

BYLAWS
OF
KOREAN SCHOOL OF FORT COLLINS

Article I

General

1.1 Purpose of Bylaws. These Bylaws are adopted for the regulation and management of the affairs of Korean School of Fort Collins, Fort Collins, Colorado (the “School”). This School is organized exclusively for charitable, educational, and scientific purposes as defined by Section 501 (c)(3) of the Internal Revenue Code. Especially, the purpose of this School is to teach both children and adults Korean language as a means of retaining and advancing Korean culture.

1.2 Name. The name of this organization shall be Korean School of Fort Collins and has since July 2013 been organized as a Colorado Nonprofit Corporation without members under the Colorado Nonprofit Corporation.

1.3 Corporate Office. The address of the principal office of Korean School of Fort Collins shall be Korean School of Fort Collins, 601 S. Whitcomb St. Fort Collins, CO 80521. The building is leased to the School by the First Korean Church of Fort Collins.

1.4 Fiscal Year. The fiscal year of the School begins on January 1st and ends on December 31st, except that the first fiscal year shall begin on the date of incorporation.

Article II

Members and Voting Rights

2.1 General. Each Person, or if more than one, all Persons collectively, constituting the School shall be a member of the School. However, Members with Voting Rights shall include Persons at the age of eighteen and older only: adult students and parents or guardians of children attending the School, as well as Persons

who serve as members of the Board of Directors, the Principal, Vice-Principal, and Faculty. Each Person or Member may serve the School in more than one capacity; however, Each Person or Member shall be entitled to one vote.

Article III

Board of Directors

3.1 General Powers and Duties of Board. The Korean School of Fort Collins shall have a governing board called the Board of Directors which shall act as the Board of Directors for the Corporation. The Board of Directors may exercise for Korean School of Fort Collins all powers and duties necessary and proper to manage the business and affairs of the Corporation except as reserved or otherwise provided by law, by these Bylaws, or by the Articles of Incorporation.

The Board of Directors shall:

- (a) have regular meetings not only with the Members of the Board themselves but also with the Members of the School;
- (b) set an annual budget for the School, supervise the spending, and approve the annual financial statements; and
- (c) attend the business meeting at the end of each semester.

3.2 Number, Qualification, Appointment, and Election. The Board of Directors of Korean School of Fort Collins shall consist of 3 to 7 voting members as specified below:

- (a) Parent Representative. One member shall be a non-employee parent or guardian of a child attending Korean School of Fort Collins.
- (b) Community Members. Three to five members may be parents or guardians of children attending Korean School of Fort Collins or residents of Larimer or Weld County.
- (c) Korean School of Fort Collins Principal. One member shall be the Korean School of Fort Collins Principal.

The number of Board members may be increased or decreased from time to time by amendment of this Section of these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent voting-member of the Board.

Each voting member of the Board of Directors shall be at the age of eighteen and older.

The Board of Directors shall be elected by the affirmative vote of members entitled to cast a majority (i.e. more than 50%) of the votes, present and voting in person.

Responsibilities as Officers including president, vice-president, secretary, and treasurer shall be allocated to members of the Board.

3.3 Terms. Each member of the Board of Directors shall hold office for a term of 3 years. Each member of the Board of Directors can serve up to two consecutive terms. Service as an initial Board member shall not disqualify any person from subsequent service on the Board.

3.4 Regular Meetings. Regular meetings of the Board shall be held at least once a semester.

3.5 Special Meetings. Special meetings of the Board may be called by or at the request of the Principal or any two Board members.

3.6 Quorum. A majority of the voting members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

3.7 Voting Requirements. Except as otherwise provided by law, in the Articles of Incorporation, or in these Bylaws, a majority vote (i. e. more than 50%) of the voting members of the Board of Directors present at a meeting at which a quorum is present shall be required for an act of resolution under consideration to constitute an act or resolution of the Board of Directors.

