BYLAWS OF
KOREAN AMERICAN ASSOCIATION AND COMMUNITY CENTER OF HOUSTON

A Texas Nonprofit Corporation

ARTICLE I

Name and Offices

The name of the Corporation is Korean American Association and Community Center of Houston (hereinafter referred to as the "***Corporation***"). The Corporation's Korean name is "휴스턴 한인회". The principal office of the Corporation shall be located at 1809 Hollister St., Houston, Texas 77080 (also known as 8806 Long Point Rd., Houston, Texas 77055). The Corporation may also have other offices within the State of Texas as the Board of Directors (the "***Board***") may from time to time determine.

ARTICLE II

Purpose and Mission

The purposes for which the Corporation is organized are exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as it may hereafter be amended (the "***Code***"), which the Corporation may serve either directly or through contributions to any "***Charitable Organization or Organizations***" (as hereafter defined) for charitable and educational purposes. Specifically, the Corporation shall work to build a community of individuals who cooperate with each other to cultivate the unique culture and traditions of Korea and further the interests of the Korean and greater Houston communities.

The mission of the Corporation is to serve and advance the interests of the Korean American and neighboring local communities by promoting and preserving Korean culture and history, offering language and other educational programs, and supporting efforts to engage with and volunteer in the local Houston community.

The Corporation shall accomplish its charitable and educational purposes by engaging in any and all lawful activities incidental to such purposes. The Corporation shall have all of the powers, duties, authorizations, and responsibilities as provided in the Texas Business Organizations Code (the "***TBOC***"); provided, however, that the Corporation shall neither have nor exercise any activity that would invalidate its status as a corporation that is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code.

ARTICLE III

Members

Section 3.01 Members. The members of the Corporation shall consist of registered individuals who are at least 18 years old, reside in Harris County or any of its adjacent counties and (a) are of Korean descent or heritage, (b) are spouses of individuals who are of Korean

descent or heritage or (c) are individuals who desire to support and promote the purposes described in Article II (individually, a "***Member***"). The Board shall cause the officers to maintain a list of all Members who have registered with the Corporation as a Member in accordance with the forms and procedures set forth by the officers of the Corporation. Each Member shall be required to renew his or her registration with the Corporation every ten years to maintain his or her status as a validly registered Member. Only Members who are validly registered will be entitled to vote on any matters to which the Members are entitled to vote under these Amended and Restated Bylaws (as amended from time to time in accordance with the provisions herein, the "***Bylaws***") or applicable law.

Section 3.02 Annual Meeting. An annual meeting of the Members shall be held each year in March or August at a date, time and place within the primary service area of the Corporation designated by the Board. At one such annual meeting, the Members entitled to vote at such meeting shall vote in accordance with these Bylaws for the election of the President. In addition, at each such annual meeting, the President of the Corporation shall report to the Members on the status and affairs of the Corporation, and may present a year-to-date summary of the Corporation's income and spending for such fiscal year and estimated income and spending for the remainder of such fiscal year.

Section 3.03 Special Meeting. Special meetings of the Members shall be held whenever called by the President and 50% or more of the Entire Board. Upon written request from the President or 50% or more of the Entire Board, the chairperson of the Board (the "***Chairperson***") shall promptly give notice of such meeting as provided in Section 3.04. The President of the Corporation shall preside at the special meetings of the Members, or in the absence of the President, the Executive Vice President shall preside at such meetings; provided, however, that if the purpose of the special meeting is to ratify or reject the Board's removal of the President or any other matter for which there exists a conflict-of-interest with respect to the President, the Chairperson shall preside at the special meeting.

Section 3.04 Notice of Meetings. Written notice of the place, date and hour of any meeting shall be given to each Member entitled to vote at such meeting by mailing the notice by first class mail with postage prepaid, personal delivery, fax or email not less than ten days nor more than 50 days before the date of the meeting. Notice of any meeting shall indicate the record date for determining the Members eligible to vote at the meeting and, in the case of a special meeting, the person or persons calling the meeting and the purpose or purposes for which such special meeting is called. Notice shall be deemed to have been given when sent, and if by mail, when deposited in the United States mail with prepaid postage thereon. Notice may also be served by publishing a notice in a major Korean or English newspaper published in Harris County and its adjacent counties at least once a week for two successive weeks before the meeting and by prominently displaying the notice.

Section 3.05 Adjournments. Any meeting of the Members may be adjourned from time to time to reconvene at the same or some other place by a majority of the Members eligible to vote thereat, present in person or represented by proxy, though less than a quorum, or by any officer entitled to preside at or to act as secretary of such meeting, and notice need not be given of any such adjourned meeting if the time and place thereof, and the means of remote communication, if any, by which Members and proxy holders may be deemed to be present in

person and vote at such adjourned meeting, are announced at the meeting at which the adjournment is taken. At the adjourned meeting, the Corporation may transact any business that might have been transacted at the original meeting. If the adjournment is for more than 30 days, notice of the adjourned meeting in accordance with the requirements of Section 3.04 of these Bylaws shall be given to each Member of record eligible to vote at the meeting. If, after the adjournment, a new record date for determination of Members eligible to vote is fixed for the adjourned meeting, the Board shall fix as the record date for determining Members eligible to receive notice of such adjourned meeting the same or an earlier date as that fixed for determination of Members eligible to vote at the adjourned meeting and shall give notice of the adjourned meeting to each Member of record as of the record date so fixed for notice of such adjourned meeting.

Section 3.06 Quorum. Unless otherwise required by applicable law or the Certificate of Formation, at all meetings of Members, 50% of the Members eligible to vote thereat or 100 Members eligible to vote thereat, whichever is less, present in person or by proxy, shall constitute a quorum for the transaction of business. In the absence of a quorum, either the President or the Members present in person shall have the power to adjourn the meeting from time to time, in the manner provided in Section 3.05, until a quorum is present or represented. Notice of the new meeting is not required if the time and place for the new meeting is announced at the meeting at which the adjournment is taken, and at the new meeting any business may be transacted which might have been transacted at the meeting as originally called. A quorum, once established, shall not be broken by the withdrawal of enough votes to leave less than a quorum.

