BYLAWS OF THE KOREAN CULTURAL CENTER OF CHICAGO

ARTICLE 1

Name of the Organization

This organization shall be known as the Korean Cultural Center of Chicago (KCCOC).

ARTICLE 2

Location of the KCCOC

The KCCOC will maintain offices and operations at 9930 South Capitol Drive, Wheeling, Illinois. Its website shall be www.kccoc.org.

ARTICLE 3

Purposes of the KCCOC

The KCCOC is a non-profit organization organized under Section 501(c)(3) of the Internal Revenue Code. Its primary purposes shall be to: (1) provide and promote educational and charitable services to the surrounding community; (2) discover, preserve, maintain and develop Korean immigrants' history and Korean cultural legacies in the United States, (3) enhance understanding of Korean culture's uniqueness by propagating and teaching Korean culture in the United States; and (4) support cultural exchange between Korean culture and other cultures. The KCCOC shall not conduct any political activities, attempt to influence any legislation, campaign, or the like or participate in any lobbying activities. At all times, the KCCOC shall maintain neutrality in political, philosophical, and religious issues.

ARTICLE 4

Organization

The KCCOC shall have the following functional and executive bodies and officers:

A. Board of Directors

The members of the Board of Directors (Board) shall be composed of less than sixty (60) members. The Board shall govern all major financial decisions, policies and structural and directional issues of the KCCOC. Other duties of Board shall include, but may not be limited to setting directions, raising funds, approving the budget and business plan, approving real estate transactions, electing the President, and approving Officers. The term of the members of the Board of Directors shall be two (2) years, or until a successor is elected and a member may serve continuous terms upon Board approval. A new Board member shall be elected upon recommendation by the Nominating Committee and a two thirds (2/3) majority vote of the Board. The Board shall meet at least two (2) times per year or more frequently as determined by the Board or by the President and the Chairperson. Each member of the Board of Directors shall have one (1) vote.
A Board member may resign from his or her position by delivering written notice to the Board not less than seven (7) days prior to the date on which such resignation shall become effective. The Board may fill the vacant position by appointing an interim Board member (Appointee) upon consultation with the Nominating Committee. Any Board Appointee shall serve only until the resigned member’s term expires.

B. Advising Board

The Advising Board shall have an unlimited number of members and shall be comprised of individuals who have made significant donations to the KCCOC as defined in the Rules & Regulations. Members of the Advising Board draw on their knowledge of the community, the KCCOC, and their respective areas of expertise to advise the Board of Directors in all matters of the KCCOC, but may not vote.

C. Next Generation Board

The Next Generation Board shall be composed of 1.5 and future generations of Korean Americans or non-Korean Americans who will work and coordinate with the Officers and the Board to serve cultural and educational needs of the English speaking community with interest in Korean culture.

D. Chairperson of the Board

The Board shall elect a Chairperson of the Board who shall serve for two (2) years or until a successor is elected. The Chairperson must be in good standing in the community or a past President of the KCCOC to be eligible to serve as Chairperson. The Chairperson’s main duties shall be to preside over Board meetings, recruit talent, and work with the Fund Raising Committee to raise funds for the KCCOC.

E. Vice-Chairpersons of the Board

The Board shall elect at least one (1) Vice-Chairperson of the Board who shall serve for two (2) years or until a successor is elected. All Vice-Chairpersons shall be elected in accordance with the election rules set by the Board or any election committee established by the Board. Any Vice-Chairperson must be in good standing in the community to be eligible to serve as a Vice-Chairperson. The Vice-Chairpersons’ main duty shall be to support and assist the Chairperson. The First Vice-Chairperson shall have the additional duty of assuming the duties of the Chairperson in his or her absence or incapacity. In the event the Chairperson and First Vice-Chairperson are absent or incapacitated, the Board shall appoint an interim First Vice-Chairperson from the remaining Vice-Chairpersons by simple majority vote to fill the role until the First Vice-Chairperson or Chairperson returns to his or her role, whoever is first to do so.

F. Officers

1. Officers. There shall be at least six (6) officers, consisting of the following:
(i) President. The President shall preside over meetings of officers and implement, administer, and execute decisions of the Board and decisions of the officers. The President shall also oversee and supervise staff of the KCCOC and any committee activities. The President shall be an ex officio voting member of each Committee of the KCCOC. The President may appoint other Officers as is deemed necessary.

