

KOREAN WAR VETERANS ASSOCIATION
BY-LAWS
EFFECTIVE: JULY 26, 1990

ARTICLE I
OFFICE

The principal office of the corporation shall be located at 302 Middleton Road, City of Waterford, County of Saratoga, State of New York. The corporation may have such other offices, either within or without the State of New York, as the Executive Council may determine from time to time.

ARTICLE II
MEMBERSHIP

SECTION 1. QUALIFICATION OF MEMBERS. Membership in this association shall consist of Honorary Members, Regular Members, Auxiliary Members, and Associate Members.

A. HONORARY MEMBERS. Any person of good character may be elected as an honorary member by the vote of the Executive Council.

B. REGULAR MEMBERS.

1. SERVICE IN UNITED STATES ARMED FORCES. Any person who has seen honorable service in any of the armed forces of the United States, said service being within or without Korea, but during the Korean War era (June 25, 1950 - January 31, 1955), or who, as a member of the armed forces of the United States, served honorably in Korea from February 1, 1955, shall be eligible for membership.

2. CONGRESSIONAL MEDAL OF HONOR. Any Congressional Medal of Honor recipient, so honored for service in Korea during the Korean War era shall be eligible for membership.

3. PRISONER OF WAR. Any person held as a prisoner of war by the North Koreans or Chinese or Russian forces during and after the period of hostilities from June 25, 1950 forward shall be eligible for membership.

4. UNITED NATIONS COMMAND AND KOREAN ARMY. Any person who served honorably in the armed forces of the United Nations Command or in the Republic of Korea armed forces during the Korean War era and thereafter shall be eligible for membership.

5. GOLD STAR MOTHERS. Any woman whose son was killed in action, or was missing in action, or died as a prisoner of war during the Korean War shall be eligible for membership.

6. GOLD STAR WIVES. Any woman whose husband was killed in action, or was missing in action, or died as a prisoner of war during the Korean War shall be eligible for membership.

7. APPLICATION. Any person qualified for membership as set forth above may present a written application to any member in good standing on a form prepared and approved by the Executive Council. The application shall be an agreement that said applicant will agree and abide by and conform to the Charter, By-laws and regular procedures of the Korean War Veterans Association. The application, when accompanied with the dues as set forth below, [and an official document showing service or other eligibility such as a DD 214 or membership in an appropriate veterans or Gold Star organization] may be accepted by any Chapter, Department or National Office.

8. VOTING RIGHTS. Each member in good standing shall be entitled to one vote.

9. TERMINATION OF MEMBERSHIP. The Executive Council, by affirmative vote of two-thirds of all the members of the Council, may suspend or expel a member for cause after an appropriate hearing, and by a majority vote of those present at any regularly constituted hearing. The Executive Council may, without a hearing, but upon notice to the member, may suspend or terminate the membership of who becomes ineligible for membership for non-payment of dues as set forth hereinafter. No Chapter or Department may take any action against a member, but may petition the Executive Council for such action, provided, however, that any such petition shall show that service of said petition upon the member complained about was given on or before the filing of the petition with the Secretary of the Association.

10. RESIGNATION. Any member may resign by filing a written resignation with the Secretary, but said resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

11. REINSTATEMENT. Upon written request signed by a former member and filed with the Secretary, the Executive Council, by the affirmative vote of two-thirds of the members of the Council, may vote to reinstate such former member to membership on such terms as the Council may deem meet and proper.

12. TRANSFER OF MEMBERSHIP. Membership in this Association shall not be transferred or assigned.

C. AUXILIARY MEMBERS. Any wife, daughter, or daughter-in-law of any regular member shall, upon their agreement to accept the terms and conditions set forth in the Charter and By-laws of this Association, shall be eligible for membership in the Auxiliary. The Auxiliary members shall not have a right to vote upon the matters of the Association, but may, subject to the approval of the Executive Council, promulgate appropriate rules for the conduct of Auxiliary business and procedures.

D. ASSOCIATE MEMBERS. Any person, including fathers, brothers, sons and sons-in-laws, of regular members, with a legitimate interest in the affairs of this Association and who wishes to support its aims, and not being eligible for regular membership and who agrees to accept the terms and conditions set forth in the Charter and By-laws shall be eligible for Associate Membership in the Association.

E. INELIGIBLE. Any person who has been separated from the service of the Armed Forces of the United States or the Armed Forces of any member of the United Nations Command or the Army of the Republic of Korea under conditions other than honorable and who did not serve honorably, shall be ineligible for membership in this Association.

SECTION 2. DUES.

