



## **CHAPTER XVI (MISCELLANEOUS PROVISIONS)**

### **Article 96 (Oath and Affirmation)**

#### **Section 1 (Submission of Affirmation of Office)**

All elected or appointed members of the Board of Directors, Executive Committee, Advisory Council, and Auditors must submit an 'Affirmation of Office' to the Secretary of the Corporation within seven (7) days after their election or appointment. The affirmation must either be notarized or signed by the member along with the signatures of two witnesses. The format for the Affirmation of Office shall be established by the Board of Directors.

#### **Section 2 (Disciplinary Actions for Non-Submission)**

Failure to submit the executed "Affirmation of Office" within the specified period shall be regarded as an obstruction to the enforcement of the Bylaws and regulations of the Corporation. In such cases, the Board of Directors may impose disciplinary actions in accordance with Article 83 (Grounds for Impeachment and Discipline), Section 3 (Misconduct and Ethical Violations), Subsection 3, treating the individual as someone who has obstructed the execution of the Bylaws and the Corporation's regulations.

#### **Section 3 (President's Oath of Office)**

The President-elect shall take the Oath of Office during the inauguration ceremony, which shall be administered by the Chair of the Advisory Council. If the Chair is absent or unable to perform their duties, the senior member of the Advisory Council shall administer the oath.

#### **Section 4 (Oath of Office Content)**

The Oath of Office, conducted under the supervision of the Board of Directors, shall include the following pledge:

*"I, [NAME], do solemnly swear to faithfully and impartially fulfill the duties of the President of the **Silicon Valley Korean American Federation**. I pledge to uphold and abide by all applicable laws, regulations, and the Bylaws, and to carry out my responsibilities with integrity,*



# 실리콘밸리 한인회

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*transparency, and dedication. I shall prioritize the best interests of the Corporation and its members, and I shall strive to foster unity and development within the Korean American community and the local area."*

### **Article 97 (Conflict of Interest)**

#### **Section 1 (Disclosure of Conflict of Interest)**

If any director, officer, or committee member of the corporation may potentially derive financial or personal benefits from a matter raised at an executive or committee meeting, the concerned director, officer, or committee member must clearly disclose the potential conflict of interest. The disclosure must be made in writing or recorded in the minutes of the executive or committee meeting, and should must the following details:

1. Specific nature of the conflict of interest
2. Grounds for the potential conflict of interest
3. Measures to prevent the conflict of interest

#### **Section 2 (Restrictions on Discussion and Voting)**

A director, officer, or committee member with a conflict of interest in a particular matter shall not participate in the discussion or vote on that matter, and shall be excluded from the calculation of the quorum. Furthermore, such director, officer, or committee member shall be completely excluded from the decision-making process of the executive or committee meetings to prevent any influence on the outcome.

#### **Section 3 (Appointment of Replacement Members)**

However, if the absence of such a member leads to a potential failure to achieve a quorum, the Board may, through a resolution passed by a majority vote, appoint an alternative member to replace the conflicted director, officer, or committee member.

#### **Section 4 (Transaction Restrictions)**

Any transaction involving a director, officer, or committee member with a conflict of interest must be based on reasonable and fair market value. Such transactions must prioritize the



corporation's best interests. Furthermore, all such transactions must receive prior approval from the Board of Directors, and the approval must be given after considering the fairness of the transaction and the corporation's interests.

### **Section 5 (Discipline)**

The Board of Directors may discipline any director or officer who fails to disclose the potential conflict of interest as specified in Section 1 (Duty to Disclose Conflict of Interest) of Article 97 (Conflict of Interest). Such failure shall be considered an act of obstruction against the enforcement of the Bylaws and the Regulations of the Corporation, as outlined in Subsection 3, Section 3 (Grounds for Impeachment and Discipline) of Article 83 (Grounds for Impeachment and Discipline) of the Bylaws.

### **Section 6 (Authority for Future Amendments)**

The Board of Directors has the authority to establish, amend, or supplement policies and procedures related to conflicts of interest, provided that such amendments or supplements do not conflict with the Bylaws. In the event of a conflict between the Bylaws and internal policies, the Bylaws shall take precedence. All amendments shall be recorded through an official resolution of the Board of Directors and shall be appended to the Corporation's internal policies.

