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**BYLAWS  
OF KOREAN AMERICAN NURSES ASSOCIATION  
OF SOUTHERN CALIFORNIA, INC.**

**ARTICLE I**

**GENERAL RULES**

[Amendment to Article I, Sections 1 and 2.]

Section 1. **Designation of Name.** The corporation shall be named Korean American Nurses Association of Southern California, Inc.

Section 2. **Purpose.** The corporation, formed by nursing professionals, shall strive to improve the quality, support the interests, and expand its membership as well as promote fellowship among members, and contribute to the community and society. [Amended at Annual Meeting, Oct 28, 1998.]

**ARTICLE II**

**OFFICES AND SEAL**

Section 1. **Principal Office.** The principal office of the corporation for the transaction of its business is located in the County of Los Angeles, California.

Section 2. **Seal.** The Board of Directors shall provide for a corporate seal which shall set forth the name of the corporation and shall have inscribed thereon the date that the corporation was incorporated.

**ARTICLE III**

**MEMBERSHIP**

Section 1. **Types of Membership.** The corporation shall have two types of members, which shall be designated as regular members and honorary members. The property, voting, and other rights, interests, and privileges of all regular members shall be equal. No member shall hold more than one membership in the corporation.

Section 2. **Qualifications.** All applicants for membership, other than honorary members, shall be not less than 18 years of age, shall be licensed as Registered Nurses either in Korea or by the State of California, and shall have their permanent place of residence in Southern California.

Section 3. **Honorary Members.** Honorary members may be elected to membership by the Board of Directors in recognition of their distinguished service or in recognition of their contributions to this corporation.

Section 4. **Application and Admission.** All applicants shall make application for membership on such forms as may be required by the Board of Directors and shall agree to be bound by the Articles, Bylaws, and rules and regulations of the corporation. All applications for regular membership must be accompanied by payment of the annual dues. Applicants shall be admitted to membership upon acceptance by the Board of Directors.

[Amendment to Article II, Section 5.]

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Section 5. **Dues.** All regular members shall pay annual membership dues as shall be prescribed by the Board of Directors. Annual membership dues shall be due and payable on April 1<sup>st</sup> of each year and shall be delinquent if not paid on or before May 1<sup>st</sup> of each year.

The Secretary of this corporation shall send a dues statement to each member in good standing for the ensuing year, which statement shall be sent to each member on or before March 15<sup>th</sup> of each year. [Amended at Special Board Meeting, February 28, 1981.

Section 6. **Termination.** Membership in the corporation shall be personal and no member may transfer his or her membership or any right arising therefrom. Membership shall be terminated for the following reasons:

- (a) Death or resignation of the member.
- (b) Failure to pay the annual dues as required in these Bylaws within thirty (30) days after the date they become due and payable.

Section 7. **Certificates of Membership.** The Board of Directors shall provide for the issuance of Certificates of Membership. The size, content and form of such certificates shall be as determined by the Board of Directors.

Section 8. **Assessments.** Membership in this corporation shall be non-assessable.

Section 9. **Property Rights.** No member shall have any right or interest in any of the property or assets of this corporation.

## ARTICLE IV

### MEETINGS OF MEMBERS

Section 1. **Place.** All meetings of the members shall be held at the principal office of the corporation or at such other place as may be designated for that purpose by the Board of Directors.

Section 2. **Annual Meeting.** An annual meeting of the members shall be held during the month of March of every year upon a date selected by the Board of Directors, for the purpose of electing the Directors and Officers, reporting on the affairs of the corporation, including the submission of financial reports for the preceding year, and transacting such other business as may properly come before the meeting.

Section 3. **Special Meetings.** Special meetings of members for any purpose may be called at any time by the Chairman of the Board, or by the President, by a majority of the Board of Directors, or by not less than seventy (70) percent of the members of this corporation.

Section 4. **Notice.** Notice of all meetings of members shall be given by the secretary of the corporation at least ten days prior to the date of the meeting. Notice of meetings of members shall specify the place, the day, and the hour of the meeting, and in the case of special meetings, the general nature of the business to be transacted.

Section 5. **Validation of Transactions.** The transactions of any meeting of members, however called and notified, are as valid as though had at a meeting duly held after regular call and notice, if a quorum, as hereinafter defined, is present and it: either before or after the meeting, each of the members entitled to vote but not present signs a written waiver of notice, or a consent to the holding of the meeting, or an approval of the minutes thereof All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 6. **Quorum.** Fifteen (15) percent of the members of the corporation present in person or by written ballot shall constitute a quorum at all regular or special meetings for the transaction of business. In the

absence of a quorum, any meeting of members may be adjourned from time to time by a vote of a majority of the members present, but no other business shall be transacted.

