

**RESOLUTION NO. 201909-02**  
**RESOLUTION OF THE BOARD OF TRUSTEES OF**  
**KOREAN WOMEN'S ASSOCIATION**

**WHEREAS**, pursuant to the provisions of the Washington Nonprofit Corporation Act, RCW 24.03, the Board of Trustees (hereinafter the "Trustees") of Korean Women's Association, a Washington nonprofit corporation (hereinafter the "Corporation"), hereby understands that each of them must act in a manner which she or he believes to be in the best interests of the Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances;

**WHEREAS**, in order to fulfill this duty, the Trustees have considered making revisions to the Corporation's Bylaws as provided herein;

**WHEREAS**, each Trustee received or waived the notice required by Article 9 of the Bylaws;

**WHEREAS**, Subsection 3.11.2 ("Manner of Acting") currently allows for the Trustees to approve of most of the Corporation's actions by a majority vote (provided that a quorum is present at the meeting at which the vote takes place);

**WHEREAS**, the Trustees desire to impose a two-thirds (2/3) supermajority vote for certain decisions;

**NOW THEREFORE** be it resolved as follows:

**RESOLVED**, that the existing language in Subsection 3.11.2 of the Corporation's bylaws is hereby stricken in its entirety;

**RESOLVED**, that a new Subsection 3.11.2 shall be substituted in its place. That new Subsection 3.11.2 shall read as follows:

**3.11.2 Manner of Acting.**

- (a) **Decisions in the Ordinary Course of Business.** Except to the extent required in Subparagraph (b) below, the Corporation's Articles of Incorporation, or applicable Washington law, the act of the majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board. As a general matter, decisions that may be approved according to the rules of this Subparagraph (a) are those that fall within the scope of the Corporation's ordinary course of business.

(b) **Decisions Outside of the Ordinary Course of Business.** Certain decisions shall require the approval of two-thirds (2/3) of those Trustees present at a meeting at which a quorum is present:

- i. Any purchase or sale of real property owned or to be owned by the Corporation;
- ii. The power to convey the Corporation's assets for less than full and adequate consideration, excluding incidental and ordinary charitable and promotional gifts designed to enhance the Corporation's goodwill;
- iii. To approve expenses of more than \$100,000 other than expenses incurred in the ordinary course of business;
- iv. To amend the Corporation's Bylaws, provided that the requirements of Article 9 are also satisfied; and
- v. The power to dissolve the Corporation, dispose of substantially all of its assets, or discontinue its operations (in which case the Trustees shall ensure that the vote complies with RCW 24.03.215).

(c) 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.

**RESOLVED**, that the Amended and Restated Bylaws attached hereto as Exhibit A are hereby approved and adopted as the Bylaws of the Corporation.

**EFFECTIVE** as of the 26<sup>th</sup> day of September, 2019.

By: \_\_\_\_\_  
Its: Secretary  
Date: