

# <The 52<sup>nd</sup> Council's Amendment Proposal for the Members' Approval>

**Black & blue:** current Bylaws

**Red: RC proposed**

**Purple:** comments

< The separately attached clean version, 'KSEA Bylaws 2024,' accurately captures the amended Section numberings, even though some of them are not explicitly listed here>

## KSEA BYLAWS

**2014 2024**

KOREAN-AMERICAN SCIENTISTS AND ENGINEERS  
ASSOCIATION, INC.

## Background on the proposal of the amendment to the Bylaws

The 50<sup>th</sup>, 51<sup>st</sup> and 52<sup>nd</sup> RCs have worked on the proposal, and the 52<sup>nd</sup> Council approved it unanimously (33 in favor out of 33 attendees). The background at the time of each RC may be different but it was necessary for the RCs in the last three terms to draft the amendment step-by-step since the work load was heavy. Here is a summary.

1. Some current clauses are illegal (against state or federal laws) or flawed from their inception
  - a. Policies are not defined in the Bylaws. A lower law (Policies) must be defined in its higher law (Bylaws).
  - b. Article 12-1-g, “--- Past President if he is available to serve”. She was not included from the beginning (2004) and the KSEA failed to amend it.
  - c. Article 12-2, “All Councilors must be regular members of the KSEA in good standing.” Can a student member be a Councilor?
  - d. Articles 15-4 & 20-5, “In case of a tie vote, the Chair shall have the deciding power.” The Chair cannot have two votes on the same motion. The clause needs clarification.
  - e. Article 19-3, “An Auditor may not also simultaneously serve ---.” A CP had been an Auditor for 6 months due to “may”.
2. Some current clauses are different from recent practices.
  - a. Distinguished Sponsor Member → Distinguished Sponsor Award
  - b. Lifetime Member is not defined in the Bylaws. Some members strongly recommended this.
  - c. To become a Voting Member, a Distinguished Service Member should have changed his Membership back to a Regular Member.
  - d. Articles 15-2 & 20-4. Council or EC quorum, “50%” should be “a majority”
3. The 52<sup>nd</sup> Annual Council had directed the 52<sup>nd</sup> RC to draft an amendment related to (a) Audit, (b) TGC election, (c) paid Undergraduate student member, and (d) PE qualification.
  - a. “It is moved that the Council ask the Rules Committee to come up with an amendment of the Audit-related Bylaws and Policies as follows:” LRPC-recommended clauses.
  - b. It is moved that the election method of TG Representative (Councilors) be amended. Each TGC is elected by his or her TG.
  - c. Motion:  
“As an option, undergraduate students can become paid student members with voting rights.” 24 for, 1 oppose, 0 abstain according to the Minutes
  - d. Motion:  
“Rules Committee shall develop PE candidate requirements in all relevant KSEA documents.”

## Summary of the Proposed Amendment

Current	Proposed
CHAPTER #: PURPOSE Article # (continues to the next # in a new Ch. Total 31 Articles) 1. a.	ARTICLE # - PURPOSE Section # (starts from 1 in a new Article) 1. a. <Article & Section – format of US & other societies Constitutions>
Article 1. Statement of Purpose	Updated using the 52 <sup>nd</sup> -Council-approved new mission statements - Modified
Article 2. Programs	Deleted
<b>Policies (lower laws)</b> are not defined	Policies are defined
Membership 1. Regular Member 2. Overseas Member 3. Student Member 4. Distinguished Service Member 5. Distinguished Sponsor Member 6. Honorary Member	Membership 1. Regular Member Additionally recognized: a. Distinguished service b. Honorary c. Lifetime 2. Student Member a. Undergraduate 1. Paid – voting right 2. Unpaid b. Graduate 3. Overseas Member
Council & EC decision methods: either illegal or not clear	Updated to follow the current practices & the laws
No qualification clause for P	PE candidate: at least a total of the past 3 terms paid regular Member
Technical Group Councilors are elected by all Voting Members	Technical Groups and Election of their Representatives are defined in the Policies
Article 19. Auditors	Exclusion of Auditors in other positions are further defined
Article 25. Income & Expenses	Deleted
Indemnification (VA or MD case is not clear)	Updated to follow NY case as some other non-profit organizations do
<b>Amendment</b> by a majority of Councilors present when a majority of the total Councilors are present	By at least 2/3 of Councilors present when at least 2/3 of the total Councilors are present

