

**2005 CHARTER AND BYLAWS
OF THE
KOREAN WAR VETERANS
ASSOCIATION, INCORPORATED**

Ratified by Membership October 5, 2005

KOREAN WAR VETERANS ASSOCIATION, INC. CHARTER INDEX

ARTICLE I	Page 1
PREAMBLE	

ARTICLE II	Page 2
OFFICE	

KOREAN WAR VETERANS ASSOCIATION, INC. BYLAWS INDEX

ARTICLE I	Pages 2, 3, 4
MEMBERSHIP	

Section 1... Qualifications of Members	Pages 2, 3
A. Regular Members	Pages 2, 3
B. Associate Members	Page 3
C. Honorary Members	Page 3
D. Ineligible	Page 3

Section 2... Membership Procedures	Pages 2, 3
A. Application	Page 3
B. Termination of Membership	Page 3
C. Resignation	Page 3
D. Reinstatement	Page 3
E. Transfer of Membership	Page 3

Section 3...Dues	Page 4
A. Amount of Dues	Page 4
B. Payment of Dues	Page 4

ARTICLE II	Pages 4, 5, 6,
ELECTION OF OFFICERS	

Section 1... Officers	Page 4
Section 2... Board of Directors	Pages 4, 5
A. Voting	Page 4
B. Open Meeting	Page 4
C. Special Meeting	Page 4
D. Business Without a Meeting	Page 5
Section 3... National Elections	Pages 5, 6
A. Regular Member Voting	Page 5
B. Call for Election	Page 5
C. Offices to be Filled	Page 5
1. Requirements (a. through e.)	Pages 5, 6
D. Certification of Candidates	Page 6
E. Publication of Ballots in <i>GRAYBEARDS</i>	Page 6
F. Ballot Voting and Counting of Ballots	Page 6
Section 4... Term of Office	Page 6
A. Elected Officers	Page 6

KOREAN WAR VETERANS ASSOCIATION, INC. 2005 BYLAWS INDEX (Continued)

Section 5... Removal	Page 6
A. Expelling and Suspending	Page 6
B. Removal from Office for Non-attendance	Page 6
Section 6... Vacancies	Page 6

ARTICLE III Pages 6, 7, 8
OFFICERS POWERS AND DUTIES

Section 1... General	Pages 6, 7, 8
A. President	Page 7
B. Vice President	Page 7
C. Secretary	Page 7
D. Treasurer	Page 7
E. Appointed Positions	Page 8
F. Board of Directors	Page 8
G. Committees	Page 8
Section 2... Indemnification	Page 8

ARTICLE IV Page 9
ANNUAL ASSOCIATION MEMBERSHIP AND SPECIAL MEETING

Section 1... Association Membership Meeting	Page 9
Section 2... Quorum and Voting	Page 9
Section 3... Site Selection	Page 9
Section 4... Majority & Proxy Voting	Page 9
Section 5... Special Meeting Requirement	Page 9

ARTICLE V Pages 9, 10, 11, 12
DEPARTMENTS AND CHAPTERS

I. Departments	Pages 9, 10
II. Chapters	Pages 11, 12

ARTICLE VI Page 12
PARLIAMENTARY AUTHORITY

ARTICLE VII Page 12
ASSOCIATION OFFICIAL AND FISCAL YEAR

ARTICLE VIII Page 12
AMENDMENTS AND RESOLUTIONS

Section 1... Proposed Charter Amendments	Page 12
Section 2... Bylaws Amendments	Page 12
Section 3... Resolutions	Page 12

KOREAN WAR VETERANS ASSOCIATION, INC. CHARTER AND BYLAWS

EFFECTIVE 001 JULY 27, 1990

Amended: July 27, 1992

Amended: July 27, 1994

Amended: July 27, 1997

Amended: July 27, 2000

Amended: October 5, 2005

KOREAN WAR VETERANS ASSOCIATION, INC. CHARTER

ARTICLE I PREAMBLE

First: The name or title by which this association shall be known shall be: **KOREAN WAR VETERANS ASSOCIATION, INCORPORATED.**

Second: The Korean War Veterans Association is a perpetual non-profit corporation issued a Certificate of Incorporation by the State of New York.

