

# **Bylaws of St. Croix Valley Korean-American Culture Society Inc.**

APPROVED BY:  
THE BOARD OF DIRECTORS  
APRIL 11, 2002  
AMENDED APRIL 17, 2006  
AMENDED JANUARY 16, 2012  
AMENDED May 20, 2019

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## ARTICLE I - NAME AND LEGAL STATUS

- 1.01 NAME.** The name of this Corporation is St. Croix Valley Korean-American Cultural Society, Inc. (hereinafter referred to as “SCVKACS”)
- 1.02 LEGAL STATUS.** SCVKACS is incorporated under the provisions of Minnesota State laws and is registered as a Minnesota Non-Profit business and has been granted tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

## ARTICLE II - PURPOSES

- 2.01 PURPOSES.** The purposes of this Corporation are to:
- (1) Fulfill its Mission Statement, as specified by the Board of Directors, attached to these bylaws as Attachment I. The Mission Statement may be modified as necessary by the Board of Directors, by affirmative vote of two-thirds of the entire Board membership, in order to comply with the goals, vision and long-range plan of the Corporation;
  - (2) Promote parental involvement in the development of their children by providing opportunities for parent education and participation with the operation of the Corporation;
  - (3) Promulgate healthy, strong relationships between the Corporation and other philosophically similar institutions.
- 2.02 LIMITATIONS.** This Corporation is formed exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as amended, or such other provisions of Minnesota or Federal Law as may from time to time be applicable. This Corporation shall not be operated for profit but shall be operated exclusively for charitable purposes.

## ARTICLE III - BOARD OF DIRECTORS

- 3.01 COMPOSITION.** The Board of Directors shall consist of at least seven (7) members or the minimum provided by law, whichever number is greater, and may have as many as eighteen (18) members. Board members should represent Camp Choson stakeholders. The following positions will make up the Board of Directors: President, Treasurer, Secretary councilor (if represented on the Board) and Member(s)-At-Large.
- 3.02 ELIGIBILITY.** Any position on the Board may be filled by any adult who either has or has had children enrolled in Camp Choson, or any other adult in the community whom the Board deems to be specially suited, either professionally or in any other way, to help the Board fulfill its Purposes. Because of the scope and responsibility of a few of the Board positions, relevant professional background or experience may be desirable.
- 3.03 ELECTION AND TERMS.** The Board of Directors shall propose appointments each year for the required number of members it deems necessary to fulfill the purposes of the Corporation while maintaining compliance with Article 3.01 above. These appointments, or re-appointments, will be approved by the Board through a majority vote of the Directors then serving. Directors may be appointed to the Board at any meeting of the Board at which there is a quorum. All Directors will be appointed for a term of two (2) years. Generally, Board terms will start after the previous year’s evaluation is completed. Attempts will be made to structure all term so that approximately half will expire in any one (1) year.
- 3.04 POWERS.** The Board of Directors shall be responsible for the general well-being of the Corporation and its Mission now and into the future. Board members are responsible using resources wisely and in accordance with the law. All business of the Corporation shall be under the supervision of the Board of Directors. The Board of Directors, at its discretion, may assign any of its responsibilities to any of its committees.

- 3.05 VOTING.** All voting rights concerning the Corporation shall belong to the Board of Directors. Each Board member shall have one (1) vote and shall exercise that voting right in person only or in under extenuating circumstances, email voting with a defined proposal and clear, multi day timeline for execution.
- 3.06 RESIGNATION.** A Board member may resign at any time by giving written notice of his or her resignation to the President; in the event it is the President resigning, written notice is to be presented to the Secretary. The written resignation is effective when received by the appropriate Board member, unless a later date has been specified in the notice. Resignation will be assumed if any Board member is absent for three consecutive Board meetings without explanatory correspondence to the President; this resignation will be effective upon confirmation and approval by majority vote of the Directors at a subsequent meeting of the Board.
- 3.07 REMOVAL.** Any Board member may be removed, with or without cause, by majority vote of the entire Board of Directors.
- 3.08 VACANCY.** In the event a seat of the Board of Directors becomes vacant during a term being served, the Board may appoint an individual by majority vote to serve out the rest of that Director's term.
- 3.09 COMPENSATION.** Any Director shall not be compensated for their service on the Board in the performance of their normal duties; however, the Board of Directors may approve repayment for any extraordinary expenses incurred by a Director in connection with the performance of his or her Board duties, and may approve compensation to a normal Director for special tasks assigned by the Board that fall outside the individuals normal Board duties.
- 3.10 CODE OF CONDUCT.** Each member of the Board is a professional representative of the Corporation, its Mission, Purposes and long-term goals. All Board members should agree to:
- Attend all Board meetings, unless there is a valid reason for absence. Read reports, recommendations, and other materials to prepare in advance of meetings.
  - Model respect and be mutually supportive.
  - Avoid professional/personal conflict of interest or any semblance of self-enrichment as a result of being a Board member.
  - Serve the Corporation in good faith and demonstrate fiduciary responsibility.

