

**BY-LAWS  
OF  
THE SEOUL NATIONAL UNIVERSITY COLLEGE OF MEDICINE  
ALUMNI ASSOCIATION OF NORTH AMERICA, INC.**

**ARTICLE I  
NAME**

This organization shall be the Seoul National University College of Medicine Alumni Association (SNUCMAA) of North America, Inc. The organization shall be referred as the Association hereinafter.

**ARTICLE II  
PLACE AND ACTIVITY**

1. The principal place of business of the Association shall be located in the City of New York, the State of New York.
2. The Association may maintain and establish from time to time other places within or without the State of New York at which the activities of the Association may be carried on or at which the meetings of members may be held, at such location(s) as may be appointed by the House of Delegates, or the members of the Association.

**ARTICLE III  
PURPOSE**

The general purpose of the Association is to engender and enhance the fellowship of its members through active participation in scientific meetings; to promote and assist in medical research and advancement; to provide financial assistance to needy students; to promote charitable activities; and to participate in any other activities approved by the Board of Directors.

**ARTICLE IV  
CLASSES OF MEMBERSHIP**

1. The membership of the Association shall consist of three distinct classes, namely, Regular members, Associate members and Honorary members, admitted pursuant to Article V of the By-laws.
2. The eligibility of admission as Regular member shall be based upon the following conditions:
  - a) Matriculation at and graduation from the Seoul National University, College of Medicine (hereinafter, the University).
  - b) Award of Degree of Doctor of Medicine (M.D.) from the University
  - c) Permanent resident in the North America
3. The eligibility of admission as Associate member shall be based upon the following conditions:
  - a) Matriculation at the University, including the premedical, graduation from other medical schools and holding the M.D. degree.
  - b) Profound interests and supports for activities of the Association
  - c) Permanent resident in the North America
  - d) Recommended by 2 or more Regular members.
4. The eligibility for admission as Honorary member shall be based upon the following conditions without regard to nationality, citizenship, or alma mater
  - a) Distinguished service for the University, and/or
  - b) Profound interests and supports for activities of the Association
  - c) Recommended by 2 or more Regular members.

**ARTICLE V  
RIGHTS AND PRIVILEGES OF MEMBERSHIP**

1. A person eligible for admission as Regular member in accordance with Article IV, hereof, shall be formally acknowledged and enrolled as member entitled to all rights and privileges of membership of the Association, upon such person accepting the By-laws or the statement indicating knowledge of and

consent thereto.

2. A candidate for admission as Associate or Honorary member shall be first nominated by two or more Regular member. An application with full information regarding the eligibility of the candidate, signed by the candidate & two or more nominating Regular members shall be presented at any business meeting of the Board of Directors. The application shall be reviewed by all attended board members and seconded by one or more board members.

3. The Board of Directors shall vote for or against the application for Associate or Honorary membership. If the application should be approved by the affirmative votes of the majority of the Board of Directors the application shall be presented and voted at the ensuing meeting of the House of Delegates, and if application should be approved by the affirmative votes of a majority number of the House of Delegates, the candidate shall be deemed to be elected to as Associate or Honorary member of the Association.

4. The vote of the House of Delegates and the Board of Directors for admission of candidates for Associate or Honorary membership shall be taken by a secret ballot and the admission of each candidate shall be taken separately. At the conclusion of the vote on each candidate, the President shall examine the ballot and declare the result.

#### **ARTICLE VI MEMBERSHIP DUES**

1. The dues of Regular or Associate members shall be payable annually to the Treasurer of the Association. The amount of the annual dues shall be determined by the House of Delegates.

2. The Honorary members shall be exempted from the annual dues; however, all members may contribute to support the Association if the funds are insufficient to meet the expenses of the Association or if the funds shall be required for special purposes. The Association shall not have the power to levy any general assessment on the members or enforce payment of any amount beyond the annual membership dues.

#### **ARTICLE VII WITHDRAWAL OF MEMBERSHIP**

1. Any member may at any time submit a request in writing to the Board of Directors that his/her name be removed from the list of members and s/he be relieved from any further obligation, relinquishing thereby all rights and privileges as member of the Association.

