

CHAPTER 1. NAME AND PURPOSE

ARTICLE 1. NAME

The name of this corporation is Korean American Women in Science and Engineering (KWise) (herein called the "KWise"). KWise shall be operated exclusively as a non-profit organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 2. PURPOSE

KWise is organized exclusively for charitable, educational, and scientific purposes to achieve the following objectives:

1. Technical Excellence
2. Professional Networking
3. Career Development
4. US-Korea Cooperation

CHAPTER 2. MEMBERSHIP

ARTICLE 3. QUALIFICATION OF THE MEMBERSHIP

Anyone over 18 years of age who are interested in promoting career development and networking among women scientists and engineers with Korean heritage in the areas of STEM may apply for a membership.

A regular member shall be an individual residing in the USA, with at least a bachelor's degree or its equivalent, who is engaged in science, engineering, or a related field. A regular member is required to renew their membership annually at the beginning of the year.

In addition, the HQ Executive Committee (EC) can approve the eligibility of an associate member in special cases.

A student member shall be a college student residing in the USA, who is pursuing a degree in science, engineering, or related field.

CHAPTER 3. BOARD OF DIRECTORS ("COUNCIL")

ARTICLE 4. MEMBERSHIP

The Council consists of the following members who shall manage the affairs of KWise:

1. President
2. Vice President(s)
3. Treasurer
4. Directors
5. Advisory Board Members consisting of Former Presidents
6. Local Chapter Presidents

ARTICLE 5. FUNCTIONS

In addition to its general authority, the Council shall deliberate and make decisions on the election, business plan and budget, activities including annual conferences, mentoring programs, community activities, etc.

ARTICLE 6. DISCIPLINARY ACTIONS

In accordance with the Bylaws or the Policies, the Council may suspend the rights and privileges of membership or expel any member who violates the Bylaws or the Policies, interferes with goals, business, and general work ethics of KWiSE including conflicts of interest, or disgraces KWiSE's reputation.

ARTICLE 7. MEETINGS

The Council meetings shall be called by the President, Vice President(s), or the Chair of the Advisory Board and shall be specified or fixed in the respective notices or waivers of notice thereof. At such meetings, the members may update all business. It is required to meet the quorum, at least 30% of the Council Members to hold the meeting. Decisions shall be made by the majority (over 50%) of the meeting participants.

The Annual Council meeting is recommended to be held at the beginning of the year after the annual financial report is compiled. The format of the meeting can be in person or online.

Special meetings may be called by the President, Vice President(s), or the Chair of the Advisory Board at least five (5) days' notice to each member by e-mail.

Remote communication, including virtual conference and e-mail, will be used to permit members to participate in and vote at the meeting.

CHAPTER 4. ADVISORY BOARD

ARTICLE 8. MEMBERSHIP

The Advisory Board consists of Former Presidents. The Immediate Past President shall serve as the chair of the Advisory Board.

ARTICLE 9. FUNCTIONS

The Advisory Board shall provide recommendations, advice, and support for the KWiSE practice when needed.

CHAPTER 5. HEADQUARTER (HQ) OFFICERS

ARTICLE 10. HQ EXECUTIVE COMMITTEE (EC)

The HQ EC shall consist of the following:

1. President
2. Vice President(s) who shall also serve as Executive Director(s)
3. Finance Director, who shall also serve as Treasurer
4. Other Directors

The HQ Directors to assemble the administration shall be nominated by the President-Elect and approved by the Council. The HQ President is elected by the Election Committee. The President candidates must have prior experience serving as a Chapter President. The President's term shall be two (2) years, starting on January 1 of the following year after the election.

ARTICLE 11. ELECTION COMMITTEE

The Election Committee consists of the Council members. The Election Committee Chair shall be appointed by the President and approved by Advisory Board members. The Election Committee shall nominate President candidates by six months prior to the present administration ending.

Over fifty percent (50%) of the Election Committee members shall be necessary and sufficient to constitute a quorum for the election. Each Election Committee member shall have one (1) vote. Such a vote may be by in person, e-mail, and other electronic means, as authorized by the Council. The President shall be elected with over 50% of the votes. If a tie vote occurs, the Council will continue voting until a majority decision is reached.

ARTICLE 12. AUDITOR(S)

The Auditor(s) elected from the Advisory Board shall conduct the regular audit on HQ and Chapters at least once every year (January and/or August). Auditor(s) shall conduct a special audit if the Advisory Board or the HQ EC requests.

The Auditor(s) shall audit KWiSE's affairs according to standard accounting rules and the Policies. The Auditors report the results to the EC and Advisory Board.

ARTICLE 13. TERM OF OFFICERS AND AUDITORS

Each elected officer, appointed officers, and Auditor(s) of KWiSE shall hold office for a two-year (2-year) term.

In the event of a vacancy in any position, the replacement is elected or appointed. The term of the replacement is the remaining term of the replaced person.

ARTICLE 14. DUTIES

EC shall have and exercise the authority to deliberate and make decisions on the following items through meetings:

1. Business plans and management of KWiSE.
2. Budget and financial reports.
3. Matters authorized by the Bylaws.
4. Other appropriate matters.

President

The President shall be the chief executive officer of KWiSE. The President coordinates and oversees the work and functioning of all offices, committees, and chapters.

