

The First Amended and Restated Bylaws of
KOREAN WOMEN'S INTERNATIONAL NETWORK OF LA
A California Nonprofit Public Benefit Corporation

ARTICLE 1 NAME

Section 1.1 Corporate Name

The name of this corporation is **KOREAN WOMEN’S INTERNATIONAL NETWORK OF LA** (the “Corporation”).

ARTICLE 2 OFFICES

Section 2.1 Principal Office

The principal office for the transaction of the business of the Corporation shall be established in Los Angeles County.

Section 2.2 Other Offices

The Board shall not at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to transact business.

ARTICLE 3 PURPOSES

Section 3.1 General Purpose

The Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law of California (“California Nonprofit Corporation Law”) for *public* purposes.

Section 3.2 Specific Purpose

The Corporation acknowledges that it is an affiliate organization of the Ministry of Gender Equality and Family of the Republic of Korea (the “Ministry”) and shares with the Ministry a common purpose of promoting the rights of women of Korean heritage who reside outside of the Republic of Korea. Accordingly, the Corporation shall coordinate its activities with the Ministry to achieve its purposes.

The Corporation is organized under California Nonprofit Corporation Law to promote women’s rights.

The specific purpose of the Corporation shall include, without limitation, promoting the rights of women and contributing to the development of Korean-American communities and other communities in the United States by utilizing the expertise of the Corporation’s members.

ARTICLE 4 LIMITATIONS

Section 4.1 Political Activities

The Corporation has been formed under California Nonprofit Corporation Law for the charitable purposes described in Article 3, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

Section 4.2 Prohibited Activities

The Corporation shall not, except in any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in Article 3. The

Corporation may not carry on any activity for the profit of its Officers, Directors or other private persons or distribute any gains, profits or dividends to its Officers, Directors or other persons as such. Furthermore, nothing in Article 3 shall be construed as allowing the Corporation to engage in any activity not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”) or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

ARTICLE 5 DEDICATION OF ASSETS

Section 5.1 Property Dedicated to Nonprofit Purposes

The property of the Corporation is irrevocably dedicated to **public** purposes. No part of the net income or assets of the Corporation shall ever inure to the benefit of any of its Directors or Officers, or to the benefit of any private person, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3 hereof.

Section 5.2 Distribution of Assets upon Dissolution

Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for **public** purposes and which has established its tax exempt status under Section 501(c)(3) of the Code.

ARTICLE 6 MEMBERSHIPS

Section 6.1 Qualifications of Members

The members of the Corporation (the “Members”) shall be women residing in Southern California who support the purposes of the Corporation, have completed the membership selection process as provided in Section 6.2, and have paid the membership dues by due date described in Section 6.3. There shall be only one (1) class of Members.

Section 6.2 Membership Selection Process

A prospective member shall be sponsored by a current Member in good standing and shall submit a completed application for membership. The prospective member’s qualifications shall be assessed by the Executive Committee, comprised of the officers of the Corporation as provided in Section 9.1, and a recommendation for membership, if any, made to the Board, and the prospective member’s application shall be approved by a vote of the Members at the Corporation’s General Meeting (as defined below) at which meeting a vote on the admission of the prospective member is taken.

Section 6.3 Membership Dues

The amount for the annual membership dues shall be set at the Annual Meeting of the Corporation’s Members by a vote of the Members at such meeting. Failure to pay current annual dues by the due date, which shall be November 30 of each year shall result in termination of the Member’s membership, and no prior notice shall be required for such termination. Notwithstanding anything to the contrary contained herein, any Member whose membership has been terminated under this Section 6.03 shall have a grace period of three (3) months to make any past due payments and reinstate her membership to good standing.

Section 6.4 Members' Rights and Responsibilities

- (a) The Members shall comply with these bylaws of the Corporation (as these bylaws may be amended from time to time, the "Bylaws") and abide by resolutions and other measures passed at meetings of the Corporation.
- (b) The Members shall have the right to participate in all activities of the Corporation and shall carry out the resolutions of the Corporation.
- (c) The Members shall have the right to vote on all rules and regulations of the Corporation and shall carry out the rules and regulations of the Corporation.

Section 6.5 Voluntary, Involuntary Termination/Suspension of Memberships

6.5.1 Resignation. A Member may resign from membership at any time. A Member must inform the Executive Committee of resignation of membership a 30 day advance written notice. A Member's membership will be terminated automatically upon the death of the Member.