Section 3.07 Voting. Except as otherwise provided by applicable law, the Certificate of Formation or these Bylaws, with respect to a matter brought to a Member vote at a duly called meeting, the affirmative vote of a majority of the validly registered Members present in person or represented by proxy at such meeting at which a quorum is present and eligible to vote on such matter shall be the act of the Members. Except as provided in the Certificate of Formation, each Member shall be entitled to one vote.

Section 3.08 Proxy. Every Member entitled to vote at a meeting of Members may authorize another person or persons to act for such Member by proxy. Every proxy must be in writing and signed by the Member, by email setting forth information from which it can be reasonably determined that the proxy was authorized by such Member, by the submission of a SMS text message via a third party managed electronic platform selected by the Board in its reasonable discretion through which such Member shall be linked by his or her registered phone number, or such other method or means of reliable communication as reasonably determined by the Board. No proxy shall be valid after the meeting or Member action for which such proxy was given unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the Member executing it, except as otherwise provided by law. For the purposes of conducting meetings, all proxies shall be delivered to the Secretary of the Corporation or, upon the absence of a Secretary, the presiding person appointed to act as secretary of the meeting.

Section 3.09 No Action Without a Meeting. Any action required or permitted to be taken by the Members must be affected at a duly called annual or special meeting of the Members, and the ability of the Members to consent in writing to the taking of any action is specifically denied.

Section 3.10 Record Date. In order that the Corporation may determine the Members entitled to notice of, and to vote at, any meeting of the Members or any adjournment thereof, the Board may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board, and which record date shall not be more than sixty (60) nor less than ten (10) days before the date of such meeting. If no record date is fixed by the Board, the record date for determining Members entitled to notice of or to vote at a meeting of Members shall be at the close of business on the day next preceding the day on which notice of a meeting is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held. A determination of Members of record entitled to notice of or to vote at a meeting of Members shall apply to any adjournment of the meeting, but the Board may fix a new record date for determination of Members entitled to vote at the adjourned meeting, and in such case shall also fix as the record date for Members entitled to notice of such adjourned meeting the same or an earlier date as that fixed for determination of Members entitled to vote in accordance with the foregoing provisions of this Section 3.10 at the adjourned meeting.

Section 3.11 Actions Requiring Vote of Members. In addition to any other requirements under applicable law or as otherwise set forth in these Bylaws, the following corporate actions may not be taken without the approval of the Members:

(a) The affirmative vote of a majority of the validly registered Members present in person or by proxy at a meeting of the Members at which a quorum is present is required for the following:

(i). Acquisition or sale of any real property or other material assets of the Corporation;

(ii). Entry into a long-term lease of ten years or more of any real property of the Corporation;

(iii). Incurrence of any debt secured by any real property of the Corporation;

(iv). Construction or reconstruction of any real property of the Corporation involving amounts in excess of $100,000;

(v). Creation or incurrence of any lien, mortgage, deed of trust, pledge, hypothecation or other encumbrance in, on or of any real property of the Corporation;

(vi). Removal of the President;

(vii). Approval of a merger or any similar business combination involving the Corporation; and

(viii). Any amendment of the bylaws in accordance with Section 13.03;

(b) The affirmative vote of two-thirds of the validly registered Members present in person or by proxy at a meeting of the Members at which a quorum is present is required for the following:

(i). Any amendment of the Certificate of Formation;

(ii). A petition for judicial dissolution;

(iii). Disposition of all, or substantially all, of the assets of the Corporation;

(iv). Acquisition of all, or substantially all, of the assets of a company;

(v). Authorization of a plan of non-judicial dissolution; and

(vi). Revocation of a voluntary dissolution proceeding.

(c) The affirmative vote of a plurality of the validly registered Members present in person or by proxy at a meeting of the Members at which a quorum is present is required for the election of the President.

ARTICLE IV

Board of Directors

Section 4.01 Governance of the Corporation. The affairs of the Corporation shall be managed by or under the direction of the Board subject to applicable law and in accordance with the purposes and limitations set forth in the Certificate of Formation and herein. The fundamental duties, standard of care, and responsibilities of Directors shall be governed as set forth in Exhibit B (Directors' Duties), attached hereto and incorporated herein by reference.

Section 4.02 Number. The Board shall have not less than 15 and not more than 35 members as determined from time to time by the Board. The number of Directors may be increased to more than 35 members or decreased to fewer than 15 members by the action of the Board, but such action by the Board shall require the affirmative vote of a majority of the Entire Board and no decrease shall shorten the term of any director then in office. As used in these Bylaws, the term "***Entire Board***" shall mean the total number of Directors entitled to vote.

Section 4.03 Election and Term of Office. Each candidate for a Director position shall be nominated in accordance with Section 4.07 below for a term of two years and shall be elected by the affirmative vote of a majority of the Entire Board. There shall be no term limit for Directors.

The Directors shall be divided into two classes; designated as Class I and Class II Directors. Those Directors elected in odd years shall be called Class I Directors. Those Directors elected in even years shall be called Class II Directors. From time to time, when one class of Directors exceeds the other class by more than 30%, the Board shall take appropriate action to even out the distribution of Directors by the affirmative vote of a majority of the Entire Board. Those Directors who the Board determines should change classes will serve out the remainder of their original terms. Any reclassification, reassignment, or restructuring of Director Classes shall not shorten, lengthen, or otherwise alter the existing unexpired term of any serving Director.

Section 4.04 Ex Officio Director. The President, the Principal of the Houston Korean School and up to three other Members designated by the President shall become ex officio directors of the Corporation (each, an "***Ex Officio Director***"). The terms of all Ex Officio Directors other than the Principal of Houston Korean School shall be the same as the term of the President.

Section 4.05 Newly Created Directorships and Vacancies. Newly created directorships resulting from an increase in the authorized number of Directors, and vacancies occurring in the Board for any reason, including any vacancy occurring by reason of the death, resignation, or removal of a Director, may be filled at any meeting of the Board by the affirmative vote of a majority of the Entire Board or by a sole remaining Director. Any Director elected to fill a vacancy will serve the unexpired term of his or her predecessor in office.

