

AMENDED AND RESTATED
BY-LAWS OF
KOREAN-AMERICAN LAWYERS ASSOCIATION OF GREATER NEW YORK

ARTICLE I - NAME AND PURPOSE

1.1 Name. The name of this organization shall be “Korean-American Lawyers Association of Greater New York” (hereinafter, “KALAGNY”).

1.2 Purpose. The purpose of KALAGNY shall be:

- (a) To identify and remove all barriers to the full and meaningful participation of its members in the legal and professional community;
- (b) To provide its members with training, resources, and skills necessary for professional advancement;
- (c) To expand access to legal services and education to Korean-Americans;
- (d) To provide a forum for the expression of opinions and positions concerning social, political, economic, legal, or other matters or events of concern to the members of KALAGNY;
- (e) To promote and support equality of opportunity for all persons regardless of race and national origin;
- (f) To promote integrity and ethical behavior among its members; and
- (g) To identify, fraternize, support, and collaborate with those individuals and organizations that share any and all of the purposes set forth above.

ARTICLE II – MEMBERS

2.1 Membership. Membership shall be open to all attorneys admitted to practice in any jurisdiction, all applicants who passed the bar exam but are awaiting admission to a jurisdiction, and all law school students, subject to any restrictions set forth under applicable law.

2.2 Honorary Members. The Board may bestow the title of “Honorary Member” on people that it recognizes to have been of special service to KALAGNY. Honorary Members are not required to be attorneys and shall be exempt from the payment of dues. But, an

Honorary Member who meets the Membership requirements in 2.1 may become a dues paying member of KALAGNY.

2.3 Non-Discrimination. No person shall be denied membership on the basis of race, color, creed, sex, gender, sexual preference or orientation, disability, or national origin.

2.4. Term. The membership term shall begin on the date that KALAGNY receives the payment for the Annual Dues and shall last one (1) year. Anyone who fails to renew his or her membership by the end of the one (1) year will have his or her membership suspended until such time that he/she fulfills the membership requirements of Section 2.6.

2.5 Record Date. The Board shall set the Record Date.

2.6 Requirements for Membership. To be eligible to become a member, and to maintain active membership, an applicant must pay annual dues (the “Annual Dues”) pursuant to the schedule of dues and comply with all applicable procedures, each as set by the Board. Applicants that satisfy all conditions set by the Board shall be considered a “Member” for purposes of these Bylaws. Any member may pay the Annual Dues for the next term before his or her membership ends.

2.7 Annual Meeting. The members shall have an Annual Meeting for the purpose of electing Governors, and for conducting any other business as determined by the President and/or the Board. At least ten (10) days’ prior written notice, including notice via e-mail, stating the date, time, and place of the Annual Meeting shall be given to all of the members. The acts of the majority of the members present at the Annual Meeting constituting a quorum shall be the acts of the members. The Annual Meeting shall be held on or about March of each year, or as soon as possible thereafter, on a date determined by the Board.

2.8 Special Meetings. Special Meetings of the members may be called by the President, the Board, or upon the written request of 50% of the members. At least ten (10) days’ written notice stating the date, time, place, and purpose of any special meeting shall be given to all of the members. The acts of the majority of the members present at a Special Meeting constituting a quorum shall be the acts of the members.

2.9 Quorum. For purposes of the Annual Meeting or a Special Meeting, ten percent (10%) of the members at the time of the Record Date shall constitute a quorum for the conduct of business at any Annual Meeting or Special Meeting.

2.10 Voting Rights.

(a) Subject to the restrictions listed in section 2.10(b), the only members with voting rights at any Annual Meeting or Special Meeting, shall be those members in “good standing,” which is defined as those members (a) whose membership has not been suspended or revoked as of the date of the meeting, and (b) who have paid in full the Annual Dues as of the Record Date. Each member that satisfies the aforementioned criteria and who is not subject to the restriction in section 2.10(b) shall be entitled to one vote, which must be made in person. No member shall be permitted to vote by proxy.

(b) Only those members who were admitted to practice law in any jurisdiction at the time of the Distribution Date, as defined in section 6.6(b), or at the time the notice of a Special Meeting is given, as stated in section 2.8, shall be allowed to vote at an Annual Meeting or Special Meeting.

