

**BYLAWS
OF
KOREAN CULTURE CENTER OF AUSTIN, INC.**

Article I

Name, Location, and Registered Agent and Office

1.01 Name. The name of this organization shall be the Korean Culture Center of Austin, Inc. (hereinafter referred to as the "Association").

1.02 Location. The principal place of business of the Association shall be at such location as established by the Board of Directors.

1.03 Registered Office and Agent. The Association shall continuously maintain in the State of Texas a registered office and a registered agent whose office is identical with the registered office, as required by the Texas Business Organizations Code. The registered office may be, but need not be, identical with the principal office of the Association in the State of Texas.

Article II

Purposes

2.01 General Purposes. This Association is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code"), and to carry on other lawful business and activities which are necessary and proper for the accomplishment of such charitable and educational purposes which are incidental to the powers named in these Bylaws or which enhance the goals of the Association.

2.02 Specified Purposes. In support of its purposes, the mission of the Association includes:

- a. Promoting social, cultural, educational and financial cooperation and understanding within the Korean-American community and with other communities in the Greater Austin area and providing a space and forum for regular meetings and gatherings where Korean-American individuals and organizations in the Greater Austin Community and other interested individuals can voice concerns and ideas, establish goals, and plan to meet those goals.
- b. Providing a space and hosting events and programs for the Korean-American Elderly residing in the Greater Austin area by supporting and assisting the Korean Senior Citizens' Association of Austin.
- c. Providing a space and hosting events and programs designed to promote understanding of Korean heritage, culture, and traditions. Providing community liaisons, who will work within the Korean-American community in the Greater

Austin area to increase support, communication, and understanding within our community and with other communities and to help with charitable causes.

2.03 Policies. The Board of Directors may promulgate policies and procedures from time to time detailing specific activities to implement the Association's mission and purpose.

2.04 Restrictions. In all events and under all circumstances, the following provisions shall apply:

- a. The Association shall not devote more than an insubstantial part of its activities to attempting to influence legislation (except as provided in Section 501(h) of the Internal Revenue Code, or participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any or in opposition to any candidate for public office.
- b. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 2.01. Nothing herein shall preclude directors or officers to also serve as employees of the Association.
- c. Notwithstanding any other provisions of these Bylaws, the Association shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law); or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law).

Article III Members of the Association

3.01 Association Membership Criteria. In order to be a member in good standing of the Association, a person must:

- a. be a resident the following Texas counties: Travis, Williamson, Burnet, Blanco, Hays, Caldwell, and Bastrop;
- b. be at least 18 years of age; and
- c. pay such Membership fees as may be established from time to time by the Board of Directors.

3.02 Annual Meeting. There shall be an annual meeting of the Membership held in the month of May on such date and at such time and place as established by the Board of Directors, the notice of which shall be provided to the Membership not less than thirty days before such meeting.

3.03 Called Meetings. The Board of Directors may call a special meeting of the Membership upon not less than twenty days' notice to the Membership which notice shall also specify the purpose of such special meeting.

3.04 Notice of Meetings. A notice of a meeting of the Membership shall be given by USPS first class mail or by email to the address of each member as shown in the records of the Association. Any notice required or permitted to be given by USPS mail shall be deemed given at the time when it is deposited with the USPS and any notice required or permitted to be given by email shall be deemed given at the time the email is sent. Included with the notice of a meeting shall be an agenda for such meeting, a proposed motion or slate of candidate for each item or election on which a vote will be taken, and a ballot for voting.

3.05 Mail-in Ballots. The Notice of Meeting shall also state that Members may vote by returning an original signed ballot to the office of the Association by mail or courier service. Each such mail-in ballot shall be counted provided it is received at the office of the Association before the commencement of the meeting for which the ballot is being submitted.

3.06 Quorum for Meetings. A quorum for any meeting of the Membership shall be twenty-five percent of the Membership who are in good standing at the time of the commencement of the meeting.

3.07 Action by Majority. Unless otherwise required by law or by these bylaws, the action of a majority of the quorum shall constitute the action of the Membership.

3.08 Minutes. The Association shall keep regular minutes of its meeting. The minutes shall be placed in the minute book of the Association.

Article IV Board of Directors

4.01 Number. The Board of Directors shall consist of nine members.

4.02 Ex Officio Directors. Each of the following shall be eligible to be a member of the Board of Directors and the Board of Directors shall determine the admittance of such person,

- a. the President of the Korean American Association of Greater Austin; and
- b. the President of Korean Senior Citizens' Association of Austin.

4.03 Elected Directors. The remaining seven Directors shall be elected by the board of directors and shall be from the Membership. The Elected Directors shall each serve two-year terms.

