

AMENDED AND RESTATED BYLAWS

OF

BAY AREA K-GROUP, INC.

A California Nonprofit Public Benefit Corporation

(Last amended on December 16, 2022)

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AMENDED AND RESTATED BYLAWS

OF

BAY AREA K-GROUP, INC.

A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION

ARTICLE I - OFFICES

Section 1. Principal Office. The principal executive office of Bay Area K-Group, Inc. (the “*Company*”) shall be at such place inside or outside the State of California as the Board of Directors may determine from time to time.

Section 2. Other Offices. The Company may also have offices at such other places, where it is qualified to do business, as the Board of Directors may from time to time designate, or as the business of the Company may require.

ARTICLE II - PURPOSES

Section 1. General Purpose. The purpose of the Company shall be to engage in any lawful act or activity for public and charitable purposes within the meaning of Section 23701d of the Revenue and Taxation Code of the State of California, or the corresponding section of any future California tax code, and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “*Code*”), or the corresponding section of any future federal tax code.

Section 2. Specific Purposes. Without in any way limiting the general purpose set forth in Section 1 of this Article, the specific purpose for which the Company is organized is to achieve the following objectives: empower Korean-American professionals in the San Francisco Bay Area by inspiring and connecting each other; (i) promote cooperation between the USA and Korea in science and engineering; (ii) promote fellowship among Korean-American professionals engaged in science, engineering, and related fields; (iii) enhance the professional and social status of Korean-American professionals engaged in science, engineering, and related fields; (iv) outreach and contribute to the local community by way of talent donation; and (v) promote and cultivate the next generation of Korean-American scientists and engineers.

ARTICLE III - DIRECTORS

Section 1. Number. The Board of Directors of the Company shall consist of seven (7) or more members, each of whom shall be a natural person. The exact number of directors may be fixed from time to time within such limit by a duly adopted resolution of the Board of Directors.

Section 2. Election and Tenure. Each director, including a director elected to fill a vacancy, shall hold office until the expiration of the term for which elected, which shall initially be three (3) years from the day of election and shall be determined by the Board of Directors from time to time, until a successor has been elected and qualified or until his or her earlier death, resignation or removal. No director shall serve two (2) consecutive terms. A new director, who shall be a member of the Company in

good standing and/or have served as an officer, shall be nominated by existing directors and elected upon the approval of the majority of Board of Directors. If a President serves as a director, the director may continue to serve up to three (3) years subsequent to the term of the President.

Section 3. Restriction Regarding Interested Directors. Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the Board of Directors may be interested persons. For purposes of this Section, “interested persons” means either (a) any person currently serving as a President, or currently being compensated by the Company for services rendered to the Company within the previous twelve (12) months, whether as a full- or part-time officer, employee, independent contractor or otherwise, excluding any reasonable compensation paid to a director as director; or (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of any such person.

Section 4. Chairman and Vice Chairman. If appointed, the Chairman and if the Chairman is unable, the Vice Chairman of the Board shall preside at all meetings of the Board of Directors. The Chairman and Vice Chairman shall be a member of the Board of Directors and elected at a meeting of the Board of Directors. If the role of Chairman is vacant at any point, the Vice Chairman shall preside as the Chairman until a replacement is duly elected. The Chairman and if the Chairman is unable, the Vice Chairman shall also preside at member meetings, including General Assembly meetings. The active President or President-elect shall not preside as Chairman of the Board.

Section 5. General Powers. Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and any limitations in the Articles of Incorporation or these Bylaws, the activities and affairs of the Company shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board of Directors may delegate the management of the activities of the Company to any person or persons, management company, or committee however composed, provided that the activities and affairs of the Company shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors.