Section 7. **Notice of Adjourned Meeting.** When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. When a meeting is adjourned for less than thirty (30) days, it is not necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted thereat other than by announcement at the meeting at which the adjournment is taken.

Section 8. **Loss of Quorum.** The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 9. **Voting.** Each member shall be entitled to one vote on all matters submitted to a vote of the members. Each member shall be entitled to vote in person or by written ballot delivered to the Secretary prior to the meeting of members.

Only those members who have been members of the corporation for 30 days or more prior to the date of any annual or special meeting of members shall be entitled to vote at any annual or special meeting of members.

Section 10. **Director Nominations by Members.** Any ten (10) members of the corporation may submit the name of a nominee for election to any office or to the Board of Directors for the ensuing term to the Secretary, provided that the name of said nominee shall be submitted on or before the first day of February. No member may endorse more than one nominee.

Section 11. **Written Consents.** Any action which under any provision of these Bylaws may be taken at a meeting of members may be taken without a meeting if authorized by a writing signed by all the members and filed with the Secretary.

## ARTICLE V

### BOARD OF DIRECTORS

Section 1. **Powers.** Except as otherwise provided by the articles of Incorporation or these Bylaws, the powers of the corporation shall be exercised, its property controlled, and its affairs conducted by the Board of Directors.

[Amendment to Article V, Section 2.]

Section 2. **Number and Qualification.** The Board of Directors shall consist of thirteen (13) Directors and shall consist of the President, a First Vice-President, a Second Vice-President, the two Secretaries, the Treasurer, and seven other members elected at large. All of the Directors must be members of the corporation. [Amended at General Meeting, March 19, 1983.]

[Amendment to Article V, Section 3.]

Section 3. **Term of Office.** Directors shall hold office for a term of two years and until their successors are elected and qualified. Directors may serve no more than two successive terms but may be eligible for re-election after having been off the Board of Directors for a period of at least one year.

Notwithstanding any other provision of this Section, the President, the First Vice-President, the Second Vice-President, and the two Secretaries and the Treasurer shall not be excluded from serving on the Board of Directors. [Amended at Special Board Meeting, February 28, 1983.]

Section 4. **Vacancies.** All vacancies on the Board of Directors, including vacancies caused by an increase in the authorized number of Directors or by removal, resignation, or death of any Director, may be filled by

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a majority vote of the remaining Directors. Each Director so appointed to fill a vacancy shall hold office for the remainder of the unexpired term of his or her predecessor and until his or her successor is elected and qualified.

Section 5. **Removal.** Any Director may be removed from office by a majority vote of the members present at any meeting of the members at which a quorum is present.

Section 6. **Validation of Meetings.** The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be as valid as though had at a meeting duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting, each of the Directors not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 7. **Action Without Meeting.** Any action required or permitted to be taken by the Board of Directors under any provision of law, the Articles of Incorporation, or these Bylaws, may be taken without a meeting if all members of the Board of Directors shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as a unanimous vote of such directors. Any certificate or other document filed on behalf of this corporation relating to an action taken by the Board of Directors without a meeting shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of the corporation authorize its directors to so act.

Section 8. **Conduct of Meeting.** The Chairman, or in his or her absence, the Vice-Chairman, or in the absence of both, a Chairman chosen by a majority of the Directors present, shall preside at all meetings of the Board of Directors, and at all meetings of the membership of this corporation. All of such meetings shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with law.

Section 9. **Attendance of Members.** Members may attend meetings of the Board of Directors and may address the Board of Directors upon prior written request to the Secretary received at least five days prior to any meeting. The attendance and participation of members at meetings of the Board of Directors may be limited by reasonable regulations adopted by resolution of the Board of Directors.

Section 10. **Quorum.** A quorum of the Board of Directors shall consist of a majority of the Board of Directors of this corporation.

## ARTICLE VI

### OFFICERS

[Amendment to Article VI, Section I.]

Section 1. **Officers.** The officers of this corporation shall be a President, a First Vice-President, a Second Vice-President, two Secretaries, and a Treasurer, and such subordinate officers as the Board of Directors may designate. Any two or more offices, except those of President and Secretary, may be held by the same person.

The corporation may also have, at the discretion of the Board of Directors, a Chairman of the Board of Directors. [Amended at Special Board Meeting, March 19, 1983.]

Section 2. **Election of Officers.** The officers of this corporation, except such officers as may be appointed in accordance with the provisions of Section 3 or Section 5 of this Article shall be chosen every two years,

and each shall hold his or her office until he or she shall resign or shall be removed or otherwise disqualified to serve, or his or her successor shall be elected and qualified.

