

BYLAWS
OF
TOMO NO KAI, INC.

ARTICLE I
NAME AND LOCATION

Section 1.

The name of the corporation shall be Tomo No Kai, Inc. (hereafter "corporation")

Section 2.
Principal Office

The principal office of the corporation shall be located in Anchorage, Alaska, at a specific location to be selected from time to time by action of the board of directors. The initial registered office of the corporation is 7500 Jewel Lake Road, Anchorage, Alaska 99502.

ARTICLE II
PURPOSES

The corporation is organized for and shall at all times be operated exclusively for charitable, scientific, literary and educational purposes, all within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986. as amended from time to time (the "Coden) or the corresponding provisions of any subsequent tax law ("Section 501(c)(3)").

TNK is organized for the purpose of advising, consulting and assisting the Sand Lake Elementary School, Mears Middle School, and Dimond High School staff on matters relating to the Japanese Immersion Program (the PROGRAM) and fostering an understanding of the PROGRAM in the school and in the community. TNK will support the extra-curricular education and exchange opportunities of immersion program students.

ARTICLE III
POLICIES

TNK shall a) promote the Japanese Immersion Program in the school, exchange, community and cultural levels; b) promote communication, exchange, and sharing between immersion programs at Sand Lake, Mears and Dimond High schools; and c) provide a non-profit entity for use by Sand Lake, Mears, and Dimond High schools.

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TNK shall be non-profit, non-partisan, non-commercial and non-sectarian. Neither TNK nor its members acting in INK's behalf shall engage in any activity not appropriate for the stated purposes and policies.

No member shall act in the name of TNK unless authorized to do so by these bylaws or by resolution of TNK.

ARTICLE IV
POWERS

The corporation shall have all of the general powers set forth in Article IV of the Articles of Incorporation and in Alaska Statute 10.20.0 II or its successor statute, including any amendments or restatements or readoptions of that statute, to the extent those powers are not inconsistent with the Articles of Incorporation or these Bylaws.

ARTICLE V
MEMBERSHIP

The membership is open to any family who contributes \$10 in a calendar year and supports Japanese immersion education by making a Commitment as defined in the School Year Plan of TNK.

ARTICLE VI
FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of July and end of the Thirtieth day of June each year.

ARTICLE VII
BOARD OF DIRECTORS

Section 1.
Powers

The affairs of the corporation shall be managed by its board of directors ("the board"), and the board may exercise all lawful powers of the corporation, except to the extent such powers are expressly reserved to the corporate member by these Bylaws.

Section 2.

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in addition to other reasonable and necessary actions, the board shall carry out the following duties:

(a) the solicitation and acceptance of gifts, contributions, bequests, and devises to benefit the purposes set out in Article II, except the corporation may decline acceptance if a proposed gift, contribution, bequest, or devise would be subject to a restriction that the board in its discretion considers not to be in the best interest of the corporation;

(b) the development of policy and long-range planning for the corporation;

(c) the development of an investment policy to govern the management of the funds held by the corporation, with the general purposes of maintaining the principal, protecting the funds against the effects of inflation, and making regular disbursements exclusively for the purpose of benefiting or carrying out the purposes set out in Article II.

(d) the development of policies and procedures regarding the corporation's disbursement of funds directly to persons paying expenses which support the purposes set out in Article II.

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(e) the management of funds held by the corporation, in accordance with the corporation's policies and applicable legal and contractual requirements;

(f) the disbursement of funds directly to persons paying expenses which support the purposes set out in Article II, in accordance with the corporation's policies and procedures governing disbursements; and

(g) the appointment (by employment or by contract) of such executive or clerical staff as may be determined by the board to be necessary for the carrying out of the corporate purposes, which staff shall exercise the authority granted by the board and shall serve at the pleasure of the board, except as may be otherwise provided in a written agreement.

Section 3.
Composition

(a) The Board of Directors shall consist of no less than 4 and no more than 8 members.

(c) Directors shall be selected from the membership.

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(d) _____ The board, by amendment of these Bylaws, may increase or decrease the number of directors provided that no decrease in number shall have the effect of shortening the term of any incumbent or reducing the number of directors to less than one.

Section 4.
Election

Directors shall be elected by the members at the annual meeting of the corporation.

Section 5.
Term of Directors

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Directors shall serve for two (2) years. Terms shall be staggered so not all of the directors are elected annually. Initial terms may be shorter than two years, in order to establish the required staggered terms. Except for the original terms, terms commence at the time of the annual meeting.

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Section 6.

(a)
Resignation and Removal

A director may resign by submitting a letter to the president.

(b) A director may be removed by the corporate member, for cause, neglect, or non-participation such as two unexcused absences or without cause.

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Section 7.
Vacancies

(a) Any vacancy occurring in the board and any directorship to be filled by reason of an increase in the number of directors shall be filled by decision of the remaining directors. A vacancy must be filled no later than six months after a vacancy occurs or after the number of directors has been increased or at the next annual meeting, whichever occurs first.

(b) A director elected to fill a vacancy shall serve for the unexpired term of that director's predecessor in office. A director elected by reason of an increase in the number of directors shall serve only until the next annual meeting, at which time that director may be nominated for re-election.

