

BY-LAWS

KOREAN-AMERICAN WOMEN'S ASSOCIATION OF SOUTHWEST FLORIDA, INC.

ARTICLE I

NAME

The name of this organization is the Korean American Women's Association of Southwest Florida Inc. doing business as the Korean American Women's of Southwest Florida

ARTICLE 2

PURPOSE

The Korean American Women's Association of Southwest Florida Inc. is a non-profit, social organization established for Korean and Korean-American women who are married to non-Koreans.

The main purposes of the Korean American Women's Association of Southwest Florida are to provide a social environment for Korean and Korean-American women in Florida, to share relevant information to its members for their expedited settlement in Florida, to educate and assist their understanding of the women's issues and to engage in programs and activities to promote Korean-American heritage. It is a non-profit organization serving Charlotte, Collier, Lee, Hendry, Glades and Sarasota Counties in Southwest Florida.

ARTICLE 3

CHARACTER and COMPOSITION

The Korean American Women Association of Southwest Florida is composed of Koreans and Korean-American women who are married to non-Koreans, or are widows or divorcees of a non-Korean marriage, and are both full time and seasonal residents in Southwest Florida.

ARTICLE 4

LOCATION, SOCIETY YEAR, ANNUAL YEAR AND DUES

Until the establishment of a headquarters for the Korean American Women's Association of Southwest Florida, the current President's residence will be the recognized as this organization's office conducting official business.

The Korean American Women's Association of Southwest Florida, Inc. **Calendar Years** start on the first day of January and runs until the last day of December the following year.

The Korean American Women's Association of Southwest Florida, Inc. Dues are \$50.00 per **Calendar Year** or \$100.00 per **Two Years** for each and every member and dues will NOT be refundable. . All Members **Current Dues** are due every first of January. When you become an official or Board of Directors, dues will be \$200 per every two years. New members should pay this fee at the time of new member enrollment.

ARTICLE 5

MEMBERSHIP

Section 5.1 Eligibility - Korean and Korean-American women who are married to non-Koreans or are widows or divorcees of a non-Korean marriage, who are full time or seasonal residents of Southwest Florida and who have paid the **Current Dues** are eligible to become **Members** of the Korean American Women's Association of Southwest Florida. These persons must be able to read and write Korean or English and communicate electronically.

Section 5.2 Rights

Rights - Each **Member** has the right to vote during the Annual Meeting and Special Meetings. Each **Member** has the right to nominate candidate(s) for the presidency and to be elected official.

Section 5.3 Admission of Members: Any eligible Korean-American women who has completed a membership application, has paid the **Current Dues**, and has been introduced to the organization by the President of the Korean American Women's Association of Southwest Florida at an Annual Business Meeting, Special Meeting, or Board of Directors Meeting, shall be an **Active Member**. The Secretary General shall receive all applications and dues payments.

Section 5.4 Forfeit of Membership. Any member who fails to renew membership by not paying **Current Dues** shall forfeit their membership. Any forfeited membership may be regained through reapplication process (i.e., submission of admission application and payment of current dues.)

Section 5.5 Suspension of Membership. A Membership can be suspended for 2 years by the chairman in accordance with the decision of Board of Directors for the following reasons:

- A. Violating the Korean American Women's Association of Southwest Florida purposes.
- B. Causing conflicts among the members and/or making a negative image of Korean American Women's Association of Southwest Florida.

C. Using offensive language and inappropriate behavior.

ARTICLE 6

STRUCTURE

The Korean American Women's Association of Southwest Florida shall have eight **Officers**, an **Executive Committee**, and a **Board of Directors**. The eligibility of these position requires membership in the Board of Directors.

Section 6.1 Officers: The Korean American Women's Association of Southwest Florida officers shall be a President, First Vice President, Second, Third Vice President, Secretary General, and Treasurer.

Section 6.2 Terms and Eligibility: Officers for a **Calendar Year** shall be elected by the membership at the **Annual Business Meeting** from a slate of candidates nominated in accordance with Section 6.4 in the Bylaws. All officers and committee, except for the President, can serve more than two terms.

