

BYLAWS OF THE ASIA-NORTHWEST CULTURAL EDUCATION ASSOCIATION (ANCEA)

ARTICLE 1. PURPOSE

ANCEA is organized for charitable and educational purposes specifically for furthering the understanding of Asian culture through the use of traditional and contemporary media.

ARTICLE 2. OFFICES

The principal office of ANCEA shall be located at its principal place of business or such place as the Board of Directors ("Board") may designate. The Corporation and Board's committees may have such other offices, either within or without the State of Washington, as the Board may designate.

ARTICLE 3. MEMBERSHIP

3.1 - Classes of Members

ANCEA shall have two classes of membership. The Board may add further classifications of membership at its discretion, but these classifications must be approved by a majority of the voting membership in attendance at a General meeting and noted in the minutes to be valid. Voting Member: All current year Board members and staff members from Sakura-Con are Voting Members. To be a "staff member", an individual must apply and be hired to volunteer for work at the current year Sakura-Con, with the number of hours, not less than 16, determined annually by the President.

Attendee Member: Any person who pays for an Attendee Membership at Sakura-Con shall be an Attendee Member. Attendee Members are entitled to participate in Board of Director nominations and attend General Meetings, but will not be able to vote and are not entitled to notice of any meetings. Term of Attendee Membership shall be determined by the Board.

3.1.1 - Definition of the Membership Year

The current membership year (also known as "current year") is the period of time beginning immediately following the last annual meeting and ending at the end of the next annual meeting.

3.2 - Qualifications for Membership

In order to qualify for membership, either Attendee Membership or Voting Membership, an individual shall apply, support the mission of ANCEA, pay annual dues and follow the policies of the Corporation. The Board may establish multi-classifications of membership fees at its discretion.

3.3 - Voting rights

Only Voting Members shall be entitled to vote. Each Voting Member is entitled to one vote on each issue submitted to the members.

3.4 - Annual Meeting

The annual meeting of the members shall be held in the fourth or fifth month in each year for the purpose of electing Board members and transacting such other business as may come before the meeting. If the annual meeting is not held in the time period designated, the Board shall cause the meeting to be held as soon thereafter as a quorum can be reasonably expected to be achieved.

3.5 - Special Meetings

The President, the Board, or not less than 60 percent of the members entitled to vote at such meeting may call special meetings of the members for any purpose.

3.6 - Place of Meetings

All meetings of members shall be held at a publicly accessible place within or without the State of Washington.

3.7 - Notice of Meetings

Notice, in the form of a record, in a tangible medium, or in an electronic transmission, stating the place, day, and hour of the annual meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than fifty days before the date of the meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting, to each member entitled to vote at such meeting. Notice of regular meetings other than annual shall be made by providing each member with the adopted schedule of regular meetings for the ensuing year at any time after the annual meeting and ten days prior to the next succeeding regular meeting and at any time when requested by a member or by such other notice as may be prescribed by the Bylaws. Notice in a tangible medium may be provided by mail, personal delivery, private carrier, or facsimile.

3.8 - Waiver of Notice

Whenever any notice is required to be given to any Voting Member under the provisions of these Bylaws, or applicable Washington law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

3.9 – Quorum

Twenty-five percent (25%) of the Voting Members entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the membership. If less than a quorum of the members entitled to vote is represented at a meeting, no issues may be voted upon.

3.10 - Manner of Acting

The vote of a majority of the members represented in person or by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by applicable Washington law, or these Bylaws.

3.11 – Proxies

A member may vote by proxy executed in writing by the member or by his or her attorney-in-fact. Such proxy shall be filed with the Secretary before or at the time of the meeting. No proxy shall be effective after eleven months from the date of its execution, unless otherwise stated in the proxy.

3.12 - Action by Members Without a Meeting

Any action which could be taken at a meeting of the members may be taken without a meeting if a written consent setting forth the action so taken is signed by all members entitled to vote with respect to the subject matter thereof. Such written consents may be signed in two or more counterparts, each of

which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a meeting of the members.

3.13 - Meetings by Alternate Methods

Members may participate in a meeting by means such that all persons participating in the meeting can hear or communicate with each other at the same time. Participation by such means shall constitute presence in person at a meeting.

ARTICLE 4. BOARD MEMBERS

4.1 - General Powers

Except as limited herein, the activities, affairs, and property of the Corporation shall be managed, directed and controlled, and its powers exercised by, and vested in, the Board of Directors.

4.2 – Number

The Board shall consist of no less than nine elected members plus a Facilities Liaison who is to be appointed by the elected members of the Board. The number of Board members may be changed from time to time by amendment to these Bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Board member. The elected Board of Director members shall be elected by title and each director shall serve in the position to which he or she is elected as well as being a member of the Board of Directors. The positions shall be: President, Vice President, Secretary, Treasurer, Director of Operations, Director of Programming, Director of Relations, Director of Publicity, and Director of Membership.

