

Adhere to the SIWA Bylaws

Ratified at the SIWA Annual General Meeting in March 2021.

Article 1. NAME

This organization shall be known as the Seoul International Women's Association (SIWA).

Article 2. PURPOSE

The purpose of the Association shall be to further opportunities for the sharing of social, cultural, community and welfare interests among women of different nationalities.

Article 3. MEMBERSHIP

1. Membership is limited to women.
2. SIWA welcomes members of all nationalities regardless of English language abilities. However, SIWA communications and activities are presented in English.
3. Honorary membership is limited to female Ambassadors and Charge d'affaires, the wives of Ambassadors and Charge d'affaires and past SIWA Presidents residing in Seoul.

Article 4. MEMBERSHIP DUES

1. The Board of Directors of the Association determines the dues for each year. Any changes in dues will be announced by March 1 through official SIWA communication channels.
2. Members joining from May 1 through December 31 shall pay full dues. Half dues are payable from January 1 through April 30.
3. All memberships expire April 30.

Article 5. MEETINGS OF THE ASSOCIATION

1. The Association shall hold regular meetings from August through June.
2. All meetings of the Association shall be conducted in English.
3. The Annual General Meeting shall be held in March.
4. The Board of Directors may call a special general meeting.
5. The Executive Committee shall meet on a regular basis as determined by the President. A special meeting of the Executive Committee may be called by the President to make emergency decisions.
6. Notice of the Annual General Meeting or a Special General Meeting must be sent to the membership through official SIWA communication channels at least fourteen (14) days prior to the meeting date.
7. Guests may attend regular meetings of the Association with the exception of Board-approved meetings that are exclusive for members only. Members in good standing may attend Board of Directors meetings with prior approval of the board or by invitation.
8. All decisions require a majority vote of members present.
9. Robert's Rules of Order shall govern the meetings of the Association, as long as they are consistent with the Constitution and the Bylaws of the Association.
10. No soliciting or vending shall occur at the meetings of the Association without the expressed approval of the Board of Directors.

Article 6. QUORUM

1. Quorum for any general meeting including the Annual General Meeting is a minimum of 1/3 of the total membership or 30 members, whichever is less as on the date of the Annual General Meeting or the Special General Meeting. In the event a quorum is not reached, the meeting may be adjourned for thirty (30) minutes. If after that time, the number present is still insufficient to form a quorum, those present shall be considered a quorum but they will have no power to alter, amend or make additions to this constitution
2. Quorum for the Board of Directors or Executive Committee is a majority of the members (50% +1).
3. Any resolution/motions shall be approved at the Board Meeting/Executive Committee Meeting in the presence of
4. The Chair of the Board of Directors
5. The Chair of the respective Standing Committee.

Article 7. THE EXECUTIVE OF THE ASSOCIATION

1. The Executive Committee of the Association shall consist of the following elected officers: President, three (3) Vice Presidents, Board Administrator and up two (2) Treasurers.
2. In case any of the Executive Committee Positions is vacant, the remaining Executive Committee Members and the Board of Directors shall endeavor to find suitable candidates at the earliest opportunity. The Executive Committee shall be deemed to be duly constituted until the said vacant positions are filled.
3. The Vice Presidents and Board Administrator shall coordinate and oversee the function of assigned Standing Board Committees. Each Executive Officer shall be an ex officio member of the Standing Board Committees assigned to her.
4. At least one of the Vice Presidents must be able to speak and write Korean fluently and shall act as liaison with the Korean Community.
5. If there are two (2) officers serving as Treasurer, the role and one (1) vote will be shared equally between the two (2) officers. All the other officers have one vote each.

Article 8. DUTIES OF THE EXECUTIVE OFFICERS

Each Executive officer shall have a written job description outlining the duties and responsibilities of her position. Job descriptions shall be reviewed and updated each board term and are available with the Board Administrator.

Article 9. ELECTION OF OFFICERS

1. The officers shall be elected at the Annual General Meeting in March.
2. Should there be only one candidate for each position, the officers shall be deemed elected by acclamation. If there is more than one candidate for a position, a paper ballot election will be held. The candidate receiving the majority of votes will be elected to the position.
3. The Board of Directors assumes their duties on May 1. A joint Board of Directors meeting of incoming and outgoing members shall be held in April.
4. Each officer shall serve for a term of one year and may be re-elected for the same office for two additional years only. If no new nomination is received by the Nominating Committee or when the Nominating Committee is unable to get a suitable candidate as a replacement of the current officer, the current officer may be re-elected for one more term.
5. A permanent vacancy in the office of the President shall be filled by the one of the three Vice Presidents. Should all Vice Presidents decline the position, or be ineligible to succeed the President, the Board shall elect a new President. A two-thirds (2/3) vote of all the members of the Board of Directors is required to

approve the new President. The decision of the board shall be communicated to the membership via official SIWA communication channels. Vacancies for the other elected officers shall be filled by appointment of the President with the advice and approval of the Board of Directors.

