

BYLAWS
OF
THE UNITED STATES GO FOUNDATION, INC.

ARTICLE I

PURPOSES

The Corporation shall be organized exclusively as a nonprofit, tax-exempt organization under Section 501(c)(3) of the *U.S.* Internal Revenue Code of 1986, as amended, and shall be operated exclusively for the following exempt purposes: to support activities which foster public knowledge and appreciation of the game of Go; to encourage wider understanding of Asian cultures through the play of Go; to promote the play of *Go* as an intellectual pursuit; and to raise and disburse funds for the foregoing purposes.

ARTICLE II

MEMBERS

The Corporation shall have no members.

ARTICLE III

BOARD OF DIRECTORS

Section 1; General Powers. The Board of Directors shall have the general power to control and manage the affairs and property of the Corporation in accordance with the purposes and limitations set forth in the Certificate of Incorporation.

Section 2: Number, Tenure and Qualifications. The number of Directors on the Board shall be not less than three nor more than nine. The number of Directors shall be fixed from time to time by the Board of Directors and the number so fixed shall comprise the entire Board of Directors. The initial Directors shall be persons named in the Certificate of Incorporation. Directors shall be elected annually at the regular annual meeting of the Board of Directors. If the election of Directors shall not be held at such meeting, such election shall be held as soon thereafter as conveniently

Possible. Each Director shall hold office until his or her successor shall have been duly elected and shall have qualified or until his or her death or until he or she shall resign, Each Director shall be at least eighteen years of age. Directors need not be residents of New York State.

Section 3: Vacancies. In the case of any vacancy on the Board of Directors through death, resignation, disqualification or other cause, the remaining Directors, by an affirmative vote of a majority thereof, may elect a successor to hold office until the next meeting for the election of Directors, and until the election and qualification of his or her successor.

Section 4: Removal. A Director may be removed for cause by a vote of two-thirds (2/3) of all Directors then in office. Such action shall be taken at a regular meeting of the Board of Directors or at a special meeting called for such purpose, and the proposed removal shall be set forth in the notice of any such regular or special meeting, sent at least ten (10) days prior thereto. A Director who misses three consecutive meetings shall be automatically removed, but may be reinstated by a vote of a majority of the Directors then in office for good cause shown.

Section 5: Compensation. Directors shall not receive any stated salaries for their services, except that the Directors may receive reimbursement of expenditures reasonably incurred on behalf of activities for the benefit of the Corporation and that nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation therefor.

ARTICLE IV

MEETINGS

Section 1: Annual Meeting. The annual meeting of the Directors of the Corporation shall be held in October each year, at the time and place stated in the notice thereof, for the purpose of electing or appointing Directors or officers for the ensuing year and/or for the transaction of such other business as may properly be brought before the meeting.

Section 2: Regular Meetings. Regular meetings of the Board of Directors may be held without notice of such time or intervals and at such places within or without the State of New York as may from time to time be determined by resolution of the Board/ which resolution may authorize the President to fix the specific date and place of each of such regular meetings, in which case notice of the time and place of such regular meetings shall be given in the manner hereinafter provided.

Section 3: Special Meetings. Special meetings of the Directors may be called by the President and shall be called by the President or Secretary at the direction of not less than two Directors then in office, or as may otherwise be provided by law. Such meetings shall be held at the office of the Corporation in the City of New York unless otherwise directed by the Board of Directors and stated in the notice of meeting, in which case the meeting may be held at any place within or without the State of New York. Any request for such meeting shall state the purpose or purposes of the proposed meeting.

Section 4: Notice. Notice of the regular annual meeting and any special meeting of the Board of Directors shall be given at least ten (10) days previously thereto by written notice to each Director at his or her address as 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. Notice of the regular annual meeting or any special meeting of the Board of Directors may be waived in writing signed by the person or persons entitled to the notice-either before or after the time of the meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 5: Conduct of Meetings. Meetings of the Directors shall be presided over by the President. The Secretary or an Assistant Secretary of the Corporation or, in their absence, a person chosen at the meeting shall act as Secretary of the meeting. A majority of the Directors then

in office shall constitute a quorum for the transaction of business and the action of a majority of the Directors present at a meeting at which a quorum is present shall be the action of the Board of Directors, except as action by a majority of the Directors then in office may be specifically required by statute or other sections of the Bylaws.

Section 6: Action by Unanimous Written Consent. If and when the Directors shall severally or collectively consent in writing to any action to be taken by the Corporation either before or after the action is taken, such action shall be as valid a corporate action as though it had been authorized at a meeting of the Directors and the written Consents shall be filed with the minutes of the proceedings of the Board of Directors.

Section 7: Telephonic Conferences. A Director may participate in a meeting of Directors by a conference telephone or similar communication equipment by which all persons participating in the meeting may hear each other if all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants. Participation in a meeting pursuant to this Section constitutes presence in person at the meeting.

ARTICLE V

OFFICERS

Section 1: Officers. The officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer and such Assistant Secretaries or other officers as may be elected by the Board of Directors. Officers whose authority and duties are not prescribed in these Bylaws shall have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2: Term of Office. The term of office of all officers shall commence upon their election or appointment and shall continue, until the next annual meeting of the Corporation and thereafter until their respective Successors are chosen or until their resignation or removal. An officer may resign by written notice to the Corporation. The resignation shall be effective upon its receipt by the

Corporation or at a subsequent time specified in the notice of resignation. The Directors shall have power to fill any Vacancies in any offices occurring from whatever reason.

