

**AMENDED AND RESTATED BYLAWS  
OF THE BOARD OF TRUSTEES  
OF THE KOREAN WOMEN'S ASSOCIATION OF WASHINGTON STATE  
(WASHINGTON STATE DAE HAN BOO IN HOE)**

Revised as of December 22, 2015

**ARTICLE 1. MISSION AND PURPOSES**

The Korean Women's Association ("KWA" or the "Corporation") is organized and shall be operated to engage in exclusively charitable purposes within the meaning of Sections 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code, as amended. This shall include (but not necessarily be limited to) the following activities: providing multi-cultural services to meet basic human needs through education, socialization, advocacy and support.

In recognition of KWA's roots and history, the Board shall develop other Korean women as leaders and volunteers to the Korean community. In doing so, it shall foster Korean cultural values and traditions, develop Korean women as leaders, and pass this history down from generation to generation.

**ARTICLE 2. OFFICES**

The main office of the Corporation shall be located at its principal place of business in Tacoma, Washington.

**ARTICLE 3. BOARD OF TRUSTEES**

**3.1 General Powers.**

The governance and oversight of the Corporation's affairs shall be managed by the Board of Trustees to use best practices and set direction, define KWA's future, serve as a link for KWA to the outside community, and support the agency. As a general matter, its duties are to:

**Use Best Business Practices and Set Direction—Keep KWA Clean and Legal**

- Put the Corporation's interests before any Trustee's personal, business, or financial interests.
- Hire/fire, support, evaluate, and set compensation for the Executive Director.
- Determine the agency's mission/purpose and vision, and set the policy of KWA.
- Review and approve annual budget; review financial statements; safeguard assets from waste and misuse; review audit; manage investments.
- Ensure all legal filings are submitted on a timely basis. Ensure compliance with laws and regulations and fulfillment of contractual obligations; manage risk; obtain adequate insurance coverage.
- Annually review and individually sign a written policy that outlines and avoids conflicts of interest.
- Ensure that the organization has appropriate operating policies.

- Approve fundraising strategy and monitor progress.

### **Define KWA's future – Strategic Direction**

- Participate in and approve the development of a strategic plan that is used daily by staff and Board in policy decisions, Board and committee meetings.
- Participate annually in evaluating and improving individual member and Board performance and the value each Board member brings to KWA and orientation/training for new and returning Board members.
- Ensure adequate resources through contributing to KWA on an annual basis by donating in a personally significant way and fully supporting KWA's fundraising efforts.
- Provide specific expertise to the Board (including legal, financial, medical, property management, labor) that KWA needs.

### **Serve as a link for KWA to outside community – Building Resources**

- Clearly understand the mission and the scope of KWA's program to fulfill its mission.
- Assist in Board development through relationship building and cultivation of future Board members.
- Build the KWA reputation and be an advocate in the community by various methods (e.g. conducting presentations about the agency).

### **Support the Agency**

- Fundraising--contribute to KWA's resource development efforts; plan and volunteer at fundraising events; solicit cash and noncash contributions; willingly share contacts.
- Public Relations--act as an ambassador on behalf of KWA and its clients.
- Volunteering--recruit and encourage volunteers for KWA Board and programs.
- Advice--serve as a sounding board; advise staff in needed areas of expertise.
- Reputation—lend name and personal credibility to the organization for use in brochures, grant proposals, photos, and the like.

## **3.2 Number.**

**3.2.1 Voting Trustees.** The Board shall consist of up to nineteen (19) voting Trustees. The Trustees shall, by resolution and subject to the limitation stated above, set the exact number of members of the Board of Trustees at any given time. In any event, however, no decrease in the number of Trustees shall have the effect of shortening the term of any incumbent Trustee.

**3.2.2 Emeritus Members.** The Board may appoint such Emeritus and other advisory non-voting members as the Board may authorize from time to time.

## **3.3 Election of Trustees.**

Trustees shall generally be elected at the annual meeting of the Board of Trustees. Trustees may also be elected be as vacancies arise.

### **3.4 Term.**

Trustees shall serve three-year terms with a limit of three such terms. At the end of the third three-year term, the Trustee will submit a resignation. A Trustee who is appointed to fill an unexpired term may be elected to three additional three-year terms.