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## CHAPTER 1- PURPOSE AND PROGRAMS

### ARTICLE 1- Statement of Purpose

~~Korean American Scientists and Engineers Association, Inc., (“KSEA”) shall be operated exclusively as a non-profit organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code to achieve the following objectives:~~

- ~~1. Contribute to the social welfare and the industrial development in the USA and Korea through the promotion of science and engineering.~~
- ~~2. Promote cooperation between the USA and Korea in science and engineering.~~
- ~~3. Promote friendship and fellowship among Korean-American professionals engaged in science, engineering, and related fields.~~
- ~~4. Enhance the professional and social status of Korean-American professionals engaged in science, engineering, and related fields.~~
- ~~5. Promote and cultivate the next generation of Korean-American scientists and engineers.~~

### ARTICLE 2- Programs

- ~~1. Activities to advance technical capabilities and industrial development in the USA and Korea.~~
- ~~2. Activities to promote cooperation between the USA and Korea in science and engineering.~~
- ~~3. Scholarship and internship programs in the USA and Korea.~~
- ~~4. Technical conferences, symposiums, and workshops in the USA and Korea. Publish and distribute technical publications, including the proceedings of these meetings.~~
- ~~5. Activities to promote friendship and fellowship among the members.~~
- ~~6. Activities to enhance the professional and social status of the members.~~
- ~~7. Programs to promote and cultivate the next generation of Korean American scientists and engineers.~~

## 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.

## CHAPTER 2 ARTICLE III - MEMBERSHIP

### ARTICLE 3 Section 1. Membership Categories

The KSEA membership shall consist of the following ~~six~~ three categories:

- ~~a. Regular member~~
- ~~b. Overseas member~~
- ~~c. Student member~~
- ~~d. Distinguished service member~~
- ~~e. Distinguished sponsor member~~
- f. Honorary member

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

### ARTICLE 4- Qualifications for Regular and Overseas Members

- ~~1. Regular Member. A regular member shall be an individual residing in the USA, with at least a Bachelor’s degree or its equivalent, who is engaged in science, engineering or a related field.~~
- ~~2. Overseas Member. A regular member who permanently resides overseas may continue to maintain KSEA membership as an overseas member. Overseas members shall have all rights and privileges of regular members. However, they are ineligible to serve as an officer, auditor, councilor, chair of a committee, or presidential advisor.~~

### ARTICLE 5- Qualifications for Student Member

- ~~1. Undergraduate student member. An undergraduate student member shall be a college student residing in the USA, who is pursuing a degree in science, engineering, or related field.~~
- ~~2. Graduate student member. A graduate student member shall be a graduate student residing in the~~

USA, who is pursuing a degree in science, engineering, or related field.

#### ARTICLE 6. Qualifications for Distinguished Service Member, Distinguished Sponsor Member, and Honorary Member

- ~~1. Distinguished Service Member. An individual who has served KSEA with distinction.~~
- ~~2. Distinguished Sponsor Member. A respectable natural person or legal entity who or which has made substantial financial contributions to KSEA.~~
- ~~3. Honorary Member. A member who is honorable and retired from a distinguished career.~~

#### ARTICLE 7. Voting Member

~~A voting member is a regular member, graduate student member, overseas member, distinguished service member, or honorary member, who has paid the membership due at least once within the last two fiscal years (the current and the past), received by KSEA Headquarters at least fourteen (14) days before sending out the ballot or notice of a meeting.~~

#### ARTICLE 8. Admission

- ~~1. Except for members described in Article 6, to become a KSEA member, the prospective member must submit the KSEA membership application form to KSEA, affirming support for the purpose of the Association as stated in Article 1 of the Bylaws.~~
- ~~2. Admission of all members must be approved only as provided in the Policies adopted by the Council ("Policies").~~

#### ARTICLE 9. Membership Dues

- ~~1. Membership dues for each membership category shall be determined as provided in the Policies.~~
- ~~2. The annual membership due for overseas members shall be the same as the due for regular members.~~
- ~~3. Distinguished service members and honorary members shall be exempt from the annual membership dues but, if they desire, may become voting members by paying the same annual dues as regular members.~~
- ~~4. All rights and privileges of membership will be lost if the annual due is not paid for two consecutive fiscal years.~~

#### 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.

<FYI – Policy 19 Article 1 has been adopted to define the qualification with the effective date on which the Members approve the proposed amendment to the Bylaws>

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.