Section 6. Specific Powers. Without prejudice to the general powers set forth in Section 4 of this Article, but subject to the same limitations, the Board of Directors shall have the power to: (a) appoint and remove, at the pleasure of the Board of Directors, all of the Company’s officers, agents and employees; prescribe powers and duties for them that are consistent with law, with the Articles of Incorporation of the Company and with these Bylaws; fix their compensation; and require from them security for faithful performance of their duties; (b) change the principal office or the principal business office in California from one location to another; cause the Company to be qualified to conduct its activities in any other state, territory, dependency or country; conduct its activities inside or outside California; and designate any place inside or outside California for holding any meeting of the Board of Directors; and (c) borrow money and incur indebtedness on behalf of the Company and cause to be executed and delivered for the Company’s purposes, in the Company’s name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities.

Section 7. Duties. It shall be the duty of the Board of Directors to (a) perform any and all duties imposed upon them collectively or individually by law, by the Articles of Incorporation of the Company, or by these Bylaws; (b) supervise all officers, agents and employees of the Company to ensure that their duties are performed properly; (c) appoint and remove, employ and discharge, and, except as otherwise provided by these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the Company; (d) meet at such times and places as required by these Bylaws; and (e) register their individual addresses with the Secretary of the Company, and notices of meetings mailed or sent by facsimile to them at such addresses shall be valid notices thereof.

Section 8. Special Duties. In addition to the powers and duties set forth in Section 5, 6 and 7, it shall be the duty of the Board of Directors to:

- (a) Determine the leadership structure of the Company such as the number of Presidents, the selection process or organizational structure of the Officers.
- (b) Recommend new Bylaws or amendments to the Bylaws to the General Assembly.
- (c) Approve new and amended policies and procedures of the Company.
- (d) Approve prior annual reports.
- (e) Recommend the termination of President or Officers members to the General Assembly or members at special meetings of the Company.

Section 9. Regular Meetings. At least one (1) regular meeting shall be convened per calendar year. Additional regular meetings shall be determined by the Board of Directors who shall provide by resolution the time and place for the holding of regular meetings of the Board of Directors without other notice than such resolution.

Section 10. Special Meetings. Special meetings of the Board of Directors may be called at any time by the Chairman of the Board, or the President or any two directors. Written notice of the date, time and place of all special meetings of the Board of Directors shall be delivered personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail or other electronic means to each director at least two (2) weeks before the meeting, or sent to each director by first-class mail, postage prepaid, at least for two (2) weeks before the meeting. Such notice shall include the purpose and general agenda of the meeting. Notice of any meeting of the Board of Directors need not be given to any director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director.

Section 11. Place of Meetings. A meeting of the Board of Directors may be held at any place inside or outside the State of California that has been designated in the notice of the meeting or, if not stated in the notice or there is no notice, then at the principal office of the Company or as designated by resolution duly adopted by the Board of Directors.

Section 12. Participation by Telephone. Members of the Board of Directors may participate in a meeting through use of conference telephone, electronic video screen communication or other communications equipment. Participation in a meeting through use of conference telephone constitutes presence in person at the meeting as long as all members participating in such meeting can hear one another. Participation in a meeting through use of electronic video screen communication or other communications equipment (other than conference telephone) constitutes presence in person at that meeting if all of the following apply: (a) each member participating in the meeting can communicate with all of the other members concurrently, (b) each member is provided the means of participating in all matters before the Board of Directors, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the Company, and (c) the Company adopts and implements some means of verifying that (i) a person participating in the meeting is a director or other person entitled to participate in the Board of Directors' meeting, and (ii) all actions of, or votes by, the Board of Directors are taken or cast only by the directors and not by persons who are not directors.

Section 13. Quorum. The presence of at least 50% of the members of the Board of Directors shall constitute a quorum at all meetings. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of an adjournment to another time or place shall be given prior to the time of the reconvened meeting to the directors who were not present at the time of adjournment pursuant to the notice provisions of Section 8 of this Article III.