6.5.2 Causes of Suspension/Involuntary Termination of Memberships

The occurrence of any of the following events shall constitute grounds for termination of membership:

- (a) Violation of (i) provisions of the Bylaws, (ii) any code of conduct for the Members adopted by the Corporation or (iii) the California Nonprofit Corporation Law by the Member.
- (b) Conduct by the Member that injures the reputation of the Corporation and creates conflict among the Members without just cause.
- (c) Failure of the Member to attend meetings of the Corporation for one year without notification.
- (d) Use by the Member of the Corporation's name for her personal reputation or profits.
- (e) Conduct by the Member that tarnishes the reputation and standing of the Corporation.
- (f) Above are not all grounds for suspension/involuntary termination

6.5.3 Procedure for Suspension/Involuntary Termination of Membership

- (a) The ethics committee of the Corporation (the "Ethics Committee") shall recommend to the Board whether the Corporation shall initiate a suspension/involuntary termination procedure in accordance with Section 5341(c) of the California Nonprofit Corporation Law for the Member alleged of one or more of the causes outlined in Section 6.5.2, and the Board shall make the final determination on the suspension/involuntary termination of the Membership.
- (b) Upon the Ethics Committee's recommendation, the Board shall initiate proceedings for suspension/involuntary termination of membership of the member with 15 days prior notice of the suspension/involuntary termination, to the Member. The notice shall advise the member that the Member is entitled to an opportunity to be heard, either orally or in writing, not less than 5 days before the effective date of the suspension/involuntary termination. The notice may be given by U.S. first class mail or electronic transmission to the last known address or email address. Upon request by the Member, the Board shall schedule a meeting with the Member and shall consider all relevant evidence in adopting any resolution on the issue. The resolution must be adopted by two-thirds or more of vote of the entire Board. Within two weeks after the

resolution is adopted, a written notice of the Board resolution shall be given to the Member stating whether the resolution was suspension, termination, or no suspension or termination, the facts, circumstances, and justification for such a resolution. The notice shall also specify the date of the suspension or termination and a period of the suspension, the resolution of the Board concerning suspension, termination, or no suspension or termination shall be final. The suspended/involuntary terminated member shall not be entitled to refund of the membership fee she has paid, in whole or in part.

6.5.4 Reinstatement of Membership after Suspension/Involuntary Termination

A member whose membership has been suspended or involuntary terminated may rejoin the Corporation by submitting an application upon expiration of the suspension or after termination. The application shall be processed and considered under the conditions and requirements described in Sections 6.1 and 6.2. This Section 6.5.4 shall retroactively apply to each and any member whose membership has been suspended or involuntary terminated.

6.5.5 Reinstatement of Membership after Resignation

A member whose membership has been resigned or voluntarily terminated may rejoin the Corporation by submitting an application. The application shall be processed and considered under the conditions and requirements described in Sections 6.1 and 6.2.

6.5.6 Loss of Membership Rights of Suspended or Involuntary Terminated Member

A Member whose membership is suspended or involuntary terminated shall not be considered a Member in good standing during the period of suspension or termination, and shall take no part in any of the activities, funds, property, rights, and interests belonging to the Corporation until the time when the membership is reinstated.

Section 6.6 Meetings

6.6.1 Annual Meeting

The annual meeting of the Corporation (the “Annual Meeting”) shall be held in July of each year. At the Annual Meeting, the following businesses of the Corporation shall be conducted:

- (a) Election of a new President, directors, and two (2) Auditors, upon expiration of the terms thereof;
- (b) Reporting of the Corporation’s activities and financial statements
- (c) The amount of annual Membership Dues; and
- (d) Miscellaneous items

6.6.2 General Meetings

The general meetings of the Corporation (the “General Meetings”) shall be held every month.

6.6.3 Special Meetings

The President shall call for a special meeting when there is a request by one-third of the Members or two-thirds of the Officers. The meeting shall be called within ten (10) days of such request.

6.6.4 Time and Place of Meetings

The time and place of any of the meetings referenced in Section 6.6 shall be determined by the President.

6.6.5 Notice

Notice of a Members' meeting shall be given in accordance with Section 5511 of the California Nonprofit Corporation Law.

