

***BYLAWS OF  
MANABI OF TUCSON, INC  
AN ARIZONA NONPROFIT CORPORATION***

**ARTICLE I  
OFFICES**

**Section 1. Name of Corporation.** The name of the Corporation is Manabi of Tucson, Inc. Do Business As (DBA) name of the Corporation shall be Tucson Japanese School (“TJS” hereinafter referred to as “TJS” or the Corporation”).

**Section 2. Principal Office.** The principal office of the Corporation shall be located in Pima County in the State of Arizona, but other offices may be established and maintained within or outside of the State of Arizona at such places as the Board of Directors may designate. As of April 22, 2024, the office is located at 1803 E Seneca St, Tucson AZ 85719

**Section 3. Registered Office and Registered Agent.** TJS shall maintain a registered office and registered agent in the State of Arizona. The registered office may, but need not be, the same as any of its places of business. TJS shall have and continuously maintain within the State of Arizona a statutory agent as required by law and the statutory agent may be changed from time to time by the Board of Directors.

**ARTICLE II  
OBJECTS AND PURPOSES**

The Corporation is organized in accordance with the Arizona Nonprofit Corporation Act. The Corporation has not been formed for the making of any profit, or personal financial gain. The assets and income of the Corporation shall not be distributable to, or benefit the trustees, directors, or officers or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the Corporation. This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The Corporation shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office. The purpose of the Corporation is the following:

This Corporation is organized exclusively to promote education to introduce foreign and American families in Tucson and surrounding areas and to learn, experience, and appreciate the culture, customs, history, and language of Japan as an educational and cultural organization that will foster cultural identity and international understanding within the meaning of Section 501(c)(3) of the Internal Revenue Code.

## **ARTICLE III MEETINGS**

**Section 1. Annual Meeting.** An annual meeting shall be held during June of each calendar year for the purpose of electing directors, electing its new officers, appointing new committee chairpersons and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Directors.

**Section 2. Regular Meeting.** Additional regular meetings of the Board of Directors may be held without notice, at such time and place as may from time to time to be determined by the Board of Directors.

**Section 3. Special Meetings.** Special meetings may be requested by the Chair of the Board of the Directors or any members of the Board of Directors by written or electronic notice not less than five (5) days before the date of any Special Meeting.

**Section 4. Notice of Meetings.** Written or electronic notice of Special Meetings shall be provided under this section or as otherwise required by law. The Notice shall state the place, date, and hour, purpose of the meeting and any changes. Such notice shall be delivered by writing either electronically or by mail at least five (5 ) days prior to the meeting. Annual or Regular Meetings may be held without notice

**Section 5. Place of Meeting.** Any meeting of the Board of Directors may be held either within or outside of the State of Arizona.

**Section 6. Telephonic Meetings.** Board of Directors may participate in and act at any meeting of the Board through the use of a conference telephone or other communications equipment (collectively “Electronic Conferencing”) that allows all persons participating in the meeting to communicate with each other, and such participation in a meeting shall be deemed presence at such meeting. In addition, Annual, Regular,, or Special Meeting of the Board may be held exclusively by Electronic Conferencing when necessary at the discretion of the Chair of the Board of Directors.

**Section 6. Quorum.** A majority of the directors shall constitute a quorum at a meeting. In the absence of a quorum, a majority of the directors may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The directors present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some directors results in representation of less than a quorum.

**Section 7. Action Without Meeting.** Any action required to be taken, or which may be taken at a meeting, may be taken without a meeting and without prior notice if a consent in writing setting forth the action so taken is signed by the directors with respect to the subject matter of the vote.