Section 3. **Subordinate Officers.** The Board of Directors may appoint such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the Bylaws, or as the Board of Directors may from time to time determine.

Section 4. **Removal and Resignation.** Any officer may be removed, either with or without cause, by a majority of the Directors at the time in office, at any regular or special meeting of the Board, or, except in case of an officer chosen by the Board of Directors, by any officer upon whom such power of removal may be conferred by the Board of Directors.

Any officer may resign at any time by giving written notice to the Board of Directors, or to the President, or to the Secretary of the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in the Bylaws for regular appointments to such office.

Section 6. **President.** The President shall preside at all meetings of the members of this corporation and at all meetings of the Board of Directors.

[Amendment to Article VI, Section 7.]

Section 7. **Vice-Presidents.** In the absence or disability of the President, the First Vice-President, or in the absence of the First Vice-President, the Second Vice-President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to, all the restrictions upon, the President. The Vice-Presidents shall have such other powers and perform such other duties as from time to time may be prescribed by the Board of Directors or the Bylaws. [Amended at Special Board Meeting, March 19, 1983.]

Section 8. **Secretary.** There shall be two (2) Secretaries, either and both of which are referred to herein as "The Secretary". The Secretary shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the Board of Directors may order, of all meetings of Directors, Officers, and members, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at all meetings, the number of members present, or represented at members' meetings and the proceedings thereof.

The Secretary shall keep, or cause to be kept, at the principal office of the corporation a register showing the names of all of the members of this corporation and their addresses.

The Secretary shall give, or cause to be given, notice of all the meetings of the members of this corporation and of the Board of Directors and Officers required by the Bylaws or by law to be given, and shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by the Bylaws.

Section 9. **Treasurer.** The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses and surplus.

The Treasurer shall have general supervision of all financial affairs of the corporation. The Treasurer shall make arrangements for the proper custody and control of all funds, securities and other papers and documents relating to the corporation and shall see that an accounting system is maintained in such a manner as to give a true and accurate record of the financial transactions of the corporation. The Treasurer

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shall at appropriate intervals present to the Board of Directors written reports of the financial affairs of the corporation.

The Treasurer shall deposit all monies and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board of Directors and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by the Bylaws.

The books of account shall at all reasonable times be open to inspection by any Director.

## ARTICLE VII

### COMMITTEES

Section I. **Creation of Committees.** The Board of Directors may create and appoint standing or special committees for any purpose and delegate to such committees any of the powers and authority of the Board of Directors except the power and authority to adopt, amend or repeal these Bylaws. Such committees shall have power to act only in intervals between meetings of the Board of Directors and shall at all times be subject to the control of the Board of Directors.

Section 2. **Standing Committees.** Standing committees may consist of the Executive Committee, Finance Committee, Nominating Committee, and such other standing committees as may be authorized by the Board of Directors.

- (a) **Executive Committee.** The Board of Directors may appoint an Executive Committee consisting of the President, and five (5) members of the Board of Directors. Upon creation, there shall be delegated to said Executive Committee all of the powers and authority of the Board of Directors in the management of the business and affairs of the corporation during the interval between meetings of the Board of Directors and all actions of the Executive Committee shall be subject to ratification and approval by the Board of Directors. The designation of such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed on it, or him or her by law, by the Articles of Incorporation, or Bylaws. The Executive Committee shall establish rules and regulations for its meetings and shall meet at such times as it deems necessary, provided that at least two days' notice of all meetings shall be given to members of the committee. No act of the committee shall be valid unless approved by vote or written consent of a majority of its members. The committee shall keep regular minutes of its proceedings and report to the Board of Directors at all regular or special meetings of the Board.
- (b) **Finance Committee.** The Board of Directors may appoint a Finance Committee which shall assist the Treasurer in the performance of his or her duties, examine the Financial Statements and report to the Board concerning the financial condition of the corporation at regular Board meetings. The Finance Committee shall have such other powers or duties as the Board of Directors shall from time to time delegate to say committee.
- (c) **Nominating Committee.** The President may appoint a Nominating Committee consisting of three members of the Board of Directors and two members of this corporation at large. The committee shall submit to the Board of Directors at the regular February meeting of the Board every other year the names of the nominees for election to all offices and to the Board of Directors for the ensuing term. In addition to the list of nominees prepared by the Nominating Committee, the committee shall submit to the Board of Directors the names of the nominees for election to any elective office and to the Board of Directors who have been nominated by the membership in accordance with provisions of these Bylaws.

Section 3. **Special Committee.** Special committees for specific purposes or activities may be appointed from time to time by the Board of Directors. A Special Committee shall limit its activities to the accomplishment of the task for which it is appointed and it shall have no power except such specific powers as are conferred by the Board of Directors. Upon completion of the task for which appointed, each Special Committee shall stand discharged.

