



## **CHAPTER IV (BOARD OF DIRECTORS)**

### **Article 18 (Composition of the Board)**

#### **Section 1. (Composition of the Board)**

The Board of Directors shall consist of no fewer than nine (9) directors. The exact number of directors shall be determined by a resolution of the Board of Directors.

#### **Section 2. (Election of Directors)**

The directors shall be elected as follows:

1. **President-Appointed Directors:** One-third of the total number of directors, rounded to the nearest whole number, shall be appointed by the President of the Corporation.
2. **Professionally-Recommended Directors:** One-third of the total number of directors, rounded to the nearest whole number, shall be selected from candidates in various professional fields—including law, finance, politics, education, culture, and the arts—who have been recommended either by the Human Resources Committee or by 20 or more members of the Corporation. These directors shall be elected at a meeting of the Board of Directors.
3. **Community-Recommended Directors:** The remaining directors shall be residents of the regions specified in Article 6, Section 3 (Jurisdiction) of the Corporation's Bylaws and shall be members of the Korean community who actively serve the community. Candidates must be recommended either by the Human Resources Committee or by at least 20 members of the Corporation and shall be elected by the Board of Directors.

#### **Section 3. (Classification and Scope of Work of Directors)**

1. Directors shall be classified as Executive Directors and General Directors. The classification criteria and the scope of their duties shall be determined by a resolution of the Board of Directors.



2. The Chairperson shall be elected by a vote of the Board of Directors. The Vice-Chairperson, Secretary, Treasurer, Director of General Affairs, Director of Legal Affairs, Director of Ethics, and other directors responsible for specific duties shall be appointed by resolution of the Board.

#### **Section 4. (Operating Regulations of the Board of Directors)**

1. The Board of Directors shall establish and maintain "Operating Regulations of the Board of Directors," which shall define the procedures, roles, and responsibilities of the Board members.
2. These regulations shall be regularly reviewed for operational efficiency, and any amendments to them shall require approval by a majority vote of the Board of Directors.

### **Article 19 (Powers and Duties)**

#### **Section 1 (Role of the Board of Directors)**

The Board of Directors shall oversee and supervise the Corporation's affairs, assets, and operations. Its primary responsibilities include legal compliance, financial management, personnel oversight, and asset administration, as detailed in the following provisions.

#### **Section 2 (Legal Obligations and Governance)**

The Board of Directors shall:

1. Comply with all applicable laws, the Corporation's Articles of Incorporation, and the provisions of the Bylaws.
2. Establish and periodically review policies governing the Corporation's operations.
3. Secure and allocate resources effectively to support the Corporation's activities.
4. Implement and oversee proper accounting and financial procedures.

#### **Section 3 (Personnel Management)**

The Board of Directors shall:



1. Appoint and remove all directors, officers, agents, and employees. However, elected officers may only be removed for cause as stipulated in Article 83 of the Bylaws.
2. Clearly define the authority and duties of officers and employees, oversee their performance, and determine appropriate compensation.

#### **Section 4 (Asset and Financial Management)**

The Board of Directors shall:

1. Receive, accept, and manage donations, gifts, bequests, and designated assets on behalf of the Corporation.
2. Administer assets in accordance with the Corporation's mission and Bylaws.
3. Authorize officers or agents to enter into contracts and execute documents on behalf of the Corporation.

#### **Section 5 (Restrictions for Nonprofit Organizations)**

The Board of Directors shall not engage in any activities on behalf of the Corporation that are prohibited under Section 501(c)(3) of the U.S. Internal Revenue Code or any future amendments to federal tax laws.

#### **Section 6 (Compensation and Expenses)**

Directors shall serve in a voluntary capacity without compensation. However, the Board may approve the reimbursement of reasonable expenses incurred in the fulfillment of their official duties.

### **Article 20 (Qualifications)**

#### **Section 1 (General Qualifications)**

A director shall be an individual with the responsibility and ethical integrity necessary to fulfill the Corporation's mission. They must demonstrate good character, sincerity, and a strong commitment to the Corporation's objectives.

