

**BYLAWS OF THE ASSOCIATION OF KOREAN-AMERICAN
PROFESSIONALS IN THE AUTOMOTIVE INDUSTRY (“KPAI”)**

**ARTICLE 1
OFFICES**

- 1.01 *Principal Office.*
The principal office of the corporation shall be at such place within the state of Michigan as the board of directors may determine from time to time.
- 1.02 *Other Offices.* The board of directors may establish other offices in or outside the state of Michigan.

**ARTICLE 2
MEMBERS**

- 2.01 *Eligibility for Membership.* To be eligible for the following available memberships in the corporation, an individual must satisfy the following requirements.
- a) **Regular Member:** A regular member must meet all of the following requirements to be eligible to apply for regular membership:
- i. An individual must be a U.S. citizen, resident, or have a valid nonimmigrant visa with immigrant intent; and
 - ii. An individual must be of Korean descent; and
 - iii. An individual must have a bachelor’s degree or higher; and
- An individual must be employed at the time of application or retired from an automotive company, an automotive part supplier, an automotive related services provider, or an academic institute. Please note that all regular members must submit proof, upon request, of their bachelor’s or higher degree, proof of eligibility to work and stay in the United States, and proof of employment. Upon the receipt of an application for a regular member, the board of directors will review the application. The application shall be approved or denied by a majority vote. If approved, the applicant will be notified in writing. All registered regular members in good standing shall have the right to vote in actions requiring a member vote. In “good standing” shall mean all who have paid to date all required membership dues.
- b) **Honorary Member:** An honorary member shall be an individual who is

recognized for his/her significant achievements and contributions within KPAI or within the automotive industry and shall be duly nominated and elected by the board of directors for such honorary member status. An honorary member shall have no right to vote.

- c) **Special Member:** A special member shall be an individual who has a special interest in the mission and directives of KPAI and has a unique background, recognized by the board of directors, that will significantly contribute to furthering the directives of KPAI. Further, an individual must meet the following requirements to be eligible for special membership:
- i. An individual must have a valid nonimmigrant visa with no immigrant intent;
 - ii. An individual must be of Korean descent;
 - iii. An individual must be employed at the time of application by an automotive-related company or automotive related services provider located in the United States.

Please note that all special members must submit proof, upon request, of eligibility to temporarily work and stay in the United States, and proof of employment. Upon the receipt of an application for a special member, the board of directors will review the application. The application shall be approved or denied by a majority vote. If approved, the applicant will be notified in writing. A special member shall have no right to vote.

- d) **Student Member:** Student membership is open to full-time students that are attending a college or university in pursuit of a bachelor's degree or higher education degree in the United States, and meets the following requirements:
- i. An individual must be a U.S. citizen, resident, or have a valid nonimmigrant student visa or OPT (Optional Practical Training); and
 - ii. An individual must be of Korean descent.

Please note that students must submit, upon request, proof of full-time student status with their application for membership, such as a letter from the registrar or a transcript. Upon the receipt of an application for a student member, the board of directors will review the application. The application shall be approved or denied by a majority vote. If approved, the applicant will be notified in writing. A student member shall have no right to vote.

2.02 *Membership Dues.*

The board of directors shall establish the initial and annual dues for membership in the corporation. The billing and collection of dues shall be in a manner prescribed by the board of directors.

2.03 *Termination of Membership.* Membership may be terminated by the board of directors on the occurrence of any of the following events:

- a) Failure to pay dues within 45 days after a written termination notice due to unpaid membership dues; or

- b) Failure to satisfy the requirements of section 2.01 of this article; or
- c) Failure by any member to abide by these bylaws or the KPAI's articles of incorporation, or any acts, conducts, or omissions on the part of a member which in the opinion of the board of directors may be detrimental to KPAI's image or reputation, or causes or threatens to cause harm to KPAI and any of its members, directors, or officers.