## **ARTICLE IV - BOARD MEETINGS**

- 4.01 MEETINGS.** The Board of Directors will meet regularly and will publish a schedule of meetings at the beginning of each Camp Year. Meeting times or places may be changed due to unforeseen circumstances by the President within reason, and a reasonable notice of such will be given to each Board member. The Annual Camp Meeting will be conducted during camp week. The Corporation's Annual Business Meeting for the appointment or re-appointment of its Officers and Member(s)-At-Large, as well as presentation of an annual financial report, will be in proximity to the end of the Camp Year.

The Board of Directors may meet at other times for Special Meetings when called by the President or any three (3) Directors. The purpose of the Special Meeting must be specified in the notice of the meeting, which will be in writing and posted (by US Post or e-mail) at least five (5) days prior to the meeting.

- 4.02 QUORUM.** A majority of the Board of Directors shall constitute a quorum and must be present before official business may be conducted. The Board shall act upon all matters by a simple majority vote of all those present, unless a greater vote is otherwise required as specified elsewhere by law or these bylaws.

## ARTICLE V – OFFICERS AND INDIVIDUAL BOARD MEMBER RESPONSIBILITIES

**5.01 OFFICERS.** The Officers of the Corporation shall be the President, Secretary, Councilor (if represented on the Board), and Treasurer. The President's signature with either of the other officers is the official mechanism by which the Corporation executes authorized Board business with respect to legally binding documents, contracts, deeds, mortgages, bonds or any other legal instruments. If there is no current President, the Acting-President (see Article 5.02 below) with the Treasurer's signature will become the official mechanism until a new President can be elected pursuant to Article 3.08.

No Officer shall obligate the Corporation in any legally binding loan or similar contract of indebtedness without the authorization of the Board and/or the Executive Committee (see Article 6.04). No Director shall be appointed to more than one Officer position at any one time, unless subject to the provisions of Article 5.02. No Director shall be appointed to the same Officer position for more than three consecutive full terms unless a qualified individual cannot be found to fill the Officer position.

**5.02 THE CHAIN OF COMMAND.** Should the President, for whatever reason, be unable to complete his or her term, and/or the office of President becomes vacant, the Secretary will assume the role of President until a new President is elected pursuant to 3.08. If both the offices of President and Secretary are unable to complete their terms, for whatever reason, and/or become vacant at the same time, the Councilor (if represented on the Board) will assume the role of President until the vacancies can be filled pursuant to 3.08.

**5.03 PRESIDENT.** The President shall be the principal Officer of the Corporation, shall perform all duties relevant to the office of President and shall, in general, supervise and be responsible for all business of the Corporation. The President shall have the following duties:

- (1) Preside at all meetings of the Executive Committee and of the Board;
- (2) Monitor the work of all committees;
- (3) Be a lead spokesperson for the Corporation;
- (4) Prepare the agenda for each Board meeting;
- (5) Sign with another Officer any deeds, mortgages, bonds, or other instruments which the Board has authorized to be executed in an amount greater than \$600; and,
- (6) Perform any other duties as may be assigned by the Board.

**5.04 SECRETARY.** The Secretary shall have the following duties:

- (1) Serves as one of the Officers of the Corporation as described in 5.01;
- (2) Maintains and distributes the official record of all Board and Executive Committee minutes;
- (3) Assists the President in the distribution of reports, agendas, or other materials as needed in preparation for Board meetings;
- (4) Performs the duties of the President in his or her absence, or should there be a vacancy of that position as in 5.02; and,
- (5) Perform any other duties as may be assigned by the Board.

