

KSEA BYLAWS

2024

<if approved by the Voting Members>

KOREAN-AMERICAN SCIENTISTS AND ENGINEERS
ASSOCIATION, INC.

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ARTICLE I - NAME AND PURPOSE

Korean-American Scientists and Engineers Association, Inc. ("KSEA") shall be a non-profit organization granted by the Internal Revenue Service under Internal Revenue Code Section 501(c)(3) to achieve the following purposes:

1. Promote science, technology, and entrepreneurship for the general welfare of society.
2. Enhance the networking and collaboration among Korean-Americans engaged in science, engineering, and related fields.
3. Foster international cooperation especially between the U.S. and Korea.
4. Cultivate the growth of Korean-Americans in science, engineering, and related fields to help them realize their full career potential.
5. Serve the Korean-American community.

ARTICLE II - POLICIES

Section 1. Adoption

The Council shall make such Policies not in conflict with The Bylaws as may be necessary for the proper governance of the KSEA. Such Policies shall become effective when adopted or amended unless a later date is specified.

Section 2. Amendments

The Policies may be amended by the Council in the manner provided in the Policies. If not specified in a Policy, a majority of the Councilors present can amend it, provided the required quorum is attained.

ARTICLE III - MEMBERSHIP

Section 1. Membership Categories

The KSEA membership shall consist of the following three categories:

1. Regular Member
2. Student Member
3. Overseas Member

Section 2. Regular Member

A Regular Member shall be a qualified individual engaged in science, engineering, or a related field residing in the US. The qualification shall be defined in the Policies. A Regular Member can be additionally recognized in the following categories as defined in the Policies.

1. Distinguished Service Member
2. Honorary Member
3. Lifetime Member

Section 3. Student Member

1. Undergraduate Student Member. An Undergraduate Student Member shall be a college student residing in the US, who is pursuing a degree in science, engineering, or a related field.

2. Graduate Student Member. A Graduate Student Member shall be a graduate student residing in the US, who is pursuing a degree in science, engineering, or a related field.

Section 4. Overseas Member

An Overseas Member shall be an individual who was previously a member and has subsequently relocated abroad. Depending on their current status, the member will be classified as an Overseas Regular, Undergraduate Student, or Graduate Student Member. Overseas Members enjoy the same rights and privileges as their counterparts in the US but are not eligible to hold positions as officers, Auditors, Councilors, committee chairs, or Presidential Advisors.

Section 5. Voting Member

A Voting Member shall be a member as further defined in the Policies.

Section 6. Application, Nomination, and Admission

Application, nomination, and admission of all members shall be defined in the Policies.

Section 7. Membership Dues

Membership dues for each membership category shall be determined in the Policies.

Section 8. Disciplinary Actions

In accordance with the Policies, the Council may suspend the rights and privileges of membership or expel any member who violates the Bylaws or the Policies, interferes with KSEA's purposes and business, or disgraces KSEA's reputation.

ARTICLE IV - MEETINGS OF MEMBERS ("GENERAL ASSEMBLY")

Section 1. Annual Meetings

Members shall meet annually in April for the purpose of electing officers and transacting such other businesses as may properly come before the meeting. The Voting Members for the election of officers and Technical Group Councilors shall be defined in the Policies.

Section 2. Special Meetings

A special meeting may be called at any time by (i) a majority of the Councilors, or (ii) by the Executive Director at the written request of at least one-tenth of the Voting Members. Such a request shall state the purpose of the meeting. Business transacted at all special general assembly shall be confined to the purpose stated in the notice of the meeting.

Section 3. Manner and Place of Meetings

In the discretion of the Council, the members may hold annual and special meetings entirely or in part by remote communications including online meeting, teleconference, email, and mail. In such a case, the Council must adopt Policies allowing members to participate in and vote at the meeting by means of remote communications. The meeting venue and time shall be determined by the Council.