2.04 *Annual General Meeting.*

The annual general meeting of the members shall be held on the second Saturday of May of each year at a time to be determined by the President. At each annual general meeting, newly elected directors shall be announced. At the annual general meeting, the presidents and the auditor(s) shall report on the following matters to the members after obtaining the approval from the board of directors:

- a) Financial records and business details of the previous fiscal year by the departing president;
- b) Budget and business plan for the new fiscal year by the newly elected president;
- c) Audit results of the previous fiscal year by the departing auditor(s);
- d) Miscellaneous matters deemed to be necessary by the board of directors meeting; and
- e) Any other business matters.

2.05 *Special General Meetings.*

Special general meetings of the members may be called by the board of directors. Such meetings shall also be called by the president at the written request, of at least 10 percent of the registered regular members; which shall itemize and detail issues for resolution/or discussion.

2.06 *Place of Meetings.* All membership meetings shall be held at the corporation's principal office or at any other place determined by the board of directors and stated in the notice of the meeting.

2.07 *Notice of Meetings.* Except as otherwise provided by statute, written notice of the time, place, and purposes of a meeting shall be given not less than 15 days nor more than 60 days before the date of the meeting. Notice shall be given either personally or by U.S. mail and e-mail to each registered member in good standing entitled to vote at the meeting at his or her last address as it appears on the books of the corporation. Alternatively, notice may be published in the corporation's newsletter, provided that the newsletter is published at least semiannually and is mailed to the members entitled to vote at the meeting not less than 15 days nor more than 60 days before the date of the meeting.

2.08 *Record Dates.* The board of directors may fix in advance a record date for the purpose of determining members entitled to notice of and to vote at a membership

meeting or an adjournment of the meeting, or to express consent to or to dissent from a proposal without a meeting, or for the purpose of any other action. The date fixed shall not be more than 60 days nor less than 3 days before the date of the meeting, nor more than 60 days before any other action.

- 2.09 *List of Members.* The secretary general of the corporation or the agent of the corporation having charge of the membership records of the corporation shall make and certify a complete list of the members entitled to vote at a membership meeting or any adjournment. The list shall be arranged alphabetically with the address of each member, be produced at the time and place of the membership meeting, be subject to inspection by any members during the whole time of the meeting, and be prima facie evidence of the members entitled to examine the list or vote at the meeting.
- 2.10 *Quorum.* Unless a greater or lesser quorum is required by statute, members present in person or by proxy who, as of the record date, represented by thirty three (33%) percent of the registered regular members entitled to vote at a membership meeting shall constitute a quorum at the meeting. Whether or not a quorum is present, the meeting may be adjourned by vote of the registered regular members present, who are entitled to vote.
- 2.11 *Proxies.* A member entitled to vote at a membership meeting or to express consent or dissent without a meeting may authorize other registered regular members to act for the member by proxy. A proxy shall be signed by the member or the member's authorized agent or representative and shall not be valid after the expiration of one year, unless otherwise provided in the proxy. A proxy is revocable at the pleasure of the member executing it except as otherwise provided by statute.
- 2.12 *Voting.* Each registered regular member is entitled to one vote on each matter submitted to a vote. A vote may be cast either orally or in writing. When an action is to be taken by a vote of the members, it shall be authorized by a majority of the votes cast by the members entitled to vote where a quorum is present, unless a greater vote is required by statute. In the event of a deadlock, the chairperson's vote shall be deciding and final.
- 2.13 *Meeting by Telephone or Similar Equipment.* A member may participate in a membership meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