6.6.6 Quorum

Not less than one-half of the Members in good standing shall constitute a quorum for the Annual Meeting, the General Meetings, and the Special Meeting(s) (if any). If a quorum is present, every act taken or decision made by a vote of majority of the Members present shall constitute the act of the Membership. A proxy shall only be counted toward meeting the quorum, and vote by proxy shall be prohibited. . A proxy may be personally executed or authorized by electronic means.

6.6.7 Eligibility of Members Who Can Vote at Meetings

Only the Members who are current in their membership dues and present in the meeting shall be deemed eligible to vote at the Corporation's meetings and each such eligible Member shall have only one vote per eligible Member.

6.6.8 Electronic Recording of Meetings

All meetings of Members shall be made audio- and/or video-recorded in order to facilitate the production of complete and accurate records of such meetings.

6.6.9 No Transfers of Membership.

No Member may transfer a membership or any right arising therefrom.

ARTICLE 7 DIRECTORS

Section 7.1 Number and Qualifications

7.1.1 Number

The authorized number of directors of the Corporation (the "Director") shall be not less than three (3) nor more than five (5), commencing on September 1, 2020.

7.1.2 Qualifications

The President shall serve *ex officio* as the Director of the Corporation and the Chairperson of the Board of Directors (the "Board") in accordance with Section 5220(f) of the California Nonprofit Corporation Law.

Section 7.2 Corporate Powers Exercised by Board

Subject to the provisions of the Articles of Incorporation of the Corporation (the "Articles of Incorporation"), the California Nonprofit Corporation Law and any other applicable laws, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board. During any period in which the Board is comprised of more than one (1) Director, the Board may delegate the management of the activities of the Corporation to any person or persons, management company or committee however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 7.3 Terms
The term of the Director shall last two (2) years, running concurrently with the term of the President.

Section 7.4 Fees and Compensation of Directors
The Corporation shall not pay any compensation to the Director for services rendered to the Corporation as Director, except that the Director may be reimbursed for expenses incurred in the performance of her duties to the Corporation, in reasonable amounts as approved by the Board.

Also, the Director may not be compensated for rendering services to the Corporation in a capacity other than as Director.

Section 7.5 Non-Liability of Director
The Director shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

Section 7.6 Emergency Bylaws

7.6.1 When Applicable

Notwithstanding anything to the contrary herein, this Section 7.6 applies solely during an emergency, which is the limited period of time during which a quorum cannot be readily convened for action as a result of the following events or circumstances until the event or circumstance has subsided or ended and a quorum can be readily convened in accordance with the notice and quorum requirements in these Bylaws:

- (a) A natural catastrophe, including, but not limited to, a hurricane, tornado, storm, high water, wind-driven water, tidal wave, tsunami, earthquake, volcanic eruption, landslide, mudslide, snowstorm, or drought, or, regardless of cause, any fire, flood, or explosion;
- (b) An attack on this state or nation by an enemy of the United States of America, or on receipt by this state of a warning from the federal government indicating that an enemy attack is probable or imminent;
- (c) An act of terrorism or other manmade disaster that results in extraordinary levels of casualties or damage or disruption severely affecting the infrastructure, environment, economy, government function, or population, including, but not limited to, mass evacuations; or
- (d) A state of emergency proclaimed by the governor of the state in which one or more Directors are resident, or by the President of the United States.

7.6.2 Emergency Actions

In anticipation of or during an emergency, the Board may take either or both of the following actions necessary to conduct the Corporation's ordinary business operations and affairs:

- (a) Modify lines of succession to accommodate the incapacity of any director, officer, employee, or agent resulting from the emergency;
- (b) Relocate the principal office or authorize the officers to do so.

During an emergency the Board may not take any action that is not in the Corporation's ordinary course of business. Any actions taken in good faith during an emergency under this section bind the Corporation and may not be used to impose liability on a director, officer, employee, or agent. All provisions of the regular bylaws consistent with these emergency bylaws shall remain effective during the emergency.

ARTICLE 8 COMMITTEES

Section 8.1 Committees

The Board may create one or more special committees (the "Committees") to serve at the pleasure of the Board, such as the Advisory Committee, the Ethics Committee, the Nominating Committee, the Bylaws Committee, and the Consulting Committee. During any period in which the Board is comprised of only one (1) Director, any Committees of the Corporation shall serve only in an advisory capacity to the Board and shall not have any powers reserved to the Board. Such Committees shall perform such duties as are requested by the Board from time to time and shall provide information and recommendations to the Board.