4.3 – Qualifications

Board members shall be Voting Members and be elected by the Voting Members. Board members may have such other qualifications as the Board may prescribe by amendment to these Bylaws.

4.4 - Election of the Board of Directors

4.4.1 - 2006 Board members

Board members elected in 2006 shall have staggered terms in order to effectuate a system whereby half of the directors are elected each year. The President, ANCEA Secretary, Financial Officer, Director of Publicity and Director of Relations shall have terms which expire at the annual meeting in 2007.

4.4.2 - Successor Board members

Individuals shall be elected each year at the annual meeting to fill the expiring terms on the Board of Directors.

4.5 - Term of Office

Except for the Facilities Liaison, individual Board members shall serve a two-year term, which begins at the Board meeting immediately following their respective elections. The Facilities Liaison shall serve a one year term ending the Board meeting following the annual meeting of the members.

4.6 - Annual Meeting

The annual meeting of the Board shall be held without notice immediately following and at the same place as the annual meeting of members for the purposes of electing officers and transacting such business as may properly come before the meeting.

4.7 - Regular Meetings

By resolution, the Board may specify the date, time and place for the holding of regular meetings without other notice than such resolution.

4.8 - Special Meetings

Special meetings of the Board or any committee designated and appointed by the Board may be called by the President or any two Board members, or, in the case of a committee meeting, by the Chair of the committee. The person or persons authorized to call special meetings may fix any place either within or without the State of Washington.

4.9 - Meetings by Alternate Methods

The Board may participate in a meeting by means such that all persons participating in the meeting can hear or communicate with each other at the same time. Participation by such means shall constitute presence in person at a meeting.

4.10 - Place of Meetings

All meetings of the Board shall be held at a publicly accessible place within or without the State of Washington.

4.11 - Notice of Special Meetings

Notice of special Board or committee meetings shall be given to the Board members in writing or by personal communication with the Board members not less than ten days before the meeting. If notice is by electronic transmission, it must comply with Article 11 below.

4.12 - Waiver of Notice

Whenever any notice is required to be given to any Board Member under the provisions of these Bylaws, or applicable Washington law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

4.13 – Quorum

A simple majority of the number of Board members currently in office shall constitute a quorum for the transaction of business at any Board meeting. If less than a quorum of the Board is represented at a meeting, no issues may be voted upon.

4.14 - Manner of Acting

The act of the majority of the Board present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, or applicable Washington law.

4.15 - Presumption of Assent

A Board member present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such Board member files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail to the Secretary immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Board member who voted in favor of such action.

4.16 - Action by the Board Without a Meeting

Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is signed by each of the Board members. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

4.17 – Resignation

Any Board member may resign at any time by delivering written notice to the President or the Secretary, or by giving oral or written notice at any meeting of the Board members. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.18 – Removal

At a meeting of the Voting Members called expressly for that purpose, one or more Board members (including the entire Board) may be removed from office, with or without cause, by a two-thirds (2/3) majority of the votes cast by the Voting Members.

4.19 – Vacancies

A vacancy in any position of the Board may be filled by the affirmative vote of a majority of the members. A Board member who fills a vacancy shall serve for the remainder of the unexpired term.

4.20 – Committees

4.20.1 - Formation and Membership

The Board of Directors may from time to time establish committees, task forces, work groups, etc., which shall have such duties, and the members of which shall hold office for such periods, as the Board of Directors may from time to time determine: Provided, the rules of procedure of such committees shall be determined from time to time by the Board of Directors or, if authorized by the Board of Directors, by the respective committees, task forces, work groups, etc. Any such committee, task force, work group, etc., may be abolished or any member thereof removed, with or without cause, at any time by the Board of Directors. Committee, task force, work groups, etc., members shall be appointed by the Board of Directors.

4.20.2 - Quorum; Manner of Acting

A majority of the number of members composing any committee shall constitute a quorum, and the act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

4.20.3 – Resignation

Any member of any committee may resign at any time by delivering written notice thereof to the Chairperson, the Secretary or the Board members of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Resignation as a Board member shall also result in automatic resignation as an officer or Managing Director.

4.20.4 - Removal of Committee Member

The Board, by two-thirds (2/3) vote of the Board, may remove any member of any committee elected or appointed by it.

4.21 – Compensation

The Board members shall receive no compensation for their services as Board members, but may receive reimbursement for expenditures incurred on behalf of ANCEA.

ARTICLE 5. OFFICERS

5.1 – Officers

The Officers of the Corporation shall be a President, a Vice-President, a Secretary, and a Treasurer, each of whom shall be elected by the membership. Such Officers shall hold office for such period and have such authority and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board. Any Officer may be assigned by the Board any additional title that the Board deems appropriate. No one person may hold two or more officer positions concurrently.