ARTICLE 3
BOARD

- 3.01 *General Powers.* The business, property, and affairs of the corporation shall be managed by the board of directors.
- 3.02 *Number.* There shall be not less than six (6) nor more than thirteen (13) directors on the board as shall be fixed from time to time by the board of directors. The number of directors to be newly elected by members shall be determined by the board of directors, but shall not exceed eight (8).
- 3.03 *Tenure.* The term of members of the board of directors shall be two (2) years. Each director shall serve for the term elected, their death, resignation, or removal, whichever occurs first. The newly elected president, vice president, and appointed secretary general shall serve as members of the board of directors. The incumbent president and vice president shall serve as members of the board of directors for one (1) year term after completing their respective terms, in office.
- 3.04 *Resignation.* A director may resign at any time by providing written notice to the corporation. A successor shall be placed as provided in section 3.06 of the bylaws.
- 3.05 *Removal.* Any director may be removed with or without cause by a majority vote of the members entitled to vote at an election of directors. A successor shall be appointed as provided in section 3.06 of these bylaws.
- 3.06 *Vacancies.* Any vacancies shall be filled through the procedures as set forth in Article 13 of these Bylaws and the term shall be until the next election of directors by the members.
- 3.07 *Annual Meeting.* An annual meeting shall be held following the annual general meeting.
- 3.08 *Regular meetings:* Regular meetings of the board of directors may be held at the time and place as determined by a board resolution without notice other than the resolution.
- 3.09 *Special Meetings.* Special meetings of the board of directors may be called by the president or any two directors at a time and place as determined by those persons authorized to call special meetings. Notice of the time and place of special meetings shall be given to each director in any manner at least 3 days before the meeting.
- 3.10 *Function of the board of directors' meeting:* The board of directors shall

deliberate on the following matters:

- a) Nomination of the president, vice president, directors, and auditor(s);
- b) Approval of the secretary general ;
- c) Any other matters to be submitted to the annual general meeting for approvals;
- d) Other important matters.

- 3.11 *Waiver of Notice.* The attendance of a director at a board meeting shall constitute a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. In addition, the director may submit a signed waiver of notice that shall constitute a waiver of notice of the meeting.
- 3.12 *Meeting by Telephone or Similar Equipment.* A director may participate in a meeting by telephone conference or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.
- 3.13 *Quorum.* A majority of the directors constitutes a quorum for the transaction of any business at any meeting of the board of directors. Actions voted on by a majority of directors present at a meeting where a quorum is present shall constitute authorized actions of the board of directors.
- 3.14 *Consent to Corporate Actions.* Any action required or permitted to be taken pursuant to board authorization may be taken without a meeting if a majority of directors consents to the action in writing. Written consents shall be filed with the minutes of the board's proceeding.
- 3.15 *Election.* The board of directors shall be elected pursuant to procedures set forth in Article 13 of the Bylaws.

ARTICLE 4 COMMITTEES

- 4.01 *General Powers.* The board of directors, by resolution adopted by a vote of a majority of its directors, may designate one or more committees, each committee consisting of one or more directors. The board of directors may also designate one or more directors as alternate committee members who may replace an absent or disqualified member at a committee meeting. If a committee member is absent or disqualified from voting, then members present at a meeting who are not disqualified from voting may, whether or not they constitute a quorum,

unanimously appoint an alternate committee member to act at the committee meeting in place of the absent or disqualified member. All committees designated by the board shall serve at the pleasure of the board.

A committee designated by the board of directors may exercise any powers of the board in managing the corporation's business and affairs, to the extent provided by resolution of the board. However, no committee shall have the power to

- a) Amend the articles of incorporation; or
- b) Adopt an agreement of merger or consolidation; or
- c) Amend the bylaws of the corporation; or
- d) Fill vacancies on the board; or
- e) Fix compensation of the directors for serving on the board or on a Committee; or
- f) Recommend to members the sale, lease, or exchange of all or substantially all of the corporation's property and assets; or
- g) Recommend to the members a dissolution of the corporation or a revocation of a dissolution; or
- h) Terminate memberships.

4.02 *Meetings.* Committee meetings shall be governed by the rules provided in Article III for meetings of the board of directors. Minutes shall be recorded at each committee meeting and shall be presented to the board of directors.

4.03 *Consent to Committee Actions.* Any action required or permitted to be taken pursuant to authorization of a committee may be taken without a meeting if, before the action, a majority of members of the committee consents to the action in writing. Written consents shall be filed with the minutes of the committee's proceedings.

ARTICLE 5 OFFICERS

5.01 *Number.*

The officers shall be one (1) president, one (1) vice president, (1) secretary general, and (1) treasurer. President and vice president shall be nominated by the board of directors and elected by members. The Secretary General shall be chosen among the regular members and appointed by the president and approved by the board of directors. Treasurer shall be appointed among regular members by president. There may also be such other officers as the board deems appropriate. The Secretary General may designate other regular member for certain positions to assume general, financial (except treasurer), secretarial, editorial and other affairs with the written approval of the president.