4.04 Election of chairman of the board. Election of chairman of the board shall be conducted as follows:

- a. With the Notice of Meeting for the annual meeting of the Association, there shall be included the Board of Directors' recommended slate of nominees, one of whom shall be the then-current President of the Association.
- b. Any other member of the Association may be nominated provided such nomination is supported by not less than fifty members in good standing of the Association whose signatures are affixed to one or more documents evidencing such support and provided any such document is presented to the Board of Directors not less than ten days before the date of the election.
- c. The ballot shall consist of only those persons nominated as set forth above.
- d. In the event a member is nominated as set forth in b., above, the Board of Directors shall immediately send a revised ballot to all Members along with a notice advising of the reason for the revision and advising that any ballot previously submitted may be withdrawn and replaced by a timely submitted original signed revised ballot.
- e. Each member of the Association will be allowed one vote for the chairman of the board position to be filled, and cumulative voting is not allowed,
- f. Proxies will not be allowed for election of Elected Directors.
- g. The nominee who receives the most votes shall be elected, and such terms shall be begin as of the June 1 immediately following the election.

4.05 Board of Directors' Meetings. The Board of Directors shall meet each June on a date and at such time and place as established by the Board of Directors for the year immediately preceding each such June. At that meeting, in addition to any other matters, the Board of Directors shall elect a Chairman, establish a regular meeting schedule, and determine the annual Director's Fee which each Board of Directors' member must pay in order to participate and to serve. A special meeting of the Board of Directors may be called by the Chairman or by at least five Directors. No other notice of a regular meeting need be given. A special meeting may be held upon not less than ten days' notice given to each member of the Board of Directors by USPS first class mail or by email at the address shown in the records of the Association. Any notice required or permitted to be given by mail shall be deemed given at the time when the same is deposited in the United States mails and any notice required or permitted to be given by e-mail shall be deemed given at the time the e-mail is sent.

4.06 Telephone Meetings. Subject to the requirements of the Texas Business Organization Code, as amended, or these Bylaws for notice of meetings, members of the Board of Directors, or members of any committee or Advisory Board designated by the Board of Directors may participate in and hold a meeting of the Board of Directors or committee or Advisory Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting shall constitute being present in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

4.07 Actions Without Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all members of the Board of Directors.

4.08 Waiver. Whenever, by statute or the Certificate of Formation or these Bylaws, notice is required to be given to Directors, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated in such notice, shall be equivalent to the giving of such notice. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

4.09 Quorum: Required Vote. A quorum of the Board of Directors shall be constituted by the attendance and participation of a majority of the Board of Directors who are then eligible to participate. The act of a majority of the Board of Directors at a meeting at which a quorum is present shall be the act of the Board of Directors. Unless otherwise provided in the resolution of the Board of Directors designating such committee, a quorum of any other committee shall be constituted by the attendance and participation of a majority of the members of such committee, and the act of a majority of the members of the committee at a meeting at which a quorum is present shall be the act of the committee. If a quorum is not present at a meeting of the of the Board of Directors, the Directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

4.10 Minutes. The Board of Directors shall keep regular minutes of its proceedings. The minutes shall be placed in the minute book of the Association.

4.11 Compensation. No compensation shall be paid to any member of the Board of Directors in their capacity as Director, provided, however, nothing herein shall be construed to prohibit paying members of the Board of Directors for services rendered in their capacity as employees.

4.12 Removal of Director.

a. Director can be removed from the Board of Directors after three consecutive absences or absent more than one half from Board of Directors' meeting during any twelve-month period.

b. Director shall be removed if the board determined directors' financial obligation is not met.

4.13 Resignation of Ex Officio Director. An Ex Officio Director may resign from the Board of Directors at any time.

4.14 Eligibility to Participate and to Serve. No Board of Directors member may participate in any Board of Directors' meeting or other activity unless and until the requisite Director's Fee has been paid.

4.15 Board of Directors' Vacancies. If a vacancy occurs in one of the positions held by an Elected Director, the Board of Directors shall have the right to fill the vacancy. If a vacancy occurs in one of the positions held by an Ex Officio Director, such vacancy shall remain until the organization from which that Director comes decides to fill the position.

4.16 Advisory Board or Committees. The Board of Directors shall have the right to elect members to one or more Advisory Boards or Committees. Advisory Board and Committee members will provide advice and counsel to the Board of Directors but will not be entitled to vote except in their capacities as members of the Board of Directors unless specifically authorized by the Board of Directors. If authorization for an action is given to the Advisory Board or Committee then an action by such Advisory Board or Committee shall have the same effect as if made by the Board of Directors. The Board of Directors may authorize an Advisory Board or Committee to take any action that the Board of Directors may take, including actions regarding the election of President and Vice President of the Association. Such Advisory Boards and Committees may be composed of Directors, Members and/or such other persons as the Board of Directors may from time to time determine, and may be given such assignments, structures and designations as the Board of Directors may from time to time determine.