### **3.5 Regular Meetings.**

The Board shall specify the date, time and place for the holding of regular meetings by publishing a regular meeting schedule no later than January 31<sup>st</sup> of each year. The Board shall meet a minimum of ten times per year.

### **3.6 Annual Meeting.**

Annual meetings of the Corporation are held at such place and time as designated by the Board for the purpose of electing new Trustees, as well as appointing officers. As a general matter, the annual meeting of the Corporation will be on the last regularly scheduled Board meeting of the calendar year.

### **3.7 Special Meetings.**

Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the written (or emailed, provided that the requirements of Subsection 3.11.4 below are satisfied) request of the Board Chairperson or any two Trustees, or, in the case of a committee meeting, by the Chairperson of the committee.

### **3.8 Meetings by Communications Equipment.**

Members of the Board of Trustees (or others, as applicable) may participate in any meeting by means of telephone conference, Skype, or similar communications equipment permitting all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

### **3.9 Place of Meetings.**

All meetings shall be held at the principal office of the Corporation or at such other places as designated by the Board.

### **3.10 Notice.**

Notice of any Board meeting (whether regular or special) shall be given to each Trustee in writing or by personal communication with such Trustee not less than twenty-four (24) hours before the meeting. Notices in writing may be delivered or mailed to the Trustee at his or her address shown on the records of the Corporation; or, in the event that the Trustee has consented to electronic notice as provided herein, such notice may be delivered electronically in compliance with RCW 24.03.009.

Neither the business to be transacted at, nor the purpose of any meeting need be specified in the notice of such meeting. Any Trustee may waive notice of any meeting. The attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting, except that where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

### **3.11 Waiver of Notice.**

A Trustee may in writing waive notice of time, place or purpose of any meeting of the Board of Trustees, either before, at, or after the meeting; and such Trustee's waiver shall be deemed the equivalent of receiving notice. Attendance of a Trustee at a meeting of the Board shall constitute waiver of notice of that meeting unless he or she attends for the express purpose of objecting to the transaction of business because the meeting has not been lawfully called or convened.

#### **3.11.1 Quorum.**

A simple majority of the number of Trustees currently in office shall constitute the necessary quorum for the transaction of business at any Board meeting. If the quorum is not present at a meeting, a majority of the Trustees present may adjourn the meeting without further notice. No business of the agency can be transacted without a quorum of the Board.

#### **3.11.2 Manner of Acting.**

The act of the majority of the Trustees present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Corporation's Articles of Incorporation, or applicable Washington law. Each Trustee, including the Trustees presiding at the meeting of the Board of Trustees, shall be entitled to one vote. Proxies shall not be recognized.

#### **3.11.3 Presumption of Assent.**

A Trustee of the Corporation present at a Board meeting at which action on any corporate matter is taken shall be presumed to have consented to the action taken unless his or her opposition or abstention is entered in the minutes of the meeting, or unless such Trustee files written opposition or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by email or regular mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Trustee who voted in favor of such action.

#### **3.11.4 Action by Board without a Meeting; Electronic Voting.**

Subject to the provisions of the laws of the State of Washington, any action that is required or permitted to be taken at a meeting of the Board of Trustees may be taken without such a meeting if approved by either (a) written consent; or (b) electronic voting.

**(a) Written Consent.** Any action required or which may be taken at a meeting of the Board of Trustees may be taken without a meeting if the Board members holding at least the minimum number of votes that would be necessary to authorize or take such action

at a meeting (at which all Board members entitled to vote on the action were present and voted), approve of the action. Such written consents may be given in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book of the Corporation.

**(b) Electronic Voting.** An action may be approved by electronic voting if the Board members holding the minimum number of votes that would be necessary to authorize or take action: (1) have consented to receive electronic notice in accordance with RCW 24.03.080; (2) all such consenting Board members are advised of the issue electronically and given a reasonable opportunity to evaluate the issue and discuss it over e-mail with other Board members; and (3) express their approval of the action in an e-mail address designated by the Board.