Third: Its particular business and objectives shall be:

1. To organize, promote and maintain for benevolent and charitable purposes an Association of persons who have seen honorable service during the Korean War at any time between September 3, 1945 and the present time, both dates inclusive, and of certain other persons, with the qualifications for membership set forth in the Korean War Veterans Association, Inc. Bylaws.
2. To grant charters to groups of members at large of the association.
3. To provide a means of contact and communication among the members of the association.
4. To promote the establishment of, and to establish war and other memorials commemorative of any person or persons who served in the Korean War.
5. To aid needy Association members and their spouses and children and the spouses and children of persons who were members at the time of their death.
6. To establish and maintain a national headquarters.
7. To do any and all things necessary or proper for the accomplishment of the foregoing business and objectives of the association, including, for such purposes, to contract and pay for personal and other services, to contract for, buy, take by deed, gift or devise, hold, possess, manage, borrow, rent, lease, loan, assign, convey, sell, and dispose of in any manner real and personal property, and to act as trustee, or be a beneficiary of a trust.

KOREAN WAR VETERANS ASSOCIATION INC. CHARTER (Continued)

ARTICLE II OFFICE

The corporation may establish offices, either within or without the State of New York, as the Board of Directors may determine.

The administrative office of the corporation shall be located in the Washington, D.C. Metropolitan area or such other place as the Board of Directors and the President may determine. All communications shall be directed to that office.

END OF CHARTER

KOREAN WAR VETERANS ASSOCIATION, INC. 2005 BYLAWS

ARTICLE I MEMBERSHIP

Section 1. Qualifications of Members. Membership in this Association shall consist of Regular, Associate and Honorary members. No person shall be excluded from membership because of race, color, creed, sex, national or ethnic origin, or physical or mental disability, as long as the individual meets the criteria of service requirements as stipulated below. Only Regular members as defined in A. below have a vote in National or Department matters.

A. Regular Members.

1. Service in the United States Armed Forces. Any person who has seen honorable service in any of the Armed Forces of the United States, defined as Army, Navy, Marines, Air Force and Coast Guard, said service being within Korea including territorial waters and airspace (September 3, 1945 – June 25, 1950) within and without (June 25, 1950 – January 31, 1955), or who served honorably in Korea from February 1, 1955 until the present time is eligible for membership.
2. Medal of Honor. Any Medal of Honor recipient, so honored for service during the Korean War is eligible for life membership.
3. Prisoner of War. Any person held as a prisoner of war by the North Koreans, Chinese, or Russian forces during and after the period of hostilities from June 25, 1950 forward is eligible for life membership.
4. United Nations Command and Korean Armed Forces. 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 is eligible for membership. However, UN/Korean membership of the association may not exceed 10% of the total membership. A signed statement of their eligibility for membership must be provided for approval.
5. Gold Star Parents. Any parent whose son/daughter was killed in action, or was missing in action, or died as a prisoner of war during the Korean War is eligible for life membership. A signed statement of their eligibility for membership must be provided for approval.

KOREAN WAR VETERANS ASSOCIATION, INC. 2005 BYLAWS (Continued)

6. Gold Star Spouses. Any person whose spouse was killed in action, missing in action, or died as a prisoner of war during the Korean War is eligible for life membership. A signed statement of their eligibility for membership must be provided for approval.
- B. Associate Members. Any person with a legitimate interest in the affairs of this Association and who wishes to support its aim's, and not being eligible for Regular membership and who agrees to accept the terms and conditions set forth in the charter and bylaws shall be eligible for associate membership in the Association.
- C. Honorary Members. Any person of good character may be elected as Honorary Member by vote by the Board of Directors.
- D. Ineligible. Any person who has been separated from the service of the Armed Forces of the United States, or the United Nations Command, or the Republic of Korea under conditions other than honorable shall be ineligible for membership in this Association.