Section 4.06 Eligibility. Directors shall be 25 years of age or older unless otherwise approved by the Board, shall have lived in Harris County or any of its adjacent counties for at least three years, shall be a U.S. Citizen or Permanent Resident, shall not have been convicted of a felony or any other crime involving moral turpitude and shall be a validly registered Member of the Corporation as defined in Article III.

Section 4.07 Nominations. The Nominating Committee, the President and the Chairperson may nominate candidates for membership on the Board. Any Member who meets the criteria set forth in Section 4.06 may apply for membership on the Board no later than October 15th of each year, which application will be reviewed and approved by the Nominating Committee prior to submission for a vote by the Members at the annual meeting.

Section 4.08 Regular Meetings. The Board year begins on January 1st. The Board shall meet not less than quarterly, including one annual meeting in November. All meetings of the Board shall be held at such times and places as may from time to time be fixed by the Chairperson or by action of the Board.

Section 4.09 Special Meetings. Special meetings of the Board may be held at any time upon the request of the President, the Chairperson or 25% of the Entire Board in each case at such time and place as shall be fixed by the person or persons calling the meeting, as specified in the notice thereof.

Section 4.10 Notice of Meetings. The Chairperson shall give or cause to be given notice of each regular and special meeting by first class mail with postage prepaid, personal delivery, fax or email directed to each Director at his or her address or contact information as it appears on the records of the Chairperson. Such notice shall state the time and place where the meeting is to be held and to the extent possible, the purpose(s) for which the meeting is called. Notice shall be deemed to have been given when sent, and if by mail, when deposited in the United States mail with prepaid postage thereon. Notice of any regular meeting for which the time and place is not fixed by the Board must be given to each Director not less than 15 days before such meeting. Notice of a special meeting of the Board must be given to each Director not less than seven days before such meeting; provided, however, that notice of special meetings to discuss matters requiring prompt action may be given no less than 48 hours before the time at which such meeting is to be held if given in person, or by e-mail, telephone or facsimile

transmission, unless the meeting relates to an emergency which must be resolved within 48 hours, in which case notice shall be given as promptly as possible.

Section 4.11 Waiver of Notice. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting except where the Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened. In addition, a waiver of notice in writing signed by any Director, whether before or after the time stated therein, shall be the equivalent to the giving of such notice to such Director.

Section 4.12 Electronic Meetings. The Board and/or any committee of the Board may hold a meeting by telephone conference call or by means of any other remote communication technology permitted under the TBOC.

Section 4.13 Action without Meeting. Any action required or permitted to be taken at a meeting of the Board or any committee thereof may be made without a meeting if all members of the Board or committee consent in writing to the adoption of a resolution authorizing the action. Such consent may be written or electronic. The resolution and written consents thereto by the members of the Board or such committee shall be filed with the minutes of the proceedings of the Board or such committee.

Section 4.14 Quorum. At each meeting of the Board, the presence of a majority of the Entire Board, including valid proxies, shall constitute a quorum for the transaction of business or any specified item of business. If a quorum is not present at any meeting of the Board, a majority of the Directors present may adjourn the meeting to another time without notice other than by announcement at the meeting, until such a quorum is present, except that notice of such adjournment shall be given to any Directors who were not present at the time of the adjournment. The Directors present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough Directors leave during the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the Directors still present at the meeting.

Section 4.15 Conduct of Business. The affirmative vote of a majority of the Directors present in person or by proxy at a meeting of the Board at which a quorum is present shall be the act of the Board unless otherwise required by law, the Certificate of Formation or these Bylaws.

Section 4.16 Compensation. No Director shall receive any salary or compensation for his or her services to the Corporation as a Director. Expenses incurred on behalf of the Corporation by a Director must be preapproved by the Board for reimbursement.

Section 4.17 Board Fee. Each Director shall pay a minimum fee of $500 per year or such other amount as may be determined by the Board in its reasonable discretion, to the Corporation to maintain his or her office as a Director of the Corporation, which payment will be made no later than January 1 of each year during such Director's term; provided, however, the Principal of the Houston Korean School shall not be required to pay such fee, and a Director who serves as the chairperson of the Korean Cultural Center Committee shall be reimbursed for such fee.

Section 4.18 Removal of Directors. The Board may vote to remove a Director For Cause (as defined below) at any meeting properly called and for which proper notice was given or waived. A Director may be removed by the affirmative vote of a majority of the Entire Board, and such removal shall be done without prejudice to the contract or other rights, if any, of the Director as an employee of the Corporation. A Director who accumulates three (3) consecutive unexcused absences from regular meetings of the Board shall be automatically removed from the Board; provided, however, a Director may vote at a meeting by a proxy, in which case, such Director will not be deemed to have been absent from such meeting.

The following are some of the grounds for a potential "**For Cause**" termination:

(a) Breach of fiduciary duty owed to the Corporation;

(b) Any act involving self-dealing or conflicts of interest with the Corporation's best interests;

(c) Any misuse or misappropriation of the Corporation's funds or assets;

(d) Repeated or significant violations of the bylaws;

(e) Repeated failure to fulfill responsibilities associated with one's role in the Corporation; or

(f) Any behavior that damages the Corporation's reputation, mission, or operations.

Section 4.19 Resignation of Directors. Any Director may submit his or her resignation as a member of the Board at any time upon thirty (30) days advanced written notice to the Chairperson.

Section 4.20 Actions Requiring Vote of the Board. In addition to any other requirements under applicable law or as otherwise set forth in these Bylaws, the following corporate actions may not be taken without the approval of the Board:

(a) The affirmative vote of a majority of the Directors present in person or by proxy at a meeting of the Board at which a quorum is present is required for the following:

(i). Approval of the annual budget and operating plan (the "***Projected Annual Budget***");

(ii). Any transaction involving more than $1,000 that is not contemplated in the Projected Annual Budget;

(iii). Approval of an independent third-party auditor;

(iv). Approval of the certified public accountant for the Corporation.