2. The Board of Directors shall thereupon notify to the Treasurer of the Association that said member has requested that his/her membership be withdrawn and it shall be the duty of the Treasurer forthwith to transmit to the Board of Directors an itemized statement of annual dues and all debts owed in connection with the use and employment of any of the facilities and conveniences of the Association.

3. A copy of the itemized statement shall be mailed to said member and upon payment by him/her of the amount set forth in such statement, his/her membership of the Association shall be deemed to have ceased and his/her name shall be removed by the Secretary and s/he shall be relieved thenceforth from the payment of all dues, and all his/her rights and privileges as member and all his/her titles and interest in the property of the Association shall be terminated except such privileges as shall be allowed in the discretion of the Board of Directors.

4. In case such member shall not pay the amount set forth in such statement the Board of Directors may make such disposition of the matter as in their discretion for the best of interests of the Association.

#### **ARTICLE VIII MEETINGS OF THE MEMBERS**

1. Meetings of the members for any purpose(s) may be called by the President pursuant to resolution of the House of Delegates, the Board of Directors, or by the request in writing of more than fifty members of the Association. Such request shall be stated the purpose(s) of the proposed meeting. Business transacted at such meetings of members shall be confined to the objects stated in the call and matters germane thereto. The notice of meeting of the members shall be mailed to each member by the President. The notice of the meeting also may be served by publication, in lieu of mailing, in the official journal of the Association.

2. The presence of thirty-three percent of the members entitled to vote, present in person or represented

by proxy shall constitute a quorum at all meetings of members.

3. Whenever members shall be required or permitted to take any action by vote, such action may be taken without a meeting on written consent signed by all of the members entitled to vote thereon.

#### **ARTICLE IX VOTING RIGHTS**

1. Only Regular or Associate members of the Association shall be eligible to vote on any matter concerned about the Association.

#### **ARTICLE X COMMITTEES**

1. There shall be eleven Standing Committees, designated respectively as the Finance Committee, the Scholarship Committee, the Fund-Raising Committee, the Scholarship Fund Management Committee, the Research and Fellowship Committee, the Green Project Committee, the Publication Committee, the By-laws Committee, the Advisory Committee, the Nominating Committee, and the Office Management Committee. The Chairperson of each Standing Committee shall be appointed by the House of Delegates at the Annual Meeting on the recommendation of the incoming President. The Chairperson shall submit a list of committee members to the Secretary within one month of his/her appointment.

2. Special committees may be appointed by the President to have such powers and duties and to hold office for such a period of time as shall be specified by the President.

3. It shall be the duty of all standing and special committees to keep the minutes of proceeding and to report from time to time, as often as it deemed necessary, to the Board of Directors, and by the request of the President.

#### **ARTICLE XI STANDING COMMITTEES**

The Board of Directors shall determine the operative procedures of the Committee and the times and manner in which said committee shall report to the Board of Directors.

**1. FINANCE COMMITTEE.** It shall be the duty of the Finance Committee to audit the report of the Treasurer of the Association before presented at a regular meeting of the Board of Directors, to inquire and examine into the financial condition of the Association and to suggest ways and means of increasing the revenues or limiting expenses of the Association. It shall be also the duty of said committee to report, from time to time, as often as it deems necessary, to the Board of Directors, whenever directed by the President to do so, and the Treasurer shall at times furnish said committee with such statement and information as directed by the President.

**2. SCHOLARSHIP COMMITTEE.** The Scholarship Committee shall be empowered to interview, investigate, select and recommend to the Board of Directors such persons as said committee finds in genuine need of financial assistance to commence and continue their education. The Committee shall maintain records of each recipient in detail.

**3. FUND-RAISING COMMITTEE.** It shall be the duty of the Fund-Raising Committee to organize, coordinate and implement various charitable fund-raising activities to the Association, pursuant of the resolution of the Board of Directors. The Committee shall neither incur, in the process of fund-raising, any more expenditure than is allocated to specific projects by the Board of Directors, nor use any fund-raising method of agencies not approved by the Board of Directors. All income generated by the Committee activities shall be under sole and exclusive control of the Board of Directors.