- Two or more officers may be held by the same person, but such person shall not execute, acknowledge, or verify an instrument in more than one capacity if the instrument is required by law or by the president or by the board to be executed, acknowledged, or verified by two or more officers.
- 5.02 *Term of Office.* The term of officers shall be one (1) year. Each officer shall hold office for the term elected or appointed, their death, resignation, or removal, whichever occurs first.
- 5.03 *Resignation.* An officer may resign at any time by providing written notice to the corporation. A successor shall be replaced as provided in section 5.05 of the bylaws.
- 5.04 *Removal.* An officer appointed by the board may be removed with or without cause by vote of a majority of the board. The removal shall be without prejudice to the person's contract rights, if any. Appointment to an office does not of itself create contract rights. The President or vice president may be removed with or without cause by a majority vote of the members entitled to vote at an election of president or vice president. A successor shall be replaced as provided in section 5.05 of the bylaws.
- 5.05 *Vacancies.* Any vacancies for president and vice president shall be filled pursuant to the election procedures set forth in the Article 13 of these Bylaws and the term shall be until the next election by the members.
- 5.06 *President.* The president shall be the chief executive officer of the corporation and shall have authority over the general control and management of the business and affairs of the corporation. The president shall serve as the chairman of the annual general meeting and the board of directors. The president shall have power to appoint or discharge employees, agents, or independent contractors, to determine their duties, and to fix their compensation. The president shall sign all corporate documents and agreements on behalf of the corporation, unless the president or the board instructs that the signing be done with or by some other officer, agent, or employee. The president shall see that all actions taken by the board are executed and shall perform all other duties incident to the office. This is subject, however, to the president's right and the right of the board to delegate any specific power to any other officer of the corporation.
- 5.07 *Vice President.* The vice president shall have the power to perform duties that may be assigned by the president, or the board. If the president is absent or unable to perform his or her duties, the vice president shall perform the president's duties until the board directs otherwise. The vice president shall perform all duties incident to the office.

- 5.08 *Secretary General.* The secretary general shall preside at all board meetings. The secretary general shall have the power to perform duties as may be assigned by the board of directors. If both the president and the vice president are absent or unable to perform their duties, the secretary general shall perform their duties until the board of directors directs otherwise. The secretary general shall perform all duties incident to the office. The secretary general shall (a) keep minutes of board meetings; (b) be responsible for providing notice to each member or director as required by law, the articles of incorporation, or these bylaws; (c) be the custodian of corporate records; (d) keep a register of the names and addresses of each member, officer and director; and (e) perform all duties incident to the office and other duties assigned by the president or the board of directors.
- 5.09 *Treasurer.* The treasurer shall (a) have charge and custody over corporate funds and securities; (b) keep accurate books and records of corporate receipts and disbursements; (c) deposit all moneys and securities received by the corporation at such depositories in the corporation's name that may be designated by the board; (d) complete all required corporate filings; and (e) perform all duties incident to the office and other duties assigned by the president or the board.
- 5.10 *Meetings.* Meetings may be called by the President, Vice President, or the Secretary General by sending written notice at least 7 days prior to the meeting date. Such notice shall include the purpose of the meeting and the issues to be discussed and resolved, which shall include the following items:
1. Business plan and matters relating to operation of KPAI;
 2. Matters relating to the budget and financials;
 3. Matters requested from the Annual Meeting or Board of Directors Meetings;
 4. Matters authorized by these Bylaws; and
 5. Other miscellaneous matters.
- 5.11 *Election.* The President and vice president shall be elected pursuant to the election procedures set forth in Article 13 of the Bylaws.

ARTICLE 6 AUDITOR

- 6.01 *General Powers.* Auditor shall audit KPAI's activities and report the audit results to the members at the annual general meeting.
- 6.02 *Number.* Up to 2 auditors shall be nominated by the board of directors and elected by the members.