Section 14. Voting; Action at Meeting. Each member of the Board of Directors shall have one (1) vote, which shall be cast in person. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless a greater percentage vote or different voting rules for approval of a matter by the Board of Directors is required by the Articles of Incorporation of the Company or these Bylaws, or by provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212); approval of contracts or transactions in which a director has a material financial interest (Section 5233); approval of contracts or transactions with another corporation, firm or association, one or more of whose directors are also directors of the Company (Section 5234); director compensation (Section 5235) and indemnification of directors (Section 5238(e)). In case of a tie vote, a second round of voting shall be conducted, and in case of another tie, the Chairman shall cast the tie-breaking vote.

The directors present at a duly held meeting at which a quorum is initially present may continue to transact business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting, provided that any action taken is approved by at least a majority of the required quorum for such meeting, or such greater percentage as may be required by the California Nonprofit Public Benefit Corporation Law, or the Articles of Incorporation of the Company or these Bylaws.

Section 15. Conduct of Meetings. Meetings of the Board of Directors shall be presided over by the Chairman of the Board, or, if no such person has been so designated or, in his or her absence, by the Vice Chairman of the Company or, in his or her absence, by a Chairman chosen by a majority of the directors present at the meeting. The Secretary of the Company shall act as secretary of all meetings of the Board of Directors, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Section 16. Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, are as valid as though had at a meeting duly held after regular call and notice if a quorum is present and if, either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 17. Action Without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board of Directors shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as a unanimous vote of such directors. For the purposes of this Section only, "all members of the Board of Directors" shall not include any "interested director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law.

Section 18. Removal. The Board of Directors may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Sections 5231, et seq. of the

California Nonprofit Public Benefit Corporation Law. The entire Board of Directors or any individual director may be removed from office without cause by the vote of at least: a) a majority of the directors then in office or b) a majority of the voting members at the General Assembly. Any reduction of the authorized number of directors or any amendment reducing the number of classes of directors does not remove any director prior to the expiration of such director's term of office. In the event an office of a director is so declared vacant or in case the Board of Directors or any one or more directors is so removed, new directors may be elected by the Board of Directors at the same or another meeting. Each director so elected shall hold office for the balance of the unexpired term and until a successor has been elected and qualified.

Section 19. Resignations. Any director may resign effective upon giving written notice to the Chairman of the Board, the President, the Secretary or the Board of Directors of the Company, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective. No director may resign if the Company would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Attorney General of the State of California.

Section 20. Vacancies. Unless otherwise provided in the Articles of Incorporation of the Company or these Bylaws and except for a vacancy created by the removal of a director, all vacancies in the Board of Directors, whether caused by resignation, death, an increase in the number of authorized directors or otherwise, may be filled by the vote of at least a majority of the remaining directors or, if the number of directors then in office is less than a quorum, by (a) the unanimous written consent of the directors then in office, (b) the affirmative vote of at least a majority of the directors then in office at a meeting held pursuant to notice or waivers of notice complying with California Nonprofit Public Benefit Corporation Law Section 5211, or (c) a sole remaining director, and each director so elected shall hold office until his or her successor is elected and qualified.

Section 21. Compensation. No stated salary shall be paid to directors, as such, for their services, but, by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of such Board of Directors. Notwithstanding the foregoing, nothing in these Bylaws shall be construed to preclude any member of the Board of Directors from serving the Company in any other capacity and receiving compensation therefore. In addition, directors shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as set forth in Section 5 of this Article. Directors may not be compensated for rendering services to the Company in any capacity other than director unless such other compensation is reasonable and is allowable under the provisions of Section 3 of this Article. Members of special or standing committees may be allowed like compensation for attending committee meetings.