Section 6.3 Duties of the Officers

Section 6.3.1 President: Only officers and/or members of the board of directors who have served Korean American Women's Association of Southwest Florida as an officer for at least for two years shall have the right to run to be elected or re-elected as President. The President shall be the chief elected officer of the Korean American Women's Association of Southwest Florida, and she is responsible for administering and managing the Korean American Women's Association of Southwest Florida's effective operations in accordance of the Korean American Women's Association of Southwest Florida's purpose. She shall therefore have the following powers and privileges to exercise her duties for the organization's best interest and on its behalf.

- A. Preside at all Korean American Women's Association of Southwest Florida's regular meetings,
- B. Appoint the Chair and Vice Chair of the board of directors,
- C. Serve as official Korean American Women's Association of Southwest Florida representative to appropriate entities, the local, state and federal government, the Embassy of the Republic of Korea, and various local, national, and international organizations,
- D. Have the power to call all meetings,
- E. Direct the Secretary General to conduct a mail vote, by electronic means of communications when necessary, and to issue a meeting notice,
- F. Appoint and fill any vacant officer position with the approval of the Executive Committee, and

- G. Have the right to be re-elected for one (1) additional term.
- H. President have the power to appoint one or two Board of Directors and one or two Advisory Committee without Board of Directors' approval.

Section 6.3.2 Vice Presidents: The First and Second Third Vice Presidents should have qualities similar to those of the President and will be versed in Parliamentary Procedure. In the absence of the President or in the event of her inability to serve for any reason, the First Vice President and Second Third Vice President (respectively) shall succeed to the President and shall therefore have the following powers and privileges to exercise their duties for Korean American Women's Association of Southwest Florida's best interest and on its behalf.

- A. Perform as an executive assistant to the President and function as chief operating officer of the Korean American Women's Association of Southwest Florida under the leadership of the President,
- B. Be responsible for promoting and fostering the work of the Korean American Women's Association of Southwest Florida.
- C. Be responsible for increasing and recruiting memberships,
- D. Assist and work closely with the President in administering, operating, and executing businesses and other projects as well as budgeting for the subsequent years,
- E. Perform the President's special assignments for advancement of the Korean American Women's Association of Southwest Florida, and
- I. Have the right to be re-elected to one (1) additional term.

Section 6.3.3 Secretary General: The Secretary General shall assist the work of the President and Vice Presidents and perform the following specific duties and responsibilities.

- A. Keep and preserve all records of the Korean American Women's Association of Southwest Florida and of the Executive Committee including the minutes and the List of Members,
- B. Receive all initial membership applications with membership dues, and then forward the dues received to the Treasurer,
- C. Arrange for minutes to be taken at each meetings of the Officers, Executive Committee, the Board of Directors, and the Annual and Special meetings,
- D. Perform the President's special assignments, and issue all notices of the meetings, and
- E. Have the right to be re-elected to one (1) additional term

Section 6.3.4 Treasurer: The Treasurer shall assist the work of the President and Vice Presidents and perform the following specific duties and responsibilities.

- A. Be responsible for all financial transactions and records, especially receiving and collecting the Korean American Women's Association of Southwest Florida's funds and depositing and making disbursements only through Korean American Women's Association of Southwest Florida's account bank checks as well as preserving a list of detailed financial records,
- B. Receive all membership fees, issue a delinquent status of membership, and remind members of the renewal of their membership through a telecommunication system,
- C. Report the current financial status of Korean American Women's Association of Southwest Florida at every scheduled Executive Committee meeting and to the Board of Directors,
- D. Work closely at all times with the Secretary General for coordinating and handling the initial members' applications and due payments,
- E. Prepare and present the annual financial report of each fiscal year, from January 1 to December 31, to the Annual Business meetings for consideration and approval, and
- F. Have the right to be re-elected to one (1) additional term.