2.11 Elected Positions. Only those members in good standing who were admitted to practice law in any jurisdiction are qualified to run for an elected position.

2.12 Expulsion, Censure, and Suspension from Membership. Any member may be expelled, censured, or suspended from membership upon a two-thirds vote of the Board currently in office.

2.13 Member's Inspection Rights. For purposes reasonably related to such person's interest as a member and for any of the purposes identified in 1.2, any member may request a copy of (a) the records of members' names, addresses, and e-mails, stating the purpose for which the inspection rights are requested; and (b) the accounting books and records and minutes of the proceedings of the members, the Board, and committees of the Board, for a purpose reasonably related to such member's interest as a member. The member requesting such copies shall be responsible for reimbursing KALAGNY for the cost of producing such copies.

ARTICLE III - BOARD OF GOVERNORS

3.1 Management. The Board of Governors (the "Board") is responsible (a) for managing the affairs of KALAGNY subject to and in accordance with these Bylaws; (b) for determining the schedule of Annual Dues; (c) for the establishment of committees; (d) for the appointment and removal of Honorary Members; (e) for the appointment and removal of Leadership Advisory Council members; (f) for setting the Record Date; (g) for setting the maximum amount of money the President may spend on behalf of KALAGNY without getting board approval before the expenditure is made; (h) for approving expenditures above the amount set pursuant to subsection (g); (i) for voting on the candidates for the Nomination Committee; and as set forth herein; and (j) for performing such other duties as may be prescribed by these Bylaws.

3.2 Composition. The Board shall consist of (a) the Executive Officers (as defined in Section 4.1 herein) and (b) at-large governors (each a "Governor"), such that the aggregate number of persons on the Board shall be not less than ten (10) and not more than twenty (20) people, the exact number which may be fixed from time to time by resolution of the Board. The Board may contain fewer than ten (10) Governors in the event of the removal, resignation, or death of a Governor.

3.3 Leadership Advisory Council ("LAC").

(a) The LAC shall be comprised of members, public officials, and other distinguished people whom the Board has determined to have demonstrated an extraordinary showing of commitment and support of KALAGNY. The Board shall vote for the members of the LAC as stated in 5.1. The term of an LAC

member shall be two (2) years. A member of the LAC may be removed by a vote of the Board (see 5.1) before his or her two-year (2) term expires. An individual may be selected to the LAC for consecutive terms without limitation.

(b) The immediate past President of KALAGNY becomes a member of the LAC for one (1) term, which is two (2) years long, and does not require a Board vote. The immediate past President will preside over the LAC meetings unless the President of KALAGNY appoints another individual to that position. After the first term of the immediate past President expires, he or she will have to be selected onto the LAC as per 3.3 (a) above.

(c) The LAC will focus its efforts on four general areas:

(1) Leadership Development and Education. The LAC will partner with the Board in developing future leaders of KALAGNY;

(2) Outreach. LAC will be the ambassadors for KALAGNY in their own individual communities; and

(3) Strategic Planning. The LAC will be an active partner in planning the future of KALAGNY.

(d) While the LAC is an important and integral part of KALAGNY's organizational structure, it has no voting powers with respect to matters before the Board.

ARTICLE IV - OFFICERS

4.1 Number of Officers. The Officers of KALAGNY, who will also be referred to as the Executive Officers, shall include a President, one or more Vice Presidents (which number shall be established by the Board), a Recording Secretary, and a Treasurer.

4.2 Duties. The duties of the Officers shall include the following:

(a) The President shall have powers with respect to the general and active management of the business of KALAGNY, and shall see that all orders and resolutions of the Board are carried into effect. The President shall preside over the Board meetings. With respect to each committee, the President shall appoint a Board member to serve as a committee chairperson. In addition, the President shall be responsible for establishing the agenda and the business to be discussed at any Annual Meeting or Special Meeting and for performing such other duties as may be prescribed by these Bylaws.