**5.05 TREASURER.** The Treasurer provides information and leadership to assist the Board in its responsibility for the financial health and well-being of the Corporation. The Treasurer shall have custody of all the funds of SCVKACS, and shall deposit all monies and valuables in the name of and to the credit of SCVKACS in such banks or depositories as the Board may designate. The Treasurer has the authority to disperse funds or make budgetary revisions up to a specified amount as determined by the Board annually. The Treasurer shall have the following additional duties:

- (1) Ensures that proper financial records and controls are maintained;
- (2) Meets or confers with the President and finance committee regularly in order to address or identify financial

concerns and ensure accuracy of camp assets;

- (3) Presents an annual financial report at the end of the fiscal year for review by the Board and may present financial reports at regular Board meetings as necessary, or as requested by the Board;
- (4) Meets with the Finance Committee and President, as necessary, to prepare and propose the annual budget for the coming year to the Board for its approval;
- (5) Makes recommendations to the Board regarding cash reserves, accounts and investment vehicles with regards to prudent fiscal practices;
- (6) Serves as one of the Officers of the Corporation as described in 5.01; and,
- (7) Performs any other duties as may be assigned by the Board.

**5.06 COUNCILOR.** (if represented on the Board) This Board position serves as a special consultant to the other Officers of the Corporation by virtue of the individual's experience, knowledge, professional background or whatever qualities the individual possesses that makes him or her especially suited to help the Board fulfill its Purposes and Mission. The Councilor serves on the Executive Committee, is actively involved with Board activities, may assist any other Board member in their tasks, may be required to perform the duties of the President pursuant to Article 5.02, and may have special tasks assigned as deemed necessary by the Board.

**5.07 MEMBER(S)-AT-LARGE.** One Member-At-Large serves on the Executive Committee as appointed by the Board annually. All Members-At-Large may serve on any other committee(s) or in any other fashion as deemed necessary by the Board to fulfill its Purposes and Mission.

## **ARTICLE VI - COMMITTEES**

**6.01 TYPES.** The three committees described by these bylaws are the Executive Committee, the Finance Committee and Special Committees.

**6.02 RESPONSIBILITIES.** Each committee is charged with certain duties and responsibilities as specified by the Board and as stated in these bylaws. Each committee shall implement the policies of the Corporation, relevant to its duties and responsibilities, and shall suggest by report to the Board of Directors, modifications of the policies as needed. The Board may act by and through such committees. All committees shall be under the direction of the Board at all times and will report to the Board at its regularly scheduled meetings. Any action by any committee may be altered or repealed by majority vote of the Board. Each committee should be cognizant of the Bylaws and Purposes of the Corporation.

**6.03 COMMITTEE APPOINTMENTS AND TERMS.** With the exception of the Executive Committee, all other committees shall be chaired by one or more individuals, appointed by the Board. Committee chairs will serve a term of no more than one Camp Year and will be appointed/re-appointed every year. Directors may serve on multiple committees with no limit on number of terms served as a committee member. Committee members may be appointed by the Board, or by the committee chair with Board approval.

**6.04 EXECUTIVE COMMITTEE.** The Executive Committee shall consist of the Officers of the Corporation and a Member-At-Large appointed to the Executive Committee by the Board. The Executive Committee shall perform the usual functions of the Board of Directors including management of the affairs of the Corporation during the intervals between meetings of the Board of Directors, or at times when extreme confidentiality is necessary (i.e. volunteer issues, etc.). The President, as needed, shall call Executive Committee meetings with reasonable notice to its members and shall preside at the meetings. The Secretary shall ensure that minutes of the meeting are recorded and shall maintain the official record. The quorum for meetings of the Executive Committee will be set at three (3) with a simple majority vote of those present to act.

The Executive Committee is also charged with:

- (1) The responsibility of tracking the terms and tenure of all current Directors;
- (2) Recruiting suitable candidates to serve as Directors to fulfill the needs of the Board;
- (3) Receiving applications to the Board, evaluating those applications and presenting recommended applicants to the Board for appointment;
- (4) Ensuring that identified key volunteer positions (see 3.01) are represented on the Board, and that all parts of camp are fairly represented as much as possible; and
- (5) Anticipating and helping to provide a smooth transition of power within the Board by identifying potential Officer candidates as needed. (See attachment 2)

Because of its operative nature and need to be expeditious, special powers will be granted to Executive Committee members such that they may communicate and vote on issues via telephone and/or electronic means at all times other than during Board meetings. While there are no quorum requirements to conduct corporate business in this fashion, a majority vote of all Executive Committee members is required.