## **ARTICLE IV BOARD OF DIRECTORS**

**Section 1. Powers.** Each Director owes a duty of loyalty and care to TJS and shall carry out his or her duties in accordance with the standards of conduct required by law of such Directors and otherwise in compliance with applicable law. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be controlled by, the Board of Directors, recognizing their general powers it is hereby expressly declared that the directors shall have the following powers, to-wit;

- a. To elect and remove all the other officers, agents and employees of the Corporation, prescribe such powers and duties for them as may not be inconsistent with law, with the Articles of Incorporation or the By-Laws and fix their compensation.
- b. To conduct, manage, and control the affairs and business of the Corporation, and to make such rules and regulations therefore not inconsistent with law, or with the Articles of Incorporation or the By-Laws as they may deem best.
- c. To determine and administer the admission requirements of students, the content and structure of the curriculum, and the quality of the texts and other materials used in the school.

**Section 2. Number of Directors.** Exclusive of Ex Officio Directors (as defined herein), the organization shall be managed by a Board of Directors consisting of a minimum of three (3) director(s) not to exceed nine (9) director(s) at any given time.

- a. **Ex Officio.** Certain Members of the school community may serve ex officio on the Board. Such persons may include school administrators or corporate officers. These members have speaking rights: that is, the right to be heard. They shall have no right to vote,
- b. **Qualifications.** No person under the age of twenty-one (21) years shall be eligible for election as a Board of Director. Directors need not be residents of the State of Arizona. Directors shall be identified, recruited, and elected in accordance with the Board policies and procedures then enforced.

**Section 3. Voting Rights.** Each Director shall be entitled to one vote, and voting rights may not be exercised by proxies. When a Director participates in a meeting via electronic means (including, but not limited to, telephonically, or by internet) such Director shall be counted as present at such meeting and able to fully exercise his or her voting rights.

**Section 4. Election and Terms.**

- a. **Method of Election.** The Board of Directors shall be elected at the Annual Meeting or Special Meeting by a simple majority vote of the Board of Directors present.

- b. Term of Office.** Each director, with the exception of Executive Directors, shall serve a term of two (2) years, or until a successor has been elected; each director shall serve for a term not to exceed six (6) consecutive years. After the Directors Term has expired for a Director, such member may not serve on the Board for one (1) year. After one (1) year, such Director is then eligible for election to the Board for an additional Director Term.
- c. Annual Review.** Directors shall be subject to an annual review consistent with the policies and procedures then in effect.

**Section 5. Quorum.** A majority of directors shall constitute a quorum.

**Section 6. Adverse Interest.** In the determination of a quorum of the directors, or in voting, the disclosed adverse interest of a director shall not disqualify the director or invalidate his or her vote.

**Section 7. Procedures.** The vote of a majority of the directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by these by-laws for a particular resolution. A director of the organization who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records.

If authorized by the governing body, any requirement of a written ballot shall be satisfied by a ballot submitted by electronic transmission, provided that any such electronic transmission must either be set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by the member or proxy holder.

**Section 8. Removal / Vacancies.** A director shall be subject to removal, with or without cause, at a meeting called for that purpose. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal or any other cause, may be filled by the remaining directors. A director elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified.

**Section 9. Resignation.** Any director may resign effective upon giving written notice to the chairperson of the board, the president, the secretary or the Board of Directors of the corporation, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

**Section 10. Committees.** To the extent permitted by law, the Board of Directors may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees by resolution adopted by a majority of the Directors present. The Executive Directors and/or Chair shall serve as Ex Officio members of all committees.

**Section 11. Compensation.** Any directors shall not receive any stated salaries for their services, but by resolution of the Board a fixed sum and expenses of attendance, if any, may be allowed for each Regular or Special Meeting of the Board, provided that nothing herein contained shall be construed to preclude any directors from serving TJS in any other capacity and receiving reasonable compensation for personal services rendered to TJS on a fee per service basis, that are necessary or appropriate to carry out one or more of the tax exempt purposes of TJS. Such compensated individuals cannot vote on their own compensation, which must be set by a majority (excluding the individual under consideration) present at a Board meeting.

## **ARTICLE V OFFICERS**

**Section 1. Number of Officers.** The officers of the Corporation shall be a Chair of the Board, a Secretary, and a Treasurer. Two or more offices may be held by a single individual.