(b) The affirmative vote of two-thirds of the Entire Board is required for the following:

(i). Removal of the Chairperson;

(ii). Removal of the President;

(iii). Creation or incurrence of any lien, mortgage, deed of trust, pledge, hypothecation or other encumbrance in, on or of any real property of the Corporation;

(iv). Any amendment of the bylaws in accordance with Section 13.03;

(v). Any amendment of the Certificate of Formation;

(vi). A petition for judicial dissolution;

(vii). Authorization of a plan of non-judicial dissolution; and

(viii). Revocation of a voluntary dissolution proceeding.

ARTICLE V

Officers

Section 5.01 Officer Positions. The Corporation's officers shall consist at least of a President, Executive Vice President, Secretary and Treasurer. The President may from time to time appoint such other officers, including one or more Vice Presidents, as he or she may determine.

Section 5.02 Election, Term of Office and Qualifications. The officers of the Corporation shall be appointed by the President, subject to the approval of the Board of Directors. All officers other than the President shall have the same term as the President. Each officer shall hold office until his or her successor shall have been duly appointed and qualified or until his or her death, resignation or removal. All officers shall be subject to the supervision and direction of the President; provided, however, that the Treasurer shall report to the Board.

Section 5.03 Eligibility. Officers shall be 25 years of age or older unless otherwise approved by the Board, shall have lived in Harris County or any of its adjacent counties for at least three years, shall be a U.S. Citizen or Permanent Resident, shall not have been convicted of a felony or any other crime involving moral turpitude and shall be a validly registered Member of the Corporation as defined in Article III.

Section 5.04 Removal. The President may remove an officer, and such removal shall be done without prejudice to the contract or other rights, if any, of the officer as an employee of the Corporation.

Section 5.05 Resignations. Any officer may resign at any time by giving at least 30 days written notice to the President. Unless otherwise specified in the notice, the resignation shall take effect after such 30 days. The acceptance of such resignation by the President shall not be necessary to make it effective.

Section 5.06 Vacancies. The President may select any person who otherwise meets the criteria set forth in Section 5.03 to fill a vacancy in any office for the unexpired portion of an officer's term.

Section 5.07 Compensation of Officers. Unless otherwise authorized by the Board, no officer shall receive any salary or compensation for his or her services to the Corporation as an officer. Expenses incurred on behalf of the Corporation by an officer must be preapproved in the Projected Annual Budget or by the Board for reimbursement.

ARTICLE VI

President

Section 6.01 Powers and Duties of the President. The President shall preside at all meetings of the Members. He or she shall have the general powers and duties of supervision and management of the Corporation which usually pertain to his or her office, and shall keep the Board fully informed of the activities of the Corporation. The President shall represent the Corporation in the community served by the Corporation and perform all such other duties as are properly required of him or her by the Board. In addition to any other powers and duties assigned to him or her by the Board, subject to Section 3.11 and Section 4.20, the President shall:

(a) have general executive charge, including personnel oversight, and appointments of Vice Presidents, management and control of the Corporation's properties, business and operations within the scope of the approved Projected Annual Budget with all such powers as may be reasonably incident to such responsibilities;

(b) have the authority to agree upon and execute all contracts and other evidences of indebtedness (or assign such authority to a Vice President) as would be necessary in the normal course of business, within the scope of the approved Projected Annual Budget, and in accordance with these Bylaws and Board policy; and

(c) have such other powers and duties as may be designated in these Bylaws or by the Board.

Section 6.02 Election and Term of Office. The President of the Corporation shall be elected by the affirmative vote of a plurality of the validly registered Members present in person or by proxy at a special meeting of the Members held on each odd-numbered year (e.g., 2023, 2025), unless he/she is elected by an election conducted by the Election Committee. The term of the President shall begin on January 1st of the year following the special meeting at which the President was elected, and end on December 31st of the second year following such special meeting. The President shall not serve more than two consecutive terms.

a. **Election Committee.** The Nomination Committee will elect the Chairperson of the Election Committee, who is NOT a Board member, but a member of the Korean Community in Greater Houston Area. He/She will select other members of the Korean Community to reach a total odd number of 5 or 7, including the Chairperson. At least one member of the KAACCH Board shall be a member.

All members of the Election Committee shall be approved by the majority vote of the Board.

b. All candidates shall submit 20 letters of recommendations (Petitions). The Petition shall include the name of the President applicant, Executive Vice President ("EVP") applicant, Petition identifying number, signature of the Petitioner, phone number, email, and a copy of Petitioner's TX driver's license to show geographical qualification. While other forms of residence exist, only the driver's license will be accepted for sake of ease and expedience for the Election Committee. It is suggested that additional Petitions be submitted to cover possible invalidated Petitions.

c. The EVP shall be named at registration AND equally supported by Petitioners. The EVP must be identified on the Petition BEFORE it is signed. If the EVP name is changed or added after Petition signatures, new Petitions will be required. The EVP will need to satisfy the same eligibility requirements as the President's as described below in Section 6.03.

d. Candidate Registration Deadline. It cannot be extended to allow new candidates to register. Candidates will be allowed 5 working days to correct application errors, after the deadline, upon notice from the Election Committee.

e. No Candidate Comes Forth. The Election Committee's role will be terminated and the responsibility to select a new President will return to the KAACCH Board. A new President will be identified by the Nominating Committee and elected by the majority vote of the KAACCH Board.

f. Voter Compensations. Voters shall not be compensated for their vote, either by the candidate, Election Committee, or KAACCH. No gifts shall be distributed on election day.

g. Budget. The budget of the Election Committee will be $3,000 per candidate for all expenses, including but not limited to, advertising, transportation, copies, and meals. Any excess expense will be the responsibility of the Election Committee Chairperson.

h. No Candidate Refund. There will be no refund of any or all of the registration fee, even upon loss of the candidate. However, if the candidate is disqualified for eligibility reasons, the entire registration fee will be returned.

i. Lawsuit. All parties (KAACCH, Election Committee members, and Candidates) must sign the terms of the election and also agree to waive legal rights and limit recourse to binding arbitration. The plaintiff shall agree to pay all costs of the arbitration, including any legal expenses of all parties. The Election Committee is considered an independent party from KAACCH, representing the Korean Community at large. Therefore, KAACCH shall not be held responsible for the actions of the Election Committee.

j. Confidentiality. All personal information received by the Election Committee shall be confidential.

