

**BYLAWS OF
KAAN: THE KOREAN-AMERICAN ADOPTEE ADOPTIVE FAMILY NETWORK**

Adopted November 8, 2010

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**Article I
Name and Mission of Group**

Section 1.1 — Name

The name of the Organization is KAAAN: the Korean American Adoptee Adoptive Family Network.

Section 1.2 — Purpose

The Organization is organized exclusively for charitable, educational, and cultural purposes. The purpose of Organization is to build understanding and stronger connections among adoptees, birth families, adoptive families, Koreans, Korean Americans, and others connected to adoption. The Organization will do this by:

- a) Coordinating an annual conference
- b) Using technology to frequently share news of events, opportunities, and news from around the nation and world
- c) Maintaining a website of resources
- d) Encouraging an attitude of openness and respect for different perspectives while seeking common ground
- e) Participating in the community in other ways as able
- f) Pursuing other paths in keeping with the mission as they arise

Section 1.3 — Registered Office

The registered office of the Organization shall be located in the Commonwealth of Pennsylvania. The Organization may have any number of offices at such places as the Executive Director may determine.

Section 1.4 – Nondiscrimination Policy

The Organization will not practice or permit any unlawful discrimination on the basis of sex, age, race, color, national origin, religion, physical handicap or disability, or any other basis prohibited by law.

**Article II
Membership**

Section 2.1 — No Members

The Organization shall have no “members” within the meaning of Pennsylvania Nonprofit Corporation Law.

**Article III
Advisory Council**

Section 3.1 — Advisory Council role, size, and compensation

The Advisory Council shall be a group of individuals and community leaders who represent a cross-section of the people the Organization seeks to serve. This group shall provide the Executive Director with perspective and advice on issues as requested. Advisory Council members shall also:

- a) Regularly attend KAAAN conferences, Advisory Council meetings, and special events;
- b) Provide onsite volunteer support during conferences as time and abilities allow;
- c) Serve as conduits of information for the parts of the community in which they are connected, regularly sharing ideas, appeals, and suggestions, and generally working to introduce and promote KAAAN;
- d) Assist with networking and fundraising efforts as able;

- e) Use discretion and confidentiality in terms of Advisory Council matters during and after term;
- f) Stay informed about issues confronting the organization, including cultural, financial, political, and legal;
- g) Prepare for meetings by reading minutes and reports and promptly reply to messages.

Advisory Council members have no voting authority except in the appointment/dismissal of the Executive Director, election of new Advisory Council members, approval of the annual budget, and in the revision of these bylaws as noted in Section 7.1. The Advisory Council should be comprised of no less than five people and no more than nine elected members. The Executive Director/President, Assistant Director, and the Treasurer shall participate as additional ex officio Advisory Council members. The Advisory Council receives no compensation other than reasonable expenses when possible.

Section 3.2 — Terms and Term Limits

Advisory Council members shall serve three-year terms and are eligible for election for up to two consecutive terms.

Section 3.3 — Advisory Council elections and procedures

During the last quarter of each fiscal year, the Advisory Council shall elect members to replace those whose terms will expire at the end of the fiscal year as well as any vacancies resulting from a resignation or removal of a member. This election shall take place during a regular meeting of the Advisory Council, called in accordance with the provisions of these bylaws. Nominations will be received by the Executive Director/President up to two weeks prior to the meeting. Members so elected shall serve a term beginning on the first day of the next fiscal year.

Section 3.4 — Meetings and Notice

Meetings of the Advisory Council of Directors shall be held at least three times per year, at times and locations set by the Executive Director in consultation with Advisory Council members. Some meetings will take place electronically via email, teleconference, or other methods.

- a) An official Advisory Council meeting requires that each Advisory Council member have written notice at least two weeks in advance. Rescheduling of such meetings on shorter notice may be done with reason at the discretion of the Executive Director, provided that every effort is made to contact all involved.
- b) Special meetings of the Advisory Council may also be called at the request of the Executive Director or three-fourths of the Advisory Council. Written notice of special meetings should be provided to all Advisory Council members as soon as reasonably possible.

Section 3.5 — Quorum

A quorum of at least a third of current Advisory Council members is needed for elections to take place. Participation via teleconference or other method shall count toward a quorum provided that all can interact.

Section 3.6 — Attendance

Members of the Advisory Council of Directors are expected to attend all Advisory Council meetings when possible. Each director shall notify the Executive Director if attendance from a meeting is to be excused. Unexcused absence of any elected member from more than two consecutive Advisory Council meetings shall be regarded as a resignation of the position.

