

**2014 CHARTER AND BYLAWS
OF THE
KOREAN WAR VETERANS
ASSOCIATION, INCORPORATED**

Ratified by Membership October 18, 2014

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

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. Gold Star Parents	Page 3
D. Gold Star Spouses	Page 3
E. Honorary Members	Page 3
F. Ineligible	Page 3

Section 2... Membership Procedures	Pages 3, 4
A. Application	Page 3
B. Termination of Membership	Page 3
C. Resignation of Membership	Page 3
D. Reinstatement of Membership	Page 4
E. Transfer of Membership	Page 4

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

ARTICLE II	Pages 4, 5, 6,
OFFICERS, BOARD OF DIRECTORS AND NATIONAL ELECTIONS	

Section 1... Officers	Pages 4, 5
-----------------------	------------

Section 2... Board of Directors	Page 5
A. Voting	Page 5
B. Open Meetings	Page 5
C. Special Meetings	Page 5
D. Business Without a Meeting	Page 5

Section 3... Association Elections	Pages 5, 6, 7
A. Regular Member Voting	Page 5
B. Call for Election	Page 5
C. Offices to be Filled	Page 5

Section 4... Term of Office	Page 6
A. Length of Terms	Page 6
B. Assumption of Office	Page 6
C. Transfer of Office of President	Page 6

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

D. Appointed Officers	Page 6
Section 5... Removal	Page 6
A. Expelling and Suspending	Page 6
B. Removal from Office for Non-attendance	Page 6
Section 6... Resignation from Office	Page 6
Section 7... Vacancies	Pages 6, 7

ARTICLE III Pages 7, 8, 9
OFFICERS POWERS AND DUTIES

Section 1... Powers and Duties	Pages 7, 8, 9
A. President	Page 7
B. Vice Presidents	Page 7
C. Secretary	Pages 7, 8
D. Treasurer	Page 8
E. Appointed Positions	Page 8
F. Board of Directors	Page 8
G. Committees	Pages 8, 9
H. Association Information Technology	Page 9
Section 2... Indemnification	Page 9

ARTICLE IV Pages 9, 10
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	Pages 9, 10

ARTICLE V Pages 10, 11, 12, 13
DEPARTMENTS AND CHAPTERS

I. Departments	Pages 10, 11
II. Chapters	Pages 11, 12, 13

ARTICLE VI Page 13
PARLIAMENTARY AUTHORITY

ARTICLE VII Page 13
ASSOCIATION OFFICIAL AND FISCAL YEAR

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

ARTICLE VIII Pages 13, 14
AMENDMENTS AND RESOLUTIONS

Section 1... Proposed Charter Amendments	Pages 13, 14
Section 2... Bylaws Amendments	Page 14
Section 3... Resolutions	Page 14

ARTICLE IX Page 14
CRITERIA FOR GOOD STANDING

ARTICLE X Pages 14,15
KOREAN WAR VETERANS ASSOCIATION, INC. DISSOLUTION

KOREAN WAR VETERANS ASSOCIATION, INC. CHARTER AND BYLAWS

EFFECTIVE 001 JULY 27, 1990

Amended: July 27, 1992; July 27; 1994; July 27, 1997; July 27, 2000; October 5, 2005; October 25, 2007; October 26, 2009; July 25, 2010; October 30, 2011; July 27, 2013; October 18, 2014

KOREAN WAR VETERANS ASSOCIATION, INC. 2014 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 in Korea and of certain other veterans and persons, with the qualifications for membership set forth in Article I, Membership of the Korean War Veterans Association, Incorporated 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. 2014 CHARTER

**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 KWVA CHARTER

KOREAN WAR VETERANS ASSOCIATION, INC. 2014 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 Association, Department or Chapter 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, is eligible for membership if:
 - a. Said service was within Korea including territorial waters and airspace at any time, September 3, 1945 to Present, or
 - b. Said service was outside of Korea, June 25, 1950 to January 31, 1955.
2. **Medal of Honor.** Any person qualifying to be a Regular Member, who is a Medal of Honor recipient, is eligible for free life membership. A signed statement of their eligibility for membership must be provided for approval.
3. **Prisoner of War.** Any person qualifying to be a Regular Member and was 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 free life membership. A signed statement of their eligibility for membership must be provided for approval.

