

## BYLAWS OF KOREAN-AMERICAN INTELLECTUAL PROPERTY ORGANIZATION ("Association")

### ARTICLE I SEAL

1. Seal. The seal of the Association, if any, shall be in such form as the Board of Directors prescribes.

### ARTICLE II MEMBERSHIP

1. Membership; Classes. The Association shall have two classes of members ("Members"): Full Membership ("Full Membership") and Associate Membership ("Associate Member"). Full Membership Members shall be regular full dues paying members entitled to vote for the election and removal of Officers and/or Directors as provided for in these Bylaws. Full Membership is open to all current Patent and Trademark Office employees who support the goals of the organization as set forth in Article III of the Charter. A Full Member in good standing shall be afforded all the rights, privileges, and obligations of membership, including, but not limited to, the right to vote, the right to seek office, and participation in organization activities. Notwithstanding any provision to the contrary in these Bylaws, the rights, privileges and powers of the membership, including the right to vote, shall terminate immediately upon the resignation of such Member from the Association or two-thirds (2/3) vote of the Board of Directors to expel such Member. Membership is not assignable or otherwise transferable.

Associate Membership is open to all former or retired USPTO employees and others who support the goals of the organization as set forth in Article III of the Charter. An Associate Member in good standing shall be afforded all the rights, privileges, and obligations of membership, EXCEPT the right to vote and the right to seek office.

A member in good standing is a member who meets the qualifications set forth in this charter & bylaws or as set by the Board of Directors and one who has signed a membership form or renewed his/her membership for the calendar year, which shall be the operational year of the organization.

2. Admission to Membership

(a) Requirements for Admission. The following persons shall be eligible for applying for membership in the Association: all current, former or retired USPTO employees and others who support the goals of the organization as set forth in Article III of the Charter.

(b) Admission. All eligible persons seeking to apply or renew their membership in the Association shall submit his or her application to an Officer in such form as the Board of Directors shall have determined. Establishment or renewal of membership shall be effective upon satisfaction of the requirements for membership, full payment of any applicable dues as fixed by the Board of Directors, and acceptance of the application or renewal of membership by an Officer. Membership due starts in January. Membership dues can be paid by cash, check or payroll deduction if eligible. Membership dues will be prorated if member signs up during the year other than January.

3. Place of Meetings. Meetings of the Members may be held either within or outside the Commonwealth of Virginia as may be determined by the Board of Directors.

4. Term of Membership. Each Member's membership in the Association shall automatically extend on December 31st of each calendar year unless a Member delivers to an Officer a written notice of resignation or otherwise indicates that he or she no longer wishes to continue his or her membership.

5. Annual Membership Dues. The annual membership dues for Members shall be determined by a majority vote of the Board of Directors. The Board of Directors may specify different dues to be paid by a Member as a majority of the Board of Directors may deem appropriate. The Board of Directors, for good reason, may waive the membership dues for a particular Member.

6. Special Assessment of Membership Dues. From time to time, the Board of Directors may authorize a special assessment of membership dues for: (a) shortfalls in connection with extraordinary one-time projects; (b) charitable or educational purposes; (c) reimbursements to Directors and Officers who may have advanced personal funds for extraordinary one-time projects or for working capital of the Association; or (d) the performance of the indemnification obligations of the Association in accordance with Article IX. Notwithstanding the foregoing, the Board of Directors may not authorize a special assessment of membership dues in any amount or amounts that would aggregate in any given year to more than the annual membership dues without a majority vote of the Members.

7. Annual Meeting. The Association shall hold a regular annual meeting of the Active Members ("Annual Meeting") for the election of Directors. The Annual Meeting shall be held on such date and at such time and place as the Board of Directors shall designate, and written notice of such Annual Meeting shall be given to the Active Members at least ten (10) calendar days prior to the date of such Annual Meeting. The failure to have an Annual Meeting of the Members due to the failure to achieve a quorum or for other good cause shall not result in the dissolution of the Association. The Annual Meeting shall be in January or February of every year. The primary items for consideration at this meeting will be a year-end report by the current President and Board of Directors, a financial report by the Treasurer, and introduction of the incoming Board of Directors.

