

**AMENDED AND RESTATED BYLAWS OF  
KOREAN WOMEN’S ASSOCIATION  
(Washington State Dae Han Boo In Hoe) Revised  
as of February 16, 2023**

---

**ARTICLE I CORPORATE OFFICE**

The principal office of Korean Women’s Association (the “Corporation”) (“KWA”) in the State of Washington shall be located at such place as the Board of Trustees (the “Board”) may from time to time designate (in its sole discretion). The Corporation may have such other offices, either within or without the State of Washington, as the business of the Corporation may require from time to time.

**ARTICLE II PURPOSES**

The Corporation is organized and shall be operated for the following purposes:

(a) To engage exclusively in charitable and educational activities within the meaning of Sections 501(c)(3), 170(c)(2)(B), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code. Subject to the limitation set forth above, the purpose is providing multi-cultural services to meet basic human needs through education, socialization, advocacy, and support.

(b) 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.

(c) To engage in any and all other lawful purposes that are permitted by the Washington Nonprofit Corporation Act, so long as such purposes do not otherwise violate or exceed those purposes permitted by a private foundation under the Internal Revenue Code.

**ARTICLE III MEMBERS**

The Corporation shall have no members.

**ARTICLE IV TRUSTEES**

**Section 1. General Powers.** The business and affairs of the Corporation 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 KWA'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; and 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; and obtain adequate insurance coverage.
- Annually review and individually sign a written policy that outlines and avoids conflicts of interest.
- Ensure that KWA 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 the 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 KWA).

**Support KWA.**

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

**Section 2. Number, Tenure and Qualifications.** The number of members of the Board of the Corporation (each a "Trustee" and collectively the "Trustees") shall be not less than three (3) and no more than nineteen (19). The Trustees shall, by resolution and subject to the limitation stated above, set the exact number of members of the Board 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.

(a) **Term.** Trustees shall serve three-year terms with a limit of three such terms. At the end of a Trustee's third three-year term, that Trustee shall submit a resignation. A Trustee who is appointed to fill an unexpired term may be elected to three additional three-year terms. Trustees need not be residents of the State of Washington. Trustees shall be elected at the annual meeting or a special meeting of the Board. Staggered terms may be set by resolution of the Board.

(b) **Composition of Board.** The Board may, by resolution, determine any requirements for the composition of the Board, including creating voting and/or non-voting *ex officio* positions. The Board may also appoint advisory non-voting members as the Board may authorize from time to time. All such additional advisory members of the Board shall serve in a non-voting capacity. For purposes of determining the size of the Board, neither non-voting nor advisory members will be considered Trustees.

(c) **Emeritus Members.** The Board may appoint such Emeritus and other advisory non-voting members as the Board may authorize from time to time. Emeritus members may serve in any such capacity as the Board may authorize in accordance with this subparagraph, and may (for example) serve on committees.

**Section 3. Duties and Powers.** The Board shall have control and management of the business and affairs of the Corporation. The Trustees shall in all cases act as a Board, regularly

convened, and, in the transaction of business, the act of a majority present at a meeting except as otherwise provided by law, these Bylaws, or the Articles of Incorporation shall be the act of the Board, provided a quorum is present. The Trustees may adopt such rules and regulations for the conduct of their meetings and the management of the Corporation as they may deem proper, provided that they are not inconsistent with applicable law or these Bylaws.

**Section 4. Annual Meeting.** The annual meeting of the Board, for the purpose of electing or appointing Trustees and officers and for the transaction of any other business which may come before the meeting, shall be held each year at a time and location designated by the Board. As a general matter, the annual meeting of the Corporation shall be held on the last regularly scheduled Board meeting of the calendar year.

**Section 5. Regular Meetings.** The Board may provide by resolution the time and place, either within or without the State of Washington, for the holding of additional regular meetings without notice other than such resolution. 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 of each year; however, generally, all meetings shall be held at the principal office of the Corporation or at such other places as designated by the Board. The Board shall meet a minimum of ten (10) times per year.

