

Bylaws of **KITA WARE**, a Non-Profit Organization

Articles I – Name and Purpose

Section I

The name of the organization is **KITA WARE**.

Section II

This organization was established to advance the appreciation of practices in industrial and organizational psychology by providing professional, scientific, and technical services. We advocate for the education of society and prospects to nurture growth and maturity through holistic principles that foster experiential learning partnerships.

This nonprofit entity is organized exclusively for human and community-based objectives. All funds, whether derived from income or principal and whether acquired through gifts, contributions, or other means, shall be allocated solely to these stated purposes.

Article II – Membership

Membership in this organization is open to anyone who labors to learn more about society through business, education, and health movements. Members who regularly attend meetings are considered to be in good standing.

Article III – Meetings

The **FIRST ANNUAL MEETING** for this organization shall be held on October 15, 2025. Thereafter, the annual member meetings for this organization shall be held on the second Wednesday of October. In the event such day is a legal holiday or presents a conflict of interest,

then and in that event, the board of directors will fix the day, but it shall not be more than two weeks from the date fixed by these bylaws.

The secretary should use instant messaging to notify members of the meeting's time and place. Executive board meetings for this organization shall be held online every second Wednesday of each month using online virtual meetings. General member and special committee meetings will be held every fourth Wednesday of each month using online virtual meetings. Two-thirds of the members present shall constitute a quorum required to conduct the business activities of this organization.

The president may call special meetings when deemed necessary for the organization's best interest. Notices of special meetings shall be posted using instant messaging at least five days before the meeting's scheduled date. The notice will state the reasons for the meeting, the business to be transacted, and who called it. No other business but that specified in the notice may be transacted at such special meetings without the unanimous consent of all present.

Article IV – Voting

All votes shall be by voice at all meetings except for the election of officers. Ballots shall be provided for the election of officers, and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot. At any regular or special meetings, if a majority requires, questions may be voted upon in the manner and style provided for the election of officers.

At all votes by ballot, the chairman of such meetings shall, before the commencement of balloting, appoint a committee that shall act as “inspectors of election” and who shall, after such balloting, certify in writing to the chairman the results. The certified copy shall be physically affixed to the minutes book of that meeting. No election inspector shall be a candidate for office or be personally interested in the question voted upon.

Article V – Order of Business

- I Meeting Call to Order
- II Ascertain Quorum
- III Approval of Agenda
- IV Reading / Approval of Minutes
- V Reading / Approval of Treasurer's Report
- VI President's Report
- VII Officer's Report
- VIII Unfinished Business
- IX New Business
- X Announcements
- XI Adjournment

Article VI – Executive Board Members, Directors of Special Committees, and General Members

Section 1

The executive board members shall manage the non-profit organization, the directors of special committees, and the general members.

Section 2

The directors of special committees will be elected at the annual meetings in the same manner and style as the officers of this organization. They will serve for two years and may serve a maximum of three consecutive terms.

Section 3

The executive board members shall primarily control and manage the affairs and business of this non-profit organization. They may act in the organization's name only when the chairman convenes them. The executive board members may establish meeting rules and regulations as necessary.

Section 4

Two-thirds of the executive board members shall constitute a quorum at executive board and special committee meetings, and two-thirds of all members shall constitute a quorum at general member meetings.

Section 5

The executive board members and directors of special committees will convene on the second Wednesday of each month. Special committees and general members will convene on the fourth Wednesday of each month.

Section 6

Each executive board member and director of a special committee shall have one vote, and voting may not be conducted by proxy.

Section 7

The vacancies for the directors of special committees will be filled for the remainder of the year by a majority vote of the executive board, directors, and members of the special committees.

Section 8

The president and vice president of the non-profit organization will preside over all meetings.

Section 9

A director may be removed from office if they miss more than one-third of the year's meetings or if there is sufficient cause for such removal. Additionally, the executive board members may bring charges against any director. Counsel may represent the director at any hearing regarding removal. Members are

encouraged to consider adopting this rule for the hearing, as it is essential for the best interests of the organization.