(b) The Vice-President(s) shall keep an accurate and current list of the names, addresses, telephone numbers, and any other contact information of all members; shall be the chairperson of the Membership Committee; and shall have such powers and shall perform such duties as shall be assigned to him or her by the

President. In the event that more than one Vice-President is elected, the President will determine who among those elected to the position of Vice-President shall be responsible for the duties pertaining to membership and head the Membership Committee. Each of the Vice-Presidents shall have such powers and shall perform such duties as shall be assigned to him, her, or them by the President.

(c) The Recording Secretary shall give notice of all regular, Annual, and Special Meetings to the members. The Recording Secretary shall attend all regular, Annual, and Special Meetings of the members, shall act as clerk thereof, and shall record all votes and the minutes of all proceedings. The Recording Secretary shall promptly circulate such minutes to all Board members. The Recording Secretary shall give notice of all Board meetings to the Governors and Executive Officers. The Recording Secretary shall attend the Board meetings and be responsible for taking minutes of the Board meetings and recording all votes. The Recording Secretary shall promptly circulate such minutes to all Board members. Should the Recording Secretary not be present at a Board, regular, Annual, or Special Meeting, the President shall have the power to appoint an acting Recording Secretary for purposes of such meeting.

(d) The Treasurer shall keep current and accurate accounts of receipts and disbursements of KALAGNY; shall collect all funds due KALAGNY and disburse funds as required to meet the obligations of KALAGNY; shall keep the funds of KALAGNY in a separate account to the credit of KALAGNY, unless the Board directs otherwise; shall render to the Board accountings of all transactions and of the financial condition of KALAGNY; and shall file tax returns. The Treasurer shall perform such other duties as may be prescribed by the Board or by the President.

4.3 Executive Vice-President. In the event that more than one Vice-President is elected, the Vice-President who received the most votes will be deemed Executive Vice-President. In the event that more than one person receives the most votes for Vice-President, the newly elected president will pick the Executive Vice-President from those who received the most votes. The Executive Vice-President shall perform the duties outlined in 4.2(b) of the Vice-President.

ARTICLE V – BOARD MEETINGS

5.1 Quorum; Actions of the Board. The presence of at least half of the Governors and Executive Officers then in office, and not subject to censure, suspension, or removal proceedings, shall constitute a quorum for the transaction of business at any Board meeting (each a “Board Meeting”), and the acts of the majority of the Governors and Executive Officers present at a Board Meeting at which a quorum exists shall be the acts of the Board. Notwithstanding the foregoing, the following acts shall require the approval of two-thirds (2/3) of the Governors and Executive Officers present at a meeting in which a quorum exists: (a) the selection and removal of Honorary Members or members of the LAC, and (b) the censure,

suspension, or removal of a member, Governor, or Executive Officer (other than the non-discretionary removal as set forth in Section 5.7 herein).

5.2 Unanimous Consent of the Board in Lieu of Meeting. Any action of the Board may be taken without a meeting, if written approval thereof setting forth the action so taken shall have been signed by all of the Governors and Executive Officers in office and filed with the Recording Secretary within thirty (30) days from the date of the receipt of the last Board member's signature.

5.3 Meetings by Telephone, etc. Any Governor or Executive Officer may participate in a Board meeting by means of a conference telephone, or similar communication equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

5.4 Voting Rights. Each Governor and Executive Officer shall be entitled to one vote at any Board meeting.

5.5 Voting by Proxy. Pursuant to the laws of New York governing not-for-profit corporations and in accordance with the fiduciary duties owed to KALAGNY by each and every member of the Board, proxies are not allowed at board meetings.

5.6 Voting by E-mail. Because New York's not-for-profit laws do not explicitly allow voting by e-mail, members of the Board may not cast a vote via e-mail.

5.7 Frequency of Board Meetings. The Board shall endeavor to conduct Board Meetings every other month. At least five (5) days' written notice stating the time, place, and purpose of any Board meeting shall be given to the Governors and Executive Officers by the President.

5.8 Attendance at Meetings. Any Governor or Executive Officer that is absent from three (3) Board Meetings during his or her term shall be automatically removed from his or her position as a Governor, Executive Officer, and/or Committee Chairperson (as defined in Section 8.1 herein).