8.1.1 Duties of Persons Serving on Committees

Persons serving on Committees shall:

- (a) **Duty of Good Faith:** Perform their duties in good faith by demonstrating honesty and faithfulness to their duties and obligations;
- (b) **Duty of Ordinary Care:** Use good judgment and common sense in their duties, as defined as doing what an ordinary prudent person in a similar position would do under similar circumstances; and
- (c) **Duty to Act in the Best Interest of Corporation:** Shall be deemed to have acted in the best interest of the Corporation if they reasonably believe their action will benefit the Corporation, are loyal to the Corporation, and comply with the Articles, the Bylaws, the Corporation's rules and regulations, and all federal, state, and local laws and regulations.

8.1.2 Advisory Committee

The Advisory Committee shall comprise of the past Presidents of the Corporation and any past and present Western Region Directors of Korean Women's International Network ("KOWIN"), excluding a Member whose membership was suspended or involuntarily terminated, if such Directors are Members of the Corporation and they are willing to serve.

8.1.3 Ethics Committee, Nominating Committee, and Bylaws Committee

Each of the Ethics Committee, the Nominating Committee, and the Bylaws Committee, shall be comprised of ten (10) persons, appointed by the President. To the extent it is practicable, the Committees may have four (4) Officers, four (4) members of the Advisory Committee, two (2) general Members chosen by the President. Outside consultants may be appointed to any of the above Committees if needed.

ARTICLE 9 OFFICERS

Section 9.1 Officers

The officers of the Corporation ("Officers") shall be a President, one (1) to three (3) Vice President(s), a General Secretary, a Secretary and a Treasurer. An Assistant Secretary

and/or an Assistant Treasurer may also be appointed as needed and shall be Officers. The Officers shall be comprised the Executive Committee of the Corporation (the “Executive Committee”).

Section 9.2 Appointment and Qualification of Officers

The Officers, except the President in accordance with Section 9.3.1.1, shall be appointed by the President, and each Officer shall serve until her successor is appointed by an incoming President, or her earlier resignation or removal. The Officers, except the President in accordance with Section 9.3.1.2, shall have been a member of the Corporation not less than one year at the time of their appointment as Officers.

Section 9.3 Responsibilities of Officers

9.3.1 President

The president of the Corporation (the “President”) shall preside at meetings of the Board and shall serve *ex officio* as Chairperson of the Board. The President shall also exercise and perform such other powers and duties as may from time to time be assigned to her by the Board or prescribed by these Bylaws.

9.3.1.1 Election Procedure

The nominating committee of the Corporation (the “Nominating Committee”) shall nominate not less than one candidate for the President. Each candidate shall submit her resume and vision statement to the Nominating Committee for review. Only the names of the candidates who are deemed qualified by the Nominating Committee after its review shall be placed on the ballot for a vote at an Annual Meeting.

9.3.1.2 Qualifications

At the time of her nomination, a candidate for the President shall have served on the Executive Committee as an Officer for a minimum of two (2) years. Furthermore, the candidate shall have attended at least eighty percent (80%) of all of Corporation’s meetings in the two-year period prior to her nomination.

9.3.1.3 Terms

The President shall serve a two-year term that commences on September 1st of the year of her election and terminate on August 31st two years after. Her term shall run concurrently with that of the KOWIN Western Region Director.

9.3.1.4 Duties

The duties of the President shall include, without limitation, the following:

- (a) Ensuring the Corporation’s activities are compliant and in furtherance of its mission;
- (b) Developing, implementing, directing, monitoring, and assessing the Corporation’s activities and programs;
- (c) Appointing the officers in order to effectuate the Corporation’s activities and programs;

- (d) Presiding over meetings;
- (e) Developing, implementing, monitoring, and assessing sound and compliant financial management practices, including budgeting;
- (f) Developing, implementing, monitoring, and assessing sound and compliant fundraising practices;
- (g) Developing, informing, and supporting the Board and Board Committees to carry out their functions;
- (h) Ensuring legal compliance, including all required filings, and sound risk management practices; and
- (i) Representing the Corporation to internal and external stakeholders.