(ii) Vice-Presidents. The Board shall elect at least one (1) Vice-President. All Vice-Presidents shall be elected in accordance with election rules set by the Board or any election committee established by the Board. The Vice-Presidents’ main duty shall be to support and assist the President. The First Vice-President shall have the additional duty of assuming the role and duties of the President in his or her absence or incapacitation. In the event the President and First Vice-President are absent or incapacitated, the Board shall appoint an interim First Vice-Chairperson from the remaining Vice-Presidents by simple majority vote to fill the role until the First Vice-President or President returns to his or her role, whoever is first to do so.

(iii) Secretary. The Secretary shall work and coordinate with Committee Chairpersons regarding all Committee activities and programs and act as liaison for the Committees to the other executive bodies of the KCCOC. The Secretary shall report directly to the President for the purpose of allowing the Officers to make decisions with respect to the Committees and their programs and activities.

(iv) Treasurer. The Treasurer shall provide audited and approved financial statements and documents on a bimonthly basis for the Board’s review and approval. The Treasurer must be able to provide all necessary financial statements and documents and maintain transparency in all financial record keeping in accordance with these Bylaws and all applicable state and federal laws, rules, and regulations. The Treasurer shall develop the annual budget as well as comparing the actual revenues and expenses incurred against the budget, oversee the development and observation of the organization's financial policies, and maintain open and constant lines of communication between the Treasurer and board of directors about sound financial policies/procedures and budget oversight.

(v) Recording Secretary. The Recording Secretary shall record and distribute the minutes of the Board meetings, maintain and keep safe all legal KCCOC documents, and collect all printed materials for historical recording and publication on KCCOC activities. The Secretary shall notify members of all Board meetings.

(vi) General Counsel. The General Counsel shall be appointed by the President and confirmed by the Board. The General Counsel shall work with the President and Board to accomplish goals for which knowledge of the law would be required including but not limited to real estate transactions, bylaws, and organization structure.

2. Election. Every Officer shall be elected in accordance with election rules set by the Board or any Election Committee established by the Board unless otherwise stated in these
Bylaws. The Officers may add other officers or officer positions as deemed necessary or desirable with consent of the Board.

3. Resignation. An Officer may resign from his or her position by delivering written notice to the Board not less than seven (7) days prior to the date on which the resignation shall become effective. A successor shall be elected for the remainder of the resigning Officer’s term.

4. Term. Officers shall serve for two (2) years or until a successor is elected. Officers may serve consecutive terms if approved by simple majority of the Board.

5. Eligibility. Only members in good standing may be elected to Officer positions.

6. Voting. All decisions on matters over which the Officers have power shall be decided by simple majority vote. In the event of any tie, the President shall cast a tie-breaking vote.

7. Removal. An Officer, Board member, or Chairperson of the Board may be removed upon a two thirds (2/3) majority vote of the Board. A successor shall be elected for the remainder of the removed Officer’s term.

G. Committees

1. Standing Committees.

(i) Nominating Committee. The Nominating Committee shall be composed of the following seven members: The Chairperson, immediate past Chairperson, President, immediate past President, three Board members elected by the Board. Immediate past Chairperson shall be the chairperson of the committee. The committee members shall be appointed by simple majority approval of the board. The Nominating Committee shall advise the Board as to the recommendation of any candidate for all positions in the KCCOC.

(ii) Executive Committee. Executive Committee shall be composed of the Board Chairperson, Vice Chairpersons, the President, Vice Presidents, Officers and committee Chairpersons. The committee is chaired by the President, and is delegated certain powers by the board. The committee is also responsible for the development or updating of the organization’s strategic plan. The committee meets bimonthly, or upon request by the majority of the committee members for a special agenda.

(iii) Fund Raising Committee. The Fund Raising Committee shall raise funds, solicit donations, seek grants and other financial support for the KCCOC. The committee shall create a plan to obtain funding from outside sources. The committee shall identify and communicate with potential donors to support the work of the organization and work with staff to accomplish that goal. The committee shall be responsible for involvement of all board members in fundraising activities and to monitor all fundraising efforts to ensure that all donations are ethically obtained,
that donors are appropriately acknowledged and that fundraising efforts are efficient and cost-effective. This committee shall be under the direction of the Chairperson of the board.

(iv) Finance Committee. The Finance Committee shall advise the Officers and the Board on financial management strategy, financial stability, income, expenses, and any other issues affecting the short and long term financial integrity of the KCCOC. The committee shall oversee the budget, financial controls, proposal and implementation of the grants. This committee shall be composed of the Chairperson, President, and former Chairpersons and Presidents of the KCCOC. This committee shall be under the direction of the President.