Section 2. Membership Procedures.

- A. 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 Board of Directors. The application shall be an agreement that said applicant will agree, abide by and conform to the Charter, Bylaws, and regular procedures of the Korean War Veterans Association, Inc. The filled out and signed Official Application Form, when accompanied with the appropriate dues may be accepted by any Regular Member, Chapter, Department or National office to be sent to the membership office address listed on the Official Application Form. Other signed proof of service information, showing dates of service and relationship, may be provided for documentation listed under the various categories of membership of, 4, 5, and 6 in Section 1 above as proof for membership approval.
- B. Termination of Membership. Any member of the Korean War Veterans Association, Inc. may be admonished, reprimanded, suspended, or expelled or removed from any office of the Association "For Just Cause" after an appropriate hearing, by a two-thirds (2/3) vote of the Board of Directors. Charges shall be investigated by an Ethics and Grievance Committee following the guidelines in the Standard Procedure Manual. Facts will be referred to the Board of Directors, for their discipline decision. The Board of Directors may, without a hearing, but upon notice to the member, suspend or terminate the membership of any member who becomes ineligible for membership for non-payment of dues as set forth hereinafter. No Chapter or Department may take action "For Just Cause" against a member, but may so petition the National Board of Directors. However, any such petition must show that the member complained about was served with the petition before it's filing with the National Secretary of the Association.
- C. 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.
- D. Reinstatement. Upon written request signed by a former member and filed with the Secretary, the Board of Directors, by a two-thirds vote of the members present, may reinstate such former member to membership on such terms as the Board may deem fit and proper.
- E. Transfer of Membership. Membership in this Association shall not be transferred or assigned.

KOREAN WAR VETERANS ASSOCIATION, INC. 2005 BYLAWS (Continued)

Section 3 Dues.

- A. Amount of Dues. Payment of dues is a condition of initial and/or continuing National Membership. Dues required are published on the approved Application Form for each category of membership. Medal of Honor, POW, Gold Star Parents and Gold Star Spouses are granted Life Membership with no payment, however they may pay dues if they so desire. The Board of Directors may, with the prior approval of the membership, adjust the dues.
- B. Payment of Dues. National dues shall be sent to the Membership Office listed on the Official Application Form and collated by the National Treasurer. All dues, after initial application payment, shall be due and payable on January 1 each year and be valid for a calendar year (1 January – 31 December). Dues shall be prorated for all new members the second year to bring all dues paying members to the calendar dues date. Life Membership may be paid in a lump sum or in six (6) equal payments over a twelve (12) month period. All dues collected by any Regular Member, Chapter or Department shall also be sent to the Membership Office.

ARTICLE II ELECTION OF OFFICERS

Section 1. Officers. Members eligible to vote shall, in accordance with the procedure set forth hereinafter and, prior to the Annual Association Meeting, elect a National President, National First Vice President and National Second Vice President, whose terms of office shall each be for two years. The National President elected in June shall recommend a National Secretary and a National Treasurer at the called meeting following the election for the new Board to confirm. Other officials shall also be recommended as listed in Article III, Section 7, Committees. for Board approvals. No officer or director elected by the membership shall also serve as Secretary or Treasurer.

Section 2. Board of Directors. The national corporation shall have a Board of Directors consisting of seventeen (17) members: five officers, (President, First Vice President, Second Vice President, Secretary and Treasurer), together with twelve Directors, four of whom shall be elected annually, prior to the annual meeting. Each Director shall be elected for a three-year term.