3.8 Compensation. Board members shall receive no compensation for their services. However, by resolution of the Board of Directors, Board members may be paid their reasonable expense, if any, incurred in the furtherance of their duties as

Board members. No payment shall preclude any Board member from serving Korean School of Fort Collins in any other capacity and receiving compensation thereof.

3.9 Presumption of Assent. A Board member of Korean School of Fort Collins who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be entered in the minutes of the meeting or unless the Board member shall file a written dissent to such action before adjournment of the meeting. Such right to dissent shall not apply to a Board member who voted in favor of the action dissented to.

3.10 Resignation. Each of the Board members may resign at any time by giving a written notice to the Board, stating the effective date of resignation. Acceptance of such resignation shall be approved by the Board.

3.11 Removal of Board Members. Except as provided below, at a special election called expressly for that purpose, Board members may be removed in the manner provided in this Section. One or more Board members or the entire Board of Directors may be removed by a vote of a majority of the Members of the School. No Board member may be removed if the votes cast against a Board member's removal would be sufficient to elect the Board member if cumulatively voted at an election of the entire Board of Directors. A Board member shall be entitled to receive at least 2 weeks of notice and a hearing with respect to his or her removal for cause.

3.12 Non-Attendance. If a Board member misses three consecutive regular meetings of the Board of Directors, that Board Member may be removed, according to Section 3.13 of these Bylaws.

3.13 Vacancies. Any vacancy occurring in the Board of Directors shall remain until the following semester, at the beginning of which a new member of the Board shall be elected.

3.14 Standards of Conduct. A Board member shall discharge his or her duties as a Board member, including his or her duties as a member of a committee, in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and in a manner that he or she reasonably believes to be in the best interest of Korean School of Fort Collins.

In discharging his or her duties, a Board member is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

(a) one or more officers or employees of Korean School of Fort Collins whom the Board member reasonably believes to be reliable and competent in the matters presented;

(b) legal counsel, public accountants, or other persons as to matters the Board member reasonably believes are within the person's professional or expert competence; or

(c) a committee of the Board of Directors of which the Board member is not a member if the Board member reasonably believes the committee merits confidence.

A Board member is not acting in good faith if the Board member has knowledge concerning the matter in question that makes otherwise its permissible reliance unwarranted.

A Board member is not liable for any action taken as a Board member, or any failure to take any action, if he or she performed the duties of office in compliance with this Section.

3.15 Conflicts of Interest. The Board shall not employ or contract with Board members other than the employment contracts with the Principal, Vice-Principal, Faculty, and Staff except that this prohibition may be waived as described below. Ownership by a Board member or a member of their family of securities of a corporation or any beneficial interest in a partnership or firm with which a contract is made shall not be deemed to create a conflict of interest.

3.16 Operation of Meetings. Robert's Rules of Order shall be followed in the conduct of all meetings. In case that an individual member of the School is dissatisfied with and appeals the Board of Directors' decision, he or she shall submit an official letter in order to attempt to seek a solution for the matter(s) within next 30 days. For a better solution, the individual member shall request a voting from the Members of Korean School of Fort Collins. The voting shall have more than 70% of the Members present in person and be passed by the approval of the two thirds of the present Members.

Article IV

The Principal

4.1 Duties. The Principal shall be one individual and serve as the chief administrator for the operation of Korean School of Fort Collins and perform such other duties as shall be assigned by the Board. The Principal shall:

- (a) serve as the representative of the School and attend outside events and meetings including the regular and special meetings for the Colorado Association for Korean Schools;
- (b) attend the business meeting at the end of each semester;
- (c) hold the regular and special meetings with the Vice-Principal and Faculty;
- (d) appoint the Vice-Principal and supervise the contract between the Board and each member of the Faculty;
- (e) help in setting an annual budget for the School and request for the approval of the Board of Directors at the end of the calendar year;
- (f) have charge and custody of and be responsible for all funds of Korean School of Fort Collins;
- (h) administer the spending of the School; and
- (i) be able to share at occasion his or her duties with the Vice-Principal.