(v) Program Committee. The Program Committee shall work with and support the Officers and Staff on all programming activities and related issues, including but not limited to overseeing Sub-Committees for the gallery, library, and museum as well as for education, music, art, and dance classes.

(vi) Building Committee. The Building Committee shall work with and support the Officers and Staff on all building, physical structure, and grounds issues affecting the KCCOC.

(vii) Public Relations Committee. The Public Relations Committee shall develop effective and efficient marketing and outside communication strategies to advance the KCCOC at its goals. The committee shall be responsible for preparing publications, managing content on the website, and working closely with the Board, and Officers to establish and maintain cooperative relationships with the greater community. The Chairperson shall be a member of this committee.

(viii) Membership Committee. The Membership Committee shall foster the mission of the KCCOC by promoting membership growth and creating strategies for retaining existing members using a variety of methods, including but not limited to outreach activities and encouraging members to conduct their own outreach efforts, sending direct mail, conducting membership surveys and enhancing member benefits.

(ix) Bylaws Committee. The Bylaws Committee shall work with the Chairperson, President and General Counsel as applicable to review, analyze and make recommendations for updates and changes to the Board on an annual basis, or at the request by the board, the chairman or the president.

2. Special Committees.

Committees other than Standing Committees may be formed upon recommendation by the Chairperson, the President or the Officers and confirmed by a simple majority vote of the Board. The size of the Committee may be determined by the Board. Each Committee may form its own working Sub-Committees as deemed necessary by the members of that Committee.

3. Committee Members.
The Committee members may be nominated by any Officer and approved for Committee membership by the Board. Any Committee member may be removed by recommendation of the President or Nominating Committee and a simple majority vote of the Board.

4. Committee Chairperson.

Each Committee shall have one Chairperson who is appointed by the President. Committee Chairpersons shall report all progress of Committee projects to the Committee and the President. The term of the Committee Chairperson shall be for two (2) years.

H. Advisory Council

Any person, group, or institution that contributes financially, intellectually, materially, or by other means deemed beneficial to the KCCOC by the Board may be appointed as a member of the Advisory Council. The Advisory Council shall convene at the request of the Board or the President, or on its own initiative, and explore and discuss any matter affecting the KCCOC and communicate advice to the Board or the Officers.

I. Honorary Chairpersons and Advisors

Honorary Chairpersons and Advisors may be members of the Advisory Council and shall consist of individuals who share the purposes of the KCCOC and are able to assist in any aspect of the KCCOC. They may include, but are not limited to, people, such as past Officers or Board members, officers or members of other Korean-American organizations in the Chicago area, as well as such other individuals in non-Korean-American communities. Honorary Chairpersons and Advisors may advise the Board or Officers on any aspect of the KCCOC operation. They are selected by the recommendation of the Nominating Committee and the simple majority vote of the Board and serve for as long as both that individual and the KCCOC mutually agree.

ARTICLE 5

Funds Management

A. Rules and Regulations

The Board, Officers and Staff who expend financial resources of the KCCOC or funds shall follow the procedure and safeguards stated in the Rules and Regulations.

B. Transparency of Financial Records

The Treasurer must, at all times, maintain exact and accurate financial accounting of funds raised, managed and expended, and must be able to provide all financial records to the Board, the Fund Raising and Financial Management Committee, and the Officers when requested.
C. Sale of an Asset

A sale of any asset of the KCCOC requires the affirmative vote of two-thirds (2/3) of the Board. Proceeds received in the transaction for the sale of an asset shall be kept by the KCCOC and maintained by the Board according to the terms of these Bylaws and any applicable Rules and Regulations.

D. Relationship with the Korean American Association of Chicago

Before the KCCOC may sell or convey any real property owned by the KCCOC, it must seek and obtain written consent of the president of the Korean American Association of Chicago.

ARTICLE 6

Audit
To maintain public trust in the KCCOC and its financial management and operation, regular audits, both internal and those that may be required by state or federal law, shall be conducted at least one (1) time per year. The Board may elect Auditor(s) at its discretion and such Auditor(s) shall serve for two (2) year terms. Written audit reports shall be provided to the Board and Officers as well as to the Finance Committee each year. Such Audit Reports may also be provided to those outside the KCCOC at the discretion of the Board or the President.