**4. THE SCHOLARSHIP FUND MANAGEMENT COMMITTEE.** The Scholarship Fund Management Committee shall have the power and it shall be the duty of said committee to invest and manage the scholarship fund.

**5. RESEARCH AND FELLOWSHIP COMMITTEE.** The Research and Fellowship Committee, under supervision and with approval of the Board of Directors, shall manage and administer the granting and disbursing of financial aid from the special or permanent funds established by the Association for the sole and express purpose of the advancement of medical sciences. The funds shall be divided into two separate categories, namely the Research Fund and Fellowship Fund:

a) **RESEARCH FUND:** Grants from Research Fund shall be made for individual or group of researchers, academic institutions and research institutions. The Committee shall be empowered to

evaluate grant applications submitted to the Association, interview and investigate the prospective grantees and make recommendations to the Board of Directors.

b) **FELLOWSHIP FUND.** Grants from Fellowship Fund shall be available to post-doctoral medical scientists on individual basis, to enable them to continue and further their medical education and career, and to engage and participate in various other activities. The Committee shall follow the same selection and recommendation procedures prescribed in the aforementioned Research Fund grants.

The Committee may also collaborate in screening and selecting the prospective grantees with creditable medical and/or research institutions by the approval of the Board of Directors. The Committee shall maintain records of grants recommended and disbursed by the Committee by the approval of the Board of Directors.

**6. GREEN PROJECT COMMITTEE.** It shall be the duty of the Green Project Committee to 1) communicate with the young members of alumni and encourage them to participate in all alumni activities; 2) communicate with the young members of alumni and assist them in research fellowship, resident matching, interview and examination, visa status, and alike; 3) assist the young graduates and senior students in medical school in Korea who wish to be trained in the U.S. It shall consist of 5 or more members.

**7. PUBLICATION COMMITTEE.** It shall be the duty of the Publication Committee to plan, publish and disseminate the various publications of the Association. The Committee also shall constitute the Editorial Board of the official journal of the Association. The Editorial Board shall be under the guidance and control of the Board of Directors.

**8. BY-LAWS COMMITTEE.** It shall be the duty of the By-laws Committee to draft or revise, if deemed necessary, such proposed amendment(s) submitted to the Board of Directors or the House of Delegates. The Committee shall examine and review such proposed amendment(s), and make recommendation to the Board of Directors or the House of Delegates in advance of the Annual Meeting at which the final action to be taken.

**9. ADVISORY COMMITTEE.** It shall be the duty of the Advisory Committee to provide the President and the Board of Directors with consultative services of non-member experts if deemed necessary for the operation of the Association, as well as liaison activities of the Association with other organizations, institutions and agencies when requested by the Board of Directors. The Committee also shall be responsible for planning, programming and coordinating various charitable activities not specifically assigned to other standing committees of the Association.

**10. NOMINATING COMMITTEE.** The Nominating Committee shall consist of nine members as follows: the immediate past president, four past presidents and four regional chapter presidents, to be appointed by the current president of the Association. The immediate past president shall be the Chair of the Nominating Committee. It shall be the duty of the Nominating Committee to provide the House of Delegates with a list of candidates for the Officers. The Nominating Committee shall fulfill the aforementioned duties and shall notify the members of the House of Delegates at least thirty days in advance of the election.

**11. OFFICE MANAGEMENT COMMITTEE.** It shall supervise the operation of the central office. The chairperson of this committee shall serve for three years.

## **ARTICLE XII HOUSE OF DELEGATES AND BOARD OF DIRECTORS**

### **A. HOUSE OF DELEGATES**

1. The House of Delegates shall be comprised membership section pursuant to Section 703 of the New York State Not-For-Profit Corporation Law, whose membership shall be as provided in Section A of this Article, and which shall constitute the electoral body for election of the Board of Directors and Officers of the Association. The House of Delegates shall also be empowered to review the actions of the Board of Directors.