- A. Voting. All votes of the Board of Directors shall be by a simple majority, unless stated otherwise hereinafter, of a quorum of at least eight (8) elected members in attendance. Only the elected twelve (12) Directors and the First and Second Vice Presidents have an automatic Council vote – the President has a tie breaking vote only. Appointed officials of the Board of Directors do not have a vote.
- B. Open Meeting. Any member of the Association may attend meetings of the Board of Directors and, at the discretion of the Board, may be invited to address them.
- C. Special Meetings. The President or ten (10) elected members the Board of Directors may call a Board meeting for one (1) purpose only, by giving two (2) weeks written notice to all members of the Board, stating the date and time, the exact location of the meeting place and the agenda of the meeting.

KOREAN WAR VETERANS ASSOCIATION, INC. 2005 BYLAWS (Continued)

- D. Business Without a Meeting. Any elected member of the Board of Directors may call for business to be conducted without a meeting. The National Secretary and at least twelve (12) other members must be informed and asked to acquiesce, by telephone, to a telephone conference meeting or by mail ballot from the Secretary, to every Board of Directors voting member, stating the motion(s) or request and their vote for or against. Any such action must be ratified by a quorum at the next Board of Directors meeting.

Section 3. National Elections. The election of the National President and two National Vice Presidents, as well as the appropriate four Directors of the Board of Directors, shall be conducted as follows:

- A. Each Regular member shall have a vote for all national officers. Each member shall cast only their own vote. Proxy voting is not permitted.
- B. The National Secretary shall issue a call for an election, which shall be published in the November – December Graybeards for the next election year. The call for election shall state the offices, and that any qualified member may announce for said office. The call shall state the Nominating Committee Chair’s name and address, the address for collecting the submitted declarations of candidacy, all deadlines for declaring and for voting, and the procedures to be followed in filing for office. The March-April edition of the Graybeards will be the “election” issue. The Nominating Committee shall consist of three members including one officer of the Board of Directors who shall serve as chairman.
- C. No later than February 15 of each year when such offices are to be filled, any Regular member in good standing of the Korean War Veterans Association, Inc., seeking to run for President, First Vice President, Second Vice President, or Director shall make their intentions known to the Chairman of the Nominating Committee in writing using the following format:
1. Requirements:
 - a. Must present proof of service by submitting a separate signed Official Application Form showing eligible service years and a statement releasing the Application Form for verification by the Nominating Committee.
 - b. Must present a current photograph suitable for publication in the Graybeards.
 - c. Must submit a letter with the following:
 - 1) Their intent to run for an office and the office sought.
 - 2) A resume of their qualifications for this office stating any experience that will be of benefit to the Association.
 - 3) Their current mailing address, telephone number and KWVA membership number.
 - 4) This letter will be limited to approximately one typed page.
 - 5) A statement that they will attend all called meetings of the Board of Directors and that they understand that two (2) unexcused absences could be used for their removal from office.

KOREAN WAR VETERANS ASSOCIATION, INC. 2005 BYLAWS (Continued)

- d. They must sign a statement that their dues are current through the whole of the term of office they are seeking. Payment of delinquent dues shall not be retroactive for the purpose of establishing eligibility to run for office within the Association.
 - e. Send the above items by certified mail, return receipt requested, to the Nominating Committee Chairman to arrive not later than February 15 that year.
- D. The Nominating Committee shall then certify that the candidates are qualified to stand for office. Their declarations, in full, shall then be sent by the Nomination Committee Chair to the Editor of Graybeards for publication in the following March-April issue. Those declarations may also be published in earlier issues of Graybeards should they have been submitted in time, providing the above requirements are met.
- E. The Editor of Graybeards, working with proper officials, shall prepare and publish a ballot for printing, which shall appear in only the March-April issue. No other ballots will be honored or accepted.
- F. Members shall cast their ballot by marking thereon their choices and return the official ballot to reach the specified address by June 10th, where a Certified Public Accountant shall count the ballots and render a report to the present Nominating/Election Committee Chairman and others, per the approved Standard Procedure Manual, by June 15th.

Section 4. Term of Office.

- A. The President, First and Second Vice Presidents, shall have a term of office of two (2) years, with two (2) consecutive terms maximum. Directors elected shall have a term of office of three (3) years, with two (2) consecutive terms maximum. All elected officers shall assume office on June 25th. This meeting shall be called by the outgoing President for Administration data exchange when necessary. The term of office of all appointed national officers shall be at the pleasure of the President, with Board of Directors approval. There will be no set term of office for appointed positions.

Section 5. Removal.

- A. Any official of the Korean War Veterans Association, Inc. may be expelled or suspended or removed from office. The procedure outlined in Article I, Membership, Section 2. Membership Procedure., B. Termination of Membership. shall be used.
- B. Any official not in attendance for three (3) consecutive meetings without just cause shall no longer hold such office, having been deemed to have resigned said office.

Section 6. Vacancies. A vacancy in any office for any reason whatsoever may be filled by the Board of Directors until the next election for said office.

ARTICLE III OFFICERS AND POWERS

Section 1. Powers and Duties. The officers shall have powers and shall perform such duties as may from time to time be specified in resolutions or other directives of the Board of Directors. In the absence of such specification, each officer shall have the powers and authority and shall perform and discharge the duties of the

KOREAN WAR VETERANS ASSOCIATION, INC. 2005 BYLAWS (Continued)

officers of the same title serving in nonprofit corporations having the same or similar purposes and objectives as this Association. The duties of the elected and appointed officers shall be guided by the Board of Directors approved Standard Procedure Manual and as outlined as follows: Note: (the use of the masculine gender in the following paragraphs should be taken to mean either masculine or feminine gender).

- A. President. The President shall perform the functions conferred upon him by these bylaws and shall generally be responsible for the execution of the policies and programs decided upon by the Board of Directors. He shall recommend regular members as Secretary and as Treasurer for approval by the Board of Directors. He may appoint Standing Committees and Special Committees composed of Board of Director members and regular members at-large, for Board of Directors approval, to assist him in the execution of his duties. He shall have the power to call Association Membership Meetings and shall preside at such meetings, and he may call for meetings of the Board of Directors over which he presides. He shall recommend to the Board of Directors any action he considers necessary and proper for the welfare of the Association. All documentation which shall be legally binding on the Association shall be signed by him, except in the case of disbursements which will be done in accordance to the Board of Directors approved Standard Procedure Manual.
- B. 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 shall be responsible to the membership of the association. The Second Vice President shall be honorary chairman for the Association Membership meetings held during his term of office.
- C. Secretary. The Secretary shall be recommended by the President, and confirmed by the Board of Directors. 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. A proposed agenda for the Annual Association Membership Meeting shall be placed in the *Graybeards* for the membership to be notified of business to be conducted. Thirty (30) days prior he shall submit to each officer and member of the Board of Directors an agenda for the Association Membership Business meeting and an agenda for the Board meeting. 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 Board of Directors.
- D. Treasurer. The Treasurer shall be recommended by the President and confirmed by the Board of Directors. 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 be the custodian of all accounts, accountable for same, and shall prepare reports as directed by the Board of Directors. At the direction of the Board of Directors he is to be bonded. A maximum number of four (4) persons may have active authorization to sign disbursing instruments for the Association. Other signatures may be kept in reserve in the event an active signer becomes disabled. Each disbursing instrument will have two signatures, one of which must be an elected officer and disbursements shall be according to the Board of Directors approved Standard Procedure Manual.

KOREAN WAR VETERANS ASSOCIATION, INC. 2005 BYLAWS (Continued)

- E. Appointed Positions. All appointed positions [i.e. Chaplain, Historian, Judge Advocate (who shall hold only one position), Graybeard Editor, Webmaster, POW/MIA (who shall be a POW member if available), VA/VS, Sergeant of Arms], and all Standing Committee Chairmen responsibilities are included in the approved Standard Procedure Manual.
- F. Board of Directors. The National Board of Directors shall consist of seventeen (17) members, being the President, First Vice President, Second Vice President, Secretary, Treasurer, and twelve Directors. The President of the Association shall be the Chairman. The Board shall formulate policies and supervise the execution thereof and have the control and management of the affairs, property and funds of the Association. It shall have at least one (1) stated meeting preceding the Annual Association Membership business meeting. It shall meet at other times as required, and called by the President, and may conduct business by telephone or mail without a meeting when done in compliance with Article II, Section 2. Board of Directors., D. Business Without a Meeting, of these Bylaws. It shall establish and maintain a Standard Procedure Manual and is responsible for orderly and timely actions between its regular meetings.