8. Special Meetings. The Association shall hold a special meeting of the Members ("Special Meeting") as called by the Board of Directors, the Chairman of the Board, the President or other Officer, or by no fewer than one-third (1/3) of the Members. Written notice of such Special Meeting shall be given to the Members at least ten (10) calendar days prior to the date of such Special Meeting. The notice of a Special Meeting shall state the purpose or purposes for which such Special Meeting is called.

9. Quorum; Voting. Each Full Membership Member is entitled to one vote (voting is not cumulative) on all matters for which an Member is entitled to vote, and voting on all matters may be conducted by mail, telephone call, telegram, cablegram, electronic mail, or any other means of electronic or telephonic transmission. Unless otherwise provided for in these Bylaws, one-tenth (1/10) of the Members shall constitute a quorum for the transaction of businesses of the Members; except that the quorum shall not in any event be less than five (5) Members. Members who vote by mail, telephone call, telegram, cablegram, electronic mail or any other means of electronic or telephonic transmission shall be deemed present in person for the purpose of these Bylaws. If less than a quorum is present at any meeting of the Members, a majority of the Members present may adjourn the meeting to another time, subject to the notice requirements provided in these Bylaws.

### ARTICLE III BOARD OF DIRECTORS

1. Number. The number of Directors shall be determined each year by the outgoing Board, consistent with organization or reorganization of the Patent and Trademark Office, except that the Directors shall consist of: a President and any elected Director(s). No reduction in the number of Directors shall have the effect of shortening the term of any Director in office at the time such amendment becomes effective.
2. Election. The Directors shall be elected by the Members at the Annual Meeting of the Members, or in accordance with election procedure as adopted and specified by the Board of Directors.
3. Tenure. A Director shall serve from the date of his or her election for one (1) year term. The term of office of any individual Director shall terminate upon the effective date of the expiration of his or her term, his or her resignation, his or her death, or his or her removal from office. Tenure may be modified by a majority vote of the Board of Directors.
4. Resignation. Any Director may resign at any time by giving written notice of his or her resignation to the Chairman of the Board of Directors, the President or the Secretary. Unless otherwise specified in such notice, the resignation shall be effective upon delivery.
5. Removal. Any Director may be removed from office as well as the board of Directors, with or without cause, by the affirmative vote of at least two-thirds (2/3) of Directors entitled to vote at meeting of the Board of Directors at which a quorum is present.
6. Vacancies. A vacancy in the Board of Directors existing between annual meetings, including a vacancy created by an increase in the number of Directors, shall be filled by the Chairman of the Board of Directors, with concurrence of a majority of the Directors. A Director so appointed shall serve for the remainder of the un-expired term.
7. Chairman and Vice Chairman of the Board of Directors. The Chairman or Vice Chairman of the Board of Directors shall preside over all meetings of the Board of Directors if present. The President shall assume the role of the Chairman of the Board of Directors, and the Vice President shall assume the role of the Vice Chairman.
8. Salary and Reimbursement. Directors shall receive no compensation for their services, but, by resolution of the Board of Directors, may be reimbursed for reasonable expenses incurred and paid while acting on behalf of the Association. Nothing herein shall preclude any Director from serving the Association in any other capacity and receiving compensation therefor as authorized by the Board of Directors.
9. The Board of Directors shall: organize, direct, and coordinate all activities; develop the agenda and preside at all meetings; call any special meetings; establish procedures for elections; serve as the official representatives and spokespersons; establish Standing Committees and such special committees as may be desirable and approve Chairs and members to the Standing Committees as needed; and inform communities of relevant concerns, issues, and activities.