2. The House of Delegates shall be composed of:

- a) One duly designated delegate from each regional chapter
- b) One duly designated representative from each class
- c) The Officers of the Association
- d) The past presidents

- e) The members of Board of Directors
  - f) The chairpersons of committees
3. The term of delegates shall be one year and shall commence on the first day of July each year. The Secretary of the Association shall publish the names of the delegates at least two weeks before the beginning of the term.
  4. The House of Delegates shall meet at least once a year. The meeting shall be called to and presided by the President of the Association.
  5. A quorum shall consist of one-third of the members of the House of Delegates.
  6. At all meetings of the House of Delegates the order of business shall be as follows:
    - ? Roll call to ascertain a quorum present
    - ? Reading the Minutes of the previous meeting, and approval thereof.
    - ? Completion of Unfinished Business
    - ? Reading of Communications to the Association received since the last meeting
    - ? Reading of Reports from Committees
    - ? Review of Actions of the Board of Directors, and make recommendations to the Board of Directors
    - ? Presentation of the Annual Report of the Board of Directors.
    - ? Election of Board of Directors and Officers (at the Annual Meeting)
    - ? Transaction of New Business
    - ? Adjournment.

## **B. BOARD OF DIRECTORS**

1. The Board of Directors shall have exclusive control and general management of the affairs and business of the Association as provided by in the Certificate of Incorporation. Such directors shall in all cases regularly convene by a majority present, and shall adopt such rules and regulations for the conduct of their meeting, and the management and business of the Association as deemed necessary, complying with the By-laws and the Laws of the State of New York.
2. The Board of Directors shall be composed of:
  - a) Officers of the Association
  - b) Chairpersons of each Committee
  - c) Two immediate past Presidents
  - d) Thirty directors elected by the House of Delegates.
3. Ten directors shall be elected annually by the House of Delegate, each for a term of three years. In the event of a vacancy, a director shall be elected by the Board of Directors to serve until the next meeting of the House of Delegates, at which time the House of Delegates shall elect a director to fill the fill the remaining term. No person shall serve consecutively more than two terms as director. The directors shall hold office until their successors be elected and confirmed.
4. The newly elected and incumbent members of Board of Directors shall convene in advance of the meeting of House Delegates. The Board of Directors shall meet at regular intervals at the times and places that shall be fixed by the President or his designate. The meeting notice should be delivered to each director no less than ten days before the meeting. The Secretary of the Association shall distribute the minutes of the Board of Directors meeting to all members of the House of Delegates.
5. A quorum shall consist of one-third of the members of the Board of Directors.
6. Exclusive control by the board of directors for the respective grants and the contributions for financial assistance
  - a) The award of grants and contributions and otherwise rendering financial assistance for the purpose of expressed in the charter of the organization shall be within the exclusive power of the Board of Directors.
  - b) In furtherance of the Associations' purposes, the Board of Directors shall have power to authorize to award grants to any organization operated exclusively for charitable, scientific, or educational purposes complying with the Code of the Internal Revenue Service, Sections 501.c.3.
  - c) The Board of Directors shall review all requests submitted by other organizations, shall require such requests in detail to specify which fund to be used, and if the Board of Directors approve the request, shall authorize payments of such funds to the approved grantee.
  - d) The Board of Directors shall request that the grantee furnish periodic accounts to indicate the fund expended for the purposes of which approved by the Board of Directors.

e) The Board of Directors may, in its absolute discretion, refuse to continue any grants or contributions or, of herewith, render financial assistance of or for any or all the purposes for which funds being requested.

f) If in furtherance of the purposes of the Association, the Board of Directors should approve a grant to another qualified organization, the Association may then solicit funds for the grant to the specifically approved project or purpose of the other organization, provided, however, that the Board of Directors shall at all times have the right to withdraw approval of the grant and use the funds for other charitable, scientific or educational purposes.

g) The Association shall under no circumstances accept contributions so earmarked that it must be given to or used for a foreign or domestic organization or other recipient designated by the contributor; solicitation for specific grants may be made only after the Board of Directors have reviewed and approved further that the Board of Directors have control and discretion as to the use of all contributions received by the Association.

h) The Board of Directors shall endeavor to disclose to contributors any such contributions and solicitations being used for the Association, and the Board of Directors may withdraw approval of a specific grant even after it has been awarded. Contributors not previously informed of these conditions herein above set forth shall be fully informed upon request before or after a contribution.

