

INTERNATIONAL OPEN PUBLIC DIGITAL LIBRARY (IOPDL), Inc.

BYLAWS

**ARTICLE I
OFFICE**

1. Purposes. The Corporation is a non for Profit Corporation organized under the laws of the State of Illinois for the purposes enumerated in its Articles of Incorporation, as they may be amended from time to time. The primary purpose of this organization is exclusively charitable, scientific, or educational within the meaning of Section 501 (c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code. The purpose for which this corporation is organized is to make collections freely accessible to the universal public, by providing a single international digital library platform, and providing the multilingual service.
2. Offices. The principal office of the Corporation and such other offices as it may establish from time to time shall be located at such place or places, either within or without the State of Illinois, as may be designated from time to time by the Board of Directors or by the officers pursuant to authority from the Board of Directors.

**ARTICLE II
DIRECTORS**

1. Powers. The affairs of the Corporation shall be managed by Board of Directors. The Board of Directors shall possess, and may exercise, any and all powers granted to the Corporation by law, the Articles of Incorporation, and these Bylaws.
2. Number. The number of directors constituting the entire Board shall be established from time to time by the Board of Directors and shall be a minimum of three directors on the board based on the Illinois Statute law. The minimum and maximum numbers of directors constituting the entire Board of Directors may be increased or decreased by amendment of these Bylaws.
3. Chairperson. A Chairperson who is appointed from the Board of Directors among its members shall preside at meetings of Directors, and shall have such powers and perform such duties consistent with law and the Articles of Incorporation to provide the best charitable, scientific, research, and educational services under Section 501(c)(3) of the Internal Revenue Code, for the public of the USA and the world.
4. Qualifications. Directors need not be residents of the State of Illinois or the USA.
5. Election. Directors shall be elected by a majority vote of directors then in office. Any vacancy in directors, including a vacancy created by an increase in the number of directors, shall be filled by a majority vote of the directors then in office, to whom shall fulfill the responsibilities stated below in this Bylaw.

6. Tenure. The term of office of any individual director shall serve from the date of his or her election until his or her successor has been elected and qualified or until his or her death, resignation, or removal from office. The term of office of any individual director shall terminate upon the effective date of his or her resignation, upon his or her death, or upon his or her removal from office.
7. Resignation. Any director may resign at any time by giving written or electronic notice of his or her resignation to the Chairperson of the Board of Directors.
8. Removal. Any director may be removed from office, with or without cause, at a meeting of the Board of Directors by the majority vote of the other directors then in office. The removal decision shall be made by such director who doesn't fulfill their governance responsibilities stated below, nor comply with applicable laws, bylaws, or Articles of Incorporation for nonprofit corporation under Section 501(c)(3) of the Internal Revenue Code.
9. Responsibilities. Directors shall have responsibilities to consistent with law, the Articles of Incorporation in order to fulfill the best charitable, scientific, research, and educational services under Section 501(c)(3) of the Internal Revenue Code, for the universal public. Directors shall increase efficiency and effectiveness of works of staff, students, and volunteers. Directors shall promote to take grants or contributions of money or property. The Board of Directors shall monitor the use of funds received by the Corporation to assure that the funds are used in conformity with the intended purposes.
10. Reimbursement. Members of the Board of Directors and Committees shall receive no compensation for their services, but, by resolution of the Board of Directors, may be reimbursed for reasonable expenses paid while acting on behalf of the Corporation. Nothing herein shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefore as authorized by the Board of Directors.

ARTICLE III MEETINGS

1. Place of Meetings. Directors may hold meetings, annual, regular, or special at any place either within or without the State of Illinois.
2. Annual Meeting. The Board of Directors shall hold a regular annual meeting at a time and place set by the Board of Directors. Notice of such meeting shall be given to each director at least seven days prior to the date of the meeting unless the Board, by resolution, otherwise provides.
3. Regular and Special Meetings. Additional regular and special meetings of the Board of Directors may be held without or with notice at such or any time and place as shall be determined from time to time by the Board of Directors; provided that any director who is absent when such a determination is made shall be given notice of the determination. Special meetings may be called

by the President according to the statute of Illinois, when a board decision must be addressed and there is no meeting scheduled in a timely basis.