4.2 Qualification, Election, and Appointment. The Principal shall be an individual who shall discharge his or her duties as the Principal, including his or her duties as a member of the Board, in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and in a manner that he or she reasonably believes to be in the best interest of Korean School of Fort Collins. The candidates for the Principal shall be recommended by the Members of the School (as defined in Section 2.1 of these Bylaws) and approved by the incumbent Board of the Directors. Then the Principal shall be elected by the Members of the School if he or she obtains a majority (i.e. more than 50%) of the votes, present and voting in person.

4.3 Terms. The Principal shall hold office for a term of 3 years. The Principal can serve up to two consecutive terms.

4.4 Resignation. The Principal may resign at any time by giving a written notice to the Board, stating the effective date of resignation. Acceptance of such resignation shall be approved by the Board.

4.5 Removal of Principal. The Principal shall be advised to resign from his/her position or be removed if his/her conduct as Principal does not meet the qualifications stated in Section 4.2. At any meeting called and held in accordance with these Bylaws, if quorum is present, the Principal can be removed with or without cause, by the affirmative vote of Members entitled to cast a majority (i.e., more than 50%) of the votes present and voting in person.

4.6 Vacancies. At the resignation or removal of Principal, the Vice-Principal shall play the Principal's role until the position is filled. The election shall be held at the beginning of the following semester.

Article V

The Vice-Principal

5.1 Appointment and Duties. The Vice-Principal shall:

- (a) be appointed by the Principal;
- (b) attend the regular meetings and events held by the Colorado Association for Korean Schools;
- (c) be present at the School during the semester to administer the Faculty and the Students;
- (d) call for meetings with the Faculty, with or without the Principal;
- (e) share his/her duties with the Principal and the Faculty in their agreement;

and

- (f) take the Principal's place during his or her absence or incapacity, after his or her death, and in certain other circumstances.

Article VI

Officers

6.1 Number, Election, and Tenure. The Officers of Korean School of Fort Collins shall consist of a President, a Vice-President, a Secretary and a Treasurer, elected among the members of the Board. Assistant officers as may be deemed necessary may be appointed by the Board of Directors. All assistant officers and faculty members of Korean School of Fort Collins shall serve at the pleasure of the Board of Directors for the compensation fixed under Section 3.8 of these Bylaws. Any two or more officers may be held by the same person, except for President and Principal. Principal can hold neither President nor Treasurer at the same time. President cannot hold Principal at the same time.

6.2 Secretary. The Secretary shall:

(a) keep the minutes of the Board of Directors' meetings in one or more books provided for that purpose;

(b) keep the documents of the School's annual tax reports;

(c) keep all the aforementioned records for at least 5 years in two separate locations, one of which shall be accessed by Members of the School;

(d) see that all notices are duly given in accordance with the provisions of these Bylaws and as required by law; and

(e) discharge all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the Board of Directors.

6.3 Treasurer. The Treasurer shall:

(a) have charge and custody of and be responsible for all funds of Korean School of Fort Collins;

(b) receive and give receipts for monies issued in the name of Korean School of Fort Collins in the banks or other depositories as shall be selected in accordance with the provisions of Article VII of these Bylaws;

(c) keep all receipts and other financial statements;

(d) help in setting an annual budget for the School, consulting the Principal, Vice-Principal, and Faculty;

- (e) administer the spending of the School within budget;
- (f) prepare a financial report of each semester, receive an approval from the Board of the Directors, and present it at the business meeting of each semester;
- (g) send a document for tax deduction to each of the donors by January 31st of each year; and
- (h) inform each of the contractors of the School that all his or her income from the School is taxable, it is his or her responsibility to file a form (i. e. Form 1099), and there is no minimum amount that a taxpayer may exclude from gross income.