A. AMOUNT OF DUES. Payment of dues is a condition of initial or continuing membership. Honorary members may pay dues, but are not required to do so. Dues for Regular Members belonging to a chapter shall be Fifteen (\$15.00) Dollars per year. Regular Members not belonging to a chapter shall be at-large and shall pay dues of \$15.00 per year. Dues for Auxiliary Members and Associate Members shall be Twelve (\$12.00) Dollars per year. Congressional Medal of Honor, Prisoner of War, Gold Star Mothers, and Gold Star Wives shall not be required to pay dues. Dues, if accessed, shall become payable on the anniversary date of said membership.

ARTICLE III OFFICERS AND ELECTIONS

Section 1. OFFICERS. The officers of the corporation shall be a president, two vice-presidents, twelve directors and such other officers as may be elected in accordance with the provisions of this article. The Executive Council may elect or appoint such offices, including a secretary, a treasurer, a Judge Advocate, a chaplain, an historian one or more assistant secretaries and one or more assistant treasurers, as it shall deem advisable, such officers to have the authority and perform the duties prescribed, from time to time, by the executive council. No officer may hold more than one office, except the secretary and treasurer, which offices may be held by the same person.

Section 2. ELECTION AND TERM OF OFFICE. The officers of the corporation shall be elected biannually by the membership at its annual meeting, or as soon thereafter as is practicable. Each year at the annual meeting four members of the executive council shall be elected which each member having a three year term. The executive council is empowered to nominate one or more persons for each elected position and the members retaining the power to make additional nominations from the floor. To be elected, a candidate must have a majority vote of those members voting. Should there not be a majority vote for the candidates for any office, the two candidates with the highest vote shall have a run-off election with the candidate with the highest vote being elected.

Section 3. REMOVAL. Any officer elected or appointed by the members of the executive council or any officer may be removed by the executive council whenever in its judgment the best interests of the Association would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. **VACANCIES.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the executive council for the unexpired term of office.

Section 5. **POWERS AND DUTIES.** The several officers shall have powers and shall perform such duties as may from time to time be specified in resolutions or other directives of the executive council. In the absence of such specification, each officer shall have the powers and authority and shall perform and discharge the duties of the officers of the same title serving in nonprofit corporations having the same or similar purposes and objectives as this Association.

Section 6. **INDEMNIFICATION.** Each director and officer of the Association now or hereafter serving as such, shall be indemnified by the Association against any and all claims and liabilities to which he has or shall become subject by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by him as such director or officer, and the Association shall reimburse each person for all legal expenses, reasonably incurred by him in connection with any such claim or liability, provided, however, that no such person shall be indemnified against, or be reimbursed for any expense incurred in connection with, any claim or liability arising out of his own willful misconduct or gross negligence. The amount paid to any officer or director by way of indemnification shall not exceed his actual, reasonable, and necessary expenses incurred in connection with the matter involved, and such additional amount as may be fixed by a special committee appointed by the executive council. This right of indemnification herein-before provided for shall not be exclusive of any rights to which any director or officer of the Association may otherwise be entitled by law.

The duties of the elected and appointed officers shall be as follows:

The President: The President shall perform the functions conferred upon him by these By-Laws and shall generally be responsible for the execution of the policies and programs decided upon by the Executive Council. He may appoint standing committees and ad hoc committees composed of members at large to assist him in the execution of his duties. He shall have the power to call meetings of members of the Association at the Korean War Veterans Reunions and shall preside at such meetings, and he may call for meetings of the Executive Council over which he presides. He shall recommend to the Executive Council any action he considers necessary and proper for the welfare of the Association. All documents which shall be legally binding on the Association shall be signed by the President, except in the case of disbursements by check or draft from the funds under the Association account of the Association, or to an account managed by it; such checks or drafts will be signed and endorsements made by the Treasurer.

The Vice Presidents: The two Vice Presidents shall assist the President in the performance of his duties. The first Vice President has seniority, and in the absence of the President shall serve as, and have the powers of, the President. In the absence of both the President and the first Vice President, the Second Vice President, whose term of office shall be for two years, shall be responsible for the Membership of the Association. The second Vice President shall be responsible for the Association Reunions held during his term of office.

The Secretary: The Secretary shall be appointed by the President and confirmed by the Executive Council. He is responsible for the management of the day-to-day business of the Association, and shall perform all administrative duties required of him by the President. He shall be responsible for recording the minutes of meetings of the Association and shall keep records of the Association. He shall maintain communications with the membership and reunion committees, offering assistance as required to publicize their actions to include assisting in development of Charter Groups and in making arrangements for reunions. Thirty days prior to each reunion he shall submit to each officer and member of the Executive Council an agenda for the Association Business Meeting and an agenda for the Council Meeting. He or his deputy shall be Editor of the Association bulletin and from material provided by the members and other official and unofficial sources, shall maintain quarterly communications with all members on matters of general interest, with specific attention to Korean War Veterans activities and Chapter news. In the performance of his duties, he may hire clerical or other assistance for the proper and expeditious conduct of the Association affairs, as authorized by the Executive Council.