Section 8.
Quorum

A majority of the directors in office shall constitute a quorum for the transaction of business at any meeting of the board. A majority of the membership shall constitute a quorum for the transaction of business at any membership meeting of this corporation.

Section 9.
Board Decisions

Except as otherwise provided by law or by these Bylaws, the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the corporation. Each director shall have one vote, and be allowed to exercise no more than two written proxies.

Section 10. Meetings

(a) Regular Board Meetings. The board shall meet at least once every other month for the purpose of transacting business. If it appears, however, that a regular meeting will not be necessary because of lack of business or will not be possible because of an anticipated inability to achieve a quorum, the board, by action at a prior meeting, or the president may cancel one or more meetings. In no event, however, may the board meet less often than once every four months. Subject to the requirement in this subsection for regular meetings to be held at least quarterly, the board may meet at such date, time and location as may be selected from time to time by action of the board.

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(b) Special Board Meetings. Special meetings of the board may be called by or at the request of the president or any two or more directors.

(c) Annual Meetings of the Membership. There shall be an annual meeting of the membership each year. The specific annual meeting date and the location shall be determined by the board. At this meeting, the board of directors shall report to the corporate members on the status of the corporation's activities, and shall conduct other business as required by these Bylaws or as may come before it at the meeting.

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) (d) Special Meetings of the Membership. Special meetings of the membership may be called by or at the request of the president or any two or more directors of the corporation or by or at the request of the president or any two or more members.

(e) Notice of Board Meetings. Notice of the time and location of regular board meetings, along with an agenda, shall be communicated in writing by or at the direction of the secretary to all directors not less than three (3) nor more than fifty (50) days prior to said meeting. Notice of the time and location of any special meeting of the board, along with an agenda, shall be given to all directors at least two (2) days prior to said meeting.

(f) Notice of Membership Meetings. Notice of the time and location of the annual meeting of the membership, along with an agenda, shall be communicated in writing by or at the direction of the secretary to all directors and to the corporate member not less than five (5) nor more than fifty (50) days

prior to said meeting. Notice of the time and location of any special meeting of the membership, along with an agenda, shall be given to all directors and to the corporate member at least two (2) days prior to said meeting.

(g) Manner of Giving Notice. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws. All notices shall be given by electronic means, written notice delivered personally or sent by mail or telecopy to each director or member, as may be required, at the address shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by telecopy, such notice shall be deemed to be delivered when the notice is transmitted to the telecopy number on record with the corporation and successful transmission is electronically confirmed. If notice is being sent by mail fewer than ten (10) days before the meeting, a good faith attempt shall be made also to provide notice by telecopy or in person.

(h) Waiver of Notice. Any director or member may waive notice of any meeting. The attendance of a director or member at any meeting shall constitute a waiver of notice of such meeting, except where a director or member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 12. Telephonic Participation

If a director or member is unable to be physically present at a meeting, the director or member may participate in the meeting telephonically. A director or member who participates telephonically may vote and shall be considered to be present at the meeting for all purposes, including for purposes of determining whether a quorum exists.

Section 13. Compensation of Directors

Directors shall serve without compensation. This section, however, shall not restrict the power of the corporation to reimburse a director for any reasonable expense incurred on behalf of the corporation.

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Section 14. Directors Conflict of Interest

No corporation or firm in which a director has a material financial interest may receive a fee for services rendered to the corporation. Employment of the director or a member of the director's immediate family does not constitute such a material financial interest. In the event of other relationships that may constitute a material financial interest, the director shall disclose the relationship to the board, and the board, without the vote of the director in question, shall determine

whether the relationship constitutes a material financial interest, or waive the conflict of interest.

ARTICLE VIII

OFFICERS

Section 1. Designation. The officers of the corporation shall be president, vice president, secretary, and treasurer. The offices of vice president and secretary may be filled by one person. Officers shall preferably be selected from the members of the Board of Directors.

Section 2. Election. The officers of the corporation shall be elected by the board within thirty days following the annual meeting of the membership. Only members may be elected officers.

Section 3.
Term. Officers shall serve a one-year term commencing at the time of the election.

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Section 4. Powers and Duties. Officers shall have such powers and shall perform such duties as may be specified by the board from time to time, including the following:

4.1 President. The president shall exercise the usual executive powers pertaining to the office of president. The president shall preside at meetings of the board of directors and any committee exercising any authority of the board.

4.2 Vice President. In the absence or disability of the president, the vice president shall act as president. The vice president shall also exercise such authority as may be granted by the board of directors or the president.

4.3 Secretary. It shall be the duty of the secretary to keep records of the proceedings of the board and, when requested by the president to do so, to sign and execute with the president all deeds, bonds, contracts, and other obligations, or instruments, in the name of the corporation, to keep the corporate seal, and to affix the same to proper documents. The Secretary shall provide copies of the meetings minutes to the Principal and to the Secondary Immersion Advisory Committee Board member.