6.3.1 To Keep the Nonprofit Corporation Status. The Principal or Treasurer shall:

- (a) register Korean School of Fort Collins in the State of Colorado each year;
- (b) file a nonprofit corporation tax form (i. e. Form 990 or 990 EZ) through IRS by May 15th of each year;
- (c) Principal or Treasurer is responsible for the aforementioned registration and filing; and
- (d) The holder of the name filed in IRS and the State shall be the primary bank account holder of the School, and the other officer shall be the secondary bank account holder.

Article VII

Contracts, Checks, Deposits, and Official Books and Records

7.1 Contracts. The Board of Directors may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of Korean School of Fort Collins, and such authority may be general or confirmed to specific matters.

7.2 Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of Korean School of Fort Collins shall be signed by such officer or agent of Korean School of Fort Collins and in such manner as shall from time to time be determined by a resolution of the Board of Directors.

7.3 Deposits. All funds of Korean School of Fort Collins not otherwise employed shall be deposited from time to time to the credit of Korean School of Fort Collins in such banks or other depositories as the Board of Directors may select.

7.4 Official Books and Records. The official books and records of Korean School of Fort Collins shall consist of the books of board meeting minutes, policies, and procedures, as well as the books and records of finances and bank account statements and a directory giving the names of the Board members, Officers, employees and members of any committees, which may be appointed by the Board. The Secretary shall be responsible for their upkeep and safekeeping of these books and records.

Article VIII

Faculty

8.1 Duties: The Instructor shall:

(a) serve as a contractor for a minimum term of 1 year in the School by signing the Teacher's Contract Form provided by the Principal and be able to renew the contract each year;

(b) be encouraged to take TOPIK (Test of Proficiency in Korean) or obtain other certifications in order to enhance the Korean School of Fort Collins program.

(c) arrive at school at least 10 minutes before the instruction starts, monitor the Students for safety during the periods of break, and make sure for the parent or guardian to sign in and out his or her child at the beginning and end of class;

(d) resign in case that his or her conduct is reported not to meet the standards of conduct as a teacher and the Board of Directors approves the resignation;

(e) inform as early as possible the Principal or Vice-Principal of his or her cancelation of class if there is any of the private reasons, including but not limited to serious illness and death in family. At possible occasions, such as professional engagements outside the School, the instructor shall give a 2-week advanced notice to and consult the Vice-principal for the solution. The instructor, Vice-Principal, or Principal shall decide either to have a make-up class or to hire a substitute teacher for the day(s) of class. At the hire of substitute teacher, the instructor shall waive the pay for the day(s) of class to the substitute teacher. More than 3 cancelations of class without any early or

later notice to the School per year shall cause the instructor to resign from the position;

(f) prepare for each class, and administer and evaluate at any time if needed the Students of his or her class;

(g) remove a student from the class if his or her behavior negatively affects other students' performance in class;

(h) seek to improve his or her ability to teach and attend the Teachers' Workshop held by the Colorado Association for Korean Schools;

(i) submit his or her syllabus and class schedule to the Principal and Vice-Principal, as well as make it available to the parent or guardian of each student, at the beginning of each semester;

(j) evaluate each of the Students in his or her class and submit the result in a written form to the Principal and Vice-Principal at the end of each semester; and

(k) Teacher's or Contractor's Contract can be nullified by the order of Principal or Board of Directors at any time if the contractor does not meet the conditions addressed above in Article VIII. No compensation will be awarded after the termination of Contractor's contract.

Article IX

Academic Terms and Hours of School and Qualifications for Admission

9.1 Academic Terms and Hours of School. The School's academic terms follow but are not limited to the Academic Calendar of Poudre School District in Fort Collins, Colorado. Fall Term shall begin at the end of August or the beginning of September, while Spring Term shall start at the beginning of January. Each term consists of 12- to 16-weekend instructions. Each weekend holds 3-hour instructions. The period of each term and the hours of instructions can be modified according to particular natural/weather-related, physical, and financial conditions.

9.2 Qualifications for Admission. The applicant shall be:

(a) a person whose age is at least 4 by the time each term begins and at the same time who has a positive attitude for learning Korean;

(b) a person who is capable of following the instructions and rules of school;

and

(c) a person whose admission is approved to be necessary by the Principal.

Article X

Completion of Each Term and Graduation

10.1 Conditions and Qualifications for the Completion of Each Term. The student who wants to continue to attend the School and may move up to a next level of course shall understand that:

- (a) attending two thirds of the hours of instruction is required each term;
- (b) 2 times of tardiness equals 1-time absence;
- (c) 2 times of early leave equals 1-time absence; and
- (d) each student is to be evaluated by his/her instructor at the end of each term. The evaluation shall serve as a substantial means of deciding his or her pass or failure in the course.

10.2 Graduation. The student eligible for graduation shall:

- (a) pass the Intermediate Level of TOPIK (Test of Proficiency in Korean), a test administrated by the National Institute for International Education;
- (b) continue to move up to a specialized or advanced course level.

10.3 Specialized Course. Occasionally, it is possible to create a course specialized for preparation of Korean in SAT 2 or any advanced or related course beyond the regular course levels offered at this School. In this case, the course(s) shall be run separately from the regular courses. The applied rules, qualifications, and tuition and textbook shall be decided by the agreement between the Principal and the involved parents or guardians.

Article XI

Number and Size of Courses, Classes, and Students

11.1 Class Schedule. The regular class hours are from 9:00 a.m. to noon every Saturday morning in each term.

11.2 Number and Size of Courses and Classes. The number of courses and classes may change from time to time, according to the number of classrooms, instructors, and students.

11.3 Course Levels.

- (a) The School shall offer course levels ranging from Preschooler, through Beginner, Intermediate, and Advanced, Expert, to Non-Native Korean/Adult;
- (b) Each of the first-time enrolled students shall be evaluated by the instructor of the age appropriate level on the first day of school in order to be assigned to a course level appropriate for the student; and
- (c) Each of the students who continue to enroll the School shall be assigned to a course level on the basis of the evaluation of the student from the previous term.

11.4 Size of Class. Each class shall consist of a minimum of 2 students; however, the Principal, Vice-Principal, or Instructor can modify the size of class under particular conditions.

Article XII

Course Contents and Evaluation

12.1 Course Contents.

- (a) The course contents of this School shall be based on those of the textbook series published by The Educational Foundation for Koreans Abroad;
- (b) The course contents of this School shall include Korean historical, cultural, and social lessons in order to help understand Korean language; and
- (c) Extra course materials, such as books and educational tools, shall be chosen by the Instructor in agreement with the Principal and Vice-Principal. The School shall bear the expenses of the extra course materials insofar as the budget allows.

12.2 Evaluation. The Instructor shall:

(a) evaluate each of the students in his or her class at the end of each semester, report the result at the final Members' meeting of each semester, and use it as a means of determining the student's pass or failure in the course.

(b) reassign a class to any of the students, if necessary, even during the semester.

Article XIII

Finance: Tuition and Compensation

13.1 Tuition for Late Registration and Refund Policies. The tuition for late enrollment and refund policies are as follows:

	Tuition for Late Registration	Refund
Week 1	100 %	100 %
Week 2	100 %	100%

13.2 Compensation.

(a) No member of the Board of Directors shall receive any compensation from the School for serving as a member of the Board of Directors except for reimbursement of expenses as may be approved by resolution of disinterested members of the Board of Directors;

(b) Agents and employees shall receive such reasonable compensation as may be approved by the Board of Directors;

(c) Appointment of a person as an officer, agent, or employee shall not, of itself, create any right for compensation;

(d) Instructors, as well as the Vice-Principal, shall receive such reasonable compensation as may be approved by the Board of Directors and be able to request financial supports for the purchase of teaching materials and supplies; and

(e) Other Members of the School may be paid reasonable expense, if any, incurred in the furtherance of their duties.

Article XIV

Body of Parents or Guardians

14.1 Powers. The Body of Parents or Guardians shall exist as a separate faculty of the School in order to help maintain a normal safe environment of the School, consisting of parents or guardians of children attending the School.