9.3.2 Vice President

The vice president(s) of the Corporation (the “Vice President(s)”) shall, in the absence or disability of the President, perform all the duties of the President and, when so acting, have all the powers of and be subject to all the restrictions upon the President. The Vice President shall have such other powers and perform such other duties as may be prescribed by the Board. If there is more than one Vice President, seniority of membership in the Corporation shall determine who shall serve as the acting President.

9.3.3 General Secretary

The general secretary of the Corporation (the “General Secretary”) shall assist the President and perform any necessary duties.

9.3.4 Secretary

If the secretary of the Corporation (the “Secretary”) is unable to perform her duties, the assistant secretary of the Corporation (the “Assistant Secretary”), if there is one, shall perform such duties. The duties of the Secretary shall include, without limitation, the following:

9.3.4.1 Bylaws

The Secretary shall certify and keep or cause to be kept at the principal office of the Corporation the original or a copy of the Bylaws as amended to date.

9.3.4.2 Minute Book

The Secretary shall keep or cause to be kept a minute book as described in Section 10.1.

9.3.4.3 Notices

The Secretary shall give or cause to be given notice of all meetings of the Corporation in accordance with these Bylaws.

9.3.4.4 Corporate Records

Upon request, the Secretary shall exhibit or cause to be exhibited at all reasonable times to any Member, or to her agent or attorney, the Bylaws and the minute book.

9.3.4.5 Corporate Seal and Other Duties

The Secretary may keep or cause to be kept the seal of the Corporation, if any, in safe custody, and shall have such other powers and perform such other duties incident to the office of Secretary as may be prescribed by the Board or the Bylaws.

9.3.4.6 Duty to Turn Over Records

The Secretary shall turn over or cause to be turned over all pertinent records of the Corporation, created and/or maintained as prescribed by California Nonprofit Corporation Law, before the end of the term of the Secretary to an incoming President. Failure to turn over or cause to be turned over the records to the incoming President in a timely manner may result in the Secretary being held legally and/or administratively liable.

9.3.5 Treasurer

If the treasurer of the Corporation (the “Treasurer”) is unable to perform her duties, the assistant treasurer of the Corporation (the “Assistant Treasurer”), if there is one, shall perform such duties. The duties of the Treasurer shall include, without limitation, the following:

9.3.5.1 Books of Account

The Treasurer shall keep and maintain or cause to be kept and maintained adequate and correct books and records of accounts of the properties and transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Director at all reasonable times.

9.3.5.2 Financial Reports

The Treasurer shall prepare or cause to be prepared and certify or cause to be certified the financial statements to be included in any required reports.

9.3.5.3 Monthly Financial Reports

The Treasurer shall give a report on the Corporation’s finances at the monthly meetings.

9.3.5.4 Fiscal Year of the Corporation

The fiscal year of the Corporation shall begin on September 1st and end on August 31st of the following year.

9.3.6 Auditors

The auditors of the Corporation (the “Auditors”) shall audit the financial reports of the Corporation and report their findings to the Board and the President at least two (2) weeks prior to the Annual Meeting. The Auditors shall be given a reasonable amount of time, not less than two (2) weeks, for the completion of their audit and the preparation of their audit reports. The Auditors shall have been Members of the Corporation for not less than two (2) years prior to their nominations to be Auditors. The Nominating Committee shall submit three nominations for Auditors to the Board, and the Board shall appoint two of the three nominees to serve as Auditors. The term of the Auditors shall be served concurrently with that of the President.

9.3.7 Advisors

The President may appoint advisor(s) (the “Advisor(s)”), who may or may not be a Member(s) of the Corporation who will serve in an advisory capacity to the President, but who will not be officers of the Corporation. The term of the Advisor(s) shall expire upon the expiration of the term of the President who appointed such Advisors.

9.3.8 Additional Officers

The Board may appoint or remove 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 these Bylaws or as the Board from time to time may determine.

9.3.9 Email Accounts of Directors and Officers

The President and the Chairperson of the Board shall use official KOWIN OF LA email accounts and shall be prohibited from using their respective personal email accounts for official business of the Corporation. The President and the Chairperson of the Board are only authorized persons to use official KOWIN OF LA email account.