### ARTICLE IV MEETINGS OF BOARD OF DIRECTORS

1. Place of Meetings. The Board of Directors may hold meetings, annual, regular, or special, either within or outside the Commonwealth of Virginia as determined by the Chairman of the Board of Directors or the President.
2. Annual Meeting. The Board of Directors shall hold a regular annual meeting at a time and place set by the Chairman of the Board of Directors or the President. Written notice of such meeting shall be given to each Director at least ten (10) calendar days prior to the date of such annual meeting.
3. Regular Meetings. Additional regular meetings of the Board of Directors may be held, at such times and places as may be determined by the Chairman of the Board of Directors or the President. Written notice of such a meeting shall be given to each Director at least three calendar (3) days prior to the date of such meeting. Meetings of the Board of Directors shall be held regularly and shall occur no less than once every two months. Board of Directors meetings shall be open to the general membership. A Board of Directors Member shall be considered present for the purposes of quorum and voting if he or she is participating by conference call or other telecommunications mode.
4. Special Meetings. Special meetings of the Board of Directors may be called by the Chairman of the Board of Directors, the President, or two (2) Directors, on three (3) calendar days written notice to each Director. Written notice of such a meeting shall be given to each Director at least three (3) calendar days prior to the date of such special meeting.
5. Quorum; Vote. At all meetings of the Board of Directors, the presence of a majority of the Directors shall constitute a quorum for the transaction of business. The affirmative vote of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, unless the affirmative vote of a greater number of Directors is specifically required by law, the Charter or these Bylaws. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Board Members from the meeting, if any action taken is approved by at least a majority of the required quorum for such meeting.
6. Adjournment. Whether or not a quorum is present, a majority of Directors present at a meeting of the Board of Directors may adjourn the meeting to another place, date, or time. When a meeting is adjourned to another place, date, or time, and the place, date, and time of the adjourned meeting are announced at the meeting at which adjournment is taken, written notice need not be given of the new date for the adjourned meeting unless the date thereof is more than thirty (30) days after the date for which the meeting was originally noticed. At any such adjourned meeting at which a quorum is present, any business may be transacted that might have been transacted at the meeting as originally noticed.
7. Action Without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, the effective date of any action so taken is the date of the written consent and not the date on which the last Director signs the applicable written consent. Any actions so taken shall have the same effect of a vote taken at a meeting of the Board of Directors.
8. Meetings by Telephone. The Directors of the Board of Directors or of any committee may participate in a meeting by means of a telephone conference, electronic conference, or similar communications equipment by which all Directors participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at such meeting.

## ARTICLE V COMMITTEES

1. Committees of the Board of Directors. The Board of Directors may establish such committees, including an Executive Committee having and exercising the authority of the Board of Directors, as it deems necessary or proper. The Board of Directors may make such provisions for appointment of the members and chairpersons of such committees, establish such procedures to govern the committees' activities, and delegate to the committees such authority, business, and activities of the Association; provided, that the Board of Directors shall not delegate to any committee authority to (a) adopt or approve a plan of merger or consolidation; (b) authorize the voluntary dissolution of the Association; (c) elect, appoint, or remove any Director or Officer; or (d) amend, adopt, or repeal the Articles of Incorporation or these Bylaws. Unless otherwise specified in the resolution establishing a committee, a committee's authority shall continue until terminated by the Board of Directors.

The designation and appointment as may be necessary or desirable for the efficient management of the property, 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 responsibilities imposed upon him or her by law.

2. Advisory Committees. Other committees not having and exercising the authority of the Board of Directors may be appointed by a majority vote of the Board of Directors. The nominees will consist of past Board of Directors, including the currently outgoing Board of directors. Duties of the Advisory Committee will be to advise the current Board of Directors upon request.

3. Committee Meetings. Meetings of any committee shall, to the extent not otherwise specified in resolutions of the Board of Directors, be conducted in accordance with the foregoing provisions of these Bylaws.

## ARTICLE VI NOTICE

1. Form: Delivery. Whenever, under the provisions of law, the Charter, or these Bylaws, notice is required to be given to any Member or Director, such notice shall be given in writing: (a) by US mail or private carrier, addressed to such Director at his or her post office address as it appears on the current records of the Association; or (b) by email . Such notice shall be deemed to be given at the time it is deposited in the US mail, private carrier or transmitted electronically.