Section 4. Notice of Meetings

A written notice of each meeting, whether annual or special, stating the time and place where it is to be held, shall be delivered either personally, by mail, or by email, or other electronic means no fewer than twenty (20) days and no more than fifty (50) days before the meeting, to each Voting Member at such a meeting. The notice of a special meeting shall also state the purpose or purposes for which the meeting is called, and shall indicate that it is being issued by, or at the direction of, the person or persons calling the meeting. Such a notice shall be directed to each member at his or her email address, as it appears on the records of the KSEA.

Section 5. Quorum

Except as otherwise provided in The Bylaws or by law¹, at all general assemblies, the presence, including electronic presence, of one-tenth of the Voting Members at the commencement of such a meeting shall be necessary and sufficient to constitute a quorum for the transaction of any business except as otherwise provided by the Bylaws.

Section 6. Voting

At all general assemblies of the members, every Voting Member shall have one (1) vote for the election of officers, Bylaws amendment and other businesses. The voting method for the election of Technical Group Councilors shall be defined in the Policies. Such voting may be in person, by mail, or by electronic means, as authorized by the Council. All elections shall be held and all motions shall be decided by a majority of the votes cast except as otherwise provided by law¹ or by The Bylaws. In case of a tie vote, the Council shall have the deciding power.

ARTICLE V - BOARD OF DIRECTORS ("COUNCIL")

Section 1. Councilors

1. A Council comprising the following Council Members or Councilors shall manage the affairs of the Corporation:
 - a. President
 - b. President-Elect
 - c. First Vice President
 - d. Second Vice President

- e. Executive Director
 - f. Finance Director
 - g. Three Former Presidents, including the immediate Past President if he or she is available to serve.
 - h. Representatives of Technical Groups as defined in the Policies
 - i. Representatives of Local Chapters as defined in the Policies
 - j. Other Elected Councilors as defined in the Policies
2. The total number of Councilors shall be up to 45. All Councilors must be Regular or Student Members of the KSEA in good standing.
 3. The term of all Councilors is one year corresponding to the term of their positions, except for the Representatives of Technical Groups and Other Elected Councilors whose term is defined in the Policies. In the event of a vacancy in any position, the replacement is elected or appointed according to the Policies. The term of the replacement is the remaining term of the replaced person.

Section 2. Functions of the Council

In addition to its general authority, the Council shall deliberate and make decisions on the following items:

1. Selection of multiple candidates for President, President-Elect, First Vice President, Second Vice President, Auditors, Representatives of Technical Groups, Other Elected Councilors, and the committee members set forth in the Policies.
2. Confirmation of Executive Director and Finance Director.
3. Recommendation to General Assembly to enact new Bylaws or to amend the Bylaws.
4. Adoption of new Policies and amendment to the Policies.
5. Approval of the Annual Report of the previous administration, and the business plan and budget of the current administration.

Section 3. Election of Former President Councilors

The former presidents, immediately following the annual Council meeting, shall elect Former President Councilors, except the immediate Past President.

Section 4. Council Meetings

1. Annual and Special Meetings
The Annual Council Meeting shall be convened before the end of September every year. The President or the Executive Committee may convene a special Council Meeting when necessary. The meeting agenda should be sent to all Councilors at least 20 days before the scheduled meeting.

¹ Maryland corporate law.

2. Quorum

The presence of a majority of the Councilors at the commencement of such a meeting shall be necessary and sufficient to constitute a quorum for the transaction of any business unless defined differently for a specific case by the Bylaws or the Policies.

3. Manner and Place of Meetings

In the discretion of the Council or the Executive Committee, the Councilors may hold meetings entirely or in part by remote communications, including online meeting, teleconference, email, and mail. In such a case, the Council must adopt Policies allowing members to participate in and vote at the meeting by means of remote communications. The meeting venue and time shall be determined by the Council or the Executive Committee.

4. Voting

At all meetings of the Council every Councilor shall have one (1) vote. Such voting may be in person, by mail, or by electronic means, as authorized by the Council. All motions shall be decided by a majority of the votes cast unless defined differently for a specific case by the Bylaws or Policies. In case of a tie vote, the Chair who did not cast a vote shall have the deciding power. If there is a tie vote including the Chair's vote, the corresponding motion shall fail to pass.