5.2 - Managing Directors

The Managing Directors shall be a Director of Operations, a Director of Programming, a Director of Relations, a Director of Publicity, and a Director of Membership, each of whom shall be elected by the membership. These Managing Directors shall hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board. Any Managing Director may be assigned by the Board any additional title that the Board deems appropriate. No one person may hold two or more director positions concurrently.

5.3 - Election and Term of Office

The Officers and Managing Directors are elected by the Voting Members at the annual meeting of the Voting Members. Unless an Officer or Managing Director dies, resigns, or is removed from office, he or she shall hold office until his or her term has ended or until his or her successor is elected.

5.4 – Resignation

Any Officer or Managing Director may resign at any time by delivering written notice to the President, Vice-President, the Secretary or the Board, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Resignation as an Officer or Managing Director shall also result in automatic resignation as a Board member.

5.5 – Removal

Any person elected or appointed by the Board may be removed from office by the Board whenever in its judgment the best interests of ANCEA would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

5.6 – President

The President shall be the principal executive officer of the Corporation and, subject to the Board's control, shall supervise and control all of the business and affairs of the Corporation. The President shall be the chief executive officer of Sakura-Con as Chair. The President, along with such other officers as the Board may designate, shall sign deeds, leases, mortgages, contracts, or any other instrument that the Board authorizes to be signed except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation or are required by law to be otherwise signed or executed by some other officer or in some other manner. In general, the President shall perform all duties incident to the office of President and such other duties as are assigned to him or her by the Board from time to time. The President shall be an authorized signer on the ANCEA bank accounts.

5.7 - Vice-President

In the event of the death of the President or his or her inability to act, the Vice President shall perform the duties of the President, except as may be limited by the resolution of the Board, with all the powers of and subject to all the restrictions upon the President. The Vice-President shall have, to the extent authorized by the Board, the same powers as the President to sign deeds, mortgages, bonds, contracts or other instruments. The Vice- President shall perform such other duties as from time to time may be assigned by the President or the Board.

5.8 – Secretary

The Secretary shall keep the corporate records of ANCEA; responsible for keeping all meeting records required of the Corporation and distributing information relevant to keeping the Voting Members informed; keep records of the post office address and contact information, if applicable, of each member, Board members and of the name and post office address of each officer and director; sign with the President, or other officer authorized by the President or the Board, deeds, mortgages, bonds, contracts or other instruments; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board. In absence of the President and Vice-President, the Secretary is to preside over meetings. The Secretary shall be an authorized signer on the ANCEA bank accounts.

5.9 – Treasurer

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation. The Treasurer will maintain an accounting of the financial records and see to it that all taxes and fees are paid according to the requirements of law. The Treasurer will receive and give receipts for monies due and payable to and from the Corporation, and deposit all such monies in the name of the Corporation in such banks, trust companies

or other depositories as shall be selected in accordance with the board and the provisions of these Bylaws; make payments from the corporation funds, as necessary, and collect receipt for such payments. The Treasurer will maintain a two-signer check system, to be signed by two of the officers given such authority to do so in these Bylaws or by amendment of the Bylaws. If requested by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties as the Board shall determine. The Treasurer shall perform such other duties as the President or Board may assign. The Treasurer shall be an authorized signer on the ANCEA bank accounts.

5.10 - Assistant Officers

Officers may request an assistant as needed to serve with them during their term; installment and removal of Assistant Officers is at the discretion of the Executive Board. Assistant Officers do not have executive voting privileges unless by proxy via their respective Officer.

ARTICLE 6. EVENTS

6.1 - Sakura-Con

Sakura-Con is ANCEA's main event. The ANCEA Board of Directors shall act as a committee of the whole in governing Sakura-Con. The Officers and Managing Directors listed in Article 5 shall serve to operate Sakura-Con.

6.2 - New Events

Whenever a new event is considered by the Corporation, the Board of Directors shall review any proposal for such new event. In the Board review, a budget as well as programmatic elements shall be developed. If the Board approves a new event, they shall recommend it to the Voting Members at a general meeting. The new event will not proceed without approval at the meeting of the Voting Members. If a new event is approved, the Board of Directors shall appoint a committee to operate the event. The committee shall make monthly reports on its activities to the Board. Any changes in the budget or programmatic elements for the event must be approved by the Board. If the Board determines to continue the event after the initial occurrence, it shall thereafter establish a budget and appoint a committee to operate the event.

ARTICLE 7. ADMINISTRATIVE PROVISIONS

7.1 - Books and Records

The Corporation shall keep at its principle or registered office copies of its current Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of its members and Board, and any minutes which may be maintained by committees of the Board; records of the name and address of each officer; and such other records as may be necessary or advisable. All books and records shall be open at any reasonable time to inspection by any current member of the Board of Directors. All records, to the extent required by law, will also be shown to any Voting Member who has a purpose for inspection reasonably related to membership interests.