Section 3: Compensation. The officers of the Corporation shall not receive any stated salaries for their Services, except that the Board of Directors may authorize reimbursement of expenditures reasonably incurred on behalf of activities for the benefit of the Corporation and that nothing herein contained shall be construed to preclude any officer from serving the Corporation in any other capacity and receiving reasonable compensation therefor.

Section 4; Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby/ but Such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 5: President. The President shall be the principal executive officer of the Corporation, Subject to the direction and control of the Board of Directors, he or she shall be in charge of the business and affairs of the Corporation; he or she shall see that the resolutions and directives of the Board of Directors are carried into effect except in those instances in which responsibility is assigned to some other person by the Board of Directors; and, in general, he or she shall discharge all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors. Except in those instance in which the authority to execute is expressly delegated to another officer or agent of the Corporation or a different mode of execution is expressly prescribed by the Board of Directors, he or she may execute for the Corporation any contracts, deeds, mortgages, bonds, or other instruments which the Board of Directors has authorized to be executed/ and he or she may accomplish such execution either under or without the seal of the Corporation and either individually or with the Secretary, any Assistant Secretary, or any other Officer thereunto authorized by the Board of Directors/ according to the requirements Of the form of the instrument.

Section 6: Vice Presidents. The Vice Presidents in the order designated by the Board of Directors or, lacking Such designation, by the President shall, in the absence or disability of the President-, perform the duties and exercise the powers of the President and shall perform such other duties as the Board of Directors shall prescribe.

Section 7; The Secretary. The Secretary shall attend all meetings of the Board of Directors and record all votes and the minutes of all proceedings in a book to be kept for that purpose. He or she shall give, or cause to be given, notice of all meetings of the Directors for which notice may be required, and shall perform such other duties as may be prescribed by the Directors or by the President, under whose supervision he or she shall act. He or she shall execute with the President all authorized conveyances, contracts or other obligations in the name of the Corporation except as otherwise directed by the Directors.

Section 8: The Treasurer. The Treasurer shall have custody of the funds and securities of the Corporation and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Directors. He or she shall render to the President and Directors, at the regular meetings of the Directors, or whenever they may require it, an account of all his or her transactions as Treasurer of the financial condition of the Corporation. He or she shall at all reasonable times exhibit the books and accounts to any officer or director of the Corporation, and shall perform all duties incident to the office of Treasurer, and such other duties as shall from time to time be assigned to him or her by the Board of Directors. Annually, at a meeting of the Board of Directors, the Treasurer shall present a report showing in appropriate detail: (1) the assets and liabilities of the Corporation as of a twelve month fiscal period terminating not more than six months prior to the meeting; (2) the principal changes in assets and liabilities during that fiscal period; (3) the revenues or receipts of the Corporation, both unrestricted and restricted to particular purposes, for that fiscal period; and (4) the expenses or disbursements of the Corporation, for both general and restricted purposes, during said fiscal period. The report shall be filed with the minutes of a meeting of the Board. The report to the Board may consist of a verified or certified copy of any report by the Corporation to the Internal Revenue Service or to the Attorney General of the State of New York which includes the information hereinabove specified, The Treasurer shall, if required by the Board of Directors, give the Corporation such security for the faithful performance of his or her duties as the Board of Directors may require.

Section 9: Assistant Secretaries and Assistant Treasurers. The Assistant Secretaries and the Assistant Treasurers respectively (in the order designated by the Directors or, lacking such designation, by the President), in the absence of the Secretary or Treasurer, as the case may be, shall perform the duties and exercise the powers of such Secretary or Treasurer and shall perform such other duties as the Directors shall prescribe.

ARTICLE VI

COMMITTEES

Section 1: Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution and not restricted by law, shall have and exercise the authority and act on behalf of the Board of Directors in the management of the Corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, any responsibility imposed upon it or him or her by law.

Section 2: Term of Office. Each member of a committee shall, continue as such until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 3: Chairman. One member of each committee shall be appointed chairman.

Section 4: Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 5: Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 6: Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE VII

BOARD OF ADVISORS

Section 1. Powers. The Board of Directors may appoint from time to time any number of persons as advisors of the Corporation to act either singly or as a committee or committees. Each advisor shall hold office during the pleasure of the Board of Directors, and shall have only the authority or obligations as the Board of Directors may from time to time determine.

Section 2. No Compensation. No advisor of the Corporation shall receive, directly or indirectly, any salary or compensation for any service rendered to the Corporation except that the Board of Directors may authorize reimbursement of expenditures reasonably incurred on behalf of activities for the benefit of the Corporation.

ARTICLE VIII

CONTRACTS, CHECKS, BANK ACCOUNTS AND INVESTMENTS

Section 1. Checks, Notes and Contracts. The Board of Directors is authorized to select the banks or depositories it deems proper for the funds of the Corporation. The Board of Directors shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts or other orders for the payment of money, acceptances, notes, or other evidences of indebtedness, to enter into contracts or to execute and deliver other documents and instruments.

Section 2. Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested, and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other securities, as the Board of Directors may deem desirable.

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 of Directors and committees having any of the authority of the Board of Directors.

ARTICLE X

FISCAL YEAR

The fiscal year of the Corporation shall end on the last day of the month of May.

ARTICLE XI

SEAL

The corporate seal shall have inscribed thereon the name of the Corporation and the words "Corporate Seal, State of New York."

ARTICLE XII

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Act of the State of New York or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation/ 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.

ARTICLE XIII

AMENDMENTS

The power to alter, amend, or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation.