceed the powers and duties of elected officers. Appointed subordinate officers need not be a director of the corporation.

Section 4.4. Compensation and Reimbursement of Officers.
Elected officers shall not receive compensation for their services as officers. Subordinate officers who are appointed by the Board of Directors may receive compensation for their services provided that they are not also serving concurrently as directors of the corporation. Expenses incurred by an officer in connection with matters related to the corporation and in connection with her or his official capacity shall be subject to reimbursement provided the Executive Committee reviews and approves such expenditures

Section 4.5. Removal of Officers.
The officers of the corporation serve at the pleasure of the Board of Directors and, consequently, may be removed from their offices with or without cause by the Board at any regular or special meeting held for that purpose, or by the Executive Committee if specifically empowered by the Board to do so.

Section 4.6. Vacancies. 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 elections or appointments to that office.

Section 4.7. President.
The president shall, subject to the control of the Board, have general supervision, direction and control of the business and affairs of the corporation. The president shall preside at all meetings of the Board and the Executive Committee. The president shall have the general powers and duties of management usually vested in the offices of president of a corporation and chairperson of a board of directors and shall have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws.

Section 4.8. Vice-President.
If the president is absent or disabled, the vice-president shall perform all duties of the president. When so acting, the vice- president shall have all powers of and be subject to all restrictions placed upon the president. The vice-president shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

Section 4.9. Secretary.
The secretary shall have the following duties:

(a) The secretary shall keep, or cause to be kept, at the corporation's principal office, or at such other place as the Board of Directors may direct, a book of the minutes of all meetings, proceedings and actions of the members, the Board and the committees of the Board. In addition, the minutes shall include the time and place that each meeting, proceeding or action was held, whether the meeting, proceeding or action was annual, regular or special, and, if special, how authorized and the notice given, the names of those present and the proceedings and actions thereof.

(b) The secretary shall keep or cause to be kept at the corporation's principal office, a copy of the corporation's articles of incorporation and these Bylaws as amended to date.

(c) The secretary shall give, or cause to be given, notice of all meetings of the members, the Board and the committees of the Board as required by these Bylaws to be given.

(d) The secretary shall maintain and keep a corporate seal in safe custody.

(e) The secretary shall have such other powers and perform such other duties as the Board or these Bylaws may prescribe.

Section 4.10. Treasurer.
The treasurer (chief financial officer) shall have the following duties:

(a) The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's assets, liabilities, properties and transactions. The treasurer shall send or cause

to be given to the members and directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board. The books of accounts shall be open to inspection by any member or director at all reasonable times during the business hours of the corporation.

(b) The treasurer shall deposit, or cause to be deposited, all monies and other valuables in the name and to the credit of the corporation with such depositories as the Board may designate; shall disburse the corporation's funds as the Board may order; shall render to the members and the Board, upon request, an accounting of all transactions and the resulting financial condition of the corporation, and shall have other powers and perform such other duties as the Board or these Bylaws may prescribe.

Section 4.11. Executive Director.
If an executive director is appointed by the
Board of Directors, he/she shall have the following duties:

(a) The executive director shall be the chief operating officer of the corporation and shall be responsible for the corporation's day to day activities and operations.

(b) The executive director shall be responsible for and be the direct supervisor of all employees and staff of the corporation and shall supervise their duties and responsibilities.

(c) The executive director shall report directly to the Board of Directors of the corporation and shall act in accordance with its directives and wishes.

(d) The executive director shall act as an ex-officio director on the Board of Directors without the right to vote. Such office shall not be counted with the authorized number of directors as set forth in Section 3.2.

(e) The executive director shall have such other powers as authorized and duties as delegated by the Board of Directors.

ARTICLE V
COMMITTEES

Section 5.1. Classes.
There shall be two (2) classes of committees which shall be under the control, and serve at the pleasure, of the Board of Directors: standing committees and working committees. Unless otherwise stated in these Bylaws, membership in such committees shall be as determined by the Board and members thereto may include directors and non-directors. Each committee shall have at least one director as a member. Standing committees shall include, but not necessarily be limited to, an Executive Committee, a Nominating Committee and a Finance Committee. Working committees shall be formed by action of the Board when the need arises, and their purpose and duration shall vary as to subject matter. Any working committee shall be ad hoc initially but may be converted to a standing committee upon the recommendation of the committee members whose committee they are seeking permanent status and the approval by the Board.