Section 6.4 Executive Committee

- A. **Composition:** Executive Committee shall be comprised of 8 members: the President, First Vice President, Second, Third Vice President, Secretary General, and Treasurer. The President shall appoint a Chairperson and Vice-Chairperson Board of Directors of the Executive Committee.
- B. **Function:** The Executive Committee shall serve on the Board of Directors and shall assign the functions of the Korean American Women's Association of Southwest Florida and the Board on their behalf between Annual Business Meeting and the Board, subject to their general direction and approval in consistence with the purpose, mission and vision of the Korean American Women's Association of Southwest Florida.
- C. **Business Transaction:**
 - 1. The Executive Committee shall transact business necessary for the organization, including voting by mail or electronic means (i.e. email, fax, telephone) at the discretion of the President, if the urgency of the matter requires such action.
 - 2. It shall review, recommend and/or approve financial reports, budgets, amendments to the Bylaws, policies, procedures, programs, projects, and adoption of newly proposed operating codes prior to the submission for appropriate action before the Board of Directors and/or the Annual Business Meetings or Special Meetings.

3. The Executive Committee shall appoint 2 financial Auditors for their term of office.

Section 6.5: Board of Directors

- A. Composition: The Board of Directors (BOD) shall be comprised of the members elected at the Board of Directors Meeting, including the Six Officers, Chair and Vice Chair elected by the Board of Directors Meeting, with their authorized number not to exceed thirty (30) individuals. The first Board of Directors shall be appointed by the President upon formation of the Korean American Woman's Association of Southwest Florida.
- B. Function: The Board of Directors shall be legislative and policy making body of the Korean American Women's Association of Southwest Florida. Upon the two-thirds (2/3) recommendation of the Executive Committee or of the Board of the Directors, the Board may exercise full power to review, oversee and direct, only if deemed necessary, the general affairs of Korean American Women's Association of Southwest Florida undertaken by the Officers, but within the limits set forth in the Bylaws or any approved Operating Codes.
- C. **Dues:** All members of the Board of Directors shall pay BOD non-refundable biannual dues in the amount of \$200 for two years in order to exercise their voting rights.

Section 6.6: Special Event Committees:

The President shall have the right to appoint Chairwoman and Co-Chairwoman for Korean American Women's Association of Southwest Florida various Special Events such as social and charitable events.

ARTICLE 7

MEETINGS

Korean American Women's Association of Southwest Florida shall have the following meetings:

- Monthly Business-Social Meetings
- Annual Business Meeting
- Special Meetings
- Board of Directors Meetings
- Executive Committee Meetings or Officers' Meeting
- Special Event Committees

Section 7.1 Format: The meetings of Korean American Women's Association of Southwest Florida may be held by means of telephone conference and in-person if a quorum is present.

Section 7.2 Annual Business Meeting: The annual business meeting shall be an annual meeting of the members during Korean American Women's Association of Southwest Florida's annual conference and/or meeting upon such date, time, and place as the Executive Committee shall determine.

- A. Written notice of the annual business meeting shall be given at least fourteen (14) days prior to the meeting by phone or SNS.
- B. Voting shall be open to all eligible members who are in good standing.
- C. Each Voting member in good standing shall have one (1) vote for any matter put to the members for a vote.
- D. A quorum shall consist of at least 50% of the Voting members present in person or by phone. The majority of the votes cast at a meeting at which a quorum is present shall constitute the action of the members.
- E. The general order of business at Annual Business Meeting shall be as follows:
 - a. Call to Order
 - b. Approval of minutes of the preceding meeting
 - c. Financial Report
 - d. Auditors (need 2)
 - e. Report of Officers and Special Projects
 - f. Election of Officers (if appropriate)
 - g. Unfinished business
 - h. New Business
 - i. Adjournment
- F. Parliamentary Procedures: The rules contained in the current edition of Robert's Rules Korean American Women's Association of Southwest Florida.
- G. Proxy Vote: There shall be no proxy votes accepted in all meetings of Korean American Women's Association of Southwest Florida.
- H. A

Section 7.3 Special Meetings: Special meetings may be called at the direction of the President and Vice President, or Executive Committee, or by a majority (50% plus one) of members of the Board of Directors. Notice of the time, day, place, and purpose of any special meetings shall be given at least fourteen (14) days prior to the meeting by phone or SNS. A quorum shall consist of at least 50% of the Voting Members present in person or by phone.

Section 7.4 Board of Directors Meetings: Korean American Women's Association of Southwest Florida's Board of the Directors Meeting shall be called as needed at the direction of the BOD Chair and/or President in consultation with the Executive Committee. Notice of the time, day, place, and purpose of the meeting of the Board shall be given at least

fourteen (14) days prior to the meeting. A quorum shall consist of a majority (50% and plus one) of the Board members present in person or by phone or SNS.