Section 6.03 Eligibility. The President shall be 30 years of age or older unless otherwise approved by the Board, shall have lived in Harris County or any of its adjacent counties for at least three years, shall be a U.S. Citizen or Permanent Resident, shall not have been convicted of a felony or any other crime involving moral turpitude, and shall be a validly registered Member of the Corporation as defined in Article III. Candidates for the President who have been vetted and approved by the Election Committee shall have paid an entrance fee of $10,000 to the Board by November 1st of the election year to be eligible to be elected at the annual meeting. The current Chairperson may not be elected as the President.

Section 6.04 Removal. The Board may vote to remove the President For Cause at any meeting properly called and for which proper notice was given or waived. The President may be removed by the affirmative vote of two-thirds of the Entire Board and such removal shall be done without prejudice to the contract or other rights, if any, of the President as an employee of the Corporation. The Members shall ratify the removal of the President by the affirmative vote of a majority of the validly registered Members present in person or by proxy at a special meeting of the Members at which a quorum is present, to be held within 30 days of the Board's approval to remove the President as called by the Chairperson.

Section 6.05 Vacancies. If there is a vacancy in the presidency for any reason and less than one year is remaining in the departing President's term, the Executive Vice President shall fill such vacancy for the remaining portion of the departing President's term. If more than one year remains of the departing President's term, a new President shall be elected by the Members in accordance with these Bylaws at a special meeting to be called by the Chairperson in accordance with these Bylaws and held no more than 90 days after the date on which such vacancy occurs.

ARTICLE VII

Chairperson of the Board

Section 7.01 Powers and Duties of the Chair of the Board. The Chairperson shall preside at all meetings of the Board. Subject to the direction of the Board, the Chairperson shall lead the development and execution of the policies and programs of the Board. The Chairperson may appoint a Vice Chair with the affirmative vote of a majority of the Directors present (plus proxies) in the meeting. The Chairperson, along with the President, shall represent the Corporation in the community.

Section 7.02 Election and Term of Office. The Chairperson shall be elected by the affirmative vote of a majority of the Directors present in person or by proxy at each annual meeting of the Board held in November on each even-numbered year (e.g., 2024, 2026). The term of the Chairperson shall begin on January 1st of the year following the annual meeting at which the Chairperson was elected, and end on December 31st of the second year following such annual meeting. The Chairperson shall not serve more than two terms. The current President may not be elected as the Chairperson. In the event the incumbent President desires to run for

the office of Chairperson, he or she must irrevocably resign as President prior to commencing his or her campaign for the office of Chairperson. If unsuccessful in such campaign for the office of Chairperson, he or she will not be eligible for reinstatement as President.

Section 7.03 Removal. The Board may vote to remove the Chairperson For Cause at any meeting properly called and for which proper notice was given or waived. The Chairperson may be removed by the affirmative vote of two-thirds of the Entire Board and such removal shall be done without prejudice to the contract or other rights, if any, of the Chairperson as an employee of the Corporation.

Section 7.04 Vacancies. If there is a vacancy in the chairpersonship, the Vice Chairperson shall fill the role of the Chairperson until the Board selects a person to fill such vacancy for the remaining portion of the departing Chairperson's term. Notwithstanding Section 7.02, if less than one year is remaining in the term of the departing Chairperson, the person elected to fill such vacancy may serve another two-year term without the need for another election.

Section 7.05 Compensation of the Chairperson. The Chairperson shall not receive a salary or compensation for his or her service to the Corporation. Expenses incurred on behalf of the Corporation by the Chairperson may be reimbursed and must be approved by the Board and will not constitute compensation.

ARTICLE VIII

Committees

Section 8.01 Committees of the Board. The Board, by resolution adopted by the affirmative vote of a majority of the Directors present in person or by proxy at a meeting of the Board at which a quorum is present, may designate from among the Directors one or more committees of the Board consisting of at least two Directors or other individuals as determined by the Board. Each committee of the Board shall have such authority as the Board shall by resolution provide. Members of a committee may resign upon providing written notice to the Board or may be removed by an affirmative vote of a majority of the Directors present in person or by proxy at a meeting of the Board at which a quorum is present. The initial standing committees of the Corporation are set forth in Section 8.02.

Section 8.02 Standing Committees.

(a) Nominating Committee. The Nominating Committee shall be a standing committee of the Corporation comprising 25% or more of the Entire Board. A chairperson of the Nominating Committee shall be designated by the affirmative vote of a majority of the committee members. The Board shall direct the chairperson of the Nominating Committee to submit to the Board for approval the following, among other matters:

(i). the rules and regulations of the Nominating Committee;

(ii). any proposed changes to the qualifications for Board membership.

(b) Houston Korean School Committee. The Houston Korean School Committee shall be a standing committee of the Corporation. The Principal of the Houston Korean School shall be designated by the affirmative vote of a majority of the Directors present in person or by proxy at a meeting of the Board at which a quorum is present and shall serve for a term of two years beginning in May of each even-numbered year. The Principal of the Houston Korean School shall automatically be deemed the chairperson of the Houston Korean School Committee. The Board shall direct the chairperson of the Committee to submit to the Board for approval the following, among other matters:

(i). the rules and regulations of the Houston Korean School;

(ii). an annual budget, which shall account for each of the spring, fall and summer semesters;

(iii). an annual financial report; and

(iv). the hiring or termination of any teachers.

(c) Korean Cultural Center Committee. The Korean Cultural Center Committee shall be a standing committee of the Corporation. A chairperson of the Korean Cultural Center Committee shall be designated by the affirmative vote of a majority of the Korean Cultural Center Committee members. The Board shall direct the chairperson of the Korean Cultural Center Committee to submit to the Board for approval the following, among other matters:

(i). the rules and regulations of the Korean Cultural Center Committee;

(ii). an annual budget; and

(iii). an annual financial report.