ARTICLE IV - OFFICERS

Section 1. Number and Term. The Officers of the Company (each, an "*Officer*" and collectively, the "*Officers*") shall include the following positions: President(s), Vice President(s), a Secretary, and a Treasurer. The Company may also have, as determined by the Board of Directors, other officers as may be deemed necessary for the proper conduct of the activities of the Company, each of whom shall have such authority and perform such duties as the Board of Directors may from time to time determine. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the President. Officers shall serve at the pleasure of the Board of Directors, and for a term of one (1) year, subject to the rights, if any, of an officer under any contract of employment. Each Officer shall serve no more than two (2) consecutive terms and hold office until his

successor shall have been duly appointed or until his or her removal or resignation. The total number of Officers shall not exceed ten (10).

Section 2. Officer Selection Process.

(a) Requirements. Each candidate for an officer position of the Company shall meet the following requirements: (i) shall have been a member for the preceding two years as of the start date of the beginning term; (ii) shall have contributed in multiple projects or events held by the Company within the last year; (iii) shall have demonstrated leadership qualities endorsed by at least two (2) members, and one (1) Officer; (iv) shall not have been deemed disqualified by the Board of Directors; (v) shall meet the minimum requirements to be at least 18 years old, have no ongoing legal disputes, or have no conflict of interest in connection with the operation of the Company and any other requirements the Board may determine from time to time before the solicitation for officer candidates is announced. A waiver of any of the foregoing requirements shall not be granted without the affirmative approval of a majority of the Board of Directors.

(b) Functions. The Officers shall deliberate and make decisions on the adoption of the following items: (i) business and management plans; (ii) budget and financial reports; (iii) approval of matters as authorized by the Bylaws; and (iv) other items as deemed appropriate by the Officers.

(c) Notice: Election. Any notice of the candidate selection process and solicitation for such candidates will be announced to members. The elected Officers shall be announced at a General Assembly meeting.

(i) Election of President or Co-Presidents. One (1) President or two (2) or three (3) Co-Presidents shall be elected upon the approval of the majority of the Board of Directors. Detailed functions of the President or Co-Presidents shall be discussed and agreed between the Board of Directors and President or Co-Presidents.

(ii) Election of Vice President(s). One (1) or more Vice Presidents shall be elected by the Board of Directors. The number of Vice Presidents shall be selected such that the total number of Officers does not exceed (10) persons. If three (3) Co-Presidents are elected, then the Vice President position shall be kept vacant during that period. Detail functions shall be discussed and agreed with the President or Co-Presidents.

(iii) Election of Treasurer. One (1) Treasurer shall be nominated by the President or Co-Presidents and the nomination shall be approved by the Board of Directors.

(iv) Election of Secretary. One (1) Secretary shall be nominated by the President or Co-Presidents and the nomination shall be approved by the Board of Directors.

Section 3. Inability to Act. In the case of absence or inability to act of any officer of the Company and of any person herein authorized to act in his or her place, the Board of Directors may from time to time delegate the powers or duties of such officer to any other officer, or any director or other person whom it may select.

Section 4. Removal and Resignation. Any officer may be removed at any time, with or without cause, by the affirmative vote of a majority of all the members of the Board of Directors, subject only to the rights, if any, of such officer under any contract of employment. Any officer may resign at any time by giving written notice of said resignation to the Company without prejudice to the rights, if any, of the Company under any contract to which the officer is a party. Unless a different time is

specified therein, such resignation shall be effective upon its receipt by the Chairman of the Board, the President, the Secretary or the Board of Directors.

Section 5. Vacancies. A vacancy in any office because of any cause shall be filled by the Board of Directors. Vacancies occurring in offices of officers appointed at the discretion of the Board of Directors may or may not be filled as the Board of Directors shall determine. In the event of a vacancy in any office other than that of the President, such vacancy may be filled temporarily by appointment by the President until such time as the Board of Directors shall fill the vacancy.