4. Notice Meetings. Under Illinois law, the organization must provide notice of the meeting between five and six days prior to any meeting. Notice may be by regular mail, fax, electronic mail, and telephonic notice.
5. Action by Consent. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if written consents or electronic transmissions setting forth the action taken are signed by all of the members of the Board of Directors. Such consents shall be filed with the minutes of the proceedings of the Board of Directors in paper form or shall be in electronic form.
6. Meetings by Telephone. The members of the Board of Directors may participate in a meeting by means of a conference telephone or similar communications equipment by which all directors participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at such meeting.
7. Quorum. At all meetings of the Board of Directors, a majority of the directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business. A quorum consists of at least 1/3 of the directors then in office under the Illinois State law.
8. Records. The minutes of each board meeting shall be filed with the corporate records in paper or electronic form, and shall be kept at its principal place of business.

ARTICLE IV OFFICERS

1. Officers. The officers of the Corporation shall be a President, a Corporate Secretary, a Treasurer, and such other officers as the Board of Directors may determine are necessary or desirable. Any two or more officers may be held by the same person. Officers may or may not be members of the board.
2. Election. The officers shall be elected by a majority of the Board of Directors then in office.
3. Tenure. An officer shall serve from the date of his or her election until his or her successor has been elected and qualified or until his or her death, resignation, or removal from office by a majority vote of the Board of Directors.
4. Powers and Duties. Except as otherwise provided by the Board of Directors, the officers shall have such powers and perform such duties as typically pertain to their offices, as well as such additional powers and duties as are prescribed from time to time by the Board of Directors, and that are not inconsistent with law, the Articles of Incorporation, or these Bylaws.

5. Resignation. An officer may resign at any time by giving written notice of his or her resignation to the President, the Board of Directors, or the Secretary. Unless otherwise specified in such notice, the resignation shall be effective upon delivery.
6. Agents, Employees, and Volunteers. The Board may appoint agents, employees, and volunteers who shall have such authority and perform such duties as may be prescribed by the Board of Directors. The Board of Directors may remove any agent, employee, or volunteer at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.
7. Compensation. The Corporation may award compensation in reasonable amounts to officers, Agents and Employees of the Corporation for services rendered to the Corporation, such amounts to be fixed by the Board of Directors.
8. Removal. Any officer may be removed from office, with or without cause, by a majority vote of the Board Directors. The removal decision should be made by such officer who doesn't fulfill their responsibilities stated above, nor comply with applicable laws, these bylaws, or Articles of Incorporation for nonprofit corporation under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE V MISCELLANEOUS

1. Fiscal year. The fiscal year of the corporation shall be from January 1 to December 31 of each year.
2. Corporate Books and Records. The Corporation shall keep at its principal place of business (a) the original or a copy of the Articles of Incorporation and these Bylaws, including all amendments thereof to date, certified by the Secretary, and IRS Form 1023 and Application for Exemption, (b) appropriate, correct, and complete books and records of account, and (c) the original or a duplicate minutes of the proceedings of Board of Directors, (d) a current list of the members of the Board and officers of the Corporation along with their residential addresses. Any of the books, minutes and records of the Corporation may be in written form or in any other form capable of being converted into written form within a reasonable time.
3. Conflict of Interest. The board shall adopt and periodically review a conflict of interest policy to protect the tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organization.
4. Nondiscrimination Policy. The officers, directors, employees, and persons served by the corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, physical disability, veteran's status, and color.

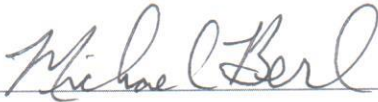
**ARTICLE VI
AMENDMENTS**

1. Bylaws. These Bylaws may be amended by the affirmative vote of a majority of the directors present at a meeting of the Board of Directors at which a quorum is present. However, no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.
2. Articles of Incorporation. The Articles of Incorporation may be amended by the affirmative vote of a majority of all directors in office votes in favor of such amendment.

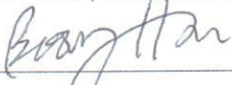
**ARTICLE VII
ADOPTION OF BYLAWS**

We, the undersigned, are all of the initial directors of the corporation, International Open Public Digital Library (IOPDL), Inc., and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the five preceding pages, as the Bylaws of this corporation.

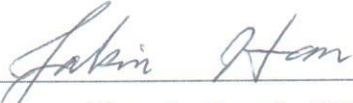
ADOPTED and APPROVED by the Board of Directors on this 16 day of November, 2015.



Michael Berl, the Board of Director/Treasurer, IOPDL Inc.



(Boaz) Sunyoung Jin, the Board of Director/President, IOPDL Inc.



Jungwoo Han, the Board of Director, IOPDL Inc.