The President shall sign and execute all contracts or other obligations authorized by the Council in the name of KWiSE. The President shall overview and approve all public announcements via KWiSE group emailing system. The President shall seek the approval of the EC on significant matters other than those previously set forth in the Bylaws or Policies.

The President shall preside when present at all EC meetings and serve as Chair at Council Meetings. The President shall have general authority to receive and transfer title to gifts to the KWiSE on its behalf, to execute bonds, deeds, and contracts in the name of the KWiSE.

In the event of the absence or disability of the President, the duties of such office shall be performed, and the powers thereof may be exercised by other Directors in the order of their seniority, unless otherwise determined by the Advisory Board.

Vice President(s) (Executive Directors)

The Vice Presidents shall assist the President and execute KWiSE activities. The VPs shall keep and account for all documents, papers, and records of the KWiSE. The VPs shall keep a record of all minutes of meetings.

Treasurer (Finance Director)

The Treasurer shall have active control of and shall be responsible for all matters pertaining to the accounts and finances of the KWiSE; shall supervise the manner of keeping all vouchers for payments by the KWiSE and all other documents relating to such payments; shall have charge of all matters relating to taxation.

Directors

The Directors shall perform their duties under the direction of the President and the EC.

ARTICLE 15. MEETINGS

The President shall convene EC Meetings as necessary. The President shall attempt to give all EC members notice of the agenda at least three (3) days before the scheduled meeting. Any meeting may be conducted in person, by mail, or by electronic means.

ARTICLE 16. COMPENSATION OR SALARY

No stated salary shall be paid to any EC members or their family for their services. EC members shall sign the conflict of interest (COI) disclosure statement. All officers shall keep the COI policy.

ARTICLE 17. REMOVAL AND FILLING OF VACANCIES

Any officer may be removed at any time by the Council whenever in its judgment the best interests of the KWiSE will be served thereby.

In the event of a vacancy in any position, the replacement is elected or appointed by Council. The term of the replacement is the remaining term of the replaced person.

CHAPTER 6. FINANCE

ARTICLE 18. FISCAL YEAR

The fiscal year of KWiSE shall commence on January 1 and end on December 31.

ARTICLE 19. ANNUAL REPORTS

The following items shall be reported to and approved by the Council:

The final income and expense statement and the final business report for the previous year by the Past President.

The business plan and budget for the current year by the current President.

Other items deemed necessary by the Council.

Annual tax reports should be prepared and submitted to the IRS by the President.

ARTICLE 20. Bank Accounts

The deposit, investment, and disbursement of all KWiSE funds shall be made only as provided in the Policies.

ARTICLE 21. FUNDS AND PROCEDURES

The KWiSE has the following sources of income, and all expenses of KWiSE shall be paid using these sources: sponsorships, contributions, gifts, and donations from individuals and corporations, which shall be placed in the KWiSE Fund and Operations Fund. The principal income of the Operations Fund shall be used to support the ongoing operations and administration of the KWiSE in a manner consistent with the purposes of the KWiSE.

CHAPTER 7. LOCAL CHAPTERS

ARTICLE 22. ELECTION OF LOCAL OFFICERS

President of a Local Chapter shall be elected by the members of the Local Chapter. The Chapter President shall overview and approve all local activities, including meetings, funding recruitment, and public announcements via KWiSE group emailing system, in cooperation with HQ.

The VP (Executive Director) and the Treasurer (Finance Director) shall perform their duties under the direction of the President. They shall report and maintain the records of all meetings and activities of local chapters to HQ EC.

The term of all officers in a Local Chapter is maximum two (2) years. The Chapter Presidents are not allowed to be re-elected. In emergency or special cases, the Chapter President can be re-elected if the Council approves nomination and re-election of the candidate.

ARTICLE 23. ACTIVITIES

A Local chapter shall organize activities to promote the KWiSE mission. Local Chapters shall show activity and hold at least one (1) meeting of all members annually.

ARTICLE 24. FINANCE

The HQ of KWiSE may assist Local Chapters financially by providing subsidiary funding. In addition, the HQ may assist or work together with Local Chapters financially upon request for a special project that promotes the objectives of the Local Chapters depending on the HQ EC.

No officers shall receive compensation for services as a President, Treasurer, or a member of a standing or special committee of the Board.

No stated salary shall be paid to any EC members or their family for their services. EC members shall sign the conflict of interest (COI) disclosure statement. All officers shall keep the COI policy.

ARTICLE 25. REPORT

The Presidents of Local Chapters shall submit their annual reports including a financial report (including documents required for tax reporting), a membership list, and all records of activities to the HQ President of KWise at least once a year at the end of each year.

The Presidents of Local Chapters shall submit a report to HQ upon the funded special projects' ending.

CHAPTER 8. MISCELLANEOUS

ARTICLE 26. AMENDMENT OF BYLAWS

The Council, upon the recommendation of the HQ EC, may recommend amendments to the Bylaws. These Bylaws may be altered, amended, or repealed, or new Bylaws may be adopted.

The quorum for approving amendments to the Bylaws shall be 50% of all Council. Amendments shall require approval of at least 2/3 of the total votes cast.

ARTICLE 27. EFFECTIVE DATE

These Bylaws or any amendment to the Bylaws shall be effective immediately upon the approval of the Council.

APPENDIX: AMENDMENT HISTORY

Amendment 1

Approved by the 10th HQ EC and the Advisory Board on **August 11, 2025**.
Adopted by the General Assembly in **September 2025**.