(d) Building Management Committee. The Building Management Committee shall be a standing committee of the Corporation for so long as the Corporation owns real property. A chairperson of the Building Management Committee shall be designated by the affirmative vote of a majority of such committee members. The Board shall direct the chairperson of the Building Management Committee to submit to the Board for approval the following, among other matters:

(i). the rules and regulations of the Building Management Committee;

(ii). an annual budget; and

(iii). an annual financial report.

(e) Membership Committee. The Membership Committee shall be a standing committee of the Corporation. A chairperson of the Membership Committee shall be designated by the affirmative vote of a majority of the Membership Committee members. The Board shall

direct the chairperson of the Membership Committee to submit to the Board for approval the following, among other matters:

(i). the rules and regulations of the Membership Committee;

(ii). the official membership records of the Corporation promptly following a record date set by the Board for purposes of any Member meetings;

(iii). an annual budget; and

(iv). an annual financial report.

(f) Finance and Fundraising Committee. The Finance and Fundraising Committee shall be a standing committee of the Corporation. A chairperson of the Committee shall be designated by the affirmative vote of a majority of the Finance and Fundraising Committee members. The Board shall direct the chairperson of the Finance and Fundraising Committee to submit to the Board for approval the following, among other matters:

(i). the Projected Annual Budget for each fiscal year;

(ii). an annual financial report;

(iii). proposed solicitation or collection of funds for the operation of the Corporation; and

(iv). proposed fund-raising campaigns and drives.

(g) Houston Ulsan Sister City Committee (HUSCC). Houston Ulsan Sister City Committee ("**HUSCC**") shall be a standing committee of the Corporation. A chairperson of the HUSCC shall be designated by the affirmative vote of a majority of the HUSCC members. The chairperson of the HUSCC shall submit to the Board for approval the rules and regulations of the Membership Committee, an annual budget and an annual financial report. The chairperson of the HUSCC shall report to the City of Houston and Sister Cities of Houston about the committee's plans and programming. The City of Houston reserves the right to recommend the removal of a member of the committee as Sister Cities of Houston's bylaws states:

"Member sister city organizations are created by resolution of the Mayor and City Council of Houston and must comply with all requirements and guidelines of the City of Houston for its established sister city organizations. The City may at its discretion discontinue any of its sister city relationships and dissolve any of its sister city organizations."

The HUSCC and its members will take part in the following activities, among other activities:

(i). participate and attend Sister Cities of Houston monthly Board meetings. If the Chairperson of HUSCC is unavailable, HUSCC will appoint a member to serve as the representative of the sister city relationship between the City of Houston and Ulsan Metropolitan City at Sister Cities of Houston monthly Board meetings;

(ii). develop programs to support the people of the City of Houston and the people of Ulsan Metropolitan City in their acquisition of a consciousness of each other, to understand one another as individuals, as members of their community, as citizens of their country and as part of the family of nations;

(iii). foster as a consequence of such knowledge and consciousness a continuing relationship of mutual concern between the people of the City of Houston and the people of Ulsan Metropolitan City;

(iv). undertake both in seeking and in consequence of such consciousness and concern any activities and programs as will provide to one another appropriate aid and comfort, education and mutual understanding;

(v). participate as an organization in the promoting, fostering and publicizing of local, state and national programs of international municipal cooperation organizations, and thereby to encourage other organizations and residents of Houston communities to engage and participate in such programs;

(vi). foster and promote friendly relations and mutual understanding between people of Houston communities and people of Ulsan;

(vii). and act as a coordinating body, committee or agency among those organizations, groups and individuals desiring to engage and engaging in the activities of such international municipal cooperation organizations.

(h) Bylaws Committee. The Bylaws Committee shall be a standing committee of the Corporation responsible for reviewing, drafting, and recommending amendments to these Bylaws to ensure governance stability and operational effectiveness.

Any decisions or actions of the committees shall be subject to review by the Board. Each committee shall submit to the Board all requested information for consideration in its review process. Committee members shall attend all meetings of the Board and timely and accurately execute all rules, procedures and policies and other directives and resolutions of the Board.

Section 8.03 Quorum and Action by Committee. Unless otherwise provided by resolution of the Board, a majority of all of the members of a committee shall constitute a quorum for the transaction of business and the affirmative vote of a majority of the members of a committee present in person or by proxy at a meeting at which a quorum is present shall be the act of the committee.

Section 8.04 Alternate Members. The Board may designate one or more Directors as alternate members of any committee, who may replace any resigned, removed, absent or disqualified member or members at any meeting of such committee.

Section 8.05 Term of Standing Committee Chair. The Chairperson of all Standing Committees shall have a term limit of two 2-year terms (for a total of 4 years). If any of the current Chairpersons have exceeded the term limit, he/she will be allowed to finish the current term.

ARTICLE IX

Execution of Instruments and Financial Matters

Section 9.01 Contracts and Instruments. The Board, subject to the provisions of Section 12.01 and the Corporation's Conflict-of-Interest Policy, may authorize any officer or agent of the Corporation to enter into any contract, to execute and deliver any instrument, or to sign checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness in his name of and on behalf of the Corporation. Such authority may be general or may be confined to specific instances. No instrument required to be signed by more than one officer may be signed by one person in more than one capacity. No checks shall be signed by the President. Except as otherwise set forth in these Bylaws, no officer or agent of the Corporation may enter into a contract or execute and deliver any instrument in the name of, and on behalf of, the Corporation, or otherwise bind the Corporation to any obligations.

Section 9.02 Deposits. The funds of the Corporation shall be deposited in its name with such banks, trust companies, or other depositories as the Board, or officers to whom such power has been delegated by the Board, may from time to time designate.

Section 9.03 Real Property. Subject to Section 3.11 and Section 4.20, the management and transfer of any real property interests of the Corporation shall be vested in the Building Management Committee.

Section 9.04 Transactions Requiring Authorization. Transactions that are not otherwise contemplated in the Projected Annual Budget and involving more than $1,000 shall be approved by the affirmative vote of a majority of the Directors present in person or by proxy at a meeting at which a quorum is present as set forth in Section 4.20.