The Treasurer: The treasurer shall be appointed by the President and confirmed by the Executive Council. He shall be responsible for collecting dues and other monies in behalf of the Association and for making timely and proper disbursements from the funds in his charge. He shall maintain custodianship of certain funds, and shall prepare financial statements for publication at Korean War Veterans reunions. At the direction of the Executive Council, he shall be bonded.

The Chaplain: The Chaplain shall conduct the Annual Memorial Service to honor the members of the Korean War Veterans Association who were killed in action, or died of wounds as a result of hostile action and to memorialize Association members who are deceased. He shall work closely with the Reunion Chairman and the Secretary and Treasurer and perform such other functions as requested by the President.

The Historian: The Historian shall prepare an annual history of the Association and be responsible for obtaining news releases and other material pertinent to the maintenance of a Korean War Veterans Association Historical record. He shall perform other duties as requested by the President.

The Executive Council: The President of the Association shall be chairman. Members shall include the First and Second Vice President, the Secretary, the Treasurer, and the Directors. The council shall formulate policies and supervise the execution thereof. It shall have at least one stated meeting during the Annual Reunion preceding the Association Business Meeting, and one immediately following the Business Meeting. It shall meet at other times as required and called by the President, and may vote by mail upon call by the President. It shall establish rules for itself and its internal committees and is responsible for orderly and timely actions between its regular meetings. The Executive Council may make rules as to the manner of notifying its members of business meeting and as to dispensing with such notices in case of Council members who are not within the convenient traveling distance of the place of the meeting. No person shall receive any salary for services as a member of the Executive Council or the services as President or Vice President. The Executive Council may, from time to time, establish fees for services as Secretary or Treasurer. The Executive Council shall have the control and management of the affairs, property and funds of the Association and shall decide the policies of the Association. The term of office of members of the Executive Council shall be concurrent with their term in the office which qualified them for membership on the Council.

Committees: There shall be two types of committees, to wit:

(A) Standing Committees, and (B) Special Committees. The Standing Committees (A) shall include the following: Budget and Finance, Membership, Memorial Scholarship Award, Nominations, Resolutions, and Reunion Site. The membership thereof shall be appointed by the President with the consent of the Executive Council for a term of three years, and subject to yearly reconfirmation from the membership at large, except that the chairman of each standing committee shall be chosen from the current membership of the Executive Council. Having thus been chosen, he will continue to serve for the full term regardless of his status as a Council member.

The Special Committees (B) shall be appointed by the President as needed, and shall serve at his pleasure. Such committees include, but are not limited to: Publicity, Reunion Operations-Current Year, and Reunion Operations-Future Years.

The duties and responsibilities of each committee are defined in the charge issued to that committee.

Section 2. ELECTIONS

- A. The Election of officers of the Association shall be held at the Annual business Meeting.
- B. The majority vote of members attending the business meeting will be required for the election of any nominee.
- C. Terms of the elected officers begin upon their election.

Section 3. VOTING.

- A. Voting on matters of business by the members at large shall be done at one or more regularly called business meetings of such members during the period of the Annual Korean War Veterans Reunion. An affirmative vote of the majority of these members at large present and voting at such meeting shall carry the matter voted upon, unless otherwise specified therein.
- B. Voting on matters by the Executive Council shall be done either at regularly called business meetings of the Council at which not less than a quorum of the Council membership is present, or, upon such conditions as the Council may prescribe, by written ballot with not less than a quorum of the Council voting thereby. Chapter Presidents are not counted in establishing the presence or absence of a quorum. An affirmative vote by the majority of the Council members present and voting at such meeting, or voting by such ballot shall carry the matter voted upon.

ARTICLE IV MEETINGS

Section 1. An Annual Reunion of the Association shall be conducted at a place and at such time and duration as determined by the Executive Council.

Section 2. The regular business meeting of this Association shall be held during the period of the annual reunion. The regular business meeting shall be preceded by a regular Executive Council meeting which sets the final agenda.

Section 3. Any business meeting of the Executive Council may be called at any time by any member of the Council, or by written petition addressed to the Association President, and subscribed to by not less than ten percent (10%) of the Association members.

ARTICLE V
DEPARTMENTS & CHAPTERS

A. DEPARTMENTS.

Section 2. LOCATION. Each United State (50), United States Territory (American Samoa, District of Columbia, Guam, Puerto Rico, and Virgin Islands), as well as a Department (s) for the nations of the United Nations Command and Korea, shall be designed as a Department upon the establishment of two or more certified chapters within said department.