- a. a. Chair of the Board.** Chair of the Board shall preside at all meetings of the Board of Directors, at the Annual Meeting, and at such other meetings of the Corporate as may be called from time to time and its Executive Committee, if such a committee is created by the Board. The Chair shall perform such other duties as may be indicated by these By-Laws or assigned by the Board. The Chair shall recommend to the Board assignments for any committees. The Chair shall be an ex officio member of all committees and task forces of the Board. The Chair may be given delegated authority to act without a Regular or Special Meeting by electronic or telephonic communication and consent of a majority of Directors.
- b. Vice-Chair.** The Vice-Chair shall assist the Chair in presiding at all Meetings and shall preside at all Meetings in the absence of the Chair. The Vice Chair shall work closely with the Chair of the Board in preparation for serving as Chair at the end of the current Chair of the Board's term.
- c. Secretary.** The Secretary shall give notice of all meetings of the Board of Directors and Executive Committee, if any, shall keep an accurate list of the directors, and shall have the authority to certify any records, or copies of records, as the official records of the organization. The Secretary shall maintain the minutes of the Board of Directors meetings and all committee meetings.
- d. Assistant Secretary.** The Board of Directors may appoint one or more Assistant Secretaries to assist the Secretary in their duties. Assistant Secretaries shall perform such duties as may be assigned to them by the Board of Directors, Executive Directors or the Secretary, including but not limited to maintaining corporate records, taking minutes at meetings, and handling routine administrative tasks. In the absence

or disability of the Secretary, any Assistant Secretary may act as Secretary until a replacement is appointed.

- e. **Treasurer** The Treasurer shall be responsible for conducting the financial affairs of the organization as directed and authorized by the Board of Directors and Executive Committee, if any, and shall make reports of the organization's finances as required, but no less often than at each meeting of the Board of Directors and Executive Committee.
- f. **Assistant Treasurer.** The Board of Directors may appoint one or more Assistant Treasurer to assist the Treasurer in their duties. Assistant Treasurer shall perform such duties as may be assigned to them by the Board of Directors, the Executive Directors, or the Treasurer, including but not limited to recordkeeping, bank transactions, and financial reporting. In the absence or disability of the Treasurer, any Assistant Treasurer may act as Treasurer until a replacement is appointed.
- g. The Executive Director shall be an officer of the Board and have full voting rights and privileges.

**Section 2. Election and Term of Office.** The officers shall be elected or appointed annually by the Board of Directors at the Annual Meeting of the Board of Directors. If the election or appointment of Officers shall not be held at such meeting, such election or appointment shall be held as soon thereafter as may be convenient. Each officer exclusive of Executive Directors shall serve a two (2) year term or until a successor has been elected and qualified.

**Section 3. Removal or Vacancy.** The Board of Directors shall have the power to remove an officer or agent of the organization. Any vacancy that occurs for any reason may be filled by the Board of Directors.

**Section 4. Voting Right.** Each Officer, including Ex Officio Directors, shall be entitled to one vote, and voting rights may not be exercised by proxies. When an Officer participates in a meeting via electronic means (including but not limited to, telephonically, or by internet) such Officer shall be counted as present at such meeting and able to fully exercise his or her voting rights.

## **ARTICLE VI CORPORATE ACTS, LOANS, DEPOSITS AND FUND**

**Section 1. Corporate Acts.** The President and one officer shall each have authority to sign execute, and acknowledge on behalf of TJS and grant authority to do so to certain employees all deeds, mortgages bonds, stock certificates contracts, leases reports and all other documents or instruments necessary or proper to be executed in the course of TJS's regular business, each of which shall be authorized by resolution of the Board, with the exception of the Directors of School's authorization provided in the Corporation Management Agreement or any employment contract with the Director of school then in effect.

**Section 2. Loan.** No moneys shall be borrowed on behalf of TJS and no evidence of such indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority shall be confined to specific instances

**Section 3. Deposits.** All funds of TJS, not otherwise employed, shall be deposited from time to time to the credit of TJS in such banks investment firms or other depositories as the Board may select.