Section 6. President. The President shall be the chief officer of the Company unless such title is assigned to another officer of the Company; and the President shall have general and active management of the activities and affairs of the Company and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall execute, upon authorization of the Board of Directors, deeds, mortgages, bonds, contracts, checks or other instruments, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Company. The President shall coordinate and oversee the work and functioning of all offices and committees. If there is more than one President, the two Presidents shall agree unanimously on any decision they shall make as Presidents, and in case of disagreement between the two Co-Presidents, upon request, with the involvement and assistance of the Board of Directors.

Section 7. Vice President. In the absence of the President, or in the event of such officer's death, disability or refusal to act, the Vice President, or in the event there is more than one Vice President, the Vice Presidents in the order designated at the time of their selections, or in the absence of such designation, then in the order of their selections, shall perform the duties of President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Each Vice President shall have such powers and perform such duties as may be assigned from time to time by the President or by the Board of Directors.

Section 8. Secretary. The Secretary shall see that notices for all meetings are given in accordance with the provisions of these Bylaws and as required by law; shall keep at the principal office of the Company written minutes of all meetings of the Board of Directors, and, if applicable, all meetings of officers; shall certify and keep at the principal office of the Company the original or a copy of these Bylaws and the Articles of Incorporation of the Company, each as amended to date; shall have charge of the seal and corporate books and records; and shall make such reports and perform such other duties as are incident to such office, or as are properly required by the President or by the Board of Directors. The Secretary shall communicate any changes to the corporate books and records to the Board of Directors, as deemed necessary.

Section 9. Treasurer. The Treasurer shall have the custody of all moneys and securities of the Company, shall deposit all such funds in the name of the Company in such banks, trust companies or other depositories as shall be selected by the Board of Directors, and shall keep regular, adequate and correct books and records of account. Such officer shall disburse, or cause to be disbursed, funds of the Company in payment of the just demands against the Company, or as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Board of Directors from time to time as may be required of such officer an account of all transactions as Treasurer and of the financial condition of the Company. Such officer shall receive, and give receipt for, monies due and payable to the Company from any source whatsoever. Such officer shall prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements of the Company to be included in any required reports. Such officer shall perform all duties incident to such office or that are properly required by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall

give the Company a bond (which shall be renewed every six (6) years) in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of such officer's office and for the restoration to the Company, in case of such officer's death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in such officer's possession or control belonging to the Company.

Section 10. Officers Holding More Than One Office. Subject to Section 1 of this Article IV, any two (2) or more offices may be held by the same person, but no officer shall execute, acknowledge or verify any instrument in more than one capacity.

ARTICLE V - MEMBERS

Section 1. Membership Categories. Membership in the Company shall consist of the following four categories: (i) Regular Members; (ii) Advisors; (iii) Honorary Members; and (iv) Sponsors.

Section 2. Qualifications. In addition to the requirements as set forth below, each prospective member must submit a membership application form and membership dues to the Company.

(a) Regular Members. A regular member shall be a Korean or Korean-American professional residing in the Bay Area, who is engaged in science, engineering, or a related field. To become a member of the Company ("**Member**" or collectively, "**Members**"), a prospective Member shall submit a membership application, which must be approved by the Officers (as defined below).

(b) Advisors. An Advisors, who has served the Company with distinction, must be recommended by an officer or a director, and approved by the majority of the Board of Directors. Once approved and admitted, an Advisors shall serve for two (2) years. This may be extended upon the approval by the Board of Directors. Advisors shall have all rights and privileges equal to regular members. The President, with the approval of the Board of Directors, may appoint Advisors from the group of individuals who are major contributors to the Company or outstanding scientists and engineers. Advisors shall offer their recommendations and advice when the President so requests. Their recommendation and advice will be considered by the President and the Officers, but shall not be binding.

(c) Honorary Members. An Honorary Member, who need not be a scientist or engineer but an individual who has made significant contributions to the Company, including intellectual contributions, shall be recommended by the Officers and approved by the Board of Directors. An Honorary Member shall not have any voting rights.