- 6.03 *Tenure.* Each auditor shall serve for the term elected, their death, resignation, or removal, whichever occurs first.
- 6.04 *Resignation.* An auditor may resign at any time by providing written notice to the corporation. A successor shall be replaced as provided in Section 6.06 of these Bylaws.
- 6.05 *Removal.* Any auditor may be removed with or without cause by a majority vote of the members. A successor shall be replaced as provided in Section 6.06 of these Bylaws.
- 6.06 *Vacancies.* Any vacant auditor position shall be filled pursuant to the election procedures set forth in the Article 13 of these Bylaws and the term shall be until the next election by the members.
- 6.07 *Election.* An auditor shall be elected pursuant to the election procedures set forth in the Article 13 of these Bylaws.

ARTICLE 7 ADVISORS

- 7.01 KPAI may have a certain number of advisors, as needed from time to time.
- 7.02 Candidates for advisors shall be nominated by the President and approved by the Board of Directors among those individuals who have made or are capable of making significant contributions to the development of KPAI or who have substantial experience and knowledge in automotive industry technology. Advisors shall consult on matters as requested by the President.

ARTICLE 8 CORPORATE DOCUMENT PROCEDURE

All corporate documents (including agreements, insurance and annuity contracts, qualified and nonqualified deferred compensation plans, checks, notes, disbursements, loans, and other debt obligations) shall not be signed by any officer, designated agent, or attorney-in-fact unless authorized by the board or as authorized by these Bylaws.

ARTICLE 9
INDEMNIFICATION

- 9.01 *Nonderivative Actions.* Subject to all of the other provisions of this article, the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding. This includes any civil, criminal, administrative, or investigative proceeding, whether formal or informal (other than an action by or in the right of the corporation). Such indemnification shall apply only to a person who was or is a director or officer of the corporation, or who was or is serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit. The person shall be indemnified and held harmless against expenses (including attorney fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation or its members. With respect to any criminal action or proceeding, the person must have had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not by itself create a presumption that (a) the person did not act in good faith and in a manner that the person reasonably believed to be in or not opposed to the best interests of the corporation or its members or (b) with respect to any criminal action or proceeding, the person had reasonable cause to believe that his or her conduct was unlawful.
- 9.02 *Derivative Actions.* Subject to all of the provisions of this article, the corporation shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor because (a) the person was or is a director or officer of the corporation or (b) the person was or is serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether or not for profit. The person shall be indemnified and held harmless against expenses (including actual and reasonable attorney fees) and amounts paid in settlement incurred by the person in connection with such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation or its members. However, indemnification shall not be made for any claim, issue, or matter in which such person has been found liable to the corporation unless and only to the extent that the court in which such action or suit was brought has

determined on application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for the expenses which the court considers proper.

- 9.03 *Expenses of Successful Defense.* To the extent that a person has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in sections 9.01 or 9.02 of this article, or in defense of any claim, issue, or matter in the action, suit, or proceeding, the person shall be indemnified against expenses (including actual and reasonable attorney fees) incurred in connection with the action and in any proceeding brought to enforce the mandatory indemnification provided by this article.
- 9.04 *Contract Right; Limitation on Indemnity.* The right to indemnification conferred in this article shall be a contract right and shall apply to services of a director or officer as an employee or agent of the corporation as well as in such person's capacity as a director or officer. Except as provided in section 9.03 of this article, the corporation shall have no obligations under this article to indemnify any person in connection with any proceeding, or part thereof, initiated by such person without authorization by the board.
- 9.05 *Determination That Indemnification Is Proper.* Any indemnification under sections 9.01 or 9.02 of this article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case. The corporation must determine that indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in sections 9.01 or 9.02, whichever is applicable. Such determination shall be made in any of the following ways:
- (a) By a majority vote of a quorum of the board consisting of directors who were not parties to such action, suit, or proceeding.
 - (b) If the quorum described in clause (a) above is not obtainable, then by a committee of directors who are not parties to the action. The committee shall consist of not less than two disinterested directors.
 - (c) By independent legal counsel in a written opinion.
 - (d) By the members.
- 9.06 *Proportionate Indemnity.* If a person is entitled to indemnification under sections 9.01 or 9.02 of this article for a portion of expenses, including attorney fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount, the corporation shall indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.
- 9.07 *Expense Advance.* Expenses incurred in defending a civil or criminal action, suit, or proceeding described in sections 9.01 or 9.02 of this article may be paid by the

