

**BYLAWS of
the KOREA-AMERICA
ASSOCIATION for
GEOSPATIAL and
ENVIRONMENTAL SCIENCES
(KAGES)**

(March 26, 2009)

(1st revision on 4/20/2011)

(2nd revision on 4/5/2013)

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CHAPTER 1: PURPOSE AND PROGRAMS

ARTICLE 1. STATEMENT OF PURPOSE

The Korea-America Association for Geospatial and Environmental Sciences (hereafter KAGES) is a scholarly, non-political, non-profit professional association of students, scientists and professionals in geospatial technologies and environmental sciences and aims to achieve the following goals:

1. To support student members in developing their career successfully through education and research;
2. To support general members' research, teaching and professional engagement in all related fields;
3. To promote research and academic interactions between South Korea (Korea) and the United States (US) in geospatial technologies and environmental sciences.

The KAGES shall be operated exclusively as a non-profit organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 2. PROGRAMS

1. Academic activities to advance technical capabilities and industrial development.
2. Activities to promote research collaborations between the US and Korea in geospatial sciences and environmental studies, and other related fields.
3. Scholarship and internship programs.
4. Technical conferences, symposiums, and workshops.
5. Publication of academic journals and technical reports, including proceedings of workshops and meetings.
6. Activities to promote fellowship and networking among KAGES members.
7. Activities to improve KAGES members' professional skills and career prospects.
8. Programs to promote and cultivate next generation scientists in geospatial sciences and environmental studies.

CHAPTER 2: MEMBERSHIP

ARTICLE 3. MEMBERSHIP CATEGORIES

Members of the KAGES include:

- Regular members
- Student members
- Lifetime members
- Sponsor members
- Honorary members

ARTICLE 4. QUALIFICATIONS FOR REGULAR MEMBERSHIP

A regular member shall be a professional who holds at least a bachelor's degree or its equivalent and is currently working in geospatial sciences, environmental studies, or other related fields.

ARTICLE 5. QUALIFICATIONS FOR STUDENT MEMBERSHIP

A student member shall be a college or graduate student enrolled at a university in Korea or in the US, who is pursuing a degree in geospatial sciences, environmental studies, or related disciplines. Student members shall have the same voting right as regular members.

ARTICLE 6. QUALIFICATIONS FOR LIFETIME MEMBERSHIP, SPONSOR MEMBERSHIP AND HONORARY MEMBERSHIP

1. Lifetime Member: an individual who has made a lifetime commitment to the KAGES. The one-time lifetime membership dues are 20 times the current annual dues for regular members. Lifetime members shall have the same voting right as regular members.
2. Sponsor Member: an individual or legal entity that supports the KAGES financially or in kind. The terms of sponsor membership (i.e. the amount of financial contributions and other forms of support) shall be determined by the Board of Directors (hereafter Board). Sponsor members shall not have the right to vote or hold office, nor shall they pay annual dues.
3. Honorary Member: a KAGES member who has retired from a distinguished career and/or whose achievements and contributions extend beyond the fields of geospatial technologies and environmental sciences. Any KAGES member may nominate or self-nominate a candidate for honorary membership. The Board shall vote on the nomination. Honorary members have no voting rights; honorary members do not pay annual dues.

ARTICLE 7. VOTING MEMBERS

Voting rights are reserved for regular and student members who pay membership dues on an annual basis, and for those who have been awarded lifetime membership.

ARTICLE 8. ADMISSION

Except for sponsor and honorary memberships, prospective members can request membership by submitting their completed KAGES membership application form and membership fee to the KAGES.

ARTICLE 9. MEMBERSHIP DUES

1. Membership dues for each membership category shall be determined by the Board and approved by the general assembly.
2. Honorary and sponsor members shall be exempt from the annual membership dues; but, if they desire, they may become voting members by paying the annual dues.
3. All rights and privileges of membership will be lost if the annual fee is not paid.

ARTICLE 10. DISCIPLINARY ACTIONS

In accordance with the policies and procedures, the Board may suspend the rights and privileges of membership or expel any member who has violated the Bylaws or KAGES policies, who has interfered with the KAGES' goals and businesses, and/or who has disgraced the KAGES' reputation.