Article 10. NOMINATING COMMITTEE

1. The President shall appoint a Nominating Committee Chairperson, either from the Board of Directors or from the General Membership, by December 1. The Nominating Chairperson shall form a committee consisting of at least five (5) but no more than nine (9) multinational members of the Association (as defined by passport).
2. No member of the Nominating Committee should be seeking a position on the Executive Committee. The Nominating Committee will include at least one Board member and at least one member from the general membership. The President Emerita may be recruited to the committee and may fulfill the requirement for one Board member.
3. The Chairperson's name and contact information should be announced by January 1 through official SIWA communication channels. Names and contact information for committees should be announced in February. This information should also be available on the SIWA website.
The Nominating Committee shall present a slate of candidates with a minimum of one candidate per office to the membership via official SIWA communication channels at least two (2) weeks prior to the Annual General Meeting in March.
4. Additional nominations for each position shall be accepted until one (1) week prior to the Annual General Meeting, provided consent of the person nominated has been obtained in advance.
5. Executive Committee members should be active members of the Association. Candidates for President must have prior experience on the SIWA Board of Directors or like experience in similar organizations.

Article 11. THE BOARD OF DIRECTORS

1. There shall be a Board of Directors consisting of the Executive Committee and the Chairpersons of each Standing Committees.
2. The President who has just completed her term of office shall be an ex officio member of the Board of Directors for a maximum of one (1) year and, although not required for a quorum, can be counted to make quorum. She shall serve as a consultant to the Board of Directors including all committees and subcommittees.
3. The board of Directors shall direct and supervise the activities of the Association. Decisions shall be made by simple majority vote.
4. The Board of Directors shall meet each month with the exception of July at a time set by the President.
5. Any Director failing to attend three (3) consecutive regular meetings of the Board of Directors shall be deemed to have resigned.

Article 12. COMMITTEES

1. The Association must have a minimum of six (6) Standing Committees, whose mandate is determined by the President in consultation with the Executive Committee.
2. The Board of Directors may also establish additional Standing Committees.
3. The President and/or the Board of Directors may also establish working or ad hoc committees as needed.
4. All Committee Members must be members in good standing of the Association.

Article 13. FINANCIAL PROVISIONS

1. The financial year shall extend from May 1 to April 30.
2. An auditor shall be selected by the membership at the Annual General Meeting.
3. The Board of Directors shall establish an expense policy for Board Members.

Article 14. AMENDMENTS TO THE CONSTITUTION

1. The constitution may be amended at any regular or special general meeting of the Association by a vote of two-thirds (2/3) of the membership present. If a quorum is not reached, the vote shall be tabled until the next general meeting. If at that time, a quorum is still not met, the board of directors may authorize a ballot. Ballots along with the proposed constitution amendments shall be mailed or emailed to all regular members. The membership shall have a period of seven (7) days to mark and return the ballots to the Board Administrator. At the close of the balloting period, the Board Administrator shall count the ballots. A yeas vote of two-thirds (2/3) of the returned ballots shall approve the amendments.
2. Written notice of the proposed amendments must be given to members at least two (2) weeks prior to the meeting.

Article 15. EMERGENCY

1. Notwithstanding anything said under these Constitution and By-Laws, the Executive Committee and the Board of Directors may at any point resolve to:
 1. Call the Annual General Meeting or Special General Meeting to be held on any online platform that is capable of maintaining records for future reference and that is not prohibited by the existing laws of the Country
 2. Replace physical meeting of the Executive Committee Members and Board of Directors with any online mode that is capable of maintaining records for future reference and that is not prohibited by the existing laws of the Country
 3. Cancel any or all of the events
 4. The mode of announcements in such emergency shall be as deemed fit and perfect by the President on case-to-case basis.
2. For the purpose of this Article, the term Emergency shall include events, causes, conditions, and circumstances where the working of Executive Committee and Board of Directors is hindered, delayed or prevented by causes, conditions, events or circumstances that have not been caused by the Executive Committee or the Board of Directors and which are beyond their reasonable control. A list of such circumstances as may be termed as Emergency is annexed to these Bylaws as Annexure 1.
3. It being understood that the Executive Committee and the Board of Directors shall use reasonable efforts which are consistent with accepted practices in the same industry to resume performance as soon as practicable under the circumstances.