Section 5. Salary

No stated salary shall be paid to Councilors for their services as such. However, nothing in The Bylaws shall be construed to preclude any Councilor from serving the KSEA in any other capacity and receiving compensation therefore.

ARTICLE VI - OFFICERS AND AUDITORS

Section 1. Officers

1. The officers of the KSEA shall consist of the following:

- a. President
- b. President-Elect
- c. First Vice President
- d. Second Vice President
- e. Executive Director, who shall also serve as Secretary
- f. Finance Director, who shall also serve as Treasurer

2. Election

The President, the President-Elect, and the First and Second Vice Presidents shall be elected by all Voting Members at the annual general assembly, from the candidates selected by the Council. A President-Elect candidate shall be a Regular Member who has paid at least a total of the past three (3) Regular Membership dues at the time of the candidate selection at the Council. The Executive Director and the Finance Director shall be

nominated by the President and confirmed by the Council.

3. Term

The term for all Officers is one year. In the event of a vacancy in any position, the replacement is elected or appointed according to the Policies. The term of the replacement is the remaining term of the replaced person.

4. Duties

a. President

The President shall be the chief executive officer of the KSEA. The President coordinates and oversees the work and functioning of all offices and committees. The President may sign and execute all contracts or other obligations authorized by the Council in the name of the KSEA. The President shall seek the approval of the Executive Committee on significant matters other than those previously set forth in the Policies. The President shall serve as Chair at Council Meetings and at member meetings, including the General Assembly.

b. President-Elect

The President-Elect shall coordinate and oversee the preparation of businesses which will be executed during the next term.

c. First and Second Vice Presidents

The First and Second Vice Presidents shall assist the President and the First Vice President shall serve as President when the President cannot fulfill the duties of the position.

d. Executive Director and Finance Director

The Executive Director and the Finance Director shall perform their duties under the direction of President and the Executive Committee. They shall report and maintain the records of all meetings and activities of the KSEA relevant to their responsibilities.

Section 2. Auditors

1. Election

Three Auditors shall be elected by the Voting Members at the annual general assembly, from the candidates selected by the Council.

2. Term

The Auditors shall serve for three years. In the event of a vacancy in any position, the replacement is elected or appointed according to the Policies. The term of the replacement is the remaining term of the replaced person.

3. Exclusions

An auditor shall not simultaneously serve as a Councilor, a committee member, or any appointed or elected member whose work can be the subject of audit.

4. Duties

The Auditors shall audit the KSEA affairs according to

standard accounting rules and the Policies, and shall report the results to the Council.

ARTICLE VII - COMMITTEES AND ADVISORS

Section 1. Executive Committee

1. **Membership**
The following members of the Council shall serve as the Executive Committee:
 - a. President
 - b. President-Elect
 - c. First Vice President
 - d. Second Vice President
 - e. Executive Director
 - f. Finance Director, and
 - g. Up to three additional Directors whom the President may appoint from among Councilors with the approval of the Council.
2. **Functions**
Executive Committee shall have and exercise the authority provided by the Council to deliberate and make decisions on the following items through meetings:
 - a. Business plans and management of the KSEA.
 - b. Budget and financial reports.
 - c. Items delegated by the Council.
 - d. Matters authorized by the Bylaws.
 - e. Other appropriate matters.
3. **Meetings**
The President shall convene Executive Committee Meetings as necessary. The President shall attempt to give all Executive Committee members notice of the agenda at least seven days before the scheduled meeting. Any meeting may be conducted in person, by mail, or by electronic means.
4. **Quorum**
The presence of a majority of the members of the Executive Committee at the commencement of such a meeting shall be necessary and sufficient to constitute a quorum for the transaction of any business.
5. **Voting**
At all meetings of the Executive Committee, every committee member shall have one (1) vote. All motions shall be decided by a majority vote. In case of a tie vote, the Chair who did not cast a vote shall have the deciding power. If there is a tie vote including the Chair's vote, the corresponding motion shall fail to pass.

Section 2. Other Committees

The Council may from time to time establish additional committees. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Council or any individual Councilor of any responsibility imposed upon them by law.

Section 3. Appointment and Duties of Advisor

The President, with the approval of the Executive Committee, may appoint Advisors from the group of individuals who are major contributors to the KSEA or outstanding scientists and engineers. Advisors shall offer their recommendations and advice when the President requests. Their recommendation and advice will be considered by the President and the Executive Committee, but are not binding.

ARTICLE VIII - LOCAL CHAPTERS AND BRANCHES, TECHNICAL GROUPS, AND AFFILIATED PROFESSIONAL SOCIETIES

The Council, upon the recommendation of the Executive Committee, may establish the following operating units and subsidiaries:

Section 1. Local Chapters

President of a Local Chapter shall be elected by the Voting Members of the Local Chapter every year. The term of all Local Chapter Presidents is one year.

Section 2. Local Branches

President of a Local Branch may be elected by the Voting Members of the Local Branch every year. The term of all Local Branch Presidents is one year.

Section 3. Technical Groups

Technical Groups and the election of their Representatives (Councilors) shall be defined in the Policies.

Section 4. Affiliated Professional Societies

The qualification of an Affiliated Professional Society shall be determined and periodically reviewed in accordance with the Policies.

ARTICLE IX - FINANCES

Section 1. Annual Reports

The following items shall be reported to and approved by the Council:

1. The final income & expense statement and the final business report for the previous year by the immediate Past President.
2. The business plan and budget for the current year by the current President.
3. Other items requested by the Council.

Section 2. Fiscal Year

The fiscal year of the KSEA shall begin on the first day of July and ends on the last day of June of the following year

Section 3. Bank Accounts

The deposit, investment, and disbursement of all KSEA funds shall be made only as provided in the Policies.

ARTICLE X - INDEMNIFICATION

Section 1. Indemnification of Councilors and Officers
Subject to the provision of Sections 720-a through 726 of the Not-For-Profit Corporation Law of the State of New York (the "Indemnification Section"), the KSEA shall indemnify expenses to a past or current Councilor or Officer of the KSEA in connection with a proceeding for the best interest of the KSEA as determined by the Executive Committee to the fullest extent permitted by and in according with the Indemnification Section.

Section 2. Indemnification of Employees and Agents
With respect to an employee or agent of the KSEA, the KSEA may, as determined by the Council of the KSEA, indemnify and advance expenses to such an employee or agent in connection with a proceeding to the extent permitted by and in accordance with the Indemnification Section.

ARTICLE XI - MISCELLANEOUS

Section 1. Offices
The KSEA Headquarters shall be located in the Metropolitan Washington, D.C. area. The specific location of the Headquarters office shall be determined in the Policies.

Section 2. Amendments to the Bylaws
The Council, upon the recommendation of the Executive Committee or the Rules Committee set forth in the Policies, may recommend amendments to the Bylaws. A recommendation shall require approval of at least two-

thirds (2/3) of the Councilors present when at least two-thirds (2/3) of the total Councilors are present.

The amendments shall be submitted to the members at the Annual Meeting or a special meeting called for this purpose. The quorum for approving amendments to the Bylaws shall be one-fifth (1/5) of all Voting Members. Amendments shall require approval of at least two-thirds (2/3) of the total votes cast.

Section 3. Effective Date

The Bylaws or any amendment to the Bylaws shall be effective immediately upon the approval of the members.

APPENDIX - AMENDMENT HISTORY

Amendment 1

Approved by the 31st Council on September 29, 2002.
Adopted by the General Assembly in January 2003.

Amendment 2

Approved by the 37th Council on January 24, 2009.
Adopted by the General Assembly on April 25, 2009.

Amendment 3

Approved by the 42nd Council on January 12, 2014.
Adopted by the General Assembly on April 18, 2014.

Amendment 4

Approved by the 52nd Council on January 14, 2024.
Adopted by the General Assembly on April 13, 2024.