ARTICLE VI – ELECTIONS

6.1 Election, Qualification, and Term of Governors. Only members in good standing, subject to 2.11, and who have been members in good standing for at least two (2) years, cumulatively, within three (3) years immediately prior to the nomination, may run for a Governor position. The term of an elected Governor shall be two (2) years following his or her election, or until his or her death, resignation, or removal. Governors may be elected for consecutive terms without limitation. The number of people the Nomination Committee nominates to be Governors shall depend on the number of Governors the Board fixes by resolution. The Nomination Committee shall nominate people to be Governors such that only approximately half of the Governors are elected at each Annual Meeting.

6.2 Election, Qualification, and Term of Executive Officers, other than the President. Only members in good standing, subject to 2.11, may run for an Executive Officer position. The term of an Executive Officer shall be two (2) years following his or her election, or until his or her death, resignation, or removal. Executive Officers may be elected for consecutive terms without limitation, but subject to the limitations set forth in 6.3.

6.3 Election, Qualification, and Term of the President. Only those who have been members in good standing, subject to 2.11, and who have been members in good standing for at least two (2) years, cumulatively, within three (3) years of the Record Date, may run for the position of President. The term of the president shall be two (2) years following his or her election, or until his or her death, resignation, or removal. A member shall be limited to no more than two (2) consecutive terms as President.

6.4 A member may run for only one (1) position in a given election. No member may submit his/her name for more than one elected position.

6.5 Time. Elections shall be held during the Annual Meeting. The Annual Meeting shall be held on or about March of each year, or as soon as possible thereafter, on a date determined by the Board.

6.6 Members Entitled to Vote in Elections. The only members with voting rights at the Annual Meeting shall be those members in good standing as of the Record Date.

6.7 Procedures for Elections.

(a) Nomination Committee. The Nomination Committee shall nominate members in good standing, and who meet the requirements outlined in sections 2.11, 6.1, 6.2, and 6.3, for the position of the President, for each Vice-President position, the position of the Treasurer, the position of the Recording Secretary, and for each position of Governor that has to be filled. The list of nominees shall be sent to all members in good standing as of the Record Date. Such notice shall also contain instructions on how a member in good standing as of the Record Date, may propose additional nominees. The Nomination Committee shall also appoint the people who will count the ballots at the election.

(b) Additional Nominees. Additional nominees may be proposed by any member in good standing as of the Record Date, by submitting to the President a list of nominees by a date that is no later than two (2) weeks from the "Distribution Date," which is the date that the Nomination Committee placed the List of Nominees in possession of the postal service and/or was distributed to the members. Additional nominees must meet the requirements outlined in sections 2.11, 6.1, 6.2, and 6.3.

(c) Ballots. A ballot containing the names of the nominees for each position shall be sent to each member in good standing approximately four (4) weeks from the Distribution Date.

(d) Voting. Ballots must be returned in accordance with the instructions written on or furnished with the ballot.

(e) Counting. Immediately upon the close of the balloting, the votes shall be counted by those appointed pursuant to 6.6(a), and the results shall be reported to the President in writing.

(f) Votes to Elect. A plurality of votes cast by the members shall be sufficient to elect each Executive Officer and Governor. In the event of a tie that results in positions remaining unfulfilled, a subsequent run-off election shall be held within thirty (30) days of the Annual Meeting involving only those nominees subject to the tie.

(g) Commencement of Terms. The terms of the out-going Executive Officers and Governors shall end at noon on the first day of July, and the terms of the newly elected Executive Officers and Governors shall then begin. In the event that the election takes place after July 1st, then the terms of the out-going Executive Officers and Governors shall end at noon on the first day of the month following the election, and the terms of the newly elected Executive Officers and Governors shall then begin.

ARTICLE VII - VACANCIES

7.1 Resignations. Any Executive Officer or Governor may resign such position at any time, and such resignation shall take effect from the time of its receipt by KALAGNY, unless some other time may be fixed in the resignation, and then from that date. The acceptance of the resignation by the Board shall not be required to make it effective.

7.2 Filling Vacancies. If the office of any Executive Officer or Governor becomes vacant by reason of death, resignation, removal, or otherwise, the remaining Executive Officers and Governors, even if less than a quorum, may choose a successor, who shall hold office for the unexpired term, by a vote of a majority of the voting Board.