Section 4. **Membership Appointment.** Members of each committee shall be appointed by the Chairman of the Board, if there is one, otherwise by the President of this corporation, subject to approval by the Board of Directors.

Section 5. **Term of Office.** The Chairman and each member of the Executive Committee and each Standing Committee shall serve until the next election of Directors or until his or her successor is appointed, or until such Committee is sooner terminated, or until he or she is removed, resigns, or otherwise ceases to qualify as a Chairman or member, as the case may be, of the Committee. Chairmen and members of Special Committees shall serve for the life of the committee unless they are sooner removed, resign, or cease to qualify as a Chairman or member as the case may be, of such committee.

Section 6. **Meetings; Quorum.** Each committee shall meet as often as it is necessary to perform its duties at such times and places as directed by its Chairman or by the Board of Directors. A majority of the members of a committee shall constitute a quorum of such committee and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee except as otherwise provided in these Bylaws.

## ARTICLE VIII

### MEETINGS OF THE BOARD OF DIRECTORS

Section 1. **Place of Meeting.** All meetings of the Board of Directors shall be held at the principal office of the corporation or at such other place in the State of California as may be designated for that purpose by the Board of Directors.

Section 2. **Organization Meetings.** As soon as is reasonably practicable and within 30 days after the election of Directors, the Board of Directors shall hold an organizational meeting.

Section 3. **Regular Meetings.** Regular meetings of the Board of Directors shall be held at such time and place shall be prescribed from time to time by resolution of the Board.

Section 4. **Special Meetings.** A special meeting of the Board of Directors shall be held whenever called by the Chairman, or if he is absent or unable to act, by the Vice-Chairman, or by any three (3) directors.

Section 5. **Notice.** Notice of all special meetings of directors shall be given in writing by the Secretary of the corporation to each director personally or by United States mail or telegram at least two (2) days before the date of the meeting. No notice of regular meetings of the Board of Directors need be given. Notice of the time and place of holding an adjourned meeting of a meeting need not be given to absent Directors if the time and place are fixed at the meeting adjourned.

## ARTICLE IX

### GENERAL PROVISIONS

Section 1. **Checks and Drafts.** All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to the corporation and any and all securities

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owned or held by this corporation requiring a signature for transfer shall be signed or endorsed by such person or persons and in such manner as from time to time shall be determined by the Board of Directors.

**Section 2. Execution of Contracts.** The Board of Directors, except as in these Bylaws otherwise provided, may authorize an officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances and unless so authorized by the Board of Directors no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.

**Section 3. Voting Shares.** The corporation may vote any and all shares held by it in any other corporation by such officer, agent or proxy as the Board of Directors may appoint, or in default of any such appointment, by its President or Vice-President, and in such case, such officers, or any of them, may likewise appoint a proxy to vote said shares.

**Section 4. Compensation of Officers and Directors.** The members of the Board of Directors and the officers named in these Bylaws may receive compensation equivalent to the reasonable value of services or good furnished to this corporation by them. The amount of compensation, together with the time and method of payment shall be determined by the Board of Directors of this corporation.

**Section 5. Property.** The property, assets, profits and net income of this corporation are irrevocably dedicated for charitable and educational purposes and no part of the profits or net income of this corporation shall ever inure to the benefit of any Director, officer, or member thereof or to the benefit of any individual.

Upon the dissolution or winding up of this corporation, its remaining assets after payment of, or provision for payment of, all debts and liabilities of this corporation shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for religious, charitable, scientific, testing for public safety, literary, or educational purposes and which has established its tax exempt status under Section 23701 (d) of the Revenue and Taxation Code and Section 501 (c) (3) of the Internal Revenue Code.

## ARTICLE X

### AMENDMENTS TO BYLAWS

**Section 1. By Members.** New Bylaws may be adopted or these Bylaws may be repealed or amended at an annual meeting of the members, or at any other meeting of the members of this corporation called for that purpose, by a vote, or written consent of the members entitled to exercise a majority of the voting power.

**Section 2. By Directors.** Subject to the power of the members to amend, modify, or repeal the Bylaws and adopt new Bylaws, the Board of Directors may adopt, amend, or repeal any of these Bylaws other than a Bylaw or amendment thereof changing the authorized number of Directors.

**Section 3. Record of Amendments.** Whenever an amendment or new Bylaw is adopted, it shall be copied in the book of Bylaws with the original Bylaws, in the appropriate place. If any Bylaw is repealed, the fact of repeal with the date of the meeting at which the repeal was enacted or written assent was filed shall be stated in said book.