## **Article 98 (Insurance)**

### **Section 1 (Purchase and Maintenance of Insurance)**

The Corporation may purchase and maintain insurance, to the fullest extent permitted by law, to protect its officers, directors, employees, agents, and other personnel. This insurance may include, but is not limited to, directors' and officers' liability insurance, general liability insurance, and workers' compensation insurance, covering legal liabilities related to the Corporation's operations.

### **Section 2 (Insurance Limits and Premiums)**



The coverage limits of the insurance shall be determined by the Board of Directors, based on the Corporation's needs and applicable laws. The Corporation shall bear the cost of the insurance premiums.

### **Section 3 (Liabilities Not Covered by Insurance)**

The insurance purchased by the Corporation shall not cover the following specific legal liabilities:

1. Liability arising from willful misconduct or gross negligence
2. Liability arising from criminal acts
3. Liability arising from actions taken for personal gain
4. Civil liability to employees or independent contractors of the Corporation, unless explicitly permitted by applicable laws or the insurance policy

### **Section 4 (Renewal and Termination of Insurance Contracts)**

The Corporation shall establish clear procedures for the renewal and termination of insurance contracts in accordance with applicable laws and insurance policies. The renewal or termination of insurance contracts shall require the approval of the Board of Directors.

## **Article 99 (Indemnification)**

### **Section 1 (Scope of Indemnification)**

The Corporation may indemnify any director, officer, former director, or former officer for reasonable civil or criminal expenses incurred during the course of performing their duties for the Corporation. The scope of indemnification is limited to actual expenses incurred in relation to the individual's legal responsibilities and only reasonable expenses that are legally recognized.

### **Section 2 (Exclusion of Indemnification)**

Indemnification shall not apply if the individual is found to be liable for negligence or engaged in unlawful conduct during the performance of their duties. Indemnification is excluded when negligence or unlawful conduct is established by a legal ruling during the performance of duties.



### **Section 3 (Indemnification Limit and Criteria)**

The indemnification amount and scope shall be determined based on the criteria set by the Corporation's Board of Directors, and a maximum indemnification limit may be established for specific circumstances. The Board shall establish reasonable criteria for indemnification, which shall be applied through the decisions of the Board of Directors.

### **Article 100 (Confidentiality)**

Directors, officers, advisors, committee members, and attendees of the Board of Directors meetings shall not disclose any matters discussed or resolved in the meetings to third parties without prior written approval from the Board of Directors. However, disclosure may occur if required by a court order or an official request from a government agency, provided that the disclosure is reported to the Board beforehand.

### **Article 101 (Severability Enforcement)**

#### **Section 1 (Effect of Invalid Provisions)**

If any provision of the Bylaws is declared invalid or unlawful by a court of competent jurisdiction or by a relevant authority, the invalid provision shall be considered void, and such invalidity shall not affect the validity of the remaining provisions of the Bylaws.

#### **Section 2 (Adoption of Replacement Provisions)**

The Board of Directors may enact a new provision to replace any void provision, which shall become effective upon the formal amendment of the Bylaws.

### **Article 102 (Interpretation of the Bylaws)**

#### **Section 1 (Authority of Interpretation)**

In cases where interpretation of any provision in the Bylaws is required, such interpretation shall be based on the Supplement and Addendum to the Bylaws and related internal regulations. If



necessary, the Board of Directors may provide an official interpretation. In the event of contradictions between provisions or ambiguity in interpretation, the Board of Directors shall consult with the Advisory Council and provide a fair interpretation that aligns with the purposes and objectives of the Corporation as specified in Articles 3 (Purpose) and 4 (Objectives). Such interpretation shall be final and binding.

### **Section 2 (Relation to Operating Rules and Laws)**

In the event of a conflict between the Bylaws and the Corporation's operating regulations, the following order of precedence shall apply:

1. The Articles of Incorporation;
2. The Bylaws;
3. Committee Regulations.

### **Section 3 (Conflicts with Laws)**

If any provision of the Bylaws conflicts with federal, state, or local laws, the applicable law shall take precedence, and the conflicting provision shall be deemed void.

### **Section 4 (Emergency Provision)**

In the event of an emergency, such as a natural disaster, pandemic, war, a declaration of emergency by federal, state, or local government, or any other significant emergency situation, the Board of Directors may, by majority vote, temporarily amend or suspend specific provisions of the Bylaws. Such changes shall be promptly communicated to all members through approved methods such as SNS, email, or written notification.

### **Article 103 (Compliance with Regulation)**

Any matters not specified in the Bylaws shall be governed by the California Nonprofit Public Benefit Corporation Law and applicable regulations.