4.4 Treasurer. The treasurer shall have the care and custody of and be responsible for all funds and investments of the corporation and shall cause to be kept regular books of account. The treasurer shall cause all funds and other valuable effects in the name of the corporation to be deposited into such depositories as may be designated by the board. In general, the treasurer shall perform all of the duties incident to the office of treasurer. The directors may appoint assistant treasurers.

4.5 Past President. The immediate past president shall be an officer of the and shall participate in meetings and decisions by the officers.

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Section 5. Removal. Officers may be removed by the board whenever in its judgment the best interests of the corporation would be served thereby.

Section 6. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the board for the unexpired portion of the term.

~~ARTICLE IX~~
BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its board, committees, and membership. The corporation also shall keep all other records required by law or contract. Except as otherwise provided in these bylaws, by law or by contract, all books, and records of the corporation may be inspected by any director for any proper purpose at any reasonable time.

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ARTICLE X
FUNDS OF THE CORPORATION

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Section 1.

The corporation may submit grant applications to public or private funding sources only with the prior approval of the board.

Section 2.

Contracts and Grant Agreements

The board may authorize an officer or officers of the corporation or specified employees or agents to enter into any contract or grant agreement on behalf of the corporation, and such authority may be general or may be confined to specific instances.

Section 3.

Checks, Draft, or Orders

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed only by a person or persons to whom the board of directors has granted such authority under Article X, Section 2, above, and only in such manner as shall from time to time be determined by the board. In the absence of such determination by the board, such instruments shall be signed by the treasurer and countersigned by the president of the

corporation,
provided that such offices are filled by two different persons.

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Section 4.

Deposits and Investments

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All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the board may select or otherwise invested in accordance with the corporation's investment policy.

Section 5. Gifts

The board may accept on behalf of the corporation any gift, contribution, bequest, or devise for any purpose of the corporation.

ARTICLE XI
FIDELITY BONDS OR INSURANCE

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The treasurer and all other officers, agents and employees of the corporation who handle funds of the corporation in any manner, and any other officers, agents, and employees of the corporation specifically designated by the board, may execute fidelity bonds in favor of the corporation in the penal sums specified by the board, upon written request by the board. Each such fidelity bond shall be executed by the officer, agent, or employee as principal and by a corporate surety company approved by the board, provided, however, that blanket bonds may be employed in lieu of individual bonds, in the case of employees. All premiums of fidelity bonds required of officers, agents and employees shall be paid by the corporation and such premiums shall be a corporate expense. In lieu of the specified fidelity bonds, the corporation may obtain any standard form of insurance that provides the corporation with comparable protection against the dishonesty of those who handle funds of the corporation.

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ARTICLE XII
INDEMNIFICATION OF DIRECTORS AND OFFICERS

(a) Each director and officer of the corporation, formerly, now or hereafter serving as such, shall be indemnified by the corporation against any and all claims and liabilities to which he or she has or shall become subject by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by him or her as such director or officer; and the corporation shall reimburse each such person for all legal expenses actually and reasonably incurred by him or her in connection with any such claim or liability, provided, however, that no such person shall be indemnified against or be reimbursed for any expense incurred in connection with any claim or liability arising out of his or her own willful misconduct or gross negligence.

(b) The amount paid to any officer or director by way of indemnification shall not exceed his or her actual, reasonable and necessary expenses incurred in connection with the matter involved. The right of indemnification provided for in this article ~~XII~~ shall not be exclusive of any rights to which any director or officer of the corporation may otherwise be entitled by law.

ARTICLE XIII
TAX-EXEMPT STATUS

Section 1.
Limitations on Lobbying and Political Activity

No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions of these Bylaws, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c) (3) of the Code or the corresponding section of any

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amended federal tax code or (b) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Code or the corresponding section of any amended tax code.

Section 2.

Prohibition Against Private Inurement

No part of the net earnings of this corporation shall inure to the benefit of or be distributable to its directors, officers, employees, or agents, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

Section 3.

Distribution of Assets upon Dissolution

Upon the dissolution of the corporation, its remaining assets shall be distributed pursuant to the provisions of Article N(d) of the Articles of the corporation, or, if no such corporation is then in existence, shall be distributed to an organization described in Section 501(c)(3) and exempt from taxation under Section 501 (a) of the Code or the corresponding section of any amended federal tax code,

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ARTICLE XV

AMENDMENT OF BYLAWS

Amendments to these Bylaws may be proposed by resolution of the board or by the members.

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the members at the annual meeting or a special meeting of the membership. At least ten (10) days before

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such meeting,
the secretary shall provide written notice to all the directors and to the members of intention to alter,
amend or repeal or to adopt new Bylaws at such meeting. Such notice shall be given in the manner specified in Article VI, Section 10, paragraph (g), above, and shall include a detailed description of the proposed change in the Bylaws. Unless otherwise specified in the resolution enacted by the members, each amendment, repeal, or adoption of these Bylaws or any part of these Bylaws shall take effect immediately upon its approval by the corporate member.

ADOPTION OF BYLAWS

The undersigned, being the initial directors of the corporation, hereby adopt the foregoing Bylaws, consisting of 11 pages, including this page, as the Bylaws of this corporation.

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