(d) Sponsors. A Sponsor, who is a respectable person or a legal entity and has made significant contributions to the Company, shall be recommended by the Officers and approved by the Board of Directors. The Officers shall determine the contribution amount that shall qualify a person or legal entity to become a Sponsor. Sponsors shall not have voting rights.

Section 3. Voting Members. Voting members shall be regular members and advisors who are in good standing.

Section 4. Membership Dues. Membership dues for each membership category shall be determined by the Officers and approved by the Members at a General Assembly Meeting (as defined

below). All rights and privileges of membership will be lost if the membership dues are not paid for two (2) consecutive fiscal years.

Section 5. Disciplinary Actions. In accordance with the policies and procedures adopted by the Officers, the Officers may suspend the rights and privileges of membership or expel any member who is in violation of these Bylaws or the Company's policies, interferes with the Company's goals and business, or disparages the Company's reputation. Members who are also serving as Directors of the Company shall not be the subject of these disciplinary actions.

Section 6. General Assembly.

(a) Annual General Assembly Meeting. The Annual General Assembly Meeting of members, or General Assembly meeting, shall be held annually, at a date, time and place designated by the Board of Directors. At each General Assembly meeting, the proper business of the Company shall be conducted, including the election of directors and management members.

(b) Special Meeting. A Special Meeting may be called at any time by (i) the Board of Directors, or (ii) the Officers, upon the written or electronic request of at least one tenth of the voting members. Such request shall state the purpose of the Special Meeting. Business transacted at each Special Meeting shall be confined to the purpose stated in the notice of the meeting.

(c) Manner and Place of Meeting. At the discretion of the Board of Directors, the members may hold annual and special meetings in part by electronic ballot. In such case, the Board of Directors must adopt procedures and guidelines to permit members to participate in and vote at the meeting by means of remote communications. Meetings held in person shall be at such places as shall be designated by the Officers and approved by the Board of Directors.

(d) Notice of Meetings. Written notice of each meeting, whether annual or special, stating the time and place where it is to be held, shall be delivered either personally or by e-mail not less than 2 weeks or more than 4 weeks before the meeting, to each voting member. Notice of a special meeting shall also state the purpose or purposes for which the meeting is called, and shall indicate that it is being issued by, or at the direction of, the person or persons calling the meeting.

(e) Quorum. Except as otherwise provided in these Bylaws or by statute, at all General Assembly meetings, the presence, including electronic presence, of two-tenths of the voting members that attend such meeting shall be necessary and sufficient to constitute a quorum for the transaction of any business of the Company.

(f) Voting. At all General Assemblies of the members, every voting member shall have one (1) vote. Such vote may be in person or by electronic means, as authorized by the Board of Directors. All elections shall be held and all questions shall be decided by a majority of the votes cast. In case of a tie vote, 2nd voting only by attendees shall be held. If the 2nd vote is tied again, the Chairman of Board of Directors shall cast the tie-breaking vote.

ARTICLE II - MISCELLANEOUS

Section 1. Directors' Inspection Rights. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the

physical properties of the Company. Any inspection under this Section may be made in person or by agent or attorney, and the right of inspection includes the right to copy and make extracts.

Section 2. Fiscal Year. The fiscal year of the Company shall begin on January 1 and end on December 31 of each year. The Officers shall not incur any expense after the submission of the annual report.

Section 3. Gifts. The Board of Directors may accept on behalf of the Company any contribution, gift, bequest or devise for the charitable purposes of the Company.

Section 4. Annual Report. The Board of Directors shall cause an annual report to be furnished not later than one hundred twenty (120) days after the close of the Company's fiscal year to all members of the Company, which report shall contain the following information in appropriate detail: (i) the final income and expense statement and the final business report for the previous year by the Officers; and (ii) other items as deemed necessary by the Board of Directors.