#### **Section 2 (Residency and Age Requirement)**



A director must be at least 21 years old and legally reside within the Operational Areas defined in Article 6 (Jurisdiction), Section 4 (Operational Areas) of the Bylaws.

### **Section 3 (Disqualifications)**

A director may be disqualified under any of the following conditions:

1. Individuals who have been convicted of a felony or any equivalent serious crime within the past ten (10) years.
2. Individuals who have been legally declared incapacitated or under limited legal capacity.
3. Individuals who have been deemed incapable of performing the duties of a director by a court ruling or mental health professional assessment.

### **Section 4 (Family and Business Restrictions)**

Immediate family members and relatives up to the fourth degree of kinship, as well as business partners holding 25% or more ownership in the same company, may not concurrently serve on the Board of Directors. However, an exception may be granted by a two-thirds majority vote of the total board members. The approval of such exceptions shall be determined on a case-by-case basis.

## **Article 21 (Chairperson)**

### **Section 1 (Election of the Chairperson)**

The Chairperson shall be elected at a regular Board meeting by a majority vote of the directors present. If a majority vote is not achieved, the Board shall appoint an interim Chairperson through a resolution. The interim Chairperson shall fulfill the duties of the Chairperson until a permanent Chairperson is elected at a subsequent meeting.

### **Section 2 (Duties of the Chairperson)**

The Chairperson shall preside over meetings of the Board of Directors and the Executive Committee and shall be responsible for guiding the Corporation's strategic direction and operations. Additionally, the Chairperson shall lead major policy decisions and oversee their implementation.



### **Section 3 (Succession in Absence)**

If the Chairperson is absent or unable to perform their duties due to illness or other circumstances, the Vice-Chairperson shall assume the Chairperson's duties, followed by the Secretary and the Treasurer, in that order.

## **Article 22 (Vice-Chairperson)**

### **Section 1 (Acting Chairperson)**

In the event that the Chairperson is absent or unable to perform their duties, the Vice-Chairperson shall assume all the powers and responsibilities of the Chairperson and shall continue to perform these duties until the Chairperson returns. While acting as Chairperson, the Vice-Chairperson shall have full authority and shall be subject to the same restrictions as the Chairperson.

### **Section 2 (Additional Powers and Duties)**

The Vice-Chairperson may also be assigned additional powers and responsibilities as determined by resolutions of the Board of Directors or as specified in the Bylaws.

## **Article 23 (Secretary)**

The Secretary of the Corporation shall be responsible for the accurate and efficient management and safekeeping of all corporate records. The Secretary shall be responsible for the following principal duties:

1. Timely notifying members of the Board of Directors about the convening of the meeting;
2. Circulating the minutes of meetings and the agenda to all members of the Board of Directors;
3. Safeguarding and maintaining the original and official copies (or digital versions) of the Bylaws and other regulations, ensuring that any amendments are promptly reflected;
4. Preparing and preserving the minutes of the Board of Directors and General Assembly meetings, ensuring the accuracy and completeness of the records;



5. Safekeeping the regulations and minutes of all departments within the Corporation;
6. Ensuring the proper maintenance of all records related to the Board of Directors, Committees, and other Corporational bodies;
7. Performing any additional duties as specified by the Board of Directors' resolutions or the Bylaws.

## **Article 24 (Treasurer)**

### **Section 1 (Role and Responsibilities)**

The Treasurer shall serve as the Chair of the Finance Committee and is responsible for overseeing the Corporation's financial management. The Treasurer shall report the Corporation's financial status and projections to the Board of Directors on a quarterly basis or as needed. Additionally, the Treasurer actively participates in financial decision-making.

### **Section 2 (Financial Policies and Internal Controls)**

The Treasurer is responsible for establishing financial policies and procedures to ensure sound financial management, safeguard the Corporation's assets, and ensure compliance with accounting standards. These policies and procedures should be reviewed and improved regularly.