ARTICLE 7

Annual Report
The Board of Directors and Officers in concert with the Auditor(s) shall, within six (6) months of the end of the fiscal year, generate an Annual Report that includes a review of KCCOC business and activities that had taken place during the previous year for use by the Board. The Board, in its discretion, may publish the Annual Report via any medium it deems proper to ensure effective dissemination of the information among KCCOC members and the public.

ARTICLE 8

Procedures of the Board

A. Meetings

Regular Board meetings shall be scheduled both in the first quarter and third quarter of each year. Board meetings other than the semi-annual Board meetings may be called at the request of five (5) or more Board members or by the President or Chairperson of the Board. When a regular or a non-regular Board meeting is to be called, the Secretary must provide an agenda and notice with attached proxy form to the Board by mail, e-mail, or any other electronic means shall be delivered not less than 5 nor more than 60 days before the date of the meeting, or in the case of a removal of one or more directors, a merger, consolidation, dissolution or sale, lease or exchange of assets not less than 20 nor more than 60 days before the date of the meeting.
B. Proxies

A proxy is an agent of a Board member appointed only by the Board member from whom the proxy status is given. All proxies must be in writing and must include the date of the meeting for which that person shall be the Board member’s proxy. A written proxy may be tendered to the Board via hand delivery, mail, email or any other electronic means. All proxies must be received prior the start of the meeting that is the subject of such proxy to be valid. Proxies may vote only on a matter specific basis which the President shall indicate in the written meeting notice. Otherwise, proxy shall be used for quorum purposes only. A Board member may act as a proxy for more than one Board member.

C. Attendance

Board members are expected to attend all regular and emergency Board meetings. In the event that any Board member cannot physically attend a meeting, a member is allowed three (3) excused absences. For each absence to be excused, a member must give official notice through a proxy given to and confirmed by another Board member who will be present at the Board meeting from which the member will be absent. Any Board Member who accumulates three (3) unexcused absences in a given fiscal year shall be deemed to have forfeited their Board membership, and unless specifically acted on by the Board to retain that Board member, such member shall automatically be deemed not in good standing. Failure to attend required meetings may result in removal from the Board.

D. Quorum

Quorum for any meeting is a simple majority. A valid proxy is counted toward quorum.

E. Dues

All Board members must pay yearly dues as determined by the Board and shall be due as determined by the Board. Failure to pay required dues may result in removal from the Board.

F. Voting

All major decisions affecting the structure, business, and direction of the KCCOC such as a merger, or sale or purchase of property shall be decided by a two-thirds (2/3) majority vote. All other matters shall pass by a simple majority vote of the quorum. Each Board member shall have one vote. Any matter voted on by the Board where a quorum is present and decided as indicated above shall have full force and effect. All voting methods not specifically described in these Bylaws shall follow Robert's Rules of Order.

ARTICLE 9

Regulation and Procedures of the KCCOC
A. Effective Date; Revision

These Bylaws shall become effective immediately upon Board approval, and any revision or amendment shall require a two-thirds (2/3) majority approval of the Board. When a revision is proposed, the Secretary must notify all Board members of the contents of the revision by mail, email, or any other electronic means and must provide at least one (1) week for review before a Board meeting is to be convened for said purpose.

B. Rules of Procedure

The KCCOC shall abide by these Bylaws in all matters. All procedures, including voting methods employed during all of the KCCOC meetings shall follow Robert’s Rules of Order, except where such procedure is defined in these Bylaws.

C. Precedence of Bylaws in English

These Bylaws written in English are the legally binding bylaws of the KCCOC. They shall supersede and take precedence over any translated bylaws that are written in Korean and any prior bylaws.

ARTICLE 10

Fee Waiver Policy

To the extent that the KCCOC charges a fee for the use of its facilities for any regularly scheduled class or program offered by it and not one of its member partners, the KCCOC will waive said fees upon a showing of economic hardship or an inability to pay by any member of the public who wishes to enroll in any such class or attend any such program. Where a fee covers books and materials used in any of the aforementioned classes or programs, the KCCOC will use best efforts to accommodate those unable to pay for those books and materials.

So Resolved and Adopted by the Board of the KCCOC on this 17th of April, 2015.

By Its President, Seungja Patricia Kim

By Its Chairperson, Young Sik Yoon

Adopted: May, 2005
Amended: February 10, 2009
Amended: February 9, 2010
Amended: March 2, 2011
Amended: February 21, 2012
Amended: June 18, 2013
Amended: April 9, 2015