B. Associate Members.

1. Must not be eligible for Regular membership.

KOREAN WAR VETERANS ASSOCIATION, INC. 2014 BYLAWS (CONTINUED)

2. Any person 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 KWVA Charter and its Bylaws and Standard Procedure Manual (hereinafter referred to as SPM), shall be eligible for Associate Membership in the Association. A signed statement of their eligibility for membership must be provided for approval.
- C. **Gold Star Parents.** Any person whose son/daughter was killed in action, or was missing in action, or died as a prisoner of war while serving within Korea including territorial waters around and airspace above during the Korean War (June 25, 1950 to the present) is eligible for free life membership. A signed statement of their eligibility for membership must be provided for approval.
- D. **Gold Star Spouses.** Any person whose spouse was killed in action, or was missing in action, or died as a prisoner of war while serving within Korea including territorial waters around and airspace above during the Korean War (June 25, 1950 to the present) is eligible for free life membership. A signed statement of their eligibility for membership must be provided for approval.
- E. **Honorary Members.** Any person of good character may be elected as Honorary Member by vote by the Board of Directors (hereinafter referred to as the Board).
- F. **Ineligible.** Any person who has been separated from the service of the Armed Forces of the United States 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 on a form prepared and approved by the Board. The application shall be an agreement that said applicant will agree, abide by and conform to the Charter, Bylaws, and SPM of the Korean War Veterans Association, Inc. (hereinafter referred to as Association; or KWVA). The filled out and signed Official Application Form, when accompanied with the appropriate dues is to be sent to the Membership Office address listed on the Official Application Form, for processing. Other signed proof of service information, showing dates of service and relationship, may be provided for documentation listed under the various categories of membership in Section 1 above as proof for membership approval.
- B. **Termination of Membership.**
 1. Any member of the Association 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 ($\frac{2}{3}$) vote of the Board. Charges shall be investigated by the Ethics and Grievance Committee following the guidelines and procedures in the SPM. Facts will be referred to the Board for their discipline decision. No Chapter or Department may take action for “Just Cause” against a member, but may so petition the Board to take appropriate action. However, any such petition must show that the member complained about was served with the petition before its filing with the Secretary of the Association.
 2. Any dues paying member of the Association loses all rights and privileges of membership upon non-payment of annual dues by the dues-due date. A “grace period” of extended time may (or may not) be specified and defined in the SPM.
- C. **Resignation of Membership.** Any member may resign by filing a signed written resignation with the

KOREAN WAR VETERANS ASSOCIATION, INC. 2014 BYLAWS (CONTINUED)

KWVA Secretary; but said resignation shall not relieve the member so resigning of the obligation to return any funds, equipment or records, and pay any dues, assessments, or other charges they have accrued and left unpaid.

D. Reinstatement of Membership.

1. If the membership termination was due to simple non-payment of annual dues, then a former member will be automatically reinstated upon receipt of dues payment for at least one (1) year's renewal.
2. If the membership termination was due to the result of a disciplinary process; then upon a written request signed by the former member and filed with the Association Secretary, the Board, by a two-thirds ($\frac{2}{3}$) vote of the members present, may reinstate such former member to membership on such terms as the Board may deem fit and proper. In order for the Board to properly and fairly consider the request, it should be accompanied by written justification for the reinstatement.

E. Transfer of Membership. Membership in this Association shall not be transferred or assigned without proper notification to the Membership Administrative Assistant, and no dues will be transferred between Chapters or Departments.

Section 3. Dues.

- A. Amount of Dues.** The payment of annual Association dues is a condition of initial and/or continuing membership in the Korean War Veterans Association, Inc. This includes any Regular member of any Chapter or Department chartered by the Association, other than those listed in Article 1 A. of these Bylaws who are not required to pay dues. No Association, Department or Chapter officer shall be allowed to conduct KWVA business or attend any meeting, or represent themselves as a member unless he or she is a current Member in good standing. Each Regular or Associate Member is responsible for maintaining their individual dues current. This may be accomplished by paying these dues through their local Chapter or directly to the Association Office. It is the duty and obligation of the Association, Department or Chapter officers to verify the standing of those present at any meeting they conduct. Dues required are published on the approved Application Form for each category of membership. Medal of Honor, Prisoners of War, 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.** Association dues shall be sent to the Membership Office listed on the Official Application Form, and collected by the KWVA Treasurer. All dues shall be due and payable on the day before their Anniversary date recorded by the KWVA Membership Administrative Assistant, at the time of their initial application payment. Life Membership dues 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 OFFICERS, BOARD OF DIRECTORS AND ASSOCIATION ELECTIONS

Section 1. Officers. Members eligible to vote shall, in accordance with the procedure set forth hereinafter and, prior to the KWVA Annual Association Meeting, elect an Association President, First Vice President and Second Vice President.