**Section 6. Special Meetings.** Special meetings of the Board or any committee may be called by or at the written request of the Board Chair or any two (2) Trustees, or, in the case of a committee meeting, by the chair of the committee. Such written request shall be delivered to the Secretary of the Corporation. Upon receipt of such request, the Secretary shall call a special meeting to be held not less than forty-eight (48) hours before the meeting, nor more than seven (7) days after the receipt of such request. Notice of any special Board meeting shall be given to each Trustee in writing, electronically, or by personal communication with such Trustee. The Chair may fix any place, either within or without the State of Washington, as a place for holding any special meeting of the Board; however, generally, all meetings shall be held at the principal office of the Corporation or at such other places as designated by the Board.

**Section 7. Meetings; Voting by Communications Equipment.** Members of the Board (or others as applicable), may participate in any meeting by means of a telephone conference, Zoom, 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 a meeting.

**Section 8. Notice Generally.** Neither the business to be transacted at, nor the purpose of any special 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.

**Section 9. Quorum.** Unless otherwise provided by law, a majority of the number of Trustees shall constitute a quorum for the transaction of business at any regular or special meeting. A quorum, once attained at a meeting, shall be deemed to continue until adjournment notwithstanding a voluntary withdrawal of enough Trustees to leave less than a quorum. The act of the majority of the Trustees present at a meeting at which a quorum is present, unless otherwise

provided by law, these Bylaws or the Articles of Incorporation, shall be the act of the Board. If less than a majority of the Trustees are present at any meeting, a majority of the Trustees present may adjourn the meeting from time to time without further notice.

**Section 10. Manifestation of Dissent.** A Trustee who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting or unless they shall file their written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Trustee who voted in favor of such action.

**Section 11. Vacancies.** Any vacancy occurring in the Board, or any position to be filled by reason of an increase in the number of Trustees, may be filled by the affirmative vote of a majority of the remaining Trustees though less than a quorum of the Board. A Trustee elected to fill a vacancy shall be elected for the unexpired term of their predecessor in office. Any position to be filled by reason of an increase in the number of Trustees shall be filled by the Board for a term of office continuing only until the next annual meeting of Trustees.

**Section 12. Removal of Trustees.** At a Board meeting called expressly for that purpose, one (1) or more Trustees may be removed, with or without cause, by a vote of a majority of the disinterested Trustees.

**Section 13. Resignation.** A Trustee or committee member may resign at any time by delivering written notice to the Board, the Chair 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 Chair or written notice at any meeting of the Trustees (if a Board member) or meeting of the committee (if committee member). A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

#### **Section 14. Committees.**

**(a) Delegation Generally.** The Board may, by resolution adopted by a majority of the Trustees in office, designate and appoint one (1) or more standing or ad hoc Committees of the Board consisting of at least two (2) or more Trustees. All committees shall include at least one (1) Trustee and may include such non-Trustees (or Emeritus members) as may be appointed thereto by the Board of Trustees. 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. Such committee(s) shall exercise such authority as the Board may specify in said resolution; provided that no such committee(s) shall have the authority of the Board in reference to amending, altering, or repealing these Bylaws; electing, appointing, or removing any member of any such Committee(s) or any Trustee or Officer of the Corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or

repealing any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by such Committee(s). The designation and appointment of any such Committee(s) and the delegation thereto of authority shall not operate to relieve the Board or any individual Trustee of any responsibility imposed upon it or them by law.

**(b) Creation of Executive Committee.** The Board may, in its discretion, create and appoint an Executive or Operations Committee to manage the day-to-day affairs of the Corporation. If created, the Executive Committee shall be composed of: (1) the Corporation's officers as voting members; (2) the Executive Director of the Corporation as a non-voting member; and (3) such other additional members (if any) that the Board appoints to the Executive Committee. Unless the committee determines otherwise, the Chair of the Board of Trustees shall preside at the 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 (1) 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.

**(c) Other Committees.** The Board may create standing committees, delegate authority, and appoint chairpersons and members of those committees as required by the business of the Corporation. The Executive Committee (if created in accordance with subsection (a) and (b) above), also has the authority to create ad hoc committees and to appoint members to those committees from time to time as the need arises.

**(d) 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 (1) vote.

**(e) Removal of Members.** The Board of Trustees may remove, at any time, with or without cause, a member or members of any committee.

**(f) 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.

**Section 15. 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 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 may be taken without a meeting if each of the Trustees approves of the proposed action in writing in accordance with RCW 24.03A.570. In the event that RCW 24.03A.570 (or any successor statute), is later amended to allow a lesser margin of approval by written consent, this section shall be deemed amended to conform to the minimum requirement stated in RCW 24.03A.570 (as amended). 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 (or some combination of written consent and electronic voting), if each of the Trustees approves of the proposed action in accordance with RCW 24.03A.570. In the event that RCW 24.03A.570 (or any successor statute), is later amended to allow a lesser margin of approval by written consent and/or electronic voting, this section shall be deemed amended to conform to the minimum requirement stated in RCW 24.03A.570 (as amended). An electronic vote of a Trustee shall be valid only if: (1) that Trustee has not revoked their consent to receive electronic notice in accordance with RCW 24.03A.015; (2) that Trustee has been advised of the issue electronically or otherwise and has been given a reasonable opportunity to evaluate the issue and discuss it (electronically or otherwise), with other Board members; and (3) such Trustee expresses their approval of the action to an e-mail address designated by the Board.

## ARTICLE V COMPENSATION OF TRUSTEES

As a general matter, members of the Board shall not receive compensation for their service on the Board. By resolution of the Board, however, Trustees may be reimbursed for their expenses of attendance, if any, at any regular or special meeting of the Board. Nothing contained herein shall be construed to preclude any Trustee from serving the Corporation in any other capacity and receiving compensation therefor, provided that any such compensation is: (a) compliant with the terms of the Internal Revenue Code; and (b) in compliance with the Corporation's Conflict of Interest policy.

## ARTICLE VI OFFICERS

**Section 1. Officers and Qualifications.** The officers of this Corporation shall consist of a Chair, Vice Chair, a Secretary, and a Treasurer, each of whom shall be elected by the Board at the time and in the manner prescribed by these Bylaws. Other officers and assistant officers and agents deemed necessary may be elected or appointed by the Board or chosen in the manner prescribed by these Bylaws. No person may hold more than one (1) office. Any two (2) or more offices may be held by the same person, except the offices of Chair and Secretary. All officers and agents of the Corporation, as between themselves and the Corporation, shall have the authority and perform the duties in the management of the Corporation as provided in these Bylaws, or as determined by the resolution of the Board not inconsistent with these Bylaws.

(a) **Chair.** The Chair shall exercise the usual executive powers pertaining to the office of the Chair of the Board (within the meaning of RCW 24.03A.585 *et seq.*). The Chair shall be an *ex officio* member of all councils and committees of the Corporation and may delegate any of their duties to any other elected officer of the Corporation.

The Chair 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 Chair shall perform all duties incident to the office of Chair and such other duties as are assigned to him or her by the Board from time to time.

(b) **Vice Chair.** The Vice Chair performs the duties of the Chair in the absence or incapacity of the Chair; and in case of a vacancy in the office of the Chair, the Vice Chair performs such duties as are imposed on the until such time as the Board selects a new Chair in accordance with these Bylaws. Vice Chairs shall perform such other duties as from time to time may be assigned to him or her by the Board.

(c) **Secretary.** It shall be the duty of the Secretary to keep records of the proceedings of the Board, and when requested by the Chair to do so, to sign and execute with the Chair all deeds, bonds, contracts, and other obligations or instruments in the name of the Corporation (except to the extent that such authority has been delegated to another individual, such as the Chair of the Corporation).