Section 5.2. Appointment to Committees; Removal.
The appointment of members to committees (other than the Executive Committee) shall be by majority vote of the Board of Directors, unless such power of appointment for any one or more of the committees is granted by resolution to the Executive Committee, in which case the Executive Committee shall appoint such members. Any member to a committee (other than the Executive Committee) may be removed with or without cause at the discretion of the Board of Directors.

Section 5.3. Vacancies.
Vacancies on any committee caused by death, resignation, removal or legal incapacity shall be filled by the Board of Directors or, if the authority is granted by a resolution of the Board, by the Executive Committee.

Section 5.4. Compensation.
All members of committees shall serve without compensation. Reimbursement of out-of-pocket expenses incurred in connection with a member's duties within her or his committee shall be subject to reimbursement upon the recommendation by that committee's chairperson and the review and approval of such expenses by the Executive Committee.

Section 5.5. Powers and Authority.
Any committee, to the extent provided in a resolution of the Board of Directors, shall have all the authority of the Board to carry out its purpose and function, except that no committee, regardless of Board resolution, may:

(a) amend or repeal these Bylaws or adopt new bylaws;

(b) amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;

(c) spend corporate funds to support a nominee for candidacy for political office;

(d) fix compensation of directors or of members for serving on any committee;

(e) form any new committees of the Board of Directors nor appoint any of the members of such committees; or

(f) except for the Executive Committee, remove a director or member of any committee or fill vacancies on the Board of Directors or on any committee.

Section 5.6. Meetings and Actions of Committees.
Meetings and actions of committees shall be governed by and held and taken in accordance with the provisions of Article Ill of these Bylaws concerning meeting of directors, with such changes in the context of these Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its directors. Minutes shall be kept of each meeting of any committee and the chairperson thereof shall be responsible to file same with the secretary for filing and recording in the corporate records. The Board of Directors may adopt rules for the governance of any committee not inconsistent with the provisions of these Bylaws and in the absence of such rules, each committee shall be responsible for adopting its own committee rules and, if appropriate, committee bylaws; provided however, that any such committee rules and/or bylaws shall not be inconsistent with these Bylaws.

Section 5.7. Executive Committee.
The Executive Committee shall consist of the president, the vice-president, the secretary, the treasurer and, if appointed, the executive director of the corporation as elected or appointed by the Board. The Executive Committee shall have all rights and powers as vested in it by these Bylaws or as authorized by the Board of Directors and shall act for and in behalf of the corporation in lieu of the Board of Directors between and in the absence of the Board's regular, annual and special meetings, provided that each such action does not set a policy or policies of the corporation that are either in conflict with or not in implementation of any of the policies as established by the Board. The Executive Committee shall meet not less than quarterly each year and the time and place of each meeting shall be as determined by its members. Such meetings shall be closed to all persons unless otherwise announced by the Board or the Executive Committee. The Executive Committee shall be responsible to prepare the agenda for each regular and annual meeting of the Board. The president shall act as the chairperson of the Executive Committee.

Section 5.8. Nominating Committee.
The Nominating Committee shall consist of three (3) members. The Nominating Committee shall meet prior to the last regular meeting before each annual meeting of the Board of Directors, and more frequently as necessary, to prepare and recommend to the Board at the last regular meeting before its annual meeting a list of candidates for directors whose terms are expiring. The Nominating Committee shall have all rights and powers as vested in it by these Bylaws and, in carrying out its duties and responsibilities, shall have the discretion to invite outside consultants to assist the committee in the selection of candidates. The Nominating Committee shall choose its own chairperson.

Section 5.9. Finance Committee.
The Finance Committee shall consist of not less than three (3) nor more than seven (7) members, including the treasurer of the corporation, who shall act as the committee's chairperson. The Finance Committee shall meet on a regular basis, (not less than quarterly) or as determined by the Board of Directors, and shall be responsible for the following duties:

(a) monitor revenue and expenses of the corporation;

(b) report on the corporation's financial status at each regular meeting of the Board and at each annual meeting of the members of the corporation;

(c) review and comment on annual budgets prepared by the corporation's staff prior to their presentation to the Board of Directors for approval and adoption;

(d) recommend who shall act as the corporation's independent auditors and accountants necessary for preparation of the annual financial reports;

(e) make recommendations to the Board on all fiscal matters upon request or on an as-needed basis; and

(f) perform such other tasks as the Board of Directors may request from time to time.

The Finance Committee shall have all rights and powers as vested in these Bylaws to carry out the foregoing duties and responsibilities.

ARTICLE VI
INDEMNIFICATION AND INSURANCE

Section 6.1. Indemnification.
The corporation shall indemnify its members, directors, officers, committee members, employees and agents, including persons formerly occupying any such position, to the fullest extent permitted by law, against all expenses, judgments, fines and other amounts actually and reasonably incurred by them in connection with any threatened, pending or completed action or proceeding, whether it is civil, criminal, administrative or investigative in nature, that is a result of their activities related to the corporation including the activities and business of the corporation.

In all cases where indemnification is sought, the right to indemnification shall be subject to the following restrictions and requirements:

(a) Where the action or proceeding is brought in behalf of the corporation or involves self-dealing transactions as defined in Section 3.15 of these Bylaws, the corporation shall not indemnify against amounts paid in settlement or judgment amounts, but shall, upon the express authorization of the Board, indemnify the member, director, officer, committee member, employee or agent against expenses incurred in defense of an action arising from his or her relation to the corporation. To indemnify in such cases the Board must find the person met the statutorily proscribed standard by acting (1) in good faith, (2) in the best interests of the corporation, and (3) with the care of an ordinarily prudent person.

(b) Where the person seeking indemnification under this section has been held liable to the corporation, or has settled his or her liability to the corporation, the corporation shall not

indemnify against expenses without the approval of the court or the Attorney General of the State of California.

(c) The Board shall determine whether the person seeking indemnification has acted in accordance with the standard of care set forth in subsection (a) of this section by a majority vote of a quorum consisting of disinterested directors. The termination of any proceeding in a manner adverse to the defendant seeking indemnification shall not create a presumption that such person failed to meet the standard of care.

(d) Where the person seeking indemnification has been successful on the merits in defense of any action or proceeding brought on behalf of the corporation or in defense of any claim or issue involved in such action or proceeding, the corporation shall indemnify against all expenses actually or reasonably incurred.

(e) The corporation shall not advance any money to the person seeking indemnification for the purpose of defending against any action or proceeding without the receipt of an undertaking by such person to repay all advances unless it is ultimately determined that he or she is entitled to indemnification.

Section 6.2. Conflicts.
No indemnification shall be made under this Article VI except where such indemnification is mandated by law or the order, judgment or decree of any court of competent jurisdiction, in any circumstance where it appears:

(a) that it would be inconsistent with a provision of the articles of incorporation or these Bylaws; or

(b) that it would be inconsistent with any condition expressly imposed by a court in approving a settlement

Section 6.3. Right to Bring Suit.
If a claim for indemnification under this article is not honored by the corporation within ninety (90) days after a written claim has been received by the corporation (because the claim is ignored, denied or no determination is made), the claimant may at any time thereafter bring suit against the corporation to enforce the indemnity or to recover the unpaid amount of the claim, and if successful, the claimant shall be entitled to court costs and reasonable attorney's fees. However, the corporation shall be entitled to raise as a defense to any such action that the claimant has not met the standards of conduct that make it permissible under the law for the corporation to indemnify the claimant for the claim. Neither the failure of the corporation (including its Board of Directors, independent legal counsel or its member) to have made a determination prior to commencement of such action that indemnification of the claimant is permissible in the circumstances because she or he has met the applicable standard of conduct, if any, nor an actual determination by the corporation (including its Board of Directors, independent counsel or its member) that the claimant has not met the applicable standard of conduct shall be a defense to such action or create a presumption for the purposes of such action that the claimant has not met the applicable standard of conduct.