KOREAN WAR VETERANS ASSOCIATION, INC. 2014 BYLAWS (CONTINUED)

The President elected in May shall recommend an Association Secretary and Treasurer at a called meeting or by “Business Without a Meeting” (Paragraph D., below) following the election for the new Board to confirm. Other officials shall also be recommended as listed in Bylaws Article III, Section 7, Committees for Board approvals. No elected officer or director shall also serve as Secretary or Treasurer.

Section 2. Board of Directors. The KWVA, Inc. shall have a Board of Directors consisting of seventeen (17) members: five (5) officers, (President, First Vice President, Second Vice President, Secretary and Treasurer), together with twelve (12) Directors, four (4) of whom shall be elected annually, prior to the Annual Meeting.

- A. Voting.** All votes of the Board shall be by simple majority, unless stated otherwise hereinafter, with 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 a Board vote – the President has a tie breaking vote only at any called meeting. In the case of a mailed ballot vote the President is allowed to vote. Appointed officials of the Board, other than those appointed to fill vacant elected positions, do not have a vote.
- B. Open Meetings.** Any member of the Association may attend meetings of the Board and, at the discretion of the Board, may be invited to address them. Called Executive Sessions for Ethics & Grievance decisions and/or hearings are attended only by the Board, and those members invited to attend. These meetings or sessions are closed to other members of the Association because of confidentiality requirements. Refer to Article X of these Bylaws for E&G Executive Hearings.
- C. Special Meetings.** The President or ten (10) elected members of the Board 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.
- D. Business Without a Meeting.** “Business Without a Meeting” of the Board may be called for by the President or when a previous Board meeting motion authorizing a mail ballot has been made. Should the President not agree to a call, a majority of the voting Board may call for the meeting by ballot, with a signed petition to the Secretary. The Secretary shall send a ballot by Return Receipt Mail to every voting Board member, stating the motion(s) or request(s), and their vote for or against. Any such action must be ratified by a quorum at the next Board meeting.

Section 3. Association Elections. All criteria and procedures for the election of the President and two (2) Vice Presidents, as well as the appropriate Directors of the Board, shall be developed and approved by the KWVA Board for inclusion and use in the KWVA Standard Procedure Manual (SPM).

- A.** Each Regular member shall have a vote for all Association officers. Each member shall cast only their own vote. Proxy voting is not permitted.
- B.** The Association Secretary shall issue a “Call for Election”, which shall be published in an Edition of the Graybeards as specified in the Standard Procedure Manual (SPM).
- C.** Any Regular member in good standing, as defined in the SPM of the Korean War Veterans Association, Inc. may run for the open offices of President, First Vice President, Second Vice President, or Director.

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

KOREAN WAR VETERANS ASSOCIATION, INC. 2014 BYLAWS (CONTINUED)

(2) consecutive terms maximum. Directors shall have a term of office of three (3) years, with two (2) consecutive terms maximum.

- B. All elected officers shall assume office on June 25th.
- C. A meeting of the outgoing and incoming Presidents will be held and documented. While it may be in person, it may be accomplished by other means, such as phone, fax or email. This meeting shall be called by the outgoing President for Administration data exchange when necessary.
- D. The term of office of all appointed officers shall be at the pleasure of the President, with Board 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 two (2) consecutive called Board meetings without just cause shall no longer hold such office, having been deemed to have resigned said office.

Section 6. Resignation from Office. Any KWVA officer; elected or appointed, may resign from his or her office by submitting for filing a written, signed resignation with the KWVA Secretary. Said resignation shall not relieve the officer of the obligation to notify the KWVA President and both Vice Presidents, in writing, of any outstanding, unfulfilled obligations of the office.