7. The Board of Directors by a majority vote may authorize the Association to purchase real estate of the Association or may authorize the Association to sell, mortgage or lease the property of the Association provided, however, sale, lease, exchange or other disposition of all or substantially all of the assets of the Association must be authorized in accordance with the statute and laws of the Supreme Court in the judicial district or of the County Court in the county in which the Association has its office or principal place of business.

8. In addition to the powers by the By-laws expressly conferred upon, the Board of Directors may exercise such powers and do such lawful acts not constrained by the statute or the Certificate of Incorporation or by the By-laws of the Association.

9. The Board of Directors of the Association shall present at the Annual Meeting of the House of Delegates a report verified by the President and Treasurer or by a majority of the Directors, showing the whole amount of real estate and personal property owned by it, where located, and where and how invested, the amount and nature of the property acquired during the year immediately preceding the date of the report and the manner of the acquisition, the amount applied, appropriation or expended during the year immediately preceding such date, and the purpose, objects or persons to or for which such applications, appropriation or expenditure have been made, and the names and places of residence of the persons who have been admitted to membership during such year. Such report shall be filled with the records of the Association and an abstract thereof shall be entered in the Minutes of the proceeding of the Annual Meeting at which the report presented.

10. The meeting of Board of Directors shall be called to order by the President or Vice-President, or in the absence of both, a member of the Board of Directors. The order of business shall be as follows:

- ? Roll call
- ? Reading of minutes of last meeting
- ? Completion of unfinished business
- ? Approval of candidates for admission to membership
- ? Transaction of new business
- ? Appointment of Committee
- ? Adjournment

11. Any member of the Board of Directors who neglected to attend three consecutive regular meetings of the Board of Directors shall be considered as a subject of removal by vote of the members of the Board of Directors unless such absence resulted from medical illness or resulted from other personal or official business engagements out of the city in which the meeting was held.

12. In the absence of fraud or bad faith, the members of the Board of Directors shall not be personally liable for the debts or obligations of the Association except as otherwise provided by statute.

### **ARTICLE XIII OFFICERS**

1. The Officers of the Association shall be Regular members of good standing, and shall consist of

- President, President-elect, First Vice-President, Second Vice-President, Secretary and Treasurer.
2. Any two or more Officers shall not be the same member.
  3. The Officers shall be elected at the Annual Meeting of the House of Delegates for a term of one year and until their successors are chosen.
  4. The President of the Association or in his absence, the First or Second Vice-President shall preside at all meetings of members, the House of Delegates and the Board of Directors, and shall perform the duties usually devolving upon a presiding officer.
  5. The President-elect shall be nominal officer, and shall serve as a member of the Board of Directors until succeeding the presidency upon the conclusion of the Annual Meeting of the House of Delegates.
  6. In the absence, incapacity, or resignation of the President, the First Vice-President shall perform the duties and exercise the power of the President. In the absence, incapacity, or resignation of both, the Second Vice-President shall succeed to the duties of the President.
  7. The secretary shall attend all meetings of the House of Delegates, of the Board of Directors and all meetings of members and shall act as clerk of each meeting, recording all votes and the Minutes of all proceedings in a book to be kept for that purpose. He shall perform like duties for any Committee of Members, when requested. He shall cause to be given notice of all meetings of members of the House of Delegates, or of the Board of Directors when notice is required by these By-Laws. He shall have custody of the original copy of the By-Laws and all amendments thereof and shall cause each new member to sign the By-Laws and shall cause a copy of the By-Laws to be posted in a conspicuous place in the House. He shall receive all applications for Associate and Honorary Membership and shall transmit the same to the Board of Directors, and if approved, to the House of Delegates for approval or rejection. He shall keep in safe custody the seal of the Association, and when authorized by the Board of Directors, shall affix it to any instrument requiring a seal. He shall conduct the correspondent of the Association and shall execute all instruments as may be officially authorized.
  8. The Treasurer shall have the custody of all funds and securities of the Association and shall keep full and accurate accounts of receipt and disbursement in books belonging to the Association and shall deposit all moneys and other valuables in the name and to the credit of the Association as designated by the Board of Directors. The Treasurer shall disburse the funds of the Association as ordered by the Board of Directors, taking proper vouchers for such disbursement, and shall render to the President and the Board of Directors at the regular meetings of the Board of Directors, or whenever required, an account of all his/her transactions as the Treasurer, and of the financial condition of the Association. S/He shall, if required by the members of the Association, return a bond in a sum and with one or more sureties satisfactory to the Board of Directors conditioned upon the faithful performance of duties of his/hers and, for the restoration to the Association in case of his/her death, resignation, retirement or removal from office, return all books, papers, vouchers, money and other property of what so ever in his/her possession or under his/her control, belonging to the Association.
  9. In case of absence of any officer of the Association, the powers or duties of such officer may be delegated to any other officer or person for the time being by the Board of Directors.
  10. Any officer may resign his/her office at any time, and s/he shall submit a letter of resignation to the office of the Board of Directors. The acceptance of resignation by the Board of Directors shall be required to make such resignation effective from the time of acceptance.
  11. Any officer elected at the Annual Meeting of the House of Delegates may be removed from his/her office at any special meeting of the members of the Association; any agent or employee appointed by the Board of Directors may be removed at any time by the Board of Directors.