- corporation in advance of the final disposition of the action, suit, or proceeding on receipt of an undertaking by or on behalf of the person involved to repay the expenses, if it is ultimately determined that the person is not entitled to be indemnified by the corporation. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made but need not be secured.
- 9.08 *Nonexclusivity of Rights.* The indemnification or advancement of expenses provided under this article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement with the corporation. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.
- 9.09 *Indemnification of Employees and Agents of the Corporation.* The corporation may, to the extent authorized from time to time by the board, grant rights to indemnification and to the advancement of expenses to any employee or agent of the corporation to the fullest extent of the provisions of this article with respect to the indemnification and advancement of expenses of directors and officers of the corporation.
- 9.10 *Former Directors and Officers.* The indemnification provided in this article continues for a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of that person.
- 9.11 *Insurance.* The corporation may purchase and maintain insurance on behalf of any person who (a) was or is a director, officer, employee, or agent of the corporation or (b) was or is serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise. Such insurance may protect against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the corporation would have power to indemnify against such liability under this article or the laws of the state of Michigan.
- 9.12 *Changes in Michigan Law.* If there are any changes in the Michigan statutory provisions applicable to the corporation and relating to the subject matter of this article, then the indemnification to which any person shall be entitled shall be determined by such changed provisions, but only to the extent that any such change permits the corporation to provide broader indemnification rights than such provisions permitted the corporation to provide before any such change.

ARTICLE 10
COMPENSATION

When authorized by the board, a person shall be reasonably compensated for services rendered to the corporation as an officer, director, employee, agent, or independent contractor, except as prohibited by these bylaws.

ARTICLE 11
FISCAL YEAR

KPAI's fiscal year shall be from the date of the Annual Meeting of each year to the date of the Annual Meeting of the following year.
The fiscal year of the corporation shall end on **April 30th** of each year.

ARTICLE 12
AMENDMENTS

All members entitled to vote under these bylaws at any annual or special general meeting may amend or repeal these bylaws, or adopt new bylaws by vote of a majority of the members where a quorum is present, if notice setting forth the terms of the proposal has been given in accordance with any notice requirement for such annual or special general meeting or by U.S. mail.

ARTICLE 13
ELECTION PROCEDURES

- 13.01 *Candidates.* Candidates for president, vice president, auditor(s), and directors shall be chosen among regular members who accept the nomination of the board of directors.
- 13.02 *Voters.* Voters shall be regular members who have been registered and who have paid membership fees by the mailing date of the ballot for president, vice president, auditor(s) and directors. Voters shall be regular members who have

- paid membership dues of the current fiscal year by the mailing date of the ballot for president, vice president, auditor(s) and directors.
- 13.03 *Election Committee.* The election committee for the election of president, vice president, auditor(s) and directors shall consist of 3 members, and shall be selected one month prior to the election from among the members of the board of directors by the president.
- 13.04 *Election Procedure.*
- a) Election shall be conducted through anonymous U.S mail.
 - b) If voters desire, voters may vote for a registered regular member who has not been nominated by the board of directors as a candidate by writing in the person's name on the voting ballot.
 - c) The election committee shall make a final determination in the event of a tie.
 - d) In case there are 2 or more candidates for president or vice president, voters shall vote for one candidate for president and once candidate for vice president.
 - e) The runner-up shall take office if the first elected person declines, or is unable to take office.
- 13.05 *Election Date.* The election must be completed 1 month prior to the expiration of current directors; auditor(s), or president's or vice president's term, as the case may be.
- 13.06 *Result.* The election result must be notified to all KPAI members immediately upon availability.

SUPPLEMENTAL PROVISIONS

1. These Articles shall become effective as of the date its approval at the Inaugural General Meeting.
2. The President, Vice President and members of the Board of Directors at the time of establishment shall be announced at the Inaugural General Meeting.