The President shall inform the Board of all action taken by the Executive Committee at the next Board meeting.

**6.05 FINANCE COMMITTEE.** The finance committee will assist the Treasurer in the oversight of camp resources. The Treasurer will chair the committee and meet as needed to set budgets, monitor assets and ensure the financial ability of the organization. (See 5.05)

**6.06 SPECIAL COMMITTEES.** Any number of Special Committees subject to Articles 6.02 and 6.03 above, may be established when deemed advisable by the Board of Directors.

## **ARTICLE VII - VOLUNTEER ENGAGEMENT**

**7.01 NUMBER AND TENURE.** The Board may authorize the engagement of volunteers as it deems appropriate.

**7.02 STIPENDS.** The Board will authorize reasonable payment for services rendered or materials received.

## **ARTICLE VIII - MISCELLANEOUS**

**8.01 FISCAL YEAR.** The Fiscal Year of this Corporation is equal to the calendar year.

**8.02 CAMP YEAR.** The Camp Year of this Corporation is defined as October 1st to the following September 30th.

**8.03 PARLIAMENTARY RULES.** All meetings subject to these bylaws shall be conducted in an orderly and fair manner, and with proper parliamentary procedure according to Robert's Rules of Order, Newly Revised, except where contrary to these bylaws and any special rules of order this Corporation may adopt.

**8.04 MEMBERS.** Other than the Board of Directors, the Corporation shall have no members. "Member Emeritus" is a recognized honorary title that may be granted by the Board to its Alumni. While these individuals are not members and have no voting rights, by virtue of their interest and participation in the purposes of the Corporation, they may attend Board meetings, may serve on any committee (except Executive Committee) and may be assigned special tasks or responsibilities as determined by the Board.

**8.05 INDEMNIFICATION.** No Director, Officer, Employee or Agent, of this Corporation or any other person associated with this Corporation shall be indemnified for any threatened, pending or completed legal action, whether civil, criminal, administrative or investigative, unless approved by the majority of the Directors present at a duly held meeting of the Board of Directors for which notice stating such purpose has been given, or unless provided for in a separate policy of insurance.



**8.06 STANDARD OF CARE.** It is the responsibility of each Director and Agent of this Corporation to discharge his or her duties in the Corporation in good faith, in a manner the person reasonably believes to be in the best interests of this Corporation, and with the care an ordinary prudent person in a like position would exercise under similar circumstances. Directors shall avoid conflicts of interest when dealing with other Corporations, organizations or individuals in accordance with Minnesota law.

**8.07 FORBIDDEN ACTS.** No Director or Agent of the Corporation shall:

- (1) Have the right or authority to bind or obligate the Corporation to any extent whatsoever, unless specifically given the power to do so elsewhere in these bylaws, or by an action of the Board;
- (2) Use the Corporation's name, credit, or property for non-corporate purposes except if such action was granted by the Board; or,
- (3) Commit any act either detrimental to the interests of the Corporation or which would make it impossible to carry on the business of the Corporation.

**8.08 NONDISCRIMINATION.** SCVKACS accepts children and families of any race, color, national and ethnic origin, to all rights, privileges, programs and activities available to individuals under the direction of the Corporation. SCVKACS shall not discriminate on the basis of race, color, creed, national or ethnic origin, in hiring practices or allowing participation within its programs.

**8.09 BOND.** The Board, at its option, may bond any individual having control of corporate funds in such amount so as to protect the Corporation.

#### **ARTICLE IX - AMENDMENTS**

**9.01 AMENDMENTS OF BYLAWS.** The Board of Directors may from time to time adopt, amend, or repeal all or any of the bylaws of this Corporation with an affirmative vote of two-thirds (2/3) of the entire Board membership.

#### **ARTICLE X - DISSOLUTION**

**10.01 PROCEDURE.** Dissolution will require a unanimous vote of the entire Board of Directors.

**10.02 FUNDS.** Upon the dissolution of this Corporation, none of the funds or properties shall be distributed to, among, or for the benefit of any of its Directors. After the payment of all indebtedness, its assets and properties shall be paid over and delivered to one or more non-profit organizations whose purpose is compatible with that of this Corporation. The Board of Directors in office at the time of the dissolution shall designate the non-profit organizations to which the funds will be directed.