ARTICLE 10 CORPORATE RECORDS, REPORTS AND SEAL

Section 10.1 Minute Book

The Corporation shall keep a minute book in written form, in English and/or Korean, which shall contain a record of all actions by the Board, the Membership, or any committee including (i) the time, date and place of each meeting; (ii) whether a meeting is regular or special and, if special, how called; (iii) the manner of giving notice of each meeting and a copy thereof; (iv) the names of those present at each meeting of the Board, the Membership, or any Committee thereof; (v) the minutes of all meetings; (vi) any written waivers of notice, consents to the holding of a meeting or approvals of the minutes thereof; (vii) all written consents for action without a meeting; (viii) all protests concerning lack of notice; and (ix) formal dissents from Board actions. Accuracy of the minutes shall be certified by the President and the Secretary by signing and dating the minutes.

Section 10.2 Books and Records of Account

The Corporation shall keep adequate and correct books and records of account. “Correct books and records” includes, but is not necessarily limited to, accounts of properties and transactions, its assets, liabilities, receipts, disbursements, gains, and losses.

Section 10.3 Articles of Incorporation and Bylaws

The Corporation shall keep at its principal office, the original or a copy of the Articles of Incorporation and Bylaws as amended to date.

10.3.1 Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns

The Corporation shall at all times keep at its principal office a copy of its federal tax exemption application and, for three years from their date of filing, its annual information returns. These documents shall be open to public inspection and copying to the extent required by the Code.

Section 10.4 Annual Report; Statement of Certain Transactions

The Executive Committee shall cause an annual report to be sent to each Member within 120 days after the close of the Corporation's fiscal year containing the following information:

- (a) The assets and liabilities of the Corporation, including the trust funds, as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for this fiscal year;
- (d) The expenses or disbursements of the Corporation for both general and restricted purposes during the fiscal year;
- (e) A statement of any transaction (i) to which the Corporation, its parent, or its subsidiary was a party, (ii) which involved more than \$50,000 or which was one of a number of such transactions with the same person involving, in the aggregate, more than \$50,000, and (iii) in which either of the following interested persons had a direct or indirect material financial interest (a mere common directorship is not a financial interest):
 - (1) Any Director or Officer of the Corporation, its parent, or its subsidiary;
 - (2) Any holder of more than 10% of the voting power of the Corporation, its parent, or its subsidiary.

The statement shall include: (i) a brief description of the transaction; (ii) the names of interested persons involved; (iii) their relationship to the Corporation; (iv) the nature of their interest in the transaction, and; (v) when practicable, the amount of that interest, provided that, in the case of a partnership in which such person is a partner, only the interest of the partnership need be stated.

- (f) A brief description of the amounts and circumstances of any loans, guaranties, indemnifications, or advances aggregating more than \$10,000 paid during the fiscal year to any Officer or Director.

Section 10.5 Members' Rights of Inspection

Every Member shall have rights of inspection of the Corporation's books and records in accordance with the California Nonprofit Corporation Law.

ARTICLE 11 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 11.1 Execution of Instruments

The Board, except as otherwise provided in these Bylaws, may by resolution authorize any Officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, 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 monetarily for any purpose or in any amount.

Section 11.2 Checks and Notes

Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the President or the Treasurer.

Section 11.3 Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Executive Committee may select.

Section 11.4 Gifts

The Executive Committee may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the charitable or public purposes of the Corporation.

ARTICLE 12 CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions of California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term “person” includes both the Corporation and a natural person. All references to statutes, regulations and laws shall include any future statutes, regulations and laws that replace those referenced. Any provision not specified in the bylaws shall be in accordance with California Nonprofit Corporation Law.

ARTICLE 13 AMENDMENTS

Section 13.1 Amendment by Board

The Board shall initiate the amendment or revision of the bylaws, and the Bylaws Committee may amend or revise the bylaws. The amended or revised clause of the bylaws shall be subject to approval by the Members at the Annual Meeting or at a General Meeting or Special Meeting. The approved amendment or revision shall take its full force immediately upon the approval at a meeting.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of KOREAN WOMEN'S INTERNATIONAL NETWORK OF LA, a California nonprofit public benefit corporation; that these Bylaws, consisting of _____ pages, are the Bylaws of this Corporation as adopted by the Bylaws Committees on _____ and as approved by the Members on _____; and that these Bylaws have not been amended or modified since that date.

Executed on _____ at _____, California

Eunil Yoo, Secretary