

FIFTH AMENDED AND RESTATED BYLAWS
OF
JAPANESE INTERNATIONAL ACADEMY OF GUAM
(a non-profit Corporation, formerly known as The Japanese School of Guam)

Amended and Restated April 26, 2025

ARTICLE 1
PURPOSES; NONPROFIT CHARACTER

SECTION 1.1 Purposes : The purposes of the Corporation shall be as specifically set forth in Article II of the Articles of Incorporation.

SECTION 1.2 Nonprofit Character : The Corporation shall be a nonprofit corporation. The Corporation shall not authorize or issue shares of stock. No dividend shall be paid and no part of the income or earnings which may be derived from its operations, in pursuance of the purposes of the Corporation, shall be distributed to or inure to the benefit of any Director or Officer of the Corporation, or any private individual, but shall be used to promote the purposes of the Corporation.

SECTION 1.3 Non-Discrimination : Any school owned or operated by the Corporation shall admit students of any race, color and national or ethnic origin to all the

rights, privileges, programs and activities generally accorded or made available to its students and will not discriminate on the basis of race in administration of its educational policies, admissions policies, scholarship and loan programs and athletic or other school-administered programs.

ARTICLE II

PRINCIPAL OFFICE; PLACE OF MEETINGS; SEAL

SECTION 2.1 Principal Office : The principal office of the Corporation shall be maintained at Mangilao, Territory of Guam, and the Corporation may have such other offices within or without the Territory of Guam, as the Board of Directors shall determine.

SECTION 2.2 Place of Meetings : All meetings of the Board of Directors shall be held at the principal office of the Corporation, unless some other place is stated in the call. Any meeting, regular or special, of the Board of Directors may be held by conference telephone or similar communication equipment as long as all Directors participating in the meeting can hear one another, and all such Directors shall be deemed to be present in person at the meeting.

SECTION 2.3 Seal : The Corporation may have a corporate seal as the Board of Directors shall determine.

ARTICLE III

BOARD OF DIRECTORS

SECTION 3.1 Power and Duties : The Board of Directors shall manage the property and business of the Corporation and shall have and may exercise all of the powers of the Corporation. The duties of the Board of Directors shall include the following:

- (a) to discuss and approve the basic guidelines of the operation of each Division of the school, as proposed by its Principals, and the details of the educational programs.
- (b) to determine fees and tuition charges.
- (c) to employ and terminate school employees.
- (d) to draft all regulations and rules necessary for the school's operation.
- (e) to administer and dispose of corporate assets.
- (f) to discuss and approve project plans and reports, budgets and accounts of the school.

SECTION 3.2 Number , Election : The number of Board of Directors of the Corporation must be at least five (5) and no more than fifteen (15) , and the total number must be a multiple of five (under Guam Code Annotated (18 GCA § 11105)). The number of Directors for the ensuing year shall be fixed at ten (10) unless changed by an amendment to the Bylaws and the number so designated shall then be elected or appointed by the persons who elect or appoint such Directors in accordance with Section 3.3 hereof. Within the foregoing limitation as to the minimum and maximum number, the number of Directors may be decreased or increased by the Board of Directors at any special meeting and, in case the number is increased, the additional Directors shall be elected or appointed in the same manner as other Directors.

SECTION 3.3 Method of Appointment of Directors : Except as otherwise provided in this section, all Directors shall serve for a one (1) year term. Until changed by amendment of these Bylaws, the Board of Directors shall consist of ten (10) Members as follows:

Ten (10) Voting Members

- (i) the President of the Japan Club of Guam
- (ii) the Director of the Education Committee of the Japan Club of Guam
- (iii) the President of Japanese International Academy of Guam (P-JIAG)

- (iv) a representative from the PTA of the Full-time School (who shall be a parent/legal guardian of a student of such school)
- (v) a representative from the PTA of the Weekend School (who shall be a parent/legal guardian of a student of such school)
- (vi) Five directors appointed and approved by the Board of Directors for his or her expertise in the area of management and school administration.