Section 7. Vacancies.

- A. **President.** If the Office of President of the Association becomes vacant due to death, resignation, termination, or any other act creating a permanent vacancy in the office of President, the 1st Vice President will immediately without further Board of Directors action, assume the title, powers, and duties of President and he will complete the remainder of the President's term of office.
- B. **First Vice President.** If the Office of 1st Vice President of the Association becomes vacant due to the death, resignation, termination, or any other act creating a permanent vacancy in the office of 1st Vice President, the 2nd Vice President will assume the title, powers and duties of the 1st Vice President and he will complete the 1st Vice President's term of office.
- C. **Second Vice President.** If the Office of 2nd Vice President of the Association becomes vacant due to the death, resignation, termination, or any other act creating a permanent vacancy in the office of 2nd Vice President, the position shall remain vacant, unless the President feels it would be in the best interest of the Association to fill the position. He may, with the approval of the Board of Directors, appoint a qualified KWVA member to fill the office of 2nd Vice President who would assume the title, powers and duties of the office. He will complete the 2nd Vice President's term of office.
- D. **Directors.** If a vacancy occurs in any of the twelve (12) elected Director positions, the position may be filled by the Board until the next election, or not filled if the term is less than one (1) year for said office. Should the Board choose to fill the position, by majority vote, they may do so by using the next

KOREAN WAR VETERANS ASSOCIATION, INC. 2014 BYLAWS (CONTINUED)

unelected candidate for Director from the most recent election with the most votes. If there is no candidate eligible the office shall remain empty until the next Association election.

- E. **Non-full Terms.** Service by any Officer or Director serving less than a full term does not count against any two-term restriction.

ARTICLE III OFFICERS AND POWERS

Section 1. Powers and Duties. The KWVA 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. 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. The duties of the elected and appointed officers shall be guided by the Board approved SPM 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, as appropriate).

- 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. He shall recommend regular members as Secretary and as Treasurer for approval by the Board. He may appoint Standing Committees and Special Committees composed of Board members and regular members at-large, for Board 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 over which he presides. He shall recommend to the Board 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 approved SPM.
- 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.
- C. **Secretary.** The Secretary shall be recommended by the President, and confirmed by the Board. 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 Annual Association Meeting Committees, offering assistance as required, to publicize their actions, and in making arrangements for Board and Annual Association Membership Meetings. 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 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.
- D. **Treasurer.** The Treasurer shall be recommended by the President and confirmed by the Board. He shall be responsible for collecting dues and other monies in behalf of the Association, and for making timely

KOREAN WAR VETERANS ASSOCIATION, INC. 2014 BYLAWS (CONTINUED)

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. At the direction of the Board he is to be bonded. A maximum number of five (5) 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 approved SPM.

E. Appointed Positions. All appointed positions (i.e. Chaplain, Historian, Judge Advocate [who shall hold only one position], *The Graybeards* Editor, *The Graybeards* Publisher, Webmaster, Executive Director, Ex-POW/MIA [who shall be an Ex-Prisoner of War member if available], VA/VS, Sergeant at Arms, VSO, Tell America and Annual Association Membership Meeting Chairman), shall be approved by the Board. The responsibilities and duties for all Appointed Positions and Standing Committee Chairmen are included in the Board approved SPM.

F. Board of Directors. The Association Board 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. The Board has the basic management functions of Planning, Organizing, Staffing, Directing and Controlling for the Association, overall. Fulfilling these functions requires Board meetings and training, and the effective coordinated formulation of policies and knowledgeable oversight of the execution thereof.

The Board shall have at least two (2) meetings each year on a date and location selected by the President. The Board shall meet at any other and/or additional times that may be required by the Board of Directors, and called by the President, and may conduct business by mail without a meeting when done in compliance with Article II. Section 2. Board of Directors., D. Business Without a Meeting., of these Bylaws. All scheduled Board Meetings shall be considered portal to portal return; with scheduled travel days, scheduled meeting days, and in the case of the meeting occurring immediately preceding the Annual Membership Meeting, includes attendance at the said Association meeting, and return travel. All Board meetings shall provide sufficient duration to complete all Association business placed before them for consideration. 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 shall be notified of the time, place and agenda for the meeting. The Board shall determine excused absence using the definitions established in the SPM. No person shall receive any salary for services as a member of the Board who is eligible to vote. The Board may, from time to time, establish fees for services of the Secretary or Treasurer.