2. Waiver. Whenever any notice is required to be given under the provisions of law, the Articles of Incorporation, or these Bylaws, a written waiver thereof, signed by the person or persons entitled to such notice and delivered to the Secretary for inclusion with the records of the meeting, whether before or after the time stated therein, shall be deemed to be the equivalent of such notice. In addition, any Director who attends a meeting of the Board of Directors, or any member of a committee who attends a committee meeting, without objecting at the beginning of the meeting or promptly upon his or her arrival to holding the meeting or transacting business at the meeting (and does not thereafter vote for or assent to action taken at the meeting), shall be conclusively deemed to have waived notice of such meeting.

## ARTICLE VII OFFICERS

1. Powers. The business and affairs of the Association shall be managed by the Officers. The Officers shall possess, and may exercise, any and all powers granted to the Association by law, the charter and these Bylaws,
2. Officers. The Officers of the Association shall be a President, a Vice President, a Secretary, a Treasurer, and such other Officers as the Board of Directors may determine are necessary or desirable. The President and Vice President(s) shall serve on the Board of Directors as ex officio members of the Board of Directors. No person may hold more than one office. The Office(s) shall be dissolved by the affirmative vote of at least two-thirds (2/3) of the Directors.
3. Appointment. All Officers of the Association shall be appointed or elected in such manner as the Board of Directors shall specify. The President shall be elected. The President may be elected and re-elected for a maximum of two (2) consecutive years within any six (6) years. An Officer except the President may be appointed and re-appointed for same office for a maximum of four (4) consecutive years within any six (6) years.
4. Qualification. Officers shall be Full Membership members in good standing.
5. Tenure. An Officer shall serve from the date of the Officer's appointment for one year term unless an exception occurs. The exceptions include appointment of a successor, the Officer's resignation submitted in writing to the Chairman of the Board of Directors, the Officer's death, and the Officer's removal with or without cause by a majority vote of the Board of Directors.
6. Resignation. An Officer may resign at any time by giving written notice of his or her resignation to the Chairman of the Board of Directors. Unless otherwise specified in such notice, the resignation shall be effective upon delivery.
7. Vacancies. A vacancy in the office of the President existing between annual meetings of the Board of Directors shall be filled automatically by the Vice President. If more than one Vice President reside, the Vice President having votes from the majority of Directors shall succeed the vacancy. A vacancy in any other Officer position existing between annual meetings of the Board of Directors shall be filled by the Chairman of the Board of Directors, with concurrence of a majority of the Directors. An Officer so appointed shall serve for the remainder of the un-expired term.
8. Compensation. Officers shall receive no compensation for their services except as otherwise provided by the Board of Directors, but, by resolution of the Board of Directors, may be reimbursed for reasonable expenses incurred and paid while acting on behalf of the Association. Nothing herein shall preclude any Officer from serving the Association in any other capacity and receiving compensation therefor as authorized by the Board of Directors.
9. Duties of Officers. Except as otherwise provided by the Board of Directors, the Officers shall have such powers and perform such duties as typically pertain to their offices, as well as such additional powers and duties as are prescribed from time to time by the Board of Directors or (in the case of Officers other than the President) by the President, and that are not inconsistent with law, the Charter, or these Bylaws.

10. The President shall: be the presiding officer at all Executive Committee, Board of Directors, and general meetings and at the Annual Meeting; represent the Association at meetings with USPTO officials and other organizations; appoint annually Standing Committee Chairs and a Nomination/Election Committee with the approval of the Board of Directors. Standing Committee members and chairs shall be named by the first Board of Directors meeting following January 1; serve ex officio on all Standing Committees except the Nomination/Election Committee; coordinate all Standing Committee activities; present an annual report of the organization at the Annual Meeting; and determine the agenda, with the input of other Directors, for all meetings.

11. The Vice-President shall: assume the duties and responsibilities of the President, in the absence of the President. The Vice-President may be assigned, and accept, other special duties on the Board of Directors, with concurrence of majority vote of the Directors. If more than one Vice-President holds an Office, the President shall designate among the Vice Presidents who will assume the duties and responsibilities of the President.