All members of the Board of Directors must be notified of the time, place and agenda for the meeting. The Board of Directors shall determine excused absence using the definitions established in the Standard Procedure Manual. No person shall receive any salary for services as a member of the Board of Directors or the services as President or Vice Presidents. The Board of Directors may, from time to time, establish fees for services of Secretary or Treasurer.

- G. Committees. There shall be two types of committees, to wit: Standing Committees and Special Committees. Standing Committees shall include the following: Budget/ Finance, Bylaws, Membership, Nominations/Election, Resolution, Reunion and "Tell America" Committee. The membership thereof shall be appointed by the President, with the consent of the Board of Directors, for the term of one year, 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 Board of Directors. Having thus been chosen, he or she will continue to serve for the full term regardless of their status as a Board Member.

The Special Committees shall be appointed by the President as needed, and approved by the Board of Directors and shall serve at his pleasure. The duties and responsibilities of each committee are defined in the charge issued to that committee or are outlined in the Standard Procedure Manual.

Section 2. Indemnification. Provision of insurance coverage for all association officers - Each officer, elected or appointed, and each member of the Board of Directors of the Association now or hereafter serving as such, shall be indemnified by the Association against any and all claims and liabilities to which they have or shall become subject by reason of serving or having served as such person, for all legal expenses reasonably incurred by them 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 such claim or liability arising out of their own willful misconduct or gross negligence. The amount paid to any Officer or Director by way of indemnification shall not exceed their 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 Board of Directors. 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.

KOREAN WAR VETERANS ASSOCIATION, INC. 2005 BYLAWS (Continued)

**ARTICLE IV
ANNUAL ASSOCIATION MEMBERSHIP AND SPECIAL MEETINGS**

Section 1. The Annual Association Membership Meeting will be held each year. Said date and place to be published in the *Graybeards*.

Section 2. At any Association Membership Meeting seventy-five (75) Regular members in good standing and in attendance shall constitute a quorum. Membership shall be checked and vote counts taken by an appointed Sergeant of Arms staff. Should no quorum be present, ballots by mail voting to complete any membership business is authorized, with ballots mailed to all Regular members eligible to vote and at least two hundred (200) votes received as a quorum requirement. Voting procedure shall be followed as outlined in the Standard Procedure Manual.

Section 3. The selection of the site and dates of the following year's Annual Association Membership meeting shall be presented to the Board of Directors for approval and ratified by a majority vote of the Regular membership as outlined in Section 2., above.

Section 4. A simple majority of Regular members shall determine all issues, except when otherwise indicated in these Bylaws or Robert's Rules of Order quoted as the Parliamentary Authority in Article VI. Proxy votes will not be permitted.

Section 5. A special meeting of the Association membership may be called by a thirty (30) day written notice by the President, or over one-half of the Board of Directors, or by ten (10) percent of the Regular members in good standing by affixing their names to a petition for said meeting. The notice calling the meeting shall state the business to be conducted together with the time and place.

**ARTICLE V
DEPARTMENTS AND CHAPTERS**

I. Departments

Section 1. 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 designated as a Department upon the establishment of four (4) or more certified Chapters within said Department.

Section 2. Organization. Upon Certification of four (4) or more Chapters within a Department's Jurisdiction, the National Membership Committee will supply an organizational packet and select a Chapter to proceed with an organizational meeting. A National Charter shall be applied for and Bylaws written for approval by all Chapter eligible regular members, not inconsistent with these Bylaws.