**Section 4. Gifts.** The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the corporation.

## **ARTICLE VII CORPORATE SEAL, EXECUTION OF INSTRUMENTS**

The organization shall not have a corporate seal. All instruments that are executed on behalf of the organization which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the organization, including a release of mortgage or lien, may be executed by the President or any Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board of Directors.

## **ARTICLE VIII WAIVER OF NOTICE**

Any written notice to the Board required or permitted under these By-Laws shall be delivered to the Board at the Officer's address facsimile, or electronic address as shown on the records of TJLs. If mailed, it shall be mailed by registered mail, return receipt, and shall be deemed delivered if the receipt is signed by or on behalf of addressee. If given by telecopy or electronic communication, such notice shall be deemed to be delivered when the telecopy or electronic communication is properly sent with evidence of transmission.

## **ARTICLE IX FISCAL YEAR**

The fiscal year of TJS shall begin the first day of July and end the last day of June, unless otherwise modified by resolution of the Board of Directors.

## **ARTICLE X CONFLICT OF INTERESTS**

**Section 1. Transitions Presumed Valid.** No contract or other transaction between TJS and one or more of its Board of Directors or officers of any other corporation firm, association, or entity

in which one or more of its Officers are a member, Director, or Officer, or are financially interested, is either void or voidable because of such relationship or interest, or because any Director or Officer is present at the meeting of the Board or a committee of the Board which authorizes approves, or ratifies such contract or transaction or because his or their votes are counted for such purpose, if either of the following apply:

- a. The fact of such relationship or interest is disclosed or known to the Board or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of the interested Officer; or
- b. The transaction is consummated or, I made pursuant to contract, when TJS becomes contractually obligated such that its unilateral withdrawal from the contract would entail significant loss, liability or other added damage. The fairness of the transaction or contract shall be judged according to the circumstances at the time of consummation or at the time when TJS becomes contractually obligated.

**Section 2. Clear and convincing Evidence Needed to Rebut Presumption.** Any person seeking to establish that a contract or transaction described in this Section is void or voidable must prove by clear and convincing evidence that the requirements of Section 1 of this Article have not been satisfied.

**Section 3. Directors Counted for Quorum.** Common or interested Directors or Officers may be counted in determining the presence of a Quorum at a meeting of the Board.

**Section 4. Abstention of Interested Directors.** The Board may require Directors or Officers to abstain from, or to not be present during any discussion with to or vote upon a contract or transition between TJLS and such Directors or any relative or affiliate of such Directors or Officer. For Purpose of this Section, affiliate shall mean any partnership, corporation, or other entity in which the Directors or its relative has a ten percent (10%) or more interest or by which such director is employed.

## **ARTICLE XI INDEMNIFICATION**

Any director or officer who is involved in litigation by reason of his or her position as a director or officer of this organization shall be indemnified and held harmless by the organization to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the organization to provide broader indemnification rights).



**ARTICLE XII  
AMENDMENT TO BYLAWS**

The bylaws may be amended, altered, or repealed by the Board of Directors by a majority of a quorum vote at any regular or special meeting. Notice of proposed bylaw changes must be presented to the Board at least seven (7) days prior to the Board acting on the changes.

**ARTICLE XIII  
DISSOLUTION**

The organization may be dissolved only with authorization of its Board of Directors given at a special meeting called for that purpose, and with the subsequent approval by no less than two-thirds (2/3) vote of the members. In the event of the dissolution of the organization, the assets shall be applied and distributed as follows:

All liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made therefore. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to charitable and educational organization, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, as determined by the Board of Directors.

**Certification**

David Kawabata, Secretary of Manabi of Tucson, Inc ( DBA Tucson Japanese School) hereby certifies that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the initial Board of Directors on January 12, 2025.

By: 

Date: 2025/01/12

David Kawabata, Secretary, Manabi of Tucson, Inc