Section 3.7 — Resignation and Removal

Personal resignation from the Advisory Council must be in writing and received by the Executive Director/President. An Advisory Council member can also be terminated from the Advisory Council due to

excess absences as detailed above in Section 3.9. An Advisory Council member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 3.8 — Vacancies

In the event that an Advisory Council member's position is vacated before the end of a term, and the minimum numbers of members is no longer met, the Advisory Council may designate an appointee to fill that vacancy for the duration of the term. If the unexpired term is less than twelve months, it shall not be considered a term as outlined in section 3.2 above.

Section 3.9 — Director's Liability

No Advisory Council member of the Organization shall be personally liable for monetary damages for any action taken, or any failure to take action, unless the Advisory Council member has breached or failed to perform the duties of his or her office under Subchapter 57B of the Pennsylvania Nonprofit Organization Law (relating to standard of care and justifiable reliance); and the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

Section 3.10 — Conflict of Interest

Members of the Advisory Council must openly declare their affiliation or employment with public or private organizations and agencies, especially businesses, which may profit from the activities of the Organization. They must abstain from voting on matters where conflict of interest may exist. Conflict of interest may be declared personally or raised by a member of the Advisory Council. The minutes from each Advisory Council meeting will reflect any conflict of interest occurring at that meeting.

**Article IV
Director and staff**

Section 4.1 — Executive Director

The Advisory Council shall appoint or hire an Executive Director who shall serve at the will of the Council. The Executive Director shall have immediate and overall supervision of the operations of the Organization and shall direct the day-to-day business of the Organization; maintain the properties and possessions of the Organization; appoint and direct of all staff members under the Executive Director's supervision, and perform such additional duties as may be directed by the the Advisory Council. No officer or member of the Advisory Council may individually instruct the Executive Director or any other staff. The Executive Director shall make such reports at the Advisory Council as shall be required by the President or the Board. The Executive Director shall be an ad-hoc member of all committees.

The Executive Director may not be related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity to any member of the Advisory Council. The Executive Director may be appointed or hired at any meeting of the Advisory Council by a majority vote and shall serve until resignation or removal by the Advisory Council upon an affirmative vote of three-quarters (3/4) of the members present at any meeting of the Board Directors. Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any Executive Director, who shall remain an employee terminable at will, as provided in this Section.

Section 4.2 — Other staff

The Executive Director may appoint, dismiss, and supervise additional staff as needed to accomplish the mission of the Organization. ~~All staff positions are volunteer and unsalaried.~~

Article V Committees

Section 5.1 — Committee formation

The Executive Director may create and dissolve additional committees to plan and conduct special activities or work on special projects. The Executive Director is an ex officio member of all committees. Meetings of each committee will take place as needed and in such locations as desirable to accomplish the work of said committee in concordance with the principles set forward by the Organization. Efforts will be made to publicize each meeting so that new members can become involved.

Article VI Finances

Section 6.1 — Fiscal Year

The fiscal year of the Organization shall be from January 1 through December 31.

Section 6.2 — Deposits and Expenditures

All monies received by the Organization shall be deposited in such federally insured bank, trust company, building and loan association, fiscal sponsor, or savings and loan association as the Executive Director may determine. Withdrawals of moneys on deposit shall be made only on such signature or signatures as the Executive Director directs.

Section 6.3 — Financial Accountability of the Advisory Council and Other Leaders

No Advisory Council, committee members, or other volunteers shall receive compensation for their services to the Organization. Approved expenses representing direct costs (not to include wages or salaries) shall be reimbursed subject to available funds. All monies or honoraria accepted by anyone acting as a representative of the Organization must be submitted to the Organization.

Section 6.4 — Permissible Activities

No substantial part of the activities of the Organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Bylaws, the Organization shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code, or (b) by a Organization, contributions to which are tax deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article VII Amendments and Interpretation

Section 7.1 — Procedures for Amendment

The power to alter, amend or repeal the Bylaws, or adopt new Bylaws, is vested with the Advisory Council of Directors by three-quarters vote. However, a fifteen-day prior notice of the intended amendment must be provided. The Bylaws may contain any provision for the regulation and management of the Organization not prohibited by law or the Articles of Incorporation.

Section 7.2 — Parliamentary Procedure

In the absence of any special rule or bylaws, Robert's Rules of Order (latest revision) shall be considered the authority of parliamentary procedure.

**Article VIII
Dissolution**

Section 8.1 — Procedures for Dissolution

Upon the dissolution of the Organization, the Executive Director and Treasurer shall, after paying or making provision for the payment of all of the liabilities of the Organization, dispose of all of the assets of the Organization for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Organization is then located, exclusively for such purposes or to such Organization or Organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

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