Observers

- (i) one (1) auditor of the Japan Club of Guam
- (ii) a representative designated by Consulate-General of Japan in Hagatna

SECTION 3.4 Annual Meeting : A meeting of the Board of Directors shall be held annually on the 2nd week of May and the Board of Directors shall thereat elect the Officers of the Corporation for the ensuing year. The exact date, time, and location of the annual meeting shall be determined by the Board of Directors and communicated to all directors in writing at least 10 days prior to the meeting.

SECTION 3.5 Regular Meetings : The Board of Directors may establish regular meetings to be held in such places and at such times as it may from time to time by vote determine and no further notice thereof shall be required.

SECTION 3.6 Special Meetings : Special meetings of the Board of Directors may be called at any time by the Chairperson or by any two (2) Directors.

SECTION 3.7 Notice of Meetings : Except as otherwise expressly provided, reasonable notice of any meeting of the Board of Directors shall be given to each Director (other than the person or persons calling the meeting and other than the person giving notice of the meeting) by the Secretary, or by the person or one of the persons calling the meeting, by advising the Director of the meeting by word of mouth or by telephone or by leaving written notice thereof with him or at his residence or usual place of business.

Such written notice shall be mailed not less than ten (10) days prior to the date of the meeting. Nonreceipt by a Director of any written notice of a meeting mailed to such Director shall not invalidate any business done at the meeting while a quorum is present

SECTION 3.8 Waiver of Notice :

(a) Any Director may, prior to, at the meeting, or subsequent thereto, waive notice of any meeting in writing, signed by him.

(b) The presence at any meeting of any Director shall be the equivalent of a waiver of the requirement of the giving of notice of said meeting to such Director. No notice of a meeting of the Board of Directors need be given to any Director who at the time is absent from the Territory of Guam.

(c) When two-thirds (2/3) of the total number of Directors at which the Board of Directors has been fixed, sign a written consent or approval on the record of the meeting, actions taken at the meetings, however called or notified, shall be valid.

SECTION 3.9 Quorum : Attendance by two thirds (2/3) of the voting Directors shall constitute a quorum to transact business, and, in order to be valid, any act or business must receive the approval of a majority of such quorum. A vacancy or vacancies in the membership of the Board of Directors shall not affect the validity of any action of the Board of Directors, provided there is present at the meeting a quorum of all the Directors at which the Board of Directors has been fixed.

SECTION 3.10 Adjournment : Any meeting of the Board of Directors, whether annual or special, may be adjourned from time to time, whether a quorum is present or not, without notice other than the announcement at the meeting. Such adjournment may be to such time and to such place as shall be determined by a majority of the Board of Directors present. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted by a quorum at the original meeting as originally called.

SECTION 3.11 Removal, Withdrawal Admission : The person or persons who appointed a Director may remove him as a Director of the Corporation, with or without cause, by written notice to the Corporation. Any Director may resign at any time upon giving

prior written notice to the Secretary. Additional Directors may be elected or appointed as set forth in these Bylaws.

SECTION 3.12 Permanent Vacancies : If a Director resigns or dies, the person or persons who appointed such Director shall appoint a Director to hold office for the rest of the Director's unexpired term. If a Director elected by the PTA resigns or dies, the President of the PTA of the Division shall appoint a Director for the unexpired term.

SECTION 3.13 Proxies : Voting by proxy shall not be permitted at any meeting of the Board of Directors or of any committees, boards or bodies created by the Board of Directors.

SECTION 3.14 Executive and Other Committees:

(a) The Board of Directors, by resolution adopted by a majority of the Board of Directors, may designate and appoint an Executive Committee, a committee for special projects and any other committees, each of which, to the extent provided in the resolution, the Articles of Incorporation or these Bylaws, shall have and may exercise all the authority of the Board of Directors except that no such committee shall have the authority of the Board of Directors in reference to

(i) Amending, altering or repealing the Bylaws

(ii) Electing, appointing or removing any member of any such committee or any Director or Officer of the Corporation

(iii) Amending the Articles of Incorporation, restating the Articles of Incorporation, adopting a plan of merger, or adopting a plan of consolidation with another corporation

(iv) Authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation

(v) Authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor

(vi) Adopting a plan for the distribution of the assets of the corporation; or

(vii) Amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by the committee.

(b) Nothing in subparagraphs (i) to (vii) shall prohibit any committee, if properly authorized by the Board of Directors and not prohibited by these Bylaws, from engaging in any sale, lease, exchange, mortgage, pledge or distribution of assets of the Corporation in the normal course of the Corporation's business.

(c) The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon the Board of Directors or the Director by law.

SECTION 3.15 Gifts and Contributions : The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes, or for any special purpose, of the Corporation.

SECTION 3.16 Procedure : The Board of Directors shall fix its own rules of procedure which shall not be inconsistent with these Bylaws.

ARTICLE IV

OFFICERS AND MANAGEMENT

SECTION 4.1 Appointment, Term, Removal : The Officers of the Corporation shall be the Chairperson, Vice Chairperson, the Secretary, the Treasurer and P-JLAG, and in addition thereto, such other Officers, with such duties, as the Board of Directors shall from time to time determine. All Officers shall be appointed annually by the Board of Directors at its annual or a special meeting and shall hold office at the pleasure of the Board of Directors until the next annual meeting and thereafter until their respective successors shall be duly elected or appointed and qualified. Any person may hold more than one

office, provided that there be at least two (2) persons as Officers of the Corporation. The Board of Directors may, in its discretion, from time to time limit or enlarge the duties and powers of any officer appointed by it.

SECTION 4.2 The Chairperson : The President of the Japan Club of Guam shall be the Chairperson and shall chair at all meetings of the Board of Directors and appoint a secretary of the meeting, shall call annual meetings of the Board of Directors, and may call special meetings of the Board of Directors at his discretion, as provided by these Bylaws. Subject to the direction and control of the Board of Directors, the Chairperson shall generally represent the Corporation and be its spokesperson. The Chairperson shall have such management, supervisory and executive duties and powers as the Board of Directors may from time to time decide.

SECTION 4.3 The Vice Chairperson : The Director of the Education Committee of the Japan Club of Guam shall be the Vice Chairperson and shall be vice chairperson of all meetings of the Board of Directors.

SECTION 4.4 The Secretary : The Secretary shall be appointed and approved by the Board of Directors, and shall attend all meetings of the Board of Directors and shall record the proceedings thereof in the minute book or books of the Corporation. He shall give notice, in conformity with these Bylaws, of meetings, where required, of the Board of Directors. In the absence of the Chairperson, he shall have power to call such meetings and shall preside there until a Chairperson Pro Tempore shall be chosen. The Secretary shall perform all other duties incident to his office or which may be assigned to him by the Board of Directors.

SECTION 4.5 The Treasurer : The Treasurer shall be appointed and approved by the Board of Directors and shall have custody of all of the funds, notes, bonds and other evidence of property of the Corporation. He shall deposit or cause to be deposited in the name of the Corporation all monies or other valuable effects in such banks, trust companies or other depositories as shall from time to time be designated by the Board of Directors. He shall make such disbursements as the regular course of the business of the Corporation may require or the Board of Directors may order. He shall perform all other duties incident to his office or which may be assigned to him by the Board of Directors.

SECTION 4.6 P-JIAG : The President of Japanese International Academy of Guam shall be the chief operating officer responsible for running the school and providing advice and assistance to the Corporation, the Board of Directors, the Chairperson, other officers, the committees and the association. The President shall administer operations delegated by the Board of Directors, employing and releasing all employed staff in accordance with policies adopted by the Board of Directors, and performing such duties as may be delegated by the Board of Directors.

SECTION 4.7 Absence of Officers : In the absence or disability of the Chairperson, Vice Chairperson, the duties of the Chairperson (other than the calling of meetings of the Board of Directors) shall be performed by such persons as may be designated for such purpose by the Board of Directors. In the absence or disability of the Secretary or of the Treasurer, the duties of the Secretary or of the Treasurer, as the case may be, shall be performed by such person or persons as may be designated for such purpose by the Board of Directors,

ARTICLE V

REMOVALS

The Board of Directors may at any time remove from office or discharge from employment any Officer, subordinate Officer, agent or employee appointed by it or by any person under authority delegated by it, whenever, in their judgment, the best interests of the Corporation will be served thereby.

ARTICLE VI

AUDIT OF BOOKS

The Board of Directors shall cause a complete audit to be made of the books of the Corporation by the auditors of the Japan Club at least once in each fiscal year and more often if required by the Board of Directors and shall thereafter make appropriate reports to all members of the Board of Directors.

ARTICLE VII

EXECUTION OF INSTRUMENTS

SECTION 7.1 Proper Officers: Except as otherwise provided herein or required by law, all checks, drafts, notes, bonds, acceptances, deeds, leases, contracts, bills of exchange, orders for the payment of money, licenses, endorsements, powers of attorney, proxies, waivers, consents, returns, reports, applications, notices, mortgages, and other instruments or documents requiring execution on behalf of the Corporation shall be signed by any one of the following: the Chairperson, Vice Chairperson, Secretary, or Treasurer. The Board of Directors may, from time to time, authorize such documents or instruments to be signed by other Officers, agents, or employees of the Corporation, individually or jointly, in such manner as the Board may determine.

SECTION 7.2 Facsimile Signatures: The Board of Directors may, from time to time by resolution, provide for the execution of any corporate instrument or document, including but not limited to checks, warrants, letters of credit, drafts and other orders for the payment of money, by a mechanical device or machine or by the use of facsimile signatures under such terms and conditions as shall be set forth in any such resolution.

SECTION 7.3 Funds: 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 of Directors may select.

ARTICLE VIII

CORPORATE BOOKS AND RECORDS; INSPECTION OF SAME AND BYLAWS

SECTION 8.1 Books and Records: The Corporation shall keep correct and complete books and records of account of the Corporation and minutes of the proceedings of the Board of Directors and any committee having any of the authority of the Board of Directors; and shall keep at its registered office or principal office in the Territory a record of the names and addresses of the Directors. All books and records of the Corporation may be inspected, upon written demand, by any Director or Director's agent or attorney for any proper purpose at any reasonable time. Demand for inspection other than at a meeting shall be made in writing upon the Secretary or any other officer designated by the Board of Directors.

SECTION 8.2 Inspection of Bylaws: The Corporation shall keep a current copy of its Bylaws, as amended or otherwise altered to date, at its principal office. This copy shall be open to inspection by any Director at all reasonable times during regular business hours.

ARTICLE IX

FISCAL YEAR

The fiscal year of the Corporation shall be such as may from time to time be established by resolution by the Board of Directors.

ARTICLE X

AMENDMENT TO BYLAWS

The Bylaws may be altered, amended or repealed, and new Bylaws may be adopted, by a majority vote of the Directors present at any meeting of the Board of Directors at which a quorum is present or by the written consent of such Directors.

ARTICLE XI

DEFINITIONS

The word “person” or any pronoun used in place thereof, where the context so requires or admits, shall include and mean individuals, firms, corporations, partnerships and associations. The singular shall include and mean the plural, or vice versa. Masculine, feminine and neuter genders shall include or interchange each of the other genders as the context shall imply.

CERTIFICATE OF SECRETARY

I certify that:

1. I am the Secretary of JAPANESE INTERNATIONAL ACADEMY OF GUAM.
2. The attached Bylaws are the Bylaws of the Corporation adopted by the Board of Directors at a meeting held on April 26, 2025.

Date : May 31, 2025.

Kentaro Kyo

Secretary