Article V Officers

5.01 Number; Election; Term. The Association shall have a President and a Secretary and may have such other officers and assistant officers and agents as the Board of Directors may deem necessary. A majority of the Board of Directors shall appoint such officers. All officers shall be a member in good standing of this Association for at least one year within the last three years immediately prior to taking office and meet such other qualifications and requirements as made time to time by the Board of Directors. All officers shall agree to abide by the then-existing Certificate of Formation and the Bylaws of the Association prior to taking their respective office. The term of office for each officer shall be one year. No officer may serve more than two consecutive years.

5.02 President. The President shall see that all orders and resolutions of the Board of Directors are carried into effect, and exercise and perform such other powers and duties as from time to time may be assigned to him or her by the Board of Directors or prescribed by these Bylaws.

5.03 Secretary. The Secretary shall keep the minutes of the meeting of the Board of Directors in one or more books provided for that purpose; give all notices in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records of the Association; keep a register of the post office address of each Director and, to the extent practicable, each Member which shall be furnished to the Secretary by each Director and Member; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary of the President or by the Board of Directors. Unless the Board elects otherwise, the Vice President of the Association shall serve as the Secretary.

5.04 Removal. Any officer may be removed at any time by an affirmative vote of a majority of the Board of Directors. The Board of Directors as appropriate shall meet and elect a new officer to fill the unexpired term of such removed officer.

5.05 Vacancies. Any vacancy occurring in any office of the Association may be filled by the Board of Directors.

5.06 Assumption of Duties and Transfer of Records. Each new officer shall assume his or her duties immediately after his or her election, and each outgoing officer shall continue in office until his or her successor is elected and qualified. Each officer, upon expiration of his or her tenure of office, shall transfer all official records and property of the Association then in his or her possession to his or her duly qualified successor in office.

5.07 Compensation. No salary or other compensation shall be paid any officer of the Association, except when specifically provided for by action of the Board of Directors. Any action of the Board of Directors concerning salary or other compensation shall exclude the individual whose salary or compensation is being proposed.

Article VI General Provisions

6.01 Disbursements. All disbursements shall be by check. The Association shall have the following two bank accounts: 1) Regular Savings Account and 2) Petty Cash Checking Account. All funds belonging to the Association shall be deposited first into the Regular Savings Account. The Regular Savings Account shall have two signatories, the President and the Secretary and shall require that all checks must be signed by both signatories. An amount that is reasonably necessary to operate the Association shall be transferred by check (with both signatory's signature) from the Regular Savings Account to the Petty Cash Checking Account from time to time. In the event a total of more than \$5,000.00 is transferred from the Regular Savings Account to the Petty Cash Checking account in any given calendar month, then it shall require a majority of the Board of Director's prior written consent. The Petty Cash Checking account shall only require one signatory, the President. The President may appoint a second signatory for the Petty Cash Checking account. Even if a secondary signatory is added to the Petty Cash Checking Account, the checks from the Petty Cash Checking Account shall only require one signature. Immediately after leaving office, the President, Secretary, and the person appointed to be the second signatory of the Petty Checking Account, shall withdraw as signatories of the accounts and shall assist his or her successors become signatories of the accounts. In the event a person fails to withdraw his/her name as a signatory and/or fails to assist his or successor become a signatory of an account, then the Board of Directors is authorized to take all reasonable action to effectuate this provision.

6.02 Distribution of Net Earnings Prohibited. No part of the net earnings of the Association shall inure to the benefit or be distributed to any of its officers, directors, Board of Directors members or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of its stated purpose notwithstanding any other provision of these Bylaws, the Association shall not carry on any other activities not permitted to be carried.

6.03 Disposition on Dissolution. Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association in such a manner, or to such organization or organizations organized or operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualified as a exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States internal revenue law, as the Board of Directors shall determine.

6.04 Amendment of Bylaws. These Bylaws may be altered, amended, or repealed at any time by an affirmative vote of a majority of a quorum of the Members. A majority of the Board of Directors shall be authorized to recommend and draft the proposed alteration, amendment or repeal. The President or a majority of the Board of Directors may call a special meeting of the Members for the purpose of altering, amending or repealing the Bylaws.

6.05 Fiscal Year. The fiscal year of the Association shall end on the last day of December, unless otherwise determined by the Board of Directors.

6.06 Indemnification. To the greatest extent and in the manner allowed by applicable law, the Association shall indemnify a person who was or is threatened to be made a named defendant or respondent in a proceeding because the person is or was a director, officer, employee or agent of the Association against judgments, penalties (including excise and similar taxes), fines, settlements, and reasonable expenses actually incurred by the person in connection with the proceeding.

6.07 Loans to Directors and Officers Prohibited. No loan shall be made by the Association to its directors or officers.

6.08 Korean Version. A version of this bylaw maybe made in the Korean Language. If there are differences between this Bylaw and the Korean version then, this Bylaw shall control.

I hereby certify that the above and foregoing Bylaws of the Association were adopted as the bylaws of the Association by its members.

Approved to be effective as of August 29, 2017.

홍두. 오봉민 오봉재
이사장 김성규 강준라
Secretary