Section 3. Incorporation. An application shall be made to the appropriate authorities for a Certificate of Incorporation for a nonprofit corporation known as "Department of _____, Korean War Veterans Association, Inc." and preparations made for a Department Convention and Officer election within 180 days. A packet will be supplied by the National Association to guide the organizers on how to make application to the appropriate authorities for a Certificate of Incorporation as a nonprofit Corporation, an Employee Identification Number (EIN) for banking purposes, and for Internal Revenue Service Exempt Status as a 501 (c) 19 Veterans Organization if the Department so desires.

KOREAN WAR VETERANS ASSOCIATION, INC. 2005 BYLAWS (Continued)

Section 4. Officers. Each Department of the Korean War Veterans Association, Inc. will elect a Department President, Vice President(s), and elect or appoint a Secretary, Treasurer and if so required Directors, according to approved Department Bylaws, prior to the end of the month of June each election year. The results of said election shall be transmitted forthwith to the National Secretary. The Department President shall appoint all other officers and committees as needed with Council/Board approval. Department Bylaws will determine if those who are appointed to the Council/Board will have the right to vote in Department matters. After their election to the office in the Department, the President and Vice Presidents title can be changed to Commander and Vice Commander(s) with the approval of the Department, during their time in office. No person may hold two elected department offices, except for Secretary and Treasurer, which offices may be held by one person if elected or appointed.

Section 5. Department Council/Board. The Department shall have a Department Executive Council or Board of Directors consisting of the elected officers, and Directors to form at least a Council/Board of ten (10) who are current Regular members of KWVA, Inc. in good standing, and each current Regular member of KWVA Chapter President or a current Regular Member of KWVA selected by the Chapter's membership.

Section 6. Time of Elections. The elections of Department officers shall take place at the annual meeting of the said Department of the Korean War Veterans Association, Inc. prior to the end of the month of June, at a time and place agreeable to the majority of Chapters, and upon a minimum of sixty days written notice of said meeting, unless waived in writing by a majority of the Chapters. If the Department Bylaws so state, this does not preclude the use of a "mail-in-ballot procedure" instead of voting at the annual meeting.

Section 7. Term of Office. All elected Department officers shall have a term of office of one or two years and each shall take office on the day of election.

Section 8. Vacancies. A vacancy in any elected Department position, for any reason whatsoever, may be filled by the Department Council/Board at the next Council/Board meeting or by written request, for approval of a new Officer, received and returned by mail so long as the written vote is confirmed at the next Department Council/Board meeting.

Section 9. 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 Department Executive Council/Board of Directors. 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.

KOREAN WAR VETERANS ASSOCIATION, INC. 2005 BYLAWS (Continued)

II. Chapters

Section 1. Organization. Initially a Chapter shall consist of not less than twelve (12) National Regular members in good standing who wish to form a Chapter in their area. Effective October 5, 2005 each person who becomes a new Regular member of a Chapter must first become a National Korean War Veterans Association, Inc. Regular member, and must maintain National Regular membership to remain a member of a Chapter. When a KWVA Department within a State has been formed, Chapters are considered to be a unit under the Department and will cooperate as a unit of the Department.

Section 2. Incorporation. Upon representation to the Department, in the jurisdiction they intend to form their Chapter if such exists, the National Secretary or National Membership Committee that twelve (12) or more National Regular members in good standing have submitted the proper documentation for the awarding of a National Charter, the Chapter members shall hold an organizational meeting to adopt Chapter Bylaws, not inconsistent with these Bylaws, and to form at least an Executive Council/Board of Directors of ten (10) who are current Regular members of KWVA in good standing. A packet will be supplied by the National Membership Committee to guide the organizers on how to make application to the appropriate authorities for a Certificate of Incorporation as a nonprofit Corporation, an Employee Identification Number (EIN) for banking purposes, and for Internal Revenue Exempt Status as a 501(c)19 Veterans Organization if the Chapter so desires, and to make preparations for Officer elections within 180 days.