<FYI – A new Policy ("Policy 25. Voting Members") has been adopted>

#### 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.

<FYI – Lifetime Membership and all membership dues are defined or determined in Policy 19>

#### ARTICLE 10. 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 goals and business, or disgraces KSEA's reputation.

#### ARTICLE ~~10~~IV – MEETINGS OF MEMBERS ("GENERAL ASSEMBLY")

1. Annual Meetings. Members shall meet annually in April for the purpose of electing officers and transacting such other business 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.

2. *Special Meetings.* A special meeting may be **initiated 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 **regular**-members. Such a request shall state the purpose of the meeting. Business transacted at **all** a special General Assembly shall be confined to the purpose stated in the notice of the meeting.
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, **fax**, and mail. In such a case, the Council must adopt Policies **to permit allowing** members to participate in and vote at the meeting by means of remote communications. **Meetings held in person shall be at such places as shall be designated by the Council. The meeting venue and time shall be determined by the Council.**
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, **fax** or other electronic means **not less than twenty (20) or greater more than fifty (50) days 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 **address, including** email address, as it appears on the records of **the** KSEA.
5. *Quorum.* Except as otherwise provided in **these the** Bylaws or by law<sup>1</sup>, 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.**
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 business. The voting method for the election of Technical Group Councilors shall be defined in the Policies. Such **vote voting** may be in person, by mail, or by electronic means, as authorized by the Council. All elections shall be held and all **questions motions** shall be decided by a majority of the votes cast except

as otherwise provided by law<sup>1</sup> or by **these the** Bylaws. In case of a tie vote, the Council shall have the deciding power.

## **CHAPTER 3 ARTICLE V - BOARD OF DIRECTORS ("COUNCIL")**

### ARTICLE 12. Councilors

1. A Council **consisting of 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**  
<FYI – Policy 2 Article 3 has been adopted to define the OECs with the effective date on which the Members approve the proposed amendment to the Bylaws >
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 **Elected- Councilors, which is three years 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.

### ARTICLE 13. 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, **Elected-Councilors Representatives of Technical Groups, Other Elected Councilors**, and the committee members set forth in the Policies.

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<sup>1</sup> Maryland corporate law.



2. Confirmation of Executive Director and Finance Director.
3. Recommendation to General Assembly to enact new Bylaws or to amend the Bylaws.
4. ~~Approval of new and amended Policies.~~ 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.

ARTICLE 14. Election of Former President Councilors  
The former presidents, immediately following the annual Council meeting, shall elect Former President Councilors, except the immediate Past President.

#### ARTICLE 15. 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.
2. *Quorum.* ~~The presence at the commencement of such meeting of fifty percent (50%) of the Councilors shall be necessary and sufficient to constitute a quorum for the transaction of any business.~~

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 ~~special~~ meetings entirely or in part by remote communications, including online meeting, teleconference, email, ~~fax~~, and mail. In such a case, the Council must adopt Policies to permit allowing members to participate in and vote at the meeting by means of remote communications. ~~Meetings held in person shall be at such places as shall be designated by the Council.~~

The meeting venue and time shall be determined by the Council or the Executive Committee.

~~Unless otherwise restricted by the Articles of Incorporation or these Bylaws, the Council may authorize Councilors to vote by mail or by electronic means, without a meeting, on a stated proposal.~~

4. *Voting.* At all meetings of the Council every Councilor shall have one (1) vote. Such ~~vote~~ voting may be in person, by mail, or by electronic means, as

authorized by the Council. All ~~questions~~ 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.

#### ARTICLE 16. Salary

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

### CHAPTER 4 ARTICLE VI - OFFICERS AND AUDITORS

#### ARTICLE 17. Officers

1. *Officers.* 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 ~~approved~~ 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.

#### ARTICLE 18. Duties

1. *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.
2. *President-Elect.* The President-Elect shall coordinate and oversee the preparation of business which will be executed during the next term.
  3. *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.
  4. *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.

#### ~~ARTICLE 19~~ Article VI - 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 ~~may~~ shall not also simultaneously serve as ~~an officer or~~ 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.

### ~~CHAPTER 5~~ ARTICLE VII - COMMITTEES AND ADVISORS

#### ARTICLE 20. 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 at the commencement of such meeting of fifty percent (50%) of the members of the Executive Committee shall be necessary and sufficient to constitute a quorum for the transaction of any business.~~

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 ~~questions~~ 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.~~

#### ARTICLE 21. 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 ~~it or him~~ them by law.

#### ARTICLE 22. 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.

### ~~CHAPTER 6: TECHNICAL GROUPS, AFFILIATED PROFESSIONAL SOCIETIES, LOCAL CHAPTERS, AND BRANCHES~~

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

#### ~~ARTICLE 23 Technical Groups, Affiliated Professional Societies, Local Chapters, and Branches~~

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

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.
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.
3. Technical Groups. ~~The Council shall determine the number of Councilors for each Technical Group ("Elected Councilors"). Elected Councilors of a Technical Group shall be elected by all voting members of KSEA from the candidates selected by the Council. The term of all Elected Councilors is three years.~~  
Technical Groups and the election of their Representatives (Councilors) shall be defined in the Policies.
4. Affiliated Professional Societies. The qualification of an Affiliated Professional Society shall be determined and periodically reviewed in accordance with the Policies.

## ~~CHAPTER 7~~ ARTICLE IX - FINANCES

### ARTICLE 24. 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 deemed necessary by the Council.~~  
Other items requested by the Council.

### ~~ARTICLE 25. Income and Expenses~~

~~KSEA has the following sources of income and all expenses of KSEA shall be paid using these sources:~~

- ~~1. Membership dues.~~
- ~~2. Sponsorships, contributions and donations from individuals and corporations.~~
- ~~3. Other sources of income derived from KSEA businesses.~~

### ARTICLE 26. Fiscal Year

The fiscal year of the KSEA shall commence begin on the first day of July 1 and ends on the last day of June 30 of the following year

### ARTICLE 27. Bank Accounts

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

### ~~ARTICLE 28. Indemnification~~

- ~~1. Definitions. Any word or words that are defined in Section 2-418 of the Associations and Associations Article of the Annotated Code of Maryland, as amended from time to time (the "Indemnification Section"), shall have the same meaning as provided in the Indemnification Section.~~
- ~~2. Indemnification of Councilors and Officers. KSEA shall indemnify and advance expenses to a Councilor or Officer of KSEA in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.~~
- ~~3. Indemnification of Employees and Agents. With respect to an employee or agent, other than a Councilor or officer of KSEA, KSEA may, as determined by the Board of Councilors of KSEA, indemnify and advance expenses to such employee or agent in connection with a proceeding to the extent permitted by and in accordance with Indemnification Section.~~

## 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 accordance 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.

## ~~CHAPTER 8~~ ARTICLE XI - MISCELLANEOUS

### ARTICLE 29. Offices

The KSEA Headquarters shall be located in the Metropolitan Washington, D.C. area. ~~The current location is 1952 Gallows Road, Suite 300, Vienna, VA 22182.~~ The specific location of the Headquarters office shall be determined in the Policies. ~~The principal office may be~~

~~changed from time to time by the Council. The President, with the approval of the Executive Committee, may establish subsidiary administrative offices in other areas as necessary.~~

<FYI – A new Policy (“Policy 24. Location of the Headquarters Office”) has been adopted>

#### ARTICLE 30. Amendment of 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.

<FYI – A new Policy (“Policy 26. Procedures for the Amendments to the Bylaws and Policies”) has adopted

with the effective date on which the Members approve the proposed amendment to the Bylaws >

#### ARTICLE 31. Effective Date

~~These~~ **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 31<sup>st</sup> 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 42<sup>nd</sup> Council on January 12, 2014.  
Adopted by the General Assembly on April 18, 2014.

##### Amendment 4.

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