G. Committees. There shall be two (2) types of committees, to wit: Standing Committees and Special Committees.

1. Standing Committees shall include the following: Budget and Finance; Bylaws; Membership; Elections; and Resolutions committees. The membership thereof shall be appointed by the President, with the consent of the Board, for the term of one (1) year, and subject to yearly reconfirmation from the Board except that the Chairman of each Standing Committee shall be chosen from the current membership of the Board. Having thus been chosen, he or she will continue to serve for the full term regardless of their status as a Board Member. Their responsibilities and duties are included in the approved SPM.

KOREAN WAR VETERANS ASSOCIATION, INC. 2014 BYLAWS (CONTINUED)

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

H. **Executive Director.** The Executive Director shall be appointed by and serve at the pleasure of the KWVA President. The Executive Director duties and procedures are defined in the SPM.

I. **Association Information Technology** staff shall be appointed by the President and hired by the Secretary as needed, and approved by the Board, with duties and procedures as defined in the SPM.

Section 2. Indemnification. Provision of insurance coverage for all Association officers - Each officer, elected or appointed, and each member of the Board 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, 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 Association 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. 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.

ARTICLE IV ANNUAL ASSOCIATION MEMBERSHIP AND SPECIAL MEETINGS

Section 1. The KWVA 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 fifty (50) Regular members in good standing and in attendance shall constitute a quorum. Membership shall be checked and vote counts taken by an appointed Sergeant at 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 procedures shall be followed as outlined in the SPM.

Section 3. The selection of the site and dates of the following year's Annual Association Membership meeting shall be presented to the Board 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 current in their Association dues, and in good standing 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 shall 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 Members eligible to vote or by ten (10) percent of the Regular members current in their dues and 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 of the United States (50); which includes those that are designated as Commonwealths (4), (Kentucky, Massachusetts, Pennsylvania & Virginia); United States Territories, (American Samoa, District of Columbia, Guam, Puerto Rico and Virgin Islands); are entitled to form a Department, requiring a majority of chartered Chapters with a minimum of three (3) chartered Chapters within a given State, Commonwealth or Territory, hereinafter referred to as a State. The members of one (1) Chapter in a State may elect to sponsor the Department through the Department formation process, from petition through to the grant of charter by the Association. Procedures for the process shall be included in the SPM.

Section 2. Organization. The sponsoring Chapter shall request the transmittal of a Department formation package from the KWVA Membership Committee Chairman. The Chairman shall send the formation package to the sponsoring Chapter.

Section 3. Incorporation and EIN Process.

- A. An application shall be made during the petition process to the appropriate authorities for a Certificate of Incorporation for a nonprofit corporation known as “Department of _____, Korean War Veterans Association, Inc.”
- B. An application shall be made during the petition process for obtaining an IRS Employer Identification Number (EIN) for banking purposes.

Procedures for the incorporation and EIN application processes shall be included in the SPM.

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, a Treasurer and if so required, Directors, according to approved Department Bylaws, prior to the end of each election year. The results of said election shall be transmitted forthwith to the Association Secretary. The Department President shall appoint all other officers and committees as needed with the Department Council/Board approval. Department Bylaws will determine which of 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 President(s) 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 (2) elected Department offices, except for Secretary and Treasurer, which offices may be held by one (1) person if elected or appointed. The Department may elect to require Department dues, and shall enforce the requirement for all KWVA Members to be current in their KWVA annual dues.

Section 5. Department Council/Board. The Department shall have a Department Council/Board consisting of the elected officers, Directors, and Chapter Presidents, to form at least a Council/Board of ten (10) members who are Regular Members in good standing of KWVA, Inc.

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. at a time and place agreeable to the majority of Chapters, and upon a minimum of sixty (60) days written notice of said meeting, unless waived in writing by

KOREAN WAR VETERANS ASSOCIATION, INC. 2014 BYLAWS (CONTINUED)

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 (1) or two (2) years as determined by the Department Council/Board and 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 Council/Board. 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 10. Department Bylaws. All Departments shall submit a copy of their proposed bylaws during the charter petition process. Following the grant of charter, and during their first election, the new Department members shall vote on the final bylaws, and submit the results to the Association Secretary, for filing. Department Bylaws shall not be in conflict with KWVA, Inc. Bylaws. All subsequent changes to Department bylaws, approved by their members, shall be submitted to the Secretary for review and filing.