Articles VII – Executive Board Officers

The officers of the organization shall be as follows:

President
Vice President
Recording Secretary
Corresponding Secretary
Treasurer

The president shall preside at all membership meetings. He or she shall present at each annual meeting of the organization an annual report on the work of the organization. He or she shall appoint all committees, temporary or permanent. He or she shall see that all books, reports, and certificates required by law are properly kept or filed. He or she shall be one of the officers authorized to sign the organization's checks or drafts. He or she shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

The vice president shall, in the event of the absence or inability of the president to exercise his or her office, become acting president of the organization with all the rights, privileges, and powers as if he or she had been the duly elected president. He or she shall be one of the officers authorized to sign the organization's checks or drafts.

The secretary should keep the minutes and records of the organization in appropriate books. It shall be the duty of the secretary to file any certificates required by any federal or state statute. The secretary shall give and serve all notices to members of this organization and shall be the official custodian of its records and seal. The secretary may be one of the officers required to sign the organization's checks and drafts. Additionally, the secretary shall present to the membership at meetings any communication addressed to them as secretary of the organization and submit to the board of directors any communication

directed to them in that capacity. Furthermore, the secretary shall attend to all correspondence of the office.

The treasurer shall have care and custody of all monies belonging to the organization and shall be solely responsible for such funds or securities. He or she may cause funds to be invested in any investments that are legal for a nonprofit corporation in this state. They must be one of the officers authorized to sign checks or drafts on behalf of the organization. No special fund may be set aside, thereby making it unnecessary for the treasurer to sign the checks issued against it. He or she shall provide, at specified intervals determined by the board of directors, a written account of the organization's finances, and such report shall be physically affixed to the minutes of the board meetings. He or she shall exercise all duties of the office of treasurer.

In their office, the officers serve as members of the board of directors. No officer shall be entitled to receive any salary or compensation due to his or her office. However, nothing in this document shall be construed to prevent an officer or director from receiving compensation from the organization for duties performed outside their role as a director or officer. Officers may also receive compensation for reasonable out-of-pocket expenses incurred while fulfilling their duties.

Article VII – Salaries

The executive board officers will hire and determine the compensation for any employees they find necessary for the organization's business, at their discretion.

Article VIII – Committees

Section 1

The board of directors will appoint all committees of this organization, and their terms of office shall last a minimum of two years unless terminated earlier by the board of directors.

Section 2

The permanent committees shall be as follows:

- Finance
- Marketing & Communications
- Leadership & Governance
- Scholarship
- Membership
- Fellowship & Events
- Fundraising & Development
- Service Learning & Outreach

Special committees may be established by the board of directors as deemed necessary.

Section 3

Finance Committee. The Finance Committee is responsible for ensuring the financial integrity and sustainability of the organization. It oversees all aspects of financial management, including budgeting, financial reporting, audits, and investment policies. The Treasurer chairs the committee and is accompanied by three additional members of the Board of Directors. Collaborating with the full Board and relevant committee members, the Finance Committee develops and reviews fiscal procedures, an annual budget, and a comprehensive fundraising plan.

The Executive Board must formally approve the annual budget, and all expenditures must remain within the agreed limits. Any significant modifications to the budget require approval from the officers. The organization's fiscal year shall align with the calendar year, running from July 1 through June 31. The Finance Committee is responsible for submitting quarterly financial reports to the Board detailing income, expenditures, and anticipated revenue.

In support of transparency and accountability, the organization's financial records should be considered public

information and made available upon request to members, board members, and the general public.

Section 4

Marketing & Communications Committee. The Marketing & Communications Committee is responsible for developing and managing the organization's public image and overall communication strategy. This includes overseeing branding, promotional campaigns, media relations, social media engagement, and community outreach efforts.

The committee plays a key role in promoting the organization's events, fundraising initiatives, and charitable programs to both members and the general public. It ensures that all communications are aligned with the organization's mission, values, and strategic goals.

Additionally, the committee is responsible for maintaining and regularly updating the organization's website to ensure that it provides accurate, timely, and engaging content that reflects the organization's ongoing programs, opportunities, and impact.

Section 5

Leadership & Governance Committee. The Leadership & Governance Committee is responsible for cultivating strong, effective leadership and ensuring sound governance practices across the organization. This includes recruiting, onboarding, training, and evaluating board members and officers to promote a high-performing and engaged leadership team.

