

**BYLAWS AND INITIAL CORPORATION MINUTES
FOR DIRECTORS**

OF

MiNKWa, INC.

(Mission for North Korea in Metropolitan Washington DC, Inc.)

North Korea is regarded as the world's most hostile country toward Christianity and evangelical Christians. MiNKWa (Mission for North Korea in Metropolitan Washington DC), Inc. is Christian mission that endeavors to assist North Koreans in crisis and ultimately to spread gospel to North Koreans. In response to Jesus Christ's call to love, help, serve and evangelize, MiNKWa, Inc is a Christian Mission organization committed by Korean Christians residing in Washington, DC whose missions and outreaches are focused on spreading gospel and Jesus Christ' love to North Korea and North Koreans.

ARTICLE I – OFFICES

1.1 NAME.

The name of the corporation is MINKWA, INC.

1.2 PURPOSE.

The purpose or purposes for which the corporation is organized are to evangelize North Koreans through missions and outreaches of Korean Christians residing in Washington, DC.

1.3 PRINCIPAL PLACE.

The principal office of the Corporation shall be within or near Washington, DC.

ARTICLE II – COMPOSITION OF BOARD

The Board of Directors of the Corporation shall be faithful Christians with good reputation as a Christian who have served the local community, people and the society. The business affairs of the Corporation shall be managed by its Board of Directors who shall work for the financial support and counsel for the Corporation with their professional skills in each field. The Corporation shall have regular members besides Directors.

2.1 COMPOSITION AND NUMBER.

1. Executive Directors:

Chairman – one (1)

Vice Chairman – one (1)

President – one (1)

Auditor – two (2)

Secretary General (Coordinator) – one (1)

Secretary – one (1)

Treasurer – one (1)

The Board of Directors as listed above shall directly manage and engage in all the business affairs of the Corporation.

2. Non-executive Directors:

The number of Non-executive Directors shall be less than twenty (20).

2.2 MEETINGS.

1. The Board of Directors shall have regular meetings and special meetings.
2. The Board of the Directors shall hold an annual regular meeting in May of each year in following cases:
 - (1) at the call of the Chairman of the Board;
 - (2) upon a request in writing by one-third (1/3) of the Board of Directors;
 - (3) if the meeting is requested according to the section 2.2-2.(2) of this provision, the chairman shall hold the meeting within twenty (20) days of such request.

2.3 TERMS.

1. Chairman, Vice Chairman, and President shall serve one-year terms. An Executive Director may serve for one (1) consecutive term.
2. Non-executive Directors shall serve two-year terms. An officer may serve consecutive terms.

2.4 ELECTION.

1. Directors shall be elected each year at the annual meeting, by majority vote of the Directors.
2. Chairman shall be elected from among directors.
3. President shall be elected from among directors.
4. Secretary General (Coordinator) shall be nominated by the President and elected by majority vote of the Directors.

2.5 DUTIES.

1. Chairman shall be the principal executive officer of the Corporation and, at the time of an accident, Vice Chairman shall perform all duties of the Chairman.
2. President shall represent the Corporation and, at the time of an accident, Secretary General (Coordinator) shall perform all duties of the President.
3. Auditor shall perform financial audits and report it to the Board of Directors.
4. Secretary General (Coordinator) shall perform and supervise all the business affairs incident to the office.
5. Secretary shall keep the minutes of the Directors' meetings and keep the corporate records.
6. Treasurer shall have charge and custody of all funds and finances of the Corporation and keep the financial records of the Corporation. Treasurer shall be responsible for corporate tax report.

2.6 MATTERS FOR DECISION BY DIRECTORS.

1. Major business plans or its amendments
2. Budgets, accounts, donations, and disposition of assets of the Corporation
3. Amendment of principles or Bylaws of the Corporation
4. Appointment of the Directors

2.7 MEETINGS AND QUORUM.

1. A majority of the Directors shall constitute a quorum at any meeting and any business affairs shall be decided by a majority vote of the Directors present. In case of equal number of votes, Chairman shall make a decision.
2. Executive Directors (Chairman, Vice Chairman, President, Secretary General (Coordinator), and Auditor) shall attend the board meetings.

2.8 REGULAR MEMBERS.

1. Regular members shall consist of members who agree with the purpose or purposes of the Corporation and have submitted the membership documentation.
2. Regular members shall actively attend prayer assembly and meetings.

2.9 RIGHTS AND DUTIES.

Directors of the Corporation shall have right to speak, right to vote, right to elect and right to be elected and shall have duties to pay membership fees, to retain one's dignity as a director and to keep the rules and Bylaws of the Corporation.

ARTICLE III – OFFICE AND OFFICERS

3.1 OFFICE.

The Corporation shall have the office and the Board of Directors shall be in charge of the office for efficiency of performing all the business affairs and matters.

1. A Secretary General (Coordinator) shall manage the office and business affairs and matters of the Corporation.
2. Any provision with respect to the organization and management of the office shall be elected by the Board of Directors.

3.2 OFFICERS, COMPOSITION AND APPOINTMENT.

1. All officers shall be nominated by the Secretary General (Coordinator) and be appointed by the President pursuant to the Bylaws of the Corporation elected by the Board of Directors.
2. All matters including human resources, pay salary and job duties for officers on the payroll shall be decided by the Board of Directors.

ARTICLE IV – FINANCES

4.1 FINANCES.

1. Funds of the Corporation shall be covered with Directors' Membership Fees, Offerings, Donations and Business Incomes.
2. Current Assets and Real Estates of the Corporation shall be transparently managed.

4.2 MANAGEMENT.

1. Treasurer shall report to the Board of Directors a full and complete record of all funds of the Corporation.
2. All matters related to sales, donation, lease, secured loans on the property of the Corporation or exchange of Real Estates of the Corporation shall be decided by votes of the Board.
3. Treasurer shall report to the Board of Directors any property obtained by sales or donations, and transfer such properties to the Corporation.

4.3 FISCAL YEAR.

The fiscal year of the Corporation shall be determined at the regular meeting and financial audits shall be completed within ten (10) days of the regular meeting.

4.4 AUDITS.

Financial audits and general business affair audits shall be conducted twice (2) a year and the Auditor shall report the result to the Board of Directors.

ARTICLE XI – AMENDMENT OF BYLAWS

5.1. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a vote of the Board of Directors.

5.2. Any provision not designated in these Bylaws follows general principals and laws of the ordinary corporation.

5.3. These Bylaws shall be effective as of the date of adoption by the Board of Directors.

These Bylaws adopted by MINKWA, Inc., this _____ day of _____.

Director

Director

Director

Director
