

**BYLAWS OF
TA-RI**

**Article I
Name and Mission of Group**

Section 1.1 — Name

The name of the Organization is Ta-ri.

Section 1.2 — Purpose

Ta-ri is organized exclusively for charitable, educational, and cultural purposes. The purpose of Ta-ri is to be a cultural bridge connecting those with links to Korea through birth, heritage, marriage, adoption, or other ties to one another and the south central Pennsylvania community. Ta-ri will do this by:

- a) Coordinating events that build friendship and understanding of Korean culture and community
- b) Promoting the events of other groups with similar or overlapping priorities
- c) Serving as a central information source and liaison for groups and individuals within the community
- d) Developing relationships with educational, media, and other cultural institutions
- e) Pursuing other paths in keeping with the mission as they arise

Section 1.3 — Registered Office

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

**Article II
Membership**

Section 2.1 — No Members

Ta-ri shall have no “members” within the meaning of Pennsylvania Nonprofit Corporation Law.

**Article III
Board of Directors**

Section 3.1 — Board size, role, and compensation

The Board shall have up to twelve but no fewer than six elected members. The Executive Director shall participate as an ex officio Board member with full voting authority. The Board of Directors is responsible for the overall policy and direction of Ta-ri and delegates responsibility of day-to-day operations to the staff and committees. The Board must approve the annual budget, all new directors, and any amendments to the bylaws. The Board receives no compensation other than reasonable expenses.

Section 3.2 — Terms and Term Limits

Board members shall serve two-year terms and are eligible for re-election for up to four consecutive terms.

Section 3.3 — Board elections and procedures

During the last quarter of each fiscal year, the Board shall elect directors to replace those whose terms will expire at the end of the fiscal year as well as any vacancies resulting from an increase in the number of directors. This election shall take place during a regular meeting of the Board, called in accordance with the provisions of these bylaws. Nominations will be received by the Secretary and the Executive Director up to two weeks prior to the meeting. Nominations will also be taken from the floor provided that the nominee is present to accept. New directors shall be elected by a majority of directors present at such a meeting, provided there is a quorum. Directors so elected shall serve a term beginning on the first day of the next fiscal year.

Section 3.4 — Officer Elections and Terms

There shall be four officers of the Board, consisting of a Chair, Vice-chair, Secretary and Treasurer. The Executive Director may serve as an officer with the approval of the majority of the Board. Officer terms are one year in length with an unlimited number of terms. Officers will be elected by the Board during the last quarter of each fiscal year and will assume office at the beginning of the next fiscal year. These four officers comprise the Executive Committee as described in Section 5.2.

Section 3.5 — Officer Duties

Each officer's particular duties, to be accomplished directly or by supervised delegation, are listed below. Additional duties may be prescribed by the Board as needed.

- a) *The Chair* shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting.
- b) *The Vice-chair* shall Chair committees on special subjects as designated by the Board.
- c) *The Secretary* shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board and advisory council meetings, distributing copies of minutes and the agenda to each Board and advisory council member, sending out meeting announcements and other correspondence as directed by the Board, and assuring that corporate records are maintained.
- d) *The Treasurer* shall make a report at each Board meeting. While he or she may designate certain duties to another, the Treasurer is ultimately responsible to the Board for all financial documents and activities. The Treasurer shall Chair the finance committee, assist in the preparation of the budget, help develop fundraising plans as needed, and make financial information available to Board members and the public.

Section 3.6 — Meetings and Notice

Meetings of the Board of Directors shall be held at least four times per year, at an agreed upon time and place.

- a) An official Board meeting requires that each Board 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 Chair or the Executive Director, provided that every effort is made to contact all involved.
- b) Special meetings of the Board may also be called at the request of the Executive Director, the Chair, or one-third of the Board. Written notice of special meetings should be provided to all Board members as soon as reasonably possible.

Section 3.7 — Quorum

A quorum of at least a third of current Board members is needed for business transactions to take place and motions to pass. Participation via teleconference or other method shall count toward a quorum provided that all can interact.