Section 9.05 Separate Accounts. The Board shall direct the officers to create and/or maintain separate bank accounts for each of the Board, the Houston Korean School, President's expenses, the Korean Cultural Center Committee and the Building Management Committee.

Section 9.06 Accounting Principles. Disbursement of funds and reimbursement of expenses shall be subject to the guidelines set forth in the Accounting Principles attached hereto as Exhibit A, which may be amended or otherwise modified from time to time by the Board.

Section 9.07 Budget Approval Process. The Finance Committee shall develop a Projected Annual Budget for each fiscal year which shall be presented to the Board for approval at least 30 days prior to the annual Board meeting in November prior to such fiscal year. Following submission to the Board for its review, the Finance Committee shall make itself available for discussion as the Board may reasonably request.

Section 9.08 Audit. The books and records of the Corporation shall be audited bi-annually or as otherwise determined by the Board by an independent third-party auditor to be appointed by the Board. A report of the independent third-party auditor's findings shall be

provided to the Board no later than 30 days prior to the annual Board meeting in November of even-numbered years.

ARTICLE X

Books and Records

Section 10.01 Books and Records. The President and the Secretary on behalf of the Corporation will keep correct and complete books and records of the activities and transactions of the Corporation, including the minute book, which shall contain a copy of the Certificate of Formation, a copy of these Bylaws, all resolutions of the Board, and all minutes of meetings of the Members and meetings of the Board and committees thereof.

Section 10.02 Inspection and Copying. A validly registered Member, on written demand stating the purpose of the demand, has the right to examine and copy, in person or by agent, accountant, or attorney, at any reasonable time, for any proper purpose, the books and records of the Corporation relevant to that purpose, at the expense of such Member.

ARTICLE XI

Indemnification and Insurance

Section 11.01 Indemnification. The Corporation may, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she, his or her testator or intestate, was a Director or officer of the Corporation, against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees. No indemnification may be made to or on behalf of any such person if (a) his or her acts were committed in bad faith or were the result of his or her active and deliberate dishonesty and were material to such action or proceeding or (b) he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

Section 11.02 Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a Director, officer, partner, venturer, proprietor, employee, agent, or similar functionary of another Corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise, against any liability asserted against such a person and incurred by him or her in such a capacity or arising out of his or her status as such a person, whether or not the Corporation would have the power to indemnify him or her against that liability under the TBOC.

ARTICLE XII

Interested Party Transactions

Section 12.01 For purposes of these Bylaws, an "interested party transaction" is any contract or other transaction between the Corporation and (a) any present Director or any individual who has served as a Director in the five years preceding the transaction ("***past***

director"), (b) any family member of a present or past director, (c) any corporation, partnership, trust, or other entity in which a present or past director is a director, officer, or holder of a financial interest, (d) any present officer or any individual who has served as an officer in the five years preceding the transaction ("***past officer***"), (e) any family member of a present or past officer, or (f) any corporation partnership, trust or other entity in which a present or past officer is a director, officer or holder of a financial interest.

In any instance where the Corporation proposes to enter into an interested party transaction, it shall follow the procedures and rules set forth in the Corporation's Conflict-of-Interest Policy adopted by the Board and as amended from time to time by the Board. The Conflict-of-Interest Policy supplements, but does not replace, any applicable laws governing conflicts of interest applicable to nonprofit and charitable organizations. Further, the Conflict-of-Interest Policy does not preclude the Corporation's Directors, President, Chairperson, employees, Members or volunteers from transacting business with the Corporation provided that appropriate disclosure is made and the Conflict-of-Interest Policy is followed. In addition:

(a) The President, the Chairperson or any Director, officer, employee, Member of, or volunteer with, the Corporation who is aware of a potential conflict-of-interest with respect to any matter coming before the Board or a committee thereof, as appropriate, has a duty to disclose the existence and nature of any actual or possible conflict-of-interest. In addition, the President, the Chairperson or any Director, officer, employee, Member of, or volunteer with, the Corporation who has declared or have been found to have a conflict-of-interest shall refrain from consideration of proposed transactions, unless for special reasons the Board or such committee requests information or interpretation from said individual. This shall not be construed as preventing or discouraging any such party described above with a conflict-of-interest, having first disclosed the existence of a potential conflict-of-interest, from thereafter disclosing relevant information with respect to any matter as to which he or she has knowledge. ***A person with a conflict-of-interest shall not vote***. Any proposed transaction in which a conflict-of-interest has been declared or found to exist must be approved by a majority of the disinterested members of the Entire Board or such committee after disclosure of the conflict-of-interest. The nature of the conflict-of-interest and the absence of the person with the conflict-of-interest from voting shall be noted in the minutes.

(b) Each Director shall sign a statement annually in the form attached hereto as Exhibit C (Annual COI Acknowledgement Form), which affirms that such person has received a copy of the Conflict-of-Interest Policy, understands the content and agrees to compliance.

(c) Periodically, the Corporation will review its operations to ensure conflicts of interest do not exist.

ARTICLE XIII

General Provisions

Section 13.01 Fiscal Year. The fiscal year of the Corporation shall begin on January 1 and end on December 31 of each year.

Section 13.02 Requirements. No part of the net earnings or funds of the Corporation shall inure to the benefit of any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Member, Director, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall include the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Bylaws, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization exempt under Section 501(c)(3) of the Internal Revenue Code or corresponding provisions of subsequent federal tax laws.

Section 13.03 Amending Bylaws. These Bylaws may be altered, amended, or repealed, and new bylaws may be adopted by (i) the affirmative vote of two-thirds of the Directors present in person or by proxy at a meeting of the Board at which a quorum is present and (ii) the affirmative vote of a majority of the validly registered Members present in person or by proxy at a meeting of the Members at which a quorum is present. Such action is authorized only at a duly called and held meetings of the Board and the Members, respectively, for which applicable written notice of such meetings, setting forth the proposed alternation, is given in accordance with the notice provisions for special meetings set forth herein.

Section 13.04 Detailed Procedures and Rules. The Board may adopt detailed procedures and rules necessary to execute these Bylaws; provided, however, that such procedures and rules may not be contrary to the purposes of these Bylaws.