Section 6.4. Insurance.
The Board of Directors shall adopt a resolution authorizing the purchase of insurance on behalf of the director, officer, committee member, employee or agent of the corporation against any liability asserted against or incurred by any director, officer, committee member, employee or

agent in such capacity or arising out of the director's, officer's, committee member's, employee's or agent's status as such, whether or not the corporation would have the power to indemnify the director, officer, committee member, employee or agent against that liability under law; except that, the corporation may not purchase insurance to protect self-interested directors (as defined in Section 3.15 of these Bylaws) from liability, unless the related self-dealing transactions have been previously approved by the Board of Directors and, if required pursuant to Section 3.14 of these Bylaws.

ARTICLE VII
AMENDMENTS; DISSOLUTION

Section 7.1. Amendment of Articles of Incorporation.
The articles of incorporation of the corporation may be amended or restated only with the affirmative vote of not less than two-thirds (2/3) of the directors on the Board who are in office and in good standing.

Upon the adoption of a resolution of the Board of Directors to amend or restate the articles of incorporation of the corporation, the president and secretary shall be authorized to file with the Secretary of State of the State of California a certificate of amendment or restatement, as the case may be, in accordance with the Nonprofit Public Benefit Corporation Law.

Section 7.2. Amendment of Bylaws.
These Bylaws may be amended or restated only with the affirmative vote of not less than two-thirds (2/3) of the directors on the Board who are in office and in good standing.

All amendments or restatements of these Bylaws shall take effect immediately upon their adoption of a resolution by the Board of Directors and the secretary shall file such resolution of the Board in the records of the corporation next to these Bylaws and reflect such amendment or restatement thereon.

Section 7.3 Dissolution. The corporation shall be dissolved and the winding up of its affairs shall commence upon a) the affirmative vote of not less than three-fourths (3/4) of the directors on the Board who are in office and in good standing or b) the occurrence of any of the events causing an involuntary dissolution as described in the Nonprofit Public Benefit Corporation Law commencing with Section 6510 of the California Corporations Code, subject, however, to any conditions or restrictions set forth in the articles of incorporation.

ARTICLE VIII
PARLIMENTARY AUTHORITY

Section 8.1 Rules of Order.
Robert's Rules of Order shall govern the conduct of business of the Board of Directors at all meetings in all cases in which they are applicable and not in conflict with theses Bylaws or the California Nonprofit Public Benefit Corporation Law.

ARTICLE IX
MISCELLANEOUS

Section 9.1. Fiscal Year.
The fiscal year of the corporation shall end each year on June 30.

Section 9.2. Contracts.
All contracts entered into on behalf of the corporation must be authorized by the Board of Directors except when the contract is for $1,000 or less, in which case such contract may be executed by the treasurer and any other officer or director without first obtaining the consent of the Board.

Section 9.3. Execution of Checks.
Except as otherwise provided by law, every check, draft, promissory note, money order, or other evidence of indebtedness of the corporation shall be signed by such officer or officers as are authorized by the Board of Directors or these Bylaws.

Section 9.4. Inspection of Records.
Any director shall have the absolute right at any reasonable time (i.e. - during normal business hours) to inspect and copy at its/his/her own expense all books, records and documents of every kind and nature of the corporation and to inspect the physical properties of the corporation, if any. Such inspections may be made in person or by an agent or attorney who has been provided with written authorization to act in such director's place. The written authorization of any director delivered by an agent or attorney shall be delivered to any officer of the corporation and a copy thereof shall be filed in the corporate records.

Section 9.5. Interpretation.
Reference in these Bylaws to any provision of the California Corporations Code, including the Nonprofit Public Benefit Corporation Law, and the Code (i.e. - Internal Revenue Code) shall be deemed to include all amendments thereof.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

(1) That I am the duly elected and acting secretary of Japantown Task Force, Inc., a California nonprofit public benefit corporation;

(2) That the foregoing Bylaws, constitute the Bylaws of such corporation as duly adopted by the official action of the Board of Directors duly taken on July 16, 2001; and

(3) The foregoing Bylaws are complete and they have not been amended, restated, revoked or rescinded. ·

Executed on this 16th day of July 2001.