(d) **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 Chair or the Board. The Treasurer shall have the care and custody of, and be responsible for, all funds and investments of the Corporation and shall keep regular books of account. They shall cause to be deposited all funds and other valuable assets in the name of the Corporation in such depositories as may be designated by the Board.

**Section 2. Election and Term.** All officers of the Corporation shall be elected annually by the Board 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. Each officer shall hold office until their 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 (2) consecutive one (1) year terms. The Board may, by resolution and in its sole discretion, however, allow an officer to serve one additional one (1) year term if the needs of the Corporation will be best served thereby.

**Section 3. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board for the unexpired portion of the term. Vacancies may be filled, or new offices created and filled at any meeting of the Board (whether at a regular meeting or at a meeting called specifically for that purpose).

**Section 4. Removal.** Any officer or agent may be removed by the Board whenever in its judgment the best interest of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person removed. Election or appointment of an officer or agent shall not of itself create contract rights.



At a meeting of the Executive Committee, removal from office of one (1) or more Trustees or committee members may be discussed. The removal will occur, with or without cause, by vote of two-thirds (2/3) of the votes cast by disinterested members of the 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 (3) consecutive meetings unexcused.

**Section 5. Duties of Officers.** The duties and powers of the officers of the Corporation shall be as described above but may be supplemented by the Board from time to time.

**Section 6. Compensation of Officers.** The officers shall receive such salary or compensation as may be fixed by the Board. No officer shall be prevented from receiving compensation by reason of the fact that such officer is also a Trustee of the Corporation.

#### **ARTICLE VII LIMITATION ON LIABILITY; 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 VIII CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

**Section 1. Authorization.** The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. 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 officers, agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board.

**Section 2. Funds.** All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select, or as may be designated by any officer or officers or agent or agents of the Corporation to whom such power may be delegated by the Board.

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.

**Section 3. Debt and Loans.** The Corporation shall make no loans, except as set forth in Section 4 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.

**Section 4. Loans to Individuals and Nonprofit Organizations.** The Board of Trustees may authorize by resolution the making of loans to individuals (except Trustees, officers, or employees 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.

**Section 5. Audit.** The Board shall engage an audit or review of the Corporation by a Certified Public Accountant at least annually.

**Section 6. Acceptance of Gifts.** The Board or any officer or officers 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.

**Section 7. 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.

## ARTICLE IX FISCAL YEAR

The Corporation's fiscal year shall be January through December.

## ARTICLE X WAIVER OF NOTICE

Whenever under the provisions of these Bylaws or of any applicable statute any Trustee is entitled to notice of any regular or special meeting or of any action to be taken by the Corporation, such meeting may be held or such action may be taken without the giving of such notice, provided every Trustee entitled to such notice in writing waives the requirements of these Bylaws in respect thereto.

## ARTICLE XI ADMINISTRATIVE PROVISIONS

**Section 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 and committees thereof, the names and addresses of all Trustees and officers, and correct and adequate records of accounts and finances.

**Section 2. Rules.** Unless otherwise determined by the Board, the rules of procedure at meetings of the Board of the Corporation shall be the rules contained in Roberts' Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation, or with any resolution of the Board.

**Section 3. Definitions; Interpretation.** Except as otherwise expressly provided herein, the term "delivery" (or any related term) shall include electronic delivery unless a recipient's consent to electronic delivery is revoked pursuant to RCW 24.03A.015.

## ARTICLE XII AMENDMENTS

The Bylaws of the Corporation may be amended by a majority vote of those Trustees present at any properly-called meeting of the Board, provided that: (a) a quorum is present; and (b) each Trustee 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 above and foregoing Bylaws of Korean Women's Association, a Washington nonprofit corporation, are the Bylaws of this Corporation, as adopted by the Board on the ~~23rd~~ day of February, 2023.

A handwritten signature in cursive script, appearing to read "Kyung-Ja Shin", written above a horizontal line.

By: Kyung-Ja Shin  
Its: Secretary