SECTION 2. INCORPORATION. Upon the certification of two or more chapters within a department, an organizational meeting shall be called to adopt by-laws not inconsistent with these by-laws and make application to the appropriate authority for a certificate of incorporation for a corporation known as Department of _____, Korean War Veterans Association and to prepare for a Department Convention and election during the month of June next occurring.

SECTION 3. OFFICERS. Each Department of the Korean War Veterans Association shall elect a Department President, Department Vice President, Department Secretary and Department Treasurer during the annual meeting for said Department to be held prior to the end of the month of June each year. The results of said election shall be transmitted forthwith to the National Secretary. The president appoint all other officers and committees as needed. No person may hold two elected department offices elective offices except for Secretary and Treasurer, which offices may be held by one person.

SECTION 4. DEPARTMENT COUNCIL. The Department corporation shall have a Department Council consisting of the elected officers, the appointed officers and each Chapter President, or a member selected by the Chapter President.

SECTION 5. TIME OF ELECTIONS. The election of department officers shall take place at the annual meeting of the said Department of the Korean War Veterans Association prior to the end of the month of June at a time and place agreeable to the several chapters and upon a minimum of sixty days written notice of said meeting, unless waived in writing by each chapter.

SECTION 6. TERM OF OFFICE. All elected department officers shall have a term of office of one year and each shall take office on the day of election.

SECTION 7. VACANCIES. Any vacancy in any elected office for any reason whatsoever may be filled by the Department Council for the unexpired term of office or until such time as the next election, whichever shall first occur.

SECTION 8. POWERS AND DUTIES. the several department officers shall have such powers and shall perform such duties as may from time to time be specified in resolutions or other directives of the Executive Council or Department Council. In the absence of such specification, each officer shall have the powers and authority and shall perform and discharge the duties of the officers of the same title serving in nonprofit corporations having the same or similar purposes and objectives as this Association.

B. CHAPTERS

SECTION 1. A Chapter shall consist of twelve (12) or more members in good standing, but may grow to any size thereafter.

SECTION 2. INCORPORATION. Upon the certification to the National Secretary of his designee that twelve or more members in good standing or proposed qualified members, the proposed members shall be certified as acceptable members in good standing. The proposed membership for the chapter shall hold an organizational meeting shall be called to adopt by-laws not inconsistent with these by-laws and make application to the appropriate authority for a certificate of incorporation for a corporation to act as a subsidiary of the Korean War Veterans Association and to prepare for an organizational meeting preparatory to the annual meeting on or before the April next occurring.

SECTION 3. OFFICERS. Each Chapter of the Korean War Veterans Association shall elect a Chapter President, Chapter Vice President, Chapter Secretary and Chapter Treasurer during the annual meeting to be held prior to the end of the month of April each year. The results of said election shall be transmitted forthwith to the National Secretary. All other officers shall be appointed, as needed. No person may hold two elective offices except for Secretary and Treasurer, which offices may be held by one person.

SECTION 4. TERM OF OFFICE. All elected department officers shall have a term of office of one year and each shall take office on the day of election.

SECTION 5. VACANCIES. Any vacancy in any elected office for any reason whatsoever may be filled by the chapter members as the next chapter meeting.

SECTION 6. POWERS AND DUTIES. The several chapter officers shall have such powers and shall perform such duties as may from time to time be specified in resolutions or other directives of the Executive Council. In the absence of such specification, each officer shall have the powers and authority and shall perform and discharge the duties of the officers of the same title serving in nonprofit corporations having the same or similar purposes and objectives as this Association.

SECTION 7. DISSOLUTION. Chapters may be dissolved in accordance with the laws of the United States and the State of Incorporation. All property of the said chapter will be disbursed in accordance with the United States Internal Revenue Code and the laws of the state of incorporation.

ARTICLE VI AMENDMENTS AND RESOLUTIONS

SECTION 1. Any proposed amendment to the Charter may be submitted by any regular member of this Association. the proposed amendment shall be read at the next annual meeting by the Secretary at which time it will lay on the table, be available for the consideration of the members and published in the newsletter, and voted upon at the following annual meeting. Adoption of all such amendments must be approved by two-thirds of members present and voting.

SECTION 2. By Laws may be amended by a majority of the Executive Council. and ratified by the members at the annual meeting.

SECTION 3. Resolutions may be proposed to the Resolutions Committee no later than thirty days prior to the July meeting of the executive council. The Resolutions Committee must present all resolutions in whatever order it desires and may comment favorably or unfavorably upon each. Rather than read the entire resolution, the Resolutions Committee may submit the gist of the proposal to the body. the majority of the members or delegates voting shall constitute approval and a directive for subsequent action upon the resolution.