### **3.11.5 Resignation.**

Any Trustee or Committee person may resign at any time by delivering written notice to the Chairperson or the Secretary (for Trustees) and to the Committee Chair (for committee members) at the registered office of the Corporation, or by giving oral notice to the Board chairperson or written notice at any meeting of the Trustees (if a Board member) or meeting of the committee (if committee member). Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

### **3.11.6 Removal.**

At a meeting of Executive Committee, removal from office of one or more Trustees or committee members may be discussed. The removal will occur, with or without cause, by vote of two-thirds of the votes cast by disinterested members Board of Trustees represented in person at a meeting of Trustees at which a quorum is present. A Board member or committee member may also be removed if the person misses three consecutive unexcused meetings.

### **3.11.7 Vacancies.**

A vacancy in the position of Trustee may be filled by the affirmative vote of a majority of the remaining Trustees if that remaining number is a quorum of the Board. A Trustee who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.

### **3.11.8 Compensation.**

The Trustees shall receive no compensation for their services as Trustees.

## **ARTICLE 4. COMMITTEES**

### **4.1. General Powers and Limitations.**

The Board of Trustees may create one or more standing or ad hoc committees of the Board. The Board of Trustees shall have the power at any time to fill vacancies in, to change the size or membership of, and to discharge any committee. Without limiting the generality of the foregoing,

the Board of Trustees anticipates the formation and operation of a committee being responsible or more of these committees being responsible for overseeing the implementation of the Corporation's conflict of interest policies.

Each committee shall have and may exercise such power as is set forth in these Bylaws or as may be conferred or authorized by the resolution creating and/or appointing it; provided, however, that no such committee shall have the authority to amend, alter or repeal these Bylaws or the Articles of Incorporation; elect, appoint or remove any Trustee or officer of the Corporation; adopt a plan of merger or adopt a plan of consolidation with another corporation; authorize the sale, lease, exchange or mortgage of all or substantially all the property and assets of the Corporation; authorize the voluntary dissolution of the Corporation or invoke proceedings therefore; adopt a plan for the distribution of the assets of the Corporation or amend, alter or repeal any resolution of the Board of Trustees. The designation and appointment of any committees and the delegation thereto of authority shall not operate to relieve the Board of Trustees or any individual of any responsibility imposed upon it or him or her by law.

#### **4.2 Composition.**

All committees shall include at least one Trustee and may include such non-Trustees as may be appointed thereto by the Board of Trustees.

#### **4.3 Quorum.**

A majority of the members of a committee shall constitute a quorum and any transaction of a committee shall require a majority vote of the quorum present at any meeting. Except as otherwise provided in these Bylaws, a member of a committee, including the person presiding at the meeting, shall be entitled to one vote.

#### **4.4 Removal of Members.**

The Board of Trustees may remove at any time, with or without cause, a member or members of any committee.

#### **4.5 Meetings.**

Members of committees shall meet at the call of the chairperson of such committee at such place as he or she shall designate after reasonable notice has been given to each committee member. Each committee shall keep minutes of its proceedings and make a written report as needed to the Board of Trustees of its actions within a reasonable time subsequent to the meeting.

#### **4.6 Executive or Operations Committee.**

The Board of Trustees may create an Executive or Operations Committee. The membership of this committee shall consist of the Chair, Vice Chair, Secretary, and Treasurer of the Corporation as voting members, and the Executive Director of the Corporation as a non-voting member. Unless the committee determines otherwise, the Chair of the Board of Trustees shall preside at meetings as the chairperson of the Executive or Operations Committee. In the event that the committee votes to appoint a committee chairperson other than the Chair of the Board of

Trustees, both: (1) the appointed committee chairperson; and (2) the Chair of the Board of Trustees shall serve on the committee, and shall each have one vote on all matters on which the committee votes. The Board of Trustees by resolution may designate additional members to serve on the Executive or Operations Committee as either voting or non-voting members. The Executive Director shall not participate in the activities of the Executive or Operations Committee relating to the review and approval of his or her performance and compensation. The Executive or Operations Committee shall have only such powers as may be specifically delegated to it by the Board of Trustees.

#### **4.7 Participation When Not Physically Present.**

Any committee member (or others, as applicable) may participate in any meeting by means of telephone conference, Skype, or similar communications equipment permitting all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting. Electronic voting is permitted, provided that it must satisfy the requirements set forth in these Bylaws.