Section 3.8 — Action without Meeting

Any action that may be taken at a Board or committee meeting may be taken without a meeting if all of the Board or committee members are in communication and a majority agrees to the action.

Section 3.9 — Attendance

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

Section 3.10 — Resignation and Removal

Resignation from the Board must be in writing and received by the Secretary. A Board member shall be terminated from the Board due to excess absences as detailed above in Section 3.9. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 3.11 — Vacancies

In the event that a Board member's position is vacated before the end of a term, the Board shall 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 3.12 — Director's Liability

No Board member of the Organization shall be personally liable for monetary damages for any action taken, or any failure to take action, unless the Board 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 3.13 — Conflict of Interest

Members of the Board must openly declare their affiliation or employment with public or private organizations and agencies, especially businesses, which may profit from the activities of Ta-ri. 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 Board. The minutes from each Board meeting will reflect any conflict of interest occurring at that meeting.

Section 3.14 — Transfer of Authority

In case of the absence of any officer of the Organization or any other reason, the Board of Directors may transfer the powers or duties of those officers to another officer or to any director provided a majority of the full Board concurs.

Article IV Director and staff

Section 4.1 — Executive Director

The Executive Director is appointed by the Board and supervised by the Executive Committee. The Executive Director has day-to-day responsibilities for the Organization, including carrying out the Organization's goals and policies. The Executive Director shall regularly attend Board meetings, report on the progress of the Organization, answer questions of the Board members, and carry out the duties described in the job description. The Board can designate other duties as necessary.

Section 4.2 — Other staff

The Executive Director may appoint and supervise additional volunteer staff as needed to accomplish the mission of Ta-ri.

Article V Advisory Council and Committees

Section 5.1 — Advisory Council

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

- a) The Advisory Council should be comprised of no less than five people and no more than fifteen, appointed by the Executive Committee.
- b) The Advisory Council shall meet once or twice a year as needed and be given at least one month's notice of each requested meeting. Advisory Council members may be called upon individually during the year for additional support.
- c) Advisory Council members shall have voice but no voting authority.
- d) Advisory Council members may serve in this role for as long as mutually beneficial for them and Ta-ri.
- e) Resignations should be submitted to the Board Secretary. Removals due to excess absences or for other reasons will be handled as noted for Board members in sections 3.9 and 3.10.

Section 5.2 — Executive Committee

The Executive Committee, comprised of the four officers of the Organization, shall function primarily to address issues when time requirements necessitate immediate action. Except for the power to amend the articles of incorporation and bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, and is subject to the direction and control of the full Board. All actions of the Executive Committee shall be communicated to the Board of Directors in writing before the next meeting of the Board. This committee shall also provide the Executive Director with an annual evaluation.

Section 5.3 — Finance Committee

The Treasurer leads the Finance Committee, which shall include two other Board members and the Executive Director. The Finance Committee shall prepare a draft budget for the succeeding year, and shall submit such draft budget to the Board for its action and approval. The committee shall exercise oversight of all the financial affairs of the Organization and should provide an end-of-year accounting of Ta-ri's financial status. The financial records of the Organization are public information and shall be made available to Board members and the public.

Section 5.4 — Committee formation

The Board or 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. The Executive Committee approves all committee chairs. 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 Board. 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 Ta-ri shall be from January 1 through December 31.

Section 6.2 — Deposits and Expenditures

All monies received by Ta-ri shall be deposited in such federally insured bank, trust company, building and loan association, or savings and loan association as the Board may direct. Withdrawals of moneys on deposit shall be made only on such signature or signatures as the Board directs.

Section 6.3 — Financial Accountability of the Board of Directors and Other Leaders

None of the Board of Directors, committee members, or other members shall receive compensation for their services to Ta-ri, except as approved by the Board. 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 Ta-ri must be submitted to the Organization.

Section 6.4 — Permissible Activities

No substantial part of the activities of Ta-ri shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and Ta-ri 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, Ta-ri 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 Board of Directors by majority 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 Ta-ri 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 Ta-ri, the Board of Directors 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.

Certification

These bylaws were approved at a meeting of the Board of Directors by a two-thirds majority vote on November 17, 2007.

Secretary

Date