Section 5. Investments. In investing, reinvesting, purchasing, acquiring, exchanging, selling and managing the Company's assets held for investment (other than assets directly related to the Company's charitable programs), the Board of Directors shall (a) avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income, as well as the probable safety of the Company's capital and (b) comply with additional standards, if any, imposed by the Articles of Incorporation of the Company, these Bylaws or the express terms of an instrument or agreement pursuant to which the assets were contributed to the Company.

Section 6. Prohibition Against Sharing Corporate Profits. No director, officer, employee or other person connected with the Company, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Company; provided, however, that this Section shall not prevent payment to any such person of reasonable compensation for services performed for the Company in effecting any of its charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors, and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the Company.

Section 7. Bank Accounts, Checks and Notes. The Officers may designate one or more accounts at banks or financial institutions as depositories for the Company's funds. Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, the President or the Treasurer, respectively, shall have the authority to sign checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness of the Company; provided that any check for an amount exceeding \$100 shall be signed by the Treasurer and countersigned by the President or Vice President.

Section 8. Loans to Officers or Directors. The Company may, upon the approval of the Board of Directors, make loans of money or property to, or guarantee the obligations of, any officer or director of the Company or of its parent or subsidiary, provided that (i) such a loan or guaranty is approved by the Attorney General of the State of California, or (ii) such a loan constitutes an advance to the officer or director for expenses that are reasonably anticipated to be incurred in the performance of the duties of such officer or director, and for which such officer or director would be entitled to be reimbursed by the Company in the absence of such an advance.

Section 9. Indemnification of Corporate Agents. The Company shall indemnify each of its agents against expenses, judgments, fines, settlements and other amounts, actually and reasonably incurred by such person by reason of such person's having been made or having been threatened to be

made a party to a proceeding to the fullest extent permissible under the California Nonprofit Public Benefit Corporation Law and the Company shall advance the expenses reasonably expected to be incurred by such agent in defending any such proceeding upon receipt of the undertaking required by subdivision (f) of Section 5238 of the California Nonprofit Public Benefit Corporation Law. The terms “agent,” “proceeding” and “expenses” used in this Section 10 and the following Section 11 shall have the same meanings as such terms in said Section 5238 of the California Nonprofit Public Benefit Corporation Law (which defines “agent” to include any director, officer, employee or other agent of the Company).

Section 10. Insurance for Corporate Agents. The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Company against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such, whether or not the Company would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

Section 11. Amendment of Articles of Incorporation. Any amendment of the Articles of Incorporation of the Company may be adopted by the vote of at least two-thirds (2/3) of the members of the Board of Directors.

Section 12. Conflict of Interest. No director may vote upon a matter coming before that body in which he or she has a direct financial interest. Immediately upon becoming aware that such a conflict may exist, a Board member must disclose the existence of the potential conflict to the remaining directors, withdraw from further deliberation on the issue, and refrain from voting on the matter. Any such disclosure and withdrawal shall be fully documented in the Company’s minutes.

ARTICLE III - AMENDMENT OF BYLAWS

Section 1. Subject to any provision of California Nonprofit Public Benefit Corporation Law Sections 5151, 5220 and 5224 applicable to the amendment of bylaws, by the vote of at least two-thirds (2/3) of the members of the Board of Directors, the Board of Directors may recommend amendments to these Bylaws. The amendments shall be submitted to the members at an Annual General Assembly Meeting or a special meeting, for which the quorum for approving such amendments shall be 1/3 of all voting members that attended the Annual General Assembly Meeting or a special meeting. Any amendments to the Bylaws shall require approval of at least 2/3 of the total votes cast.

CERTIFICATE OF SECRETARY OF
BAY AREA K-GROUP, INC.

The undersigned, Jenny Lee, Secretary of Bay Area K-Group, Inc. (the "Company"), hereby certifies that the attached document is a true and complete copy of the Bylaws of the Company as in effect on the date hereof.

IN WITNESS WHEREOF, the undersigned has executed this certificate on Jun 23rd, 2023.

Name: Jenny Lee
Title: Secretary