### **ARTICLE 5. OFFICERS**

#### **5.1 Number and Qualification.**

The officers of the Corporation shall be a Chairperson, a Vice Chairperson, a Secretary and a Treasurer, each of whom shall be elected by the Board. Other officers and assistant officers may be elected or appointed by the Board, such officers and assistant officers to hold office for such a period, have such period, have such authority and perform such duties as are provided in these Bylaws, or as may be provided by resolution of the Board. Any officer may be assigned by the Board any additional title that the Board deems appropriate. No person may hold more than one office.

#### **5.2 Election and Term of Office.**

All officers of the Corporation shall be elected annually by the Board of Trustees at its regular annual meeting. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as may be convenient. Unless an officer dies, resigns, or is removed from office, each officer shall hold office until his or her successor has been duly elected and qualified, or until removed as hereinafter provided. As a general matter, an officer may serve in the same office for a maximum of two consecutive one-year terms. The Board of Trustees may adopt additional rules regarding officers' roles and terms by resolution.

#### **5.3 Resignation, Removal, and Vacancies.**

Occur in the same manner as for Board and Committee members described above.

#### **5.4 Chairperson.**

The Chairperson presides at all meetings of the Corporation. At each meeting the Chairperson submits such recommendations and information as they may consider proper concerning the

business affairs and the policies of the Corporation. The Chairperson is also responsible for the preparation of all regular and special meeting agendas with the Executive Director.

The Chairperson may sign deeds, mortgages, bonds, contracts, or other instruments, to the extent that such actions are authorized by the Board, and except to the extent that signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation or are required by law to be otherwise signed or executed by some other officer or in some other manner. In general, the Chairperson shall perform all duties incident to the office of Chairperson and such other duties as are assigned to him or her by the Board from time to time.

**5.5 Vice Chairperson.**

The Vice Chairperson performs the duties of the Chairperson in the absence or incapacity of the Chairperson; and in case of a vacancy in the office of the Chairperson, the Vice-Chairperson performs such duties as are imposed on the Chairperson until such time as the Board selects a new Chairperson in accordance with these Bylaws.

Vice Chairpersons shall perform such other duties as from time to time may be assigned to him/her by the Board.

**5.6 Secretary.**

The Secretary of the Corporation in collaboration with the Executive Director shall (i) keep or cause to be kept, correct and permanent records of the Corporation; (ii) act as Secretary of the meetings of the agency and ensure all votes are recorded; (iii) keep a record of the proceedings of the Corporation in a minute book to be kept; and (iv) perform all other duties incident to his/her office.

**5.7 Treasurer.**

The Treasurer shall work with the Director of Finance in developing the budget and other financial policies to be brought to the Board for further discussion and approval. He or she shall have a keen financial eye and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Chairperson or the Board.

The officers of the Corporation perform such other duties and functions as may from time to time be required by the Board, the Bylaws, rules and regulations of the Corporation, or applicable law.

**ARTICLE 6. LIABILITY OF TRUSTEES AND OFFICERS; INDEMNIFICATION**

Limitations on liability and indemnification of Trustees, officers, employees and agents of the Corporation shall be as set forth in the Articles of Incorporation.

The Corporation may purchase and maintain insurance to fund this indemnification obligation.



## **ARTICLE 7. CONTRACTS AND BANKING**

### **7.1 Books and Records.**

The Corporation shall keep at its principal or registered office, or at the office of its legal representative, current and complete books and records and minutes of the proceedings of the Board of Trustees and committees thereof, the names and addresses of all Trustees and officers, and correct and adequate records of accounts and finances.

### **7.2 Acceptance of Gifts.**

The Board of Trustees or any officer or officer or agent or agents of the Corporation to whom such authority may be delegated by the Board, may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

### **7.3 Contracts.**

The Board of Trustees may authorize any officer, agent, or employee to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

### **7.4 Deposits.**

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Trustees may select.

### **7.5 Checks.**

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or agent of the Corporation and in such manner as shall be determined by resolution of the Board of Trustees.