#### **ARTICLE XIV SEAL**

The seal of the Association shall be circular in form and shall bear the name of the Association, the words, "New York" and the year of its incorporation.

#### **ARTICLE XV CHECKS**

All checks or demands for money and note of the Association shall be signed by two Officers, one being the Treasurer and the other member specially designated from time to time by the Board of Directors.

**ARTICLE XVI  
CENSURE, SUSPENSION AND EXPULSION OF MEMBERS**

1. If the conduct of a member should appear to the Board of Directors or the House of Delegates to be disorderly or to be prejudicial for the welfare or the good name of the Association, or if a member should behave himself/herself in a manner unauthorized by or in violation of the By-laws of the Association or the rules promulgated by the House of Delegates, s/he may be subject to censure, suspension or expulsion in the discretion of the Board of Directors depending on said misconduct or infraction considered as merely to subject to censure for the first offense, but s/he shall be subject to suspension or expulsion upon the second offense.
2. The Board of Directors shall inform the offending member in writing which shall be delivered to him/her personally or by registered mail to the last address known to the Association or to the address as designated by him/her, informing of the nature of misconduct or violation and of the time to hear his/her defense before the Board of Directors, no later than twenty days after the notice.
3. At such hearing before the Board of Directors, the offending member shall be given a fair opportunity to be heard his own defense or by attorney and in the discretion of the Board of Directors s/he may be exonerated, censured, suspended or expelled. If such offending member should decline to appear for the hearing, judgment shall be passed upon him/her by default.
4. If a member should be suspended from the membership of the Association, s/he shall be deprived of all rights and privileges of membership for the only suspended period as adjusted by the Board of Directors and at the expiration of the suspension period such member shall be restored his/her all rights and privileges of membership.
5. If a member should be expelled from the membership of the Association s/he shall forthwith be deprived of all rights and privileges of membership and shall forfeit all his/her rights, title, and interest in or to the Association or its property. The Board of Directors may, at its discretion, institute legal proceedings for the collection of all indebtedness owed by the expelled member to the Association in connection with fringed benefits of the membership.

**ARTICLE XVII  
REGIONAL CHAPTERS**

1. Members residing in geographically discrete region may form a Regional Chapter.
2. Members who want to form a new Chapter shall submit an application in writing to the President. The application shall include a roster of prospective members and signatures of a majority of the prospective members from the proposed regional chapter affixed to it. The President shall then institute appropriate investigations to determine that the applicants comply with rules of the Association and shall report his/her findings to the Board of Directors who will make a final decision on the application. The proposed regional chapter shall then be notified of the decision of the Board of Directors.
3. Regional Chapters may adopt their own By-laws, rules and regulations provided that they conform with those of the Association and that they are approved by the House of Delegates.

**ARTICLE XVIII  
AMENDMENT**

The By-laws may be amended at any Annual Meeting of the House of Delegates by the affirmative vote of two-third of the Delegates present and voting, provided that copies of the proposed amendments have been sent to all voting members in advance of the meeting, at which the final action shall be taken.

Edited for clarity and approved by By-Laws Committee (5/5/15)