Section 7.5 Executive Committee Meetings or Officers' Meetings: Executive Committee Meetings or Officers' Meetings may be called at the direction of the President in consultation with the Officers and Executive Committee. Notice of the time, day, place, and purpose of the meeting of the Executive Committee or Officers' Meeting shall be given at least fourteen (14) days by phone or SNS prior to the meeting. A quorum shall consist of a majority (50% plus one) of the Executive Committee members or of the Officers present in person or by phone.

Section 7.6 Special Event Committee Meetings: Korean American Women's Association of Southwest Florida's Special Event Committees shall meet as required to accomplish their assigned Event.

Article 8

PRESIDENTIAL ELECTION

Section 8.1 Candidate Qualification: The candidate(s) for President shall be appointed by the Board of Directors. A person who has served as an officer or director for at least two years and who is 35 years of age or older without any reason for disqualification. The President must be a full time Florida resident and shall qualify for good reputation in public affairs and governance, free of any record of alcoholism, misdemeanor, felony and/or penalization at any organization.

Section 8.2 Election Management Committee:

- A. The Election Committee consists of three Board of Directors members. The Chairperson takes the role as the Director of the Election Committee. Election Committee members shall be appointed by the President.
- B. All election principles and methods, including ballot boxes, ballots, method of counting, and invalid votes, shall be determined and enforced by the Election Committee.

Section 8.3 Election Method: The election shall be held by secret ballot or by SNS in the general assembly, and the one with the majority vote will be elected to the President.

ARTICLE 9

AMENDMENTS

Section 9.1 Amendment to the Bylaws: The Bylaws may be amended by a two-thirds (2/3) vote of the Board of Directors and approved by a majority vote of the Annual Business or Special Meetings, provided notice of said vote on amendments is furnished to members of Korean American Women's Association of Southwest Florida Florida at least five (5) weeks prior to the date the vote is taken.

Section 9.2 Amendments to the Bylaws shall take effect at the close of the meeting,

unless a different effective date is specified at the time of approval of the amendment.

Section 9.3 All proposed amendments to the Bylaws must be submitted to the Secretary General and Chair of the Board of Directors in writing by certified mail at least three (3) months prior to the date of the next Annual Business and/or Special scheduled meeting of the Board of Directors. The Secretary General shall distribute proposed amendments to all members of the Executive Committee and the Board of Directors for review and recommended actions on each of the proposal amendments.

Section 9.4 No proposed amendments to the Bylaws may be considered by the Executive Committee and Board of Directors unless they were submitted to the Secretary General. No proposed amendments may be accepted from the floor.

Section 9.5 Every proposed amendment must have these contents on its cover or in the top-portion of the page: a) name and communication data of the Submitter; b) background information including section numbers of the Bylaws; c) specific action requested; and d) projected budget impact statement if necessary.

Section 9.6 The Secretary General shall distribute a general notice of any proposed amendments to all known members of Korean American Women's Association of Southwest Florida and the Board of Directors for consideration at least two (2) months prior to the date of such meeting.

Section 9.7 Saving Provision: All of the Officers, Executive Committee and Board of Directors holding office at the time the amended Bylaws take effect shall continue to hold office thereafter and in accordance therewith until the end of the fiscal year.

Section 9.8 The Bylaws presented above were approved by the membership of Korean American Women's Association of Southwest Florida at the **General Meeting**.

ARTICLE 10

DISSOLUTION

Section 10.1 The Corporation may be dissolved after dissolution is approved by a three-fourth (3/4) vote of the Board of Directors and approved by a three-fourth (3/4) vote of the Annual Business Meetings or Special Meetings, provided notice of said vote on dissolution is furnished to members of Korean American Women's Association of Southwest Florida at least three (3) months prior to the date the vote is taken.

Section 10.2 Upon dissolution of Korean American Women's Association of Southwest Florida, the Board of Directors shall, after paying or making provisions for payment of all liabilities of the Corporation, dispose of all assets of the Corporation exclusively for the purpose of Korean American Women's Association of Southwest Florida in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes under Section 501(c)(3) of the U.S. Internal Revenue

Code of 1954, as the Board of Directors shall determine at the time.