### **Section 3 (Principal Duties)**

The principal duties of the Treasurer are as follows:

1. **Financial Leadership and Strategic Planning:** The Treasurer shall establish financial goals and develop strategies to achieve them in alignment with the Corporation's mission. These plans must align with the Corporation's objectives, be approved by the Board of Directors, and be continuously monitored to ensure proper execution and necessary adjustments.
2. **Financial Reporting and Oversight:** The Treasurer shall oversee the preparation and auditing of financial statements, ensuring compliance with applicable accounting standards and regulations. Additionally, the Treasurer shall establish and maintain internal control and risk management systems to safeguard the Corporation's financial information and assets.



3. **Financial Management and Budgeting:** The Treasurer shall manage the Corporation's cash flow, budget planning, and resource allocation to ensure financial efficiency. This includes overseeing debt structures, minimizing financial risks, and creating long-term financial plans to sustain the Corporation's financial health.
4. **Corporate Governance, Accountability, and Compliance:** The Treasurer shall advise the Board of Directors on financial governance and compliance matters while ensuring adherence to corporate governance principles, ethical standards, and regulatory requirements. These principles and standards must be reviewed and updated annually to maintain effective governance and internal controls.
5. **Corporate Tax Management and Compliance:** The Treasurer shall oversee the Corporation's tax management, ensuring full compliance with federal, state, and local tax laws, particularly those applicable to nonprofit organizations. This includes optimizing tax benefits while maintaining adherence to all regulatory requirements.
6. **Investment Oversight:** The Treasurer shall be responsible for overseeing investment activities that align with the Corporation's strategic goals. Major investment decisions, defined as those exceeding \$25,000, must be approved by the Board of Directors. The scope of these activities may be defined by Board resolutions. The Treasurer shall assess investment risks and regularly monitor investment performance to ensure that the Board's decisions are properly implemented.
7. **Loan Management:** The Treasurer must report to the Board of Directors on any loans taken in the Corporation's name, including the purpose, amount, repayment terms, and approval procedures. Additionally, the Treasurer must provide a risk assessment for each loan, and Board approval is required before proceeding.
8. **Other Powers and Duties:** The Treasurer may be granted additional powers and responsibilities through resolutions of the Board of Directors or as specified in the Bylaws.



## **Article 25 (Term of Directors)**

### **Section 1. (Term of Directors)**

The term of office for each director shall begin on January 1st and end on December 31st of the year in which the director's term or the remaining term of the predecessor ends. It may be renewed or re-elected. The term of each director shall be as follows:

1. **President-Appointed Directors:** Their term shall align with the President's term. When the President's term ends, their term shall also end, and they may be reappointed.
2. **Professionally-Recommended Directors:** Their term shall be three (3) years. Based on the year this Bylaw is enacted, they shall be newly elected every three (3) years and may be reappointed.
3. **Community-Recommended Directors:** Their term shall be two (2) years. They shall be elected in the year following the selection of the President-Appointed Directors and may be reappointed.

### **Section 2. (Vacancy and Succession)**

If a vacancy occurs in the position of a President-Appointed Director, the President shall appoint a successor. In the case of a vacancy in the position of a Professionally-Recommended Director or a Community-Recommended Director, the Board of Directors shall elect a successor based on the recommendation of the relevant Human Resources Committee. The newly appointed director shall serve for the remainder of the predecessor's term.

### **Section 3. (Continuation of Duties)**

A director shall continue to perform their duties until their successor officially assumes office. Even if a director's term has expired, they shall continue to serve until the successor officially takes office. If a successor is not appointed in time, the director whose term has expired may continue to perform their duties until the successor is appointed.



## **Article 26 (Resignation)**

### **Section 1 (Resignation Notice)**

A Director may resign by providing written notice to the Chairperson or the Secretary of the Board of Directors.

### **Section 2 (Effectiveness of Resignation)**

The resignation shall become effective immediately upon the notice being delivered to the Chairperson or the Secretary of the Board, unless a later time for the resignation to take effect is specified. If a later time is specified, the resignation shall become effective at that time, and the Board of Directors may appoint a successor based on the effective date.