12. The Secretary shall: maintain the organization's records; coordinate correspondence with members; oversee production of organizational materials; and represent the organization as a spokesperson.

13. The Treasurer shall: receive all funds payable to the Association, issue receipts for such funds, and maintain a clear and accurate record of receipts and disbursements; maintain a checking account, if required, to store funds and issue payments; and present a report on the financial status of the organization at the Annual Meeting and periodically as required.

14. The Coordinator shall: plan and execute events such budgeting, scheduling, site selection, acquiring necessary permits, coordinating transportation and parking, arranging for speakers or entertainers, arranging decor, event security, catering, coordinating with third party vendors, and emergency plans, and take responsibility for the creative, technical, and logistical elements including overall event design, brand building, marketing and communication strategy, audio-visual production, script writing, logistics, budgeting, negotiation, and client service.

#### ARTICLE VIII FINANCIAL ADMINISTRATION; BOOKS AND RECORDS

1. Documents. All disbursements of monies or incurrence of debts on behalf of the Association may be undertaken by such Officer(s) of the Association, and in such manner, as shall from time to time be determined by resolution of the Board of Directors or of any committee to which such authority has been delegated by the Board of Directors.

2. Deposits and Accounts. All funds of the Association not otherwise employed shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board of Directors or any committee to which such authority has been delegated by the Board of Directors may select, or as may be selected by any Officer(s) of the Association to whom such power may from time to time be delegated by the Board of Directors. For the purpose of deposit and for the purpose of collection for the account of the Association, checks, drafts, and other orders of the Association may be endorsed, assigned, and delivered on behalf of the Association by such Officer(s) of the Association as shall be determined by the Board of Directors.

3. Corporate Books and Records. The Association shall keep (a) the original or a duplicate record of the proceedings of the Board of Directors and Committees, (b) the original or a copy of the Bylaws, including all amendments thereof to date, certified by the Secretary, and (c) appropriate, correct, and complete books and records of account.

#### ARTICLE IX INDEMNIFICATION

1. Right to Indemnification. The Association shall, to the fullest extent required or permitted by applicable law, indemnify any person (or his or her testator or intestate) who is or was made, or is threatened to be made, a party to any actual or threatened proceeding because he or she is or was a Director or Officer of the Association against judgments, fines, amounts paid in settlement, and expenses (including attorney fees and costs) actually and reasonably incurred in connection with such proceeding if:

- (a) he or she 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 Association;
- (b) in the case of a criminal proceeding, he or she had no reasonable cause to believe that his or her conduct was unlawful; and
- (c) indemnification is authorized pursuant to the terms of these Bylaws.

In the case of a proceeding brought by or in the right of the Association, indemnification shall be limited to amounts paid in settlement and reasonable expenses (including attorneys' fees and costs) incurred in connection with the proceeding; except that the Association shall not indemnify any individual under such circumstances with respect to any claim, issue, or matter as to which he or she is adjudged liable to the Association, unless, and only to the extent that, the court in which such proceeding is brought (or, if no proceeding is brought, any court of competent jurisdiction) shall determine upon application that, despite the adjudication of liability and in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnification for such portion of the settlement amount and expenses as the court shall deem proper.

2. Authorization of Indemnification. The Association shall not indemnify any individual unless and until a determination has been made that indemnification is permissible under the circumstances because the individual has met the standard of conduct set forth above in Section 1 of this Article IX, and indemnification is authorized for the specific proceeding for which indemnification is sought. The determination that indemnification is permissible shall be made:

- (a) by the Board of Directors by a majority vote of a quorum consisting of disinterested Directors; or
- (b) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that an individual did not meet the standard of conduct set forth above in Section 1 of this Article IX. Authorization that indemnification should be made for the specific proceeding for which it is sought, and an evaluation as to the



reasonableness of expenses, shall also be made in the manner prescribed by subsections (a) and (b) of this Section 2, except that, if the determination that indemnification is permissible is made by special legal counsel under subsection (b), - the authorization and evaluation of the reasonableness of expenses shall be made by those persons entitled under subsection (b) to select the counsel.

