KSEA
BYLAWS

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KOREAN-AMERICAN SCIENTISTS AND ENGINEERS ASSOCIATION, INC.

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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.

CHAPTER 2: MEMBERSHIP

ARTICLE 3. Membership Categories

1. KSEA membership shall consist of the following six categories:
   a. Regular member
   b. Overseas member
   c. Student member
   d. Distinguished service member
   e. Distinguished sponsor member
   f. Honorary 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 from 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.

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 goals and business, or disgraces KSEA's reputation.

ARTICLE 11. Meeting of Members ("General Assembly")

1. *Annual Meetings*. Members shall meet annually in April for the purpose of electing officers and for transacting such other business as may properly come before the meeting. The voting members for the election of Technical Group Councilors shall be defined in the Policies.
2. *Special Meetings*. Special meeting may be initiated 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 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.
3. *Manner and Place of Meeting*. In the discretion of the Council, the members may hold annual and special meetings entirely or in part by remote communication including online, e-mail, fax, and mail. In such case, the Council must adopt Policies to permit 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
4. *Notice of Meetings*. 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 e-mail, fax or other electronic means not less than twenty (20) or more than fifty (50) days before the meeting, to each voting member at such a meeting. 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 address, including e-mail address, as it appears on the records of KSEA.
5. *Quorum.* Except as otherwise provided in these Bylaws or by law[1], at all general assemblies, the presence, including electronic presence, of one-tenth of the voting members at the commencement of such meeting shall be necessary and sufficient to constitute a quorum for the transaction of any business.
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 vote may be in person, by mail, or by electronic means, as authorized by the Council. All elections shall be held and all questions shall be decided by a majority of the votes cast except as otherwise provided by law[1] or by these Bylaws. In case of a tie vote, the Council shall have the deciding power.

CHAPTER 3: BOARD OF DIRECTORS ("COUNCIL")

ARTICLE 12. Councilors

1. A Council consisting of 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 is available to serve.
   h. Representatives of Technical Groups as defined in the Policies
   i. Representatives of Local Chapters as defined in the Policies
2. The total number of Councilors shall be up to 45. All Councilors must be regular members of 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. 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

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[1] Maryland corporate law.

President, Auditors, 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 a new Bylaw or to amend a Bylaw.
4. Approval of new and amended 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 Meeting
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.
3. *Manner and Place of Meeting*. In the discretion of the Council, the Councilors may hold special meetings entirely or in part by remote communication, including e-mail, fax, and mail. In such case, the Council must adopt Policies to permit 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. 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 may be in person, by mail, or by electronic means, as authorized by the Council. All questions shall be decided by a majority of the votes cast. In case of a tie vote, the Chair shall have the deciding power.

ARTICLE 16. Salary
No stated salary shall be paid to Councilors for their services as such. However, nothing in these Bylaws shall be construed to preclude any Councilor from serving KSEA in any other capacity and receiving compensation therefore.

CHAPTER 4: OFFICERS AND AUDITORS

ARTICLE 17. Officers
1. *Officers.* The officers of 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. The Executive Director and the Finance Director shall be nominated by the President and approved 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 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 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 businesses 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 KSEA relevant to their responsibilities.

ARTICLE 19. 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 Policies. The term of the replacement is the remaining term of the replaced person.

3. *Exclusions*. An auditor may not also simultaneously serve as an officer or Councilor.
4. *Duties.* The Auditors shall audit KSEA affairs according to standard accounting rules and the Policies, and report the results to the Council.

CHAPTER 5: 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 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.
5. *Voting.* At all meetings of the Executive Committee, every committee member shall have one (1) vote. All questions shall be decided by majority vote. In case of a tie vote, the Chair shall have the deciding power.

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 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 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 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, subsidiaries:

1. *Local Chapters and Local Branches.* President of a Local Chapter or Branch shall be elected by the voting members of the Local Chapter or Branch. The term of all Local Chapter or Branch Presidents is one year.
2. *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.
3. *Affiliated Professional Societies*. The qualification of an Affiliated Professional Society shall be determined and periodically reviewed in accordance with the Policies.

CHAPTER 7: FINANCE

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 Past President.
2. The business plan and budget for the current year by the current President.
3. Other items deemed necessary 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 KSEA shall commence on July 1 and end on 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 according 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.

CHAPTER 8: 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 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.

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. 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 1/5 of all voting members. Amendments shall require approval of at least 2/3 of the total votes cast.

ARTICLE 31. Effective Date
These 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.