Section 11. Department Dissolution.

- A. Departments may be dissolved in accordance with the laws of the United States and the State of Incorporation. All property of the said Department will be disbursed in accordance with the United States Internal Revenue Code and the laws of the State of Incorporation.
- B. Dissolution from the Association may result as a formal request from the Department to the Association Secretary, or from action(s) taken by the KWVA Board. Procedures for this process are contained in the SPM.

II. CHAPTERS

Section 1. Organization.

- A. Initially, a Chapter shall consist of not less than ten (10) Regular Association members in good standing who wish to form a Chapter in their area.
- B. Each person who becomes a new Regular member of a Chapter must become a Korean War Veterans Association, Incorporated Regular member, through the application process in the SPM, and must maintain Regular membership in the Association to remain a member of a Chapter.
- C. Dual membership - A member of the KWVA shall not be registered with the Association as a member of more than one (1) Chapter. Yet, as long as the Member's registration is only in one Chapter, dual membership is useful when an existing Chapter sponsors a new KWVA Chapter from members within its ranks, or the Member is a periodic visitor to another Chapter in either that state or another one. As

KOREAN WAR VETERANS ASSOCIATION, INC. 2014 BYLAWS (CONTINUED)

long as the visiting Member is an Association Member in good standing, and the visited Chapter's Bylaws and Procedures permit it, he or she can participate in that Chapter's business, other than as one of the officers mandated in the KWVA Bylaws. The procedure for transfer of Chapter membership registration shall be provided in the KWVA SPM.

- D. Once a KWVA Department within a State has been formed and granted a charter by the Association, the Chapters within that state are considered to be a unit under the Department and should cooperate as a unit of the Department.

Section 2. Incorporation and EIN Process. Upon representation to the Department, if such an entity exists, in the jurisdiction they intend to form their Chapter, and the Association Secretary and Membership Committee Chairman that ten (10) or more Regular members in good standing have submitted the proper documentation for the awarding of a 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 ten (10) who are current Regular members of KWVA in good standing.

- A. An application shall be made during the petition process to the appropriate authorities for a Certificate of Incorporation for a nonprofit corporation known as "Chapter Name _____-of the Korean War Veterans Association, Inc."
- B. An application shall be made during the petition process for obtaining an IRS Employer Identification Number (EIN) for banking purposes.

Procedures for the incorporation and EIN application processes shall be included in the SPM.

Section 3. Formation Financing. Chartered Chapters may seek monetary assistance from the Association for prospective membership lists, stamps, becoming Incorporated by applying for assistance. The Board will establish amounts available for Chapters at the Board's meeting for budget approvals.

Section 4. Officers. Each Chapter of the Korean War Veterans Association, Inc. shall elect a Chapter President, Vice President(s), who shall be Regular Members of the KWVA, and elect or appoint a Secretary, a Treasurer and if so required, Directors, to form at least a Council/Board of ten (10), according to approved Chapter Bylaws. Elected or Appointed positions of Secretary, Treasurer or Director(s) may be filled with either active Regular or active Associate members, although appointed Associate members may not vote on Chapter matters that come before the Council/Board. The results of said election shall be transmitted forthwith to the KWVA Secretary. The President shall appoint all other Officers and Committees with the approval of the Council/Board. Chapter Bylaws will determine if those Regular Members 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 (2) elective offices, except for Secretary and Treasurer, which may be held by one (1) 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 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.

KOREAN WAR VETERANS ASSOCIATION, INC. 2014 BYLAWS (CONTINUED)

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 Council/Board. 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.

Section 8. Chapter Bylaws. All Chapters shall submit a copy of their proposed bylaws during the charter petition process. Following the grant of charter, and during their first election, the new Chapter members shall vote on the final bylaws, and submit the results to the Association Secretary, for filing. Chapter Bylaws shall not be in conflict with KWVA, Inc. Bylaws. Subsequent changes to their bylaws, approved by their members, shall be submitted to the Secretary for