Section 3. Formation Financing. Chartered Chapters may seek monetary assistance from National for prospective membership lists, stamps, becoming Incorporated and obtaining Federal Exempt Status by applying for assistance. The National Board of Directors will establish amounts available for Chapters at the Boards meeting for budget approvals.

Section 4. Officers. Each Chapter of the Korean War Veterans Association, Inc. shall elect a Chapter President, Vice President(s), and elect or appoint a Secretary, Treasurer and if so required Directors, to form at least a Council/Board of ten (10), according to approved Chapter Bylaws, during the election meeting, to be held prior to the end of the month of June each election year. The results of said election shall be transmitted forthwith to the National Secretary. The President shall appoint all other Officers and Committees with the approval of the Council/Board. Chapter Bylaws will determine if those who are appointed to the Council/Board will have the right to vote in Chapter matters. After their election to the office in the Chapter, the President and Vice President(s) titles can be changed to Commander and Vice Commanders, with the approval of the Chapter membership, during their time in office. No person may hold two elective offices, except for Secretary and Treasurer, which may be held by one person if elected or appointed.

Section 5. Term of Office. All elected Chapter officers shall have a term of office of one (1) or two (2) years as determined by the Chapter Bylaws, and each shall assume office on the day of election.

Section 6. Vacancies. Any vacancy in any elected office, for any reason whatsoever, may be filled by the Chapter members at the next chapter meeting.

Section 7. Powers and Duties. 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 Chapter Executive Council/Board of Directors. In the absence of such specification, each officer shall have the powers and authority and shall perform and discharge the duties of the officer of the same title serving in nonprofit corporations having the same or similar purposes and objectives as this association.

KOREAN WAR VETERANS ASSOCIATION, INC. 2005 BYLAWS (Continued)

Section 8. 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 PARLIAMENTARY AUTHORITY

All meetings shall be conducted under the provisions of these bylaws and *Robert's Rules of Order Newly Revised*. (most current edition.)

ARTICLE VII ASSOCIATION OFFICIAL AND FISCAL YEAR

The Official Year of the Association shall begin on June 25th and end on June 24th of each year. The Fiscal Year of the Association shall begin on January 1st and end December 31st of each year.

ARTICLE VIII AMENDMENTS AND RESOLUTIONS

Section 1. Charter. Any proposed amendment to the Charter may be submitted by any National Regular member in good standing. The proposed amendment shall be sent to the National Secretary to be read to the Board of Directors, for their approval or non-approval recommendation to the membership, and then shall be available for consideration of the members when published in the Graybeards, and voted upon at the following Annual Association Membership meeting for approval by two-thirds (2/3) of a Regular Membership, or if no quorum is available, by ballot vote of the National Regular members with the ballots sent by mail or in the following Graybeards publication.

Section 2. Bylaws. Any Chartered Department, Chapter or Regular Member in good standing may propose amendments to the Bylaws by presenting them in writing to the Chairman of the Bylaws Committee at least forty-five (45) days before the next scheduled meeting of the National Board of Directors. Such proposals will be considered at that meeting and if approved by the Board of Directors, then published in the next scheduled Graybeards publication for ratification by a two-thirds (2/3) vote of the National Regular membership quorum at the next scheduled Association Membership meeting or by ballot vote of the Regular members sent by mail or in the following Graybeards publication. Referendum voting for any Association business information is also authorized for guidance of the Board of Directors.

Section 3. Resolutions. Resolutions may be proposed to the Resolutions Committee no later than forty-five (45) days prior to any regular called meetings of the Board of Directors. The Resolutions Committee must present all resolutions, in whatever order it desires and may comment favorably or unfavorably upon each. Rather than reading the entire resolution, the Resolutions Committee may submit the gist of the proposal to the body. If a majority of the members voting approve the resolution a directive for subsequent action shall be issued.

END OF BYLAWS