ARTICLE 11. MEETING OF MEMBERS (“GENERAL ASSEMBLY”)

1. Annual Meetings: Members shall meet at least once a year for the purpose of electing officers and transacting other business matters.
2. Special Meetings: A special meeting may be called at any time by (i) a majority of the Board, (ii) the President, and/or (iii) the written request of one-tenth of the voting members. Such request shall state the purpose of the meeting. Businesses transacted at a special general assembly shall be confined to the purpose stated in the notice of the meeting.
3. Manner and Place of Meetings: Members may hold special meetings entirely or in part by mail or electronic ballot. In such cases, the Board must develop and adopt procedures and guidelines for members to participate in and vote at the meeting by means of remote communications.
4. Notice of Meetings: A written notice of each meeting, whether annual or special, stating the time and place it is to be held, shall be posted on the KAGES website and sent to all members via email. The notice of a special meeting shall include information on the purpose for which the meeting is called and the person or persons calling the meeting.
5. Quorum: A quorum of the general assembly consists of one-fourth of the voting members at the commencement of such a meeting.
6. Voting: At all general assemblies, every voting member shall have one (1) vote. Such vote may be in person, by mail, or by electronic means, as authorized by the Board. All elections shall be held, and all questions shall be decided by a majority of the votes cast except as otherwise provided by laws or by these Bylaws. In case of a tie vote, the President shall have the deciding power.

CHAPTER 3: THE BOARD OF DIRECTORS

ARTICLE 12. BOARD MEMBERS

1. The Board consists of the following members and is charged with making major decisions affecting the KAGES:
 - President
 - Vice President
 - Secretary
 - Treasurer
 - Three Past Presidents
 - Elected Board Members
 - Student Board Member.
2. Elected board members must be regular members of the KAGES in good standing.

3. The student board member must be a student member of the KAGES in good standing.
4. A new board member shall be nominated by either the Board or a minimum of ten voting members. The election and/or appointment of new board members will be held at the annual meeting.
5. Regular terms of all elected board members are two years and elected board members may be reelected indefinitely. Board members begin their two-year term on July 1st after election.
6. In the event of a vacancy in any position, the replacement is elected or appointed according to rules and procedures set by the Board. The term of the replacement is the remaining term of the replaced person.

ARTICLE 13. FUNCTIONS OF THE BOARD

In addition to its general authority, the Board shall deliberate and make decisions on the following:

1. Selection of candidates for the President, the Vice President, Auditors, Board Members, and committee members.
2. Consideration and selection of sponsor and honorary members.
3. Recommendation to the general assembly to consider and enact amendments to the Bylaws.
4. Approval of new and amended policies and procedures.
5. Approval of the Annual Report of the previous administration, and the business plan and budget of the current administration.

ARTICLE 14. BOARD MEETING

1. Monthly Board meetings take place through conference calls, unless announced otherwise by the President. The President presides over all monthly meetings to make operational decisions as well as to develop strategic plans and initiatives for the continued growth of the KAGES.
2. Annual Board meetings shall be convened by the request of the President or by at least one third of Board members. Meeting agendas should be announced to all Board members before the scheduled meeting.
3. Quorum: The presence in person or by proxy at the commencement of such meeting of fifty percent (50%) of the Board members shall be necessary and sufficient to constitute a quorum for the transaction of any business.
4. Voting: Each Board member shall have one (1) vote. Such vote may be in person, by mail, or by electronic means. All questions shall be decided by a majority of the votes cast. In case of a tie vote, the President shall have the deciding power.

ARTICLE 15. SALARY

No salary shall be paid for by the KAGES to Board members for their service.

CHAPTER 4: OFFICERS AND AUDITORS

ARTICLE 16. OFFICERS

1. Officers: The officers of the KAGES shall consist of the following:
 - President, who shall also serve as the Chief Executive Officer
 - Vice-President, who shall also serve as the President Elect
 - Treasurer
 - Secretary
2. Term of President and Vice President: President and Vice President each serves a one-year term. In the event of a vacancy, the replacement is elected or appointed according to rules and procedures set by the Board. The term of the replacement is the remaining term of the replaced person.
3. Term of Treasurer and Secretary: The term for Treasurer and Secretary is two years. In the event of a vacancy, the replacement is elected or appointed according to rules and procedures set by the Board. The term of the replacement is the remaining term of the replaced person.
4. Election: The Vice President, Treasurer and Secretary shall be elected according to Article 12 Section 4 of the Bylaw.
5. The new term for all officers begins on July 1st and ends June 30th.