The committee also oversees the nomination and election process for the Board of Directors and officers of standing committees, ensuring transparency and alignment with the organization's bylaws. Additionally, the committee plans and facilitates leadership development activities, including retreats, orientation sessions, and capacity-building workshops, to

enhance the organization's long-term effectiveness and sustainability.

Section 6

Scholarship Committee. The Scholarship Committee oversees the entire scholarship process, including establishing eligibility criteria, reviewing applications, and selecting recipients in a fair and transparent manner. The committee is also responsible for defining the organization's annual honors study topic, ensuring it aligns with the mission and goals.

Additionally, the Scholarship Committee communicates essential information about scholarship opportunities, application procedures, and deadlines to both the Board of Directors and the general membership, thereby maximizing awareness and participation.

Section 7

Membership Committee. The Membership Committee is responsible for recruiting and retaining members, fostering engagement through events and communications, and maintaining accurate membership records. It coordinates the orientation and induction process for new members, ensuring they understand the organization's mission, values, and opportunities for involvement.

The committee also provides members with clear information about the roles and responsibilities of the Board of Directors, committee chairs, and general membership, promoting transparency and active participation.

Additionally, the Membership Committee manages outreach efforts by sending timely reminders and updates about meetings, fellowship activities, and other organizational events to keep members informed and engaged.

Section 8

Fellowship & Events Committee. The Fellowship & Events Committee is dedicated to fostering community spirit and enhancing member engagement through the organization of social and networking activities. This includes planning and coordinating events such as guest speaker sessions, collaborative programs with other organizational units, and informal gatherings that promote camaraderie among members.

The committee is also responsible for preparing the quarterly and annual newsletters, which highlight key activities, share empowerment exercises and techniques presented during general member meetings, and celebrate member achievements.

Additionally, the Fellowship Committee collaborates with the Fundraising Committee to develop meal plans and hospitality arrangements for General Member meetings, ensuring a welcoming and inclusive environment.

Section 9

Fundraising & Development Committee. The Fundraising & Development Committee is responsible for planning, coordinating, and executing fundraising strategies and campaigns to support the organization's financial sustainability and mission. This includes engaging donors, cultivating relationships, and identifying new funding opportunities.

The committee collaborates closely with the Finance Committee to develop comprehensive funding plans, including grant-seeking efforts, setting application deadlines, and assisting with the preparation and submission of grant proposals and other funding requests.

Section 10

Service Learning & Outreach Committee. The Service Learning & Outreach Committee coordinates volunteer projects and service-learning opportunities that closely align with the

nonprofit's mission, with a particular focus on initiatives involving youth and educational programs.

This committee is responsible for overseeing the planning and implementation of the organization's annual service projects, ensuring they deliver meaningful community impact. Additionally, the committee directs the Awards and Recognition Program, which honors outstanding contributions by volunteers and partners.

Section 11

These committees establish a clear organizational structure by distributing responsibilities, ensuring that all critical functions are managed efficiently and effectively. Each committee shall select its chair or co-chairs, as appropriate, and submit a proposed budget, along with a calendar of planned activities, to the Treasurer for review at the start of the year. This information will then be shared with the voting membership to maintain transparency and promote coordinated efforts across the organization.

Article X – Membership Dues

Section 1

Establishment of Dues. The Executive Board shall determine the amount and structure of annual membership dues during the organization's annual meeting. Dues may vary by membership category (e.g., individual, organizational, student, or affiliate) to ensure accessibility and equitable participation.

Section 2

Payment Schedule. Dues are due by mid-August each year or within 30 days of accepting new membership. Renewal notices will be sent at least 30 days before the due date.

Section 3

Failure to Pay. Members who do not submit payment within 60 days of the due date may have their membership status suspended, including access to member benefits such as training, networking, publications, and professional development opportunities. Membership may be reinstated upon full payment.

Section 4

Waivers and Reductions. To ensure broad access to scientific and technical resources, the Executive Board may approve full or partial dues waivers for individuals or organizations experiencing financial hardship, especially those serving underserved or marginalized communities.

Section 5

Use of Dues. Membership dues shall directly support the organization's mission to advance human and community-based services through professional, scientific, and technical assistance. This includes funding for research dissemination, capacity-building initiatives, workforce training, community partnerships, and operational support.