### **7.6 Debt and Loans.**

The Corporation shall make no loans, except as set forth in Section 7.7 below, nor incur any indebtedness unless such debt is authorized by the Board of Trustees, other than in the ordinary course of business. The authority of the Board to incur indebtedness shall be confined to specific instances. In no event may the Board authorize loans by the Corporation to its Trustees, officers or employees.

### **7.7 Loans to Individuals and Nonprofit Organizations.**

The Board of Trustees may authorize by resolution the making of loans to individuals (except Trustees or officers of the Corporation) or other nonprofit organizations, provided that any such loan is made pursuant to a written agreement with a donor or donors and for the purposes for which the Corporation is established. The Board of Trustees shall adopt by resolution guidelines

and procedures to be used in making and collecting loans that are in accordance with the purposes for which the Corporation is established.

**7.7.1 Audit.**

The Board shall engage an audit or review of the organization by a Certified Public Accountant at least annually.

**7.7.2 Bond.**

At the direction of the Trustees, any officer or employee of the Corporation shall be bonded. The expense of furnishing any such bond shall be paid by the Corporation.

**7.7.3 Accounting Year.**

The accounting year of the Corporation shall be the twelve months ending December 31.

**ARTICLE 8. CONFLICTS OF INTEREST**

Each Board member shall, within ten (10) business days of his or her election to the Board, sign the Corporation's Conflict of Interest Policy (as it may be amended from time to time). Each Board member shall abide by such policy. Each Board member's acceptance of this policy will not only help to protect that Board member from liability, but will also ensure that the Corporation's tax exemption (and best interests generally) are protected.

Without limiting the generality of the foregoing, Trustees shall also be bound by the following rules:

**8.1 Appearance of Fairness.**

No Board member or employee in any decision-making body for the corporation may own or hold an interest in any contract or property or engage in any business, transaction, or professional or personal activity, that would:

**(a)** Be, or appear to be, in conflict with the Board member's official duties. A Board member must always place the Corporation's interests above his or her own. This means that the Board member may not enter into transactions with the Corporation that personally or financially benefit one or more Board members. For example, this means that, in the event that a Board member (or a business or person to which he or she is connected) wishes to do business with the Corporation, any services provided must be offered either without cost or at a reduced rate (based on market factors, and as evaluated by the Board or by a committee, as appropriate).

**(b)** Secure, or appear to secure, unwarranted privileges or advantages for the Board member or employee. This shall include, but not necessary be limited to, the Corporation's payment or reimbursement for travel expenses, trips, or gifts for a Board member; it shall not include, however, small gifts that honor a Board member's service (which will generally be worth \$50 or less in value).

(c) Prejudice, or appear to prejudice, the Board member's or employee's independence of judgment in exercise of his or her official duties relating to the Corporation.

## **8.2 Financial Interest.**

(a) No Board member or employee of any decision-making body for the Corporation may act in an official capacity in any manner in which the Board member or employee has a direct or indirect financial or personal involvement. A Board member has "direct or indirect" involvement in a transaction if he or she owns an interest in a company or business that proposes to transact business with the Corporation, or if a spouse, child, or other business associate possesses such an interest. As stated in Section 8.1 above, this means that all services proposed to be provided by a Board member (or a business or person to which he or she is connected) must be provided without cost or at a reduced rate.

(b) No Board member or employee to any decision-making body for the Corporation may use his or her office or employment to secure financial gain.

(c) If any Board member or employee of the Corporation for any decision-making body for the Corporation owns or controls a direct or indirect interest in any business included or planned to be included in program of the Corporation, he or she immediately must disclose the interest in writing to the Corporation and to its Executive Director. Such matter may then be referred to the committee designated to deal with conflicts of interest, all in accordance with the Corporation's Conflict of Interest policy.

## **ARTICLE 9. AMENDMENTS**

The Bylaws of the Corporation may be amended by a vote of at least two-thirds (2/3) of those Board members present at any properly-called meeting of the Board of Trustees, provided that: (a) a quorum is present; and (b) each Board member has been provided the proposed amendments in writing at least three (3) days prior to the vote on adopting such amendments. The approved amended bylaws will supersede all previous bylaws.

The foregoing Amended and Restated Bylaws were adopted by the Board of Trustees on the 23<sup>rd</sup> day of June, 2014, and modified on December 22, 2015.



By:  
Its Chairperson