ARTICLE 17. DUTIES

1. President: The President shall be the Chief Executive Officer of the KAGES. The President coordinates and oversees the work and functioning of all officers and committees. The President shall sign and execute all contracts or other obligations authorized by the Board in the name of the KAGES. The President shall seek the approval of the Board on significant matters other than those previously set forth in the policies adopted by the Board.
2. Vice President: The Vice President shall assist the President and serve as the President when the President cannot fulfill the duties of the position. The Vice President shall serve as the President in the absence of the President and shall assume the duties and the responsibilities of the President when required.
3. Secretary and Treasurer: The Secretary and the Treasurer shall perform their duties under the direction of the President and the Board. They shall report and maintain the records of all meetings and activities of the KAGES relevant to their responsibilities.

ARTICLE 18. AUDITORS

1. Election: Three Auditors shall be nominated and elected by the Board.
2. Term: The Auditors shall serve for three years. In the event of a vacancy in any position, the replacement is elected or appointed according to rules and procedures set by the Board. The term of the replacement is the remaining term of the replaced person.
3. Exclusions: An auditor may not also simultaneously serve as an officer or Board member.
4. Duties: The Auditors shall audit KAGES affairs according to standard accounting rules and KAGES policies and report the results to the Board.

CHAPTER 5: COMMITTEES AND ADVISORS

ARTICLE 19. COMMITTEES

The Board may decide to establish specific committees that they deem necessary for the interest and progress of the KAGES. The designation and appointment of such committees, however, shall not operate to relieve the Board or any individual Board member of any responsibility required by the Bylaws.

ARTICLE 20. APPOINTMENT AND DUTIES OF ADVISORS

The President, with the approval of the Board, may appoint external experts and consultants to advise and oversee the setup of new programs or research collaborations. The appointed advisors are expected to offer quality services and professional advice at the President's request. Their recommendation and advice will be considered by the President and the Board, but are not binding.

CHAPTER 6: FINANCE

ARTICLE 21. ANNUAL REPORTS

The annual business plan and budget shall be reported to members by the President at the general assembly after it is approved by the Board.

ARTICLE 22. INCOME AND EXPENSES

The KAGES has the following sources of income, from which all expenses of the KAGES shall be paid:

1. Membership fees.
2. Sponsorships, contributions and donations from individuals and corporations.
3. Research funds from individuals, corporations, governments, and other institutions.
4. Other sources of income derived from Board-approved KAGES businesses.

ARTICLE 23. FISCAL YEAR

The fiscal year of the KAGES shall commence on July 1st and end on June 30th of the following year.

ARTICLE 24. BANK ACCOUNTS

The Board may designate one or more banks or financial institutions as depository of KAGES funds. The Board shall designate the officers who shall have the authority to deposit and withdraw KAGES funds, and the number of signatures required to draw against the funds.

ARTICLE 25. INDEMNIFICATION

1. Any word or words that are defined in Georgia State Law shall have the same meaning as provided in the Indemnification Section.
2. Indemnification of Board Members and Officers: The KAGES shall indemnify and advance expenses to a Board Member or Officer of the KAGES in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.
3. Indemnification of Employees and Agents: With respect to an employee or agent, other than a Board Member or officer of the KAGES, the KAGES may, as determined by the Board, indemnify and advance expenses to such employee or agent in connection with a proceeding to the extent permitted by and in accordance with Indemnification Section.

CHAPTER 7: MISCELLANEOUS

ARTICLE 26. OFFICES

The KAGES Headquarter shall be located in the State of Georgia. The current location is 1015 Chestnut Creek Dr., Villa Rica, GA 30180, USA. The principal office may be changed, as seen necessary by the Board. The President, in consultation with the Board, may establish subsidiary administrative offices in another place(s).

ARTICLE 27. AMENDMENTS TO BYLAWS

When necessary, the Board may propose amendments to the Bylaws. Any proposed amendments shall be submitted to and voted on by voting members at the annual meeting or a special meeting called for this purpose. Amendments shall require the approval of a majority of the voters.

ARTICLE 28. EFFECTIVE DATE

The undersigned certifies that the foregoing Bylaws have been adopted as the amended Bylaws of the KAGES, in accordance with the requirements of the Law of Georgia. These Bylaws shall become effective immediately upon adoption by the members of the KAGES.