14.2 The Parent Representative. The Body of Parents or Guardians shall elect a non-employee parent or guardian of a child attending Korean School of Fort Collins, as the Parent Representative who shall serve also as one member of the Board of Directors. The Parent Representative shall serve for a minimum term of 3 years and be able to serve up to two consecutive terms. At the resignation of the Parent Representative in the midst of the terms, the Body of Parents or Guardians shall elect a new one at the beginning of next semester.

14.3 Duties. The Body of Parents or Guardians, as well as the Parent Representative, shall volunteer to help and support activities and events relating to the School. At a conflict of interest between the Body and the Faculty or the Board of Directors, the Parent Representative shall gather suggestions or requests from the parents or guardians and call for an individual meeting with the Vice-Principal or Principal in order to seek a solution. The Body of Parents or Guardians, as well as the Parent Representative, shall respect and help protect the rights of the Faculty. The Parent Representative shall call for meetings with other parents or guardians on a regular basis and attend the regular meetings for the Board of Directors as well as the regular business meeting at the end of each semester.

Article XV

Standards of Conduct for the Faculty, Students, and Parents or Guardians

15.1 The Faculty. The Faculty shall:

- (a) serve each of the Students with respect, care, integrity, and trust;
- (b) use the politeness system of Korean language, such as honorifics and respectful speech style; and
- (c) evaluate each student at any time if needed and communicate regularly with the parent of the student or the student himself or herself if an adult.

15.2 The Students. The Students shall:

- (a) follow the rules of the School and the instructions of the Teacher. At the failure of observance, the Adult Student or the Parent of the Student shall seek to find a solution by consulting the Vice-Principal;
- (b) be punctual at school;
- (c) be equipped with the textbook(s), notebook(s), writing tools, homework, and snack;
- (d) maintain a positive attitude and respect for the Instructor and other Students, including but not limited to showing proper manners, maintaining a quiet environment, and active participation in class; and
- (e) help maintain a tidy classroom after the hours of instruction are over.

Article XVI

School Safety, Debts, Gain, and Dissolution

16.1 School Safety. Korean School of Fort Collins shall maintain a normal safe environment; however, the Board of Directors, Principal, Vice-Principal, Officers, and other associate members and facility owners are free from any and all liabilities, claims, cause of action, damages and demands of any kind whatsoever include personal injuries to students should an incident arise.

16.2 Waiver and Permission to Transport Child/Charge. At occasion of transporting children in a motor vehicle driven by an individual designated by the School, the School shall request in advance each of the involved parents or guardians of the children to sign the form of Waiver and Permission to Transport Child/Charge.

16.3 Debts or Obligations. No Officer or Principal of this School shall be personally liable for the debts or obligation of Korean School of Fort Collins of any nature whatsoever, nor shall any of the property of the officer, or Principal be subject to the payment of the debts or obligations of the nonprofit organization.

16.4 Pecuniary Gain. Korean School of Fort Collins shall not afford pecuniary gain, incidentally or otherwise to its Members. No part of the net earnings of this nonprofit organization shall benefit any member of the organization, except that

reasonable compensation may be paid for services rendered to or for the organization affecting one or more of its purposes. Such net earnings, if any, of this corporation shall be used to carry out the nonprofit organization purposes set forth in Section 1.1 of these Bylaws.

16.5 Dissolution of the School. At the time of dissolution of Korean School of Fort Collins, the Board of Directors shall, after paying or making provisions for the payment of all debts, obligations, liabilities, costs, and expenses of Korean School of Fort Collins, dispose of any remaining organization assets by donating or contributing them to another similar organization, or to any organization recognized as tax-exempt under section 501 (c) (3) Internal Revenue Code.

Article XVII

Amendments

17.1 Amendments. These Bylaws may be amended or repealed, and new bylaws may be adopted by a majority vote of the Board of Directors at any regular or special meeting of the Board.

The Above and foregoing bylaws were adopted and approved by the Board of Directors on _____.

Secretary