7.2 - Accounting Year

The fiscal year of the Corporation shall be from July 1st to June 30th.

7.3 - Rules of Procedure

The rules of procedure at all meetings shall be the rules contained in Sturgis' Rules of Order on Parliamentary Procedure, Newly Revised, so far as applicable and when not inconsistent with these Bylaws, or any resolution of the Board.

ARTICLE 8. DISTRIBUTION OF ASSETS UPON DISSOLUTION

Should the membership of ANCEA choose by a two-thirds (2/3) majority vote to dissolve ANCEA, then all assets after payment of all liabilities, bills, expenses and taxes shall go to the "Make-A-Wish-Foundation", provided that the "Make-A-Wish-Foundation" qualifies as a charitable organization under section 501(c)(3) of the Internal Revenue Code. If the "Make-A-Wish-Foundation" does not qualify as a 501(c)(3) organization, then an alternative 501(c)(3) organization will be selected by majority vote of the Board.

ARTICLE 9. NOTICE OF INDEMNIFICATION AND LIABILITY

To the fullest extent permitted by the Washington State Nonprofit Corporation Act, the Corporation shall indemnify any person who is or was a party to or is threatened to be made a party to any threatened, pending or completed criminal, civil, administrative or investigative action suit or proceeding (whether brought by or in the right of the Corporation or otherwise) by reason of the fact that he or she is or was a Director or Officer of the Corporation, or is or was serving at the request of the Corporation, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful, except that no indemnification shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his or her duty to the Corporation.

ARTICLE 10. DEPOSITS, CHECKS, LOANS, CONTRACTS

10.1 - Deposit of Funds

All funds of the Corporation not otherwise employed shall be deposited in such banks, trust companies, or other reliable depositories, and under such terms, as the Board of Directors from time to time may determine.

10.2 - Checks, Etc.

All checks, drafts, endorsements, notes, and evidence of indebtedness of the Corporation shall be signed by not less than two officers or agents of the Corporation and in such manner as the Board of Directors from time to time may determine. Endorsements for deposits to the credit of the Corporation shall be made in such manner as the Board of Directors from time to time may determine.

10.3 – Loans

No loans or advances shall be contracted on behalf of the Corporation, and no note or other evidence of indebtedness shall be issued in its name, unless and except as authorized by the Board of Directors. Any such authorization may include authorization to pledge, as security for loans or advances so authorized, any and all securities and other personal property at any time held by the Corporation.

10.4 – Contracts

The President or any other officer specifically authorized by the Board of Directors may, in the name of and on behalf of the Corporation, shall enter into those contracts or execute and deliver those instruments

to the extent authorized by the Board of Directors. Without the authorization of the Board of Directors, no officer, staff or other agent of the Corporation may enter into any contract or execute and/or deliver any instrument in the name of and on behalf of the Corporation.

ARTICLE 11. NOTICE BY ELECTRONIC TRANSMISSION

11.1 - Consent Required

Notice by electronic transmission may only be given to members or directors who have consented to such receipt either in writing or by an electronic transmission to the Corporation and have specified the message format accessible to the recipient and the address, location, or system to which these notices may be electronically transmitted. A notice to be provided by electronic transmission must be electronically transmitted.

11.2 - Revocation of Consent

Anyone consenting to notice by electronic transmission may revoke such consent by delivering a revocation to the Corporation either in writing or by electronic transmission. A consent to notice by electronic transmission is revoked if the Corporation is unable to electronically transmit two consecutive notices given by the Corporation in accordance with the consent and this inability becomes known to the secretary of the Corporation or other person responsible for giving the notice. Inadvertent failure by the Corporation to treat this inability as a revocation does not invalidate any meeting or other action.

11.3 - Notice by Posting

Notice to those who have consented to receipt of electronic transmission of notices may be provided by posting the notice on an electronic network and delivering instructions to the member or director a separate record of the posting together with comprehensible instructions regarding how to obtain access to this posting on the electronic network.

11.4 - When Notice Effective

Notice provided in an electronic transmission is effective when it (a) is electronically transmitted to the address, location or system designated by the recipient and is made pursuant to the consent provided by the recipient; or (b) has been posted on an electronic network and a separate record of the posting has been delivered to the recipient together with comprehensible instructions regarding how to obtain access to the posting in the electronic network.

ARTICLE 12. SEVERABILITY

If any of these Bylaws are found to be in violation of applicable laws, only that portion of this document is considered to be invalid; the rest of the document remains in force.

ARTICLE 13. AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the vote of a two-thirds (2/3) majority of the Corporation's Voting Members at a general meeting.

The foregoing Bylaws were voted in by the membership on September 20, 2009.