Section 13.05 Translation. In the event of any conflict of inconsistency between the English version of these Bylaws and the Korean version of these Bylaws, the English version of these Bylaws shall control.

Exhibit A

Accounting Principles

(a) In an effort to provide financial transparency, all copies of checks with supporting documentations shall be uploaded to the cloud folder for public view;

(b) All requests for payment and reimbursement, including supporting documents, shall be scanned and placed in a cloud folder for the certified public accountant of the Corporation to review. The supporting documents shall include a stamp or signature of the authorizing chairperson of the applicable committee. The certified public accountant of the Corporation shall print the check, scan the check and the supporting document and upload the information onto the cloud folder for all to review;

(c) If the information uploaded to the cloud folder reveals certain private information, such information may be restricted from public view by incorporating password protections or redactions;

(d) All checks on behalf of the Corporation shall be printed and signed by the certified public accountant of the Corporation; provided, however, that no more than two persons may be authorized by the Board to sign checks under certain circumstances as determined by the Board; and

(e) A member of the Finance Committee shall present and list any check(s) printed and signed in the amount in excess of $500 for review by the Board at the next meeting of the Board.

(f) All donations must be accounted for by emailing the list of donor names or "anonymous", amount, and the total amount to the Board Members. A PDF of the list will also be uploaded on the KAACCH website. There must a bank entry of the total amount, so the published number and journal entry matches. In January, receipt letters shall be distributed to donors for tax-related purposes. The total amount of these letters should match the total donations collected in the prior year.

Exhibit B

Directors' Duties, Responsibilities, and Code of Conduct

This Exhibit B sets forth the standard of conduct, legal duties, and ethical responsibilities required of all members of the Board of Directors (the "Board") of the Korean American Association and Community Center of Houston ("KAACCH" or the "Corporation"). Acceptance of the position of Director includes an implicit commitment to uphold these standards.

Section 1. Fundamental Legal Duties

Each Director shall discharge their duties in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the Director reasonably believes to be in the best interests of the Corporation. Specifically, Directors owe three primary legal duties to KAACCH:

(a) **Duty of Care:** Directors must stay informed about the Corporation's activities, attend scheduled Board and committee meetings, review meeting materials and financial statements prior to meetings, and exercise independent judgment on all corporate matters.

(b) **Duty of Loyalty:** Directors must place the interests of KAACCH above their personal or professional financial interests. Directors must never use their position on the Board for personal gain or to advance private interests at the expense of the Corporation.

(c) **Duty of Obedience:** Directors must ensure that the Corporation complies with all applicable federal, state, and local laws, as well as its Certificate of Formation, Bylaws, and Board-approved policies, ensuring all activities strictly align with KAACCH's tax-exempt charitable purpose under Section 501(c)(3) of the Internal Revenue Code.

Section 2. Attendance and Active Participation

(a) **Regular Attendance:** Directors are expected to attend all regular and special meetings of the Board and assigned committees. Consistent attendance is essential to maintaining a functioning quorum and effective governance.

(b) **Unexcused Absences:** As set forth in Section 4.18 of the Bylaws, any Director who accumulates three (3) consecutive unexcused absences from regular Board meetings shall be automatically removed from the Board.

(c) **Meeting Preparation:** Directors are expected to review all agendas, financial reports, and committee updates sent in advance of meetings to participate meaningfully in discussions and decision-making.

Section 3. Fiduciary and Financial Responsibilities

(a) **Financial Oversight:** Directors share a collective fiduciary responsibility to safeguard the financial assets of the Corporation, approve the Projected Annual Budget, and monitor income and expenditures.

(b) **Annual Board Fee:** In accordance with Section 4.17 of the Bylaws, each Director shall pay the annual Director fee of $500 (or as determined by the Board) by January 1st of each year to maintain their office.

(c) **Resource Mobilization:** Directors are expected to actively support KAACCH's fundraising initiatives, community outreach programs, and major events to sustain the organization's charitable programs and community center operations.

Section 4. Conflict-of-Interest and Confidentiality

(a) **Conflict Disclosure:** Directors must promptly disclose any actual, potential, or perceived conflicts of interest regarding any contract, transaction, or policy coming before the Board, in accordance with Article XII and Exhibit C. Recusal from voting and deliberations on such matters is strictly required.

(b) **Confidentiality:** Directors shall maintain the confidentiality of sensitive discussions, personnel matters, legal proceedings, donor information, and non-public financial data obtained during their service. This obligation continues even after a Director's tenure on the Board ends.

Section 5. Representation and Public Communications

(a) **Unified Voice:** Directors may express differing views during internal Board deliberations; however, once the Board reaches a decision, Directors shall do their best to support the corporate decision.

(b) **Authorized Spokespersons:** Unless explicitly authorized by the Board or the President/Chairperson, individual Directors shall not speak on behalf of KAACCH or issue official public statements to the media or community.

EXHIBIT C

Annual Conflict-of-Interest (COI) Acknowledgement Form

This form must be completed annually by all Directors and Officers of KAACCH in accordance with Article XII of the Bylaws.

1. Affirmation of Policy Review

I hereby acknowledge that I have received, read, and understood the Conflict-of-Interest Policy set forth in Article XII of the KAACCH Bylaws. I agree to comply fully with all of its terms and provisions.

2. Disclosure of Actual or Potential Conflicts

(Please check one of the boxes below)

[ ] **NO CONFLICT:** To the best of my knowledge, neither I nor any member of my immediate family has any financial interest, business affiliation, or personal relationship that represents an actual, potential, or perceived conflict-of-interest with KAACCH.

[ ] **POTENTIAL CONFLICT DISCLOSED:** I wish to disclose the following potential conflict(s)-of-interest (e.g., employment, board service, ownership interest, or contractual relationship with any entity doing business or seeking to do business with KAACCH):

3. Ongoing Duty to Disclose

I understand that if any actual or potential conflict-of-interest arises during the course of the year that was not previously disclosed on this form, I have an affirmative duty to disclose it immediately to the Chairperson of the Board or the Executive Committee before any deliberation or vote on the affected matter.

Director/Officer Name (Printed): _____

Signature: _____

Date: _____