Article XI – Dissolution

Section 1

Dissolution of Assets. Upon the dissolution of this organization, assets shall be distributed to KITA WARE, a nonprofit organization recognized as exempt under Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future federal tax code), and whose mission includes the advancement of professional, scientific, and technical services in the field of industrial and organizational psychology.

If KITA WARE is not recognized as a 501(c)(3) tax-exempt organization at the time of dissolution, or is unwilling or unable to accept the assets, then such assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, preferably to an organization whose mission is consistent with supporting professional, scientific, and technical services in industrial and organizational psychology. If no such organization is available, assets shall be distributed to the federal government, or a state or local government, for a public purpose.

Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization is then located, exclusively for such purposes.

Article XIII – Amendments

Executive board officers may change, amend, or revoke these bylaws by a two-thirds vote. Any proposed changes should be submitted to the secretary and included in regular announcements.

KITA WARE – Conflict-of-Interest Policy

Addendum to the Bylaws

Adopted by the Board of Directors on June 4, 2025

Section 1

Purpose. The purpose of this Conflict-of-Interest Policy is to protect the integrity and credibility of KITA WARE and ensure that decisions are made in the organization's best interest, advancing experiential learning, human development, and organizational well-being through psychological knowledge and practice. This section of the bylaws governs situations in which the private interests of board members, officers, or key personnel may conflict with their duties to the organization.

Section 2 – Definitions

Interested Person. Any director, officer, committee member, employee, or contractor with board-delegated powers who has a direct or indirect financial or material interest, as defined below.

Financial Interest. A person has a financial interest if they, or a family member (spouse, domestic partner, parent, child, sibling, in-law), has directly or indirectly:

- An ownership or investment interest in an entity that engages with KITA WARE;
- A compensation arrangement with KITA WARE or a vendor, partner, or service provider to the organization;
- A potential for personal financial gain related to any organizational decision.

Material Interest. Includes non-financial benefits, such as securing services, appointments, speaking opportunities, or access to programs unavailable to the public under the same terms.

Section 3 – Duty to Disclose

Any interested person must promptly disclose the nature of any actual or potential conflict of interest to the Board of Directors. The disclosure must include all relevant facts, including the relationship, financial arrangement, or possible personal benefit.

Section 4 – Determining Whether a Conflict Exists

Once someone has expressed their interest, they must step aside from discussions and voting. The other board members who don't have a conflict will then decide whether one exists, considering the nature and scope of the interest and how it relates to the organization's goals and legal requirements.

Section 5 – Addressing the Conflict of Interest

If a conflict is determined:

1. The Board may investigate alternatives to the proposed transaction.
2. If a more advantageous arrangement without a conflict is not reasonably possible, the Board may approve the proposed transaction by majority vote of disinterested members, provided it is fair, reasonable, and in KITA WARE's best interest.
3. The decision and rationale will be recorded in meeting minutes.

Section 6 – Compensation Limitations

- A voting director who receives direct or indirect compensation from KITA WARE is prohibited from voting on matters related to their compensation.
- No board member may vote on matters involving compensation of a family member or related business entity.
- Compensation decisions shall follow a process that ensures fairness and is substantiated with appropriate comparability data.

Section 7 – Records of Proceedings

Meeting minutes will document:

- Names and affiliations of interested parties;
- The nature of any financial or material interest;

- Details of the deliberation and decision process;
- The vote and any abstentions.

Section 8 – Annual Statement of Compliance

Each director, officer, and committee member shall annually sign a statement confirming that they:

- Have received and read the Conflict-of-Interest Policy;
- Understand its purpose and agree to comply;
- Additionally, KITA WARE must recognize that it needs to operate in alignment with its charitable mission to maintain tax-exempt status.

Section 9 – Periodic Review

The Board shall conduct periodic reviews of governance policies, including:

- Compensation policies;
- Programmatic partnerships and contracts;
- Any transactions involving insiders or their affiliates.

These reviews shall ensure compliance with legal standards and mission-driven operation.

Section 10 – Use of Outside Advisors

When necessary, the Board may consult independent experts (e.g., legal counsel, compensation analysts) to assist in evaluating potential conflicts or ensuring compliance with applicable laws and ethical standards.

Adopted this fourth day of June 2025 was adopted by the Board of Directors of KITA WARE.

By:  Signed by:
Cassandra Cho
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Cassandra Cho, President
KITA WARE