### **Section 3 (Prohibited Resignations)**

Except where permitted by applicable law, no Director may resign if doing so would leave the Corporation without a duly elected director or directors responsible for managing its affairs.

## **Article 27 (Removal)**

### **Section 1 (Grounds for Removal)**

A director of the Corporation may be removed by a resolution of the Board of Directors if they have committed an act specified in Article 83 (Grounds for Impeachment and Discipline) of the Bylaws.

### **Section 2 (Removal Without Cause)**

A director who has received the removal notice may be removed by the affirmative vote of at least two-thirds (2/3) of the directors present at a Board of Directors meeting.

### **Section 3 (Rights of the Dismissed Director)**

1. A removed director may submit a written objection and request mediation within ten (10) days of receiving the removal notice. The Mediation Committee shall complete the mediation process and notify the removed director of the outcome within thirty (30) days



of receiving the request; however, in cases of unavoidable circumstances, the process may be exceptionally delayed.

2. During the mediation process, the director's duties shall be temporarily suspended, and they shall not participate in official meetings or decision-making.
3. If the removal decision is upheld following mediation, the removal shall be deemed final.

## **Article 28 (Vacancies)**

### **Section 1 (Causes of Vacancies)**

If a vacancy occurs on the Board of Directors due to resignation, removal, disqualification, or death, a successor shall be selected or appointed in accordance with the procedures set forth in the Bylaws. The successor shall be appointed or selected within thirty (30) days of the vacancy, in principle. However, if an extension is necessary due to unavoidable circumstances, the Board of Directors may extend the period once, for up to sixty (60) days, by resolution.

### **Section 2 (Methods for Filling Vacancies)**

If the number of directors falls below the quorum, the Board of Directors shall immediately initiate the process for selecting a successor. A vacancy may be filled by the unanimous written consent of the remaining directors and approval through a formal resolution, with the majority vote of the directors currently in office. However, if only one (1) director remains, the appointment must be approved by the General Assembly.

## **Article 29 (Convening of Meetings)**

### **Section 1 (Types of Meetings)**

Meetings of the Board of Directors shall be classified as regular meetings, special meetings, and emergency meetings. The Chairperson may convene a special or emergency meetings. However, any director may propose the agenda and present the reasons for convening a special or emergency meeting and request the Chairperson to call the meeting.



### **Section 2 (Regular Meetings)**

A regular meeting of the Board of Directors shall be held at least once each quarter of the fiscal year.

### **Section 3 (Special Meetings)**

If the Chairperson deems it necessary or if one-third or more of the directors request it, the Chairperson shall notify the directors of the convening of the special meeting within five (5) days. If the Chairperson refuses or delays the convening, the procedure may be initiated with the consent of one-third of the registered directors.

### **Section 4 (Notice of Meeting)**

When convening a meeting of the Board of Directors, the meeting notice, specifying the date, location, and agenda of the meeting shall be specified to each director and auditor at least five (5) days before the meeting.

### **Section 5 (Emergency Meetings)**

If urgent resolutions are required, the Board of Directors may convene an emergency meeting by omitting the usual convening procedures, with the consent of one-third of the registered directors. The reason for the urgent meeting and the matters to be resolved must be communicated to the directors immediately before the meeting.

### **Section 6 (Notification Methods)**

Notifications for convening meetings and the omission of convening procedures may be made by telephone, social media platforms, email, or any other appropriate means approved by the Board of Directors. Notifications made through the contact information registered by the directors (such as telephone numbers, email addresses, postal addresses, and social media accounts) shall be deemed official notification.

### **Article 30 (Board Dues)**

The dues for Board members shall be set by a resolution of the Board of Directors. A Board member who fails to pay the dues may have their rights as a director suspended for the relevant



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year. However, if a Board member is unable to pay the dues due to unavoidable circumstances, they may submit the reason to the Board of Directors and request a deferral of payment.