3. Mandatory Indemnification. The Association shall indemnify any Director or Officer of the Association against expenses (including attorneys' fees and costs) actually and reasonably incurred by him or her in defense of a proceeding referred to in Section 1 of this Article IX, or of any claim, issue, or matter therein, to the extent such individual has been successful on the merits or otherwise.

4. Non-exclusivity of Rights. The right to indemnification and advancement of expenses conferred in this Article IX shall not be exclusive of any other right which any Director or Officer may have or hereafter acquire under law, the Articles of Incorporation, these Bylaws, or a vote of disinterested Directors.

5. Repeal or Amendment. No repeal or amendment of this Article shall adversely affect any right or protection of any Director or Officer with respect to any act or omission occurring prior to such repeal or amendment.

#### ARTICLE X. NOMINATION AND ELECTION OF PRESIDENT AND DIRECTORS

1. The President and the Directors shall be elected annually at-large by the Full Members in good standing for a term of one year to begin in January 1 and to end in December 31. Any Full Member in good standing is eligible to seek these offices.

2. In the event of a vacancy occurring in the office of the President during the year, the unexpired term shall be filled by the Vice-President. In the event of a vacancy occurring in any other elective office, the Board of Directors shall elect a member to fill the unexpired term.

3. Not later than the second Tuesday of December, the current President shall send to the members at-large a list of the candidates nominated by the Nomination/Election Committee.

4. Not later than the third Tuesday of December, the current President shall send to all voting members a ballot, listing the candidates nominated for the President and Directors. Ballots shall be returned to the Nomination/Election Committee not later than the fourth Tuesday of December and shall be tallied by the Nomination/Election Committee and recorded by the presiding committee member. The candidate receiving highest number of votes for the President position shall be declared elected President. Each director candidate's votes shall be tallied. Director candidate shall be deemed elected to a Board position by selecting a candidate with the highest number of votes. Next candidate shall be deemed elected to a Board position by selecting a candidate with the next highest number of votes until all Director position(s) have been filled.. In case of a tie vote of the President or Director(s), the outgoing Board of Directors shall cast a determining vote.

5. Members of the Nomination/Election Committee shall not be eligible to run for a Director position in the same year as the election, and the current year's president shall appoint a Chair of the Nomination/Election Committee, who shall preside over the Nomination/Election Committee.

6. After the election and prior to a next year's Annual Meeting, the elected President shall call up a Special meeting of the Board of Directors to appoint Officer(s) and to confirm the Officer(s) by majority vote of the elected Directors.

#### ARTICLE XI. VOTING AND VOTING ELIGIBILITY

1. A member shall be eligible to vote if he/she is a Full Membership Member in good standing prior to the date of elections or the due date for ballots.

2. Voting for Directors, amendments to the Charter, and petitions to amend the Charter & Bylaws shall be by secret ballot.

3. When such a secret ballot is required, those qualified to vote shall indicate their selections on the ballot, seal the ballot and sign the back of the ballot. Before the ballots are canvassed, the names on the back of the ballots shall be checked against a list of eligible voters and the ballots cast by eligible voters separated from all others.

#### ARTICLE XII ACCOUNTING PERIOD

The annual accounting period of the Association shall be the calendar year.

#### ARTICLE XIII PROHIBITION ON LOANS.

No loans shall be made by the Association to its Directors, Officers or Members.

#### ARTICLE XIV AMENDMENTS

1. Bylaws. The Bylaws may be amended by the affirmative vote of at least two-thirds (2/3) of the Directors entitled to vote at meeting of the Board of Directors at which a quorum is present.

2. The Charter. The Charter may be amended by the affirmative vote of at least two-thirds (2/3) of the votes cast by the Full Membership Members voted at Annual meetings or special meetings, at which a quorum is present.

Adopted on November 24, 2020