ARTICLE VIII - COMMITTEES

8.1 KALAGNY shall have such committees as may be authorized by the Board from time to time. Each committee shall consist of at least one (1) chairperson that is selected from the Board pursuant to 4.2(a). A committee may be headed by one or more chairpersons ("Committee Chairpersons") The President shall have the power to appoint and remove Committee Chairpersons, except for the Membership Committee, which is chaired by the Vice-President or Executive Vice-President, if applicable (see 4.2[b], 4.3).

8.2 The Committee Chairperson shall have the authority to appoint and remove members from the committee.

8.3 The Board shall form an Ethics Committee consisting of at least three (3) members of the Board. The duty of those who are on the Ethics Committee is to review any allegation of ethical violations that is brought to the attention of KALAGNY. The Ethics Committee will review the matter and make a recommendation to the Board. A majority vote of the Board is required for KALAGNY to take any action pursuant to the Ethics Committee investigation. If the allegation is about an ethical violation affecting an upcoming election, no one who is a candidate or potential candidate for that election may serve on the Ethics Committee conducting that investigation. But, as required by section 712 of the Not-For-Profit Corporation Law, the Ethics Committee must still consist of at least three (3) members of the Board.

ARTICLE IX - NOTICE

9.1 Notice. Notice may be given to any person either (a) personally, (b) by sending him or her a copy thereof through first class mail, postage prepaid, overnight courier, hand delivery, or by confirmed facsimile transmission, to the address appearing on the books of KALAGNY or supplied in writing to KALAGNY for the purpose of notice by such person, (c) by electronic mail, or (e) by telephone. Notices sent by mail or overnight courier shall be deemed to have been given when placed in possession of the postal service or the courier service for delivery. Such notice shall specify the place, day, and hour of the meeting and where otherwise required, the general nature of the business to be transacted.

9.2 Waiver of Notice. Any required notice may be waived by the written consent of the person entitled to such notice either before or after the time for giving of notice, and attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE X – INDEMNIFICATION

10.1 KALAGNY shall indemnify (a) any person made or threatened to be made a party to any action or proceeding by reason of the fact that such a person is or was a Governor, Executive Officer, or employee of KALAGNY, and (b) any Governor, Executive Officer, or employee of KALAGNY who served any other corporation of any type or kind, or any partnership, joint venture, trust, employee benefit plan, or other enterprise, association, or entity in any capacity at the request of KALAGNY, in the manner and to the maximum extent permitted by the Not-for-Profit Corporation Law of New York, as amended from time to time.

10.2 KALAGNY may, in the discretion of the Board, purchase and maintain insurance on behalf of any person who is or was a Governor, Executive Officer, member, or employee, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not KALAGNY would have the power to indemnify such person against such liability under the provisions of these Bylaws.

ARTICLE XI – CONFLICT OF INTERESTS

11.1 Each Governor and Executive Officer shall disclose in writing to the Board any conflict of interest which he or she believes may arise in connection with his service as a Governor or Executive Officer.

11.2 No contract or other transaction between KALAGNY and any other corporation, firm, association, or other entity in which one or more of its Governors and/or Executive Officers has a substantial financial interest shall be either void or voidable for this reason alone, provided that such interest is disclosed in good faith to the Board, and if the Board authorizes such contract or transaction by a vote sufficient for such purpose without counting the vote or votes of such interested Governor or Executive Officer.

ARTICLE XII - MISCELLANEOUS

12.1 Amendment of By-Laws. These By-Laws may be amended by a two-thirds (2/3) vote of all members present at any duly convened Annual Meeting or Special Meeting.

12.2 Authorization for Expenditures. All expenditures up to \$500 may be approved by the President. All expenditures in excess of such threshold must be approved by the Board.

12.3 Corporate Funds. The funds of KALAGNY shall be kept in such depositories as shall from time to time be prescribed by the Board. All checks or other orders for the payment of money shall be signed by the President or Treasurer or such other person or agent as may from time to time be authorized by the Board.

12.4 Contracts and Other Documents. The President, or such other Executive Officer(s) who may from time to time be authorized by the Board, shall have the power to sign and execute on behalf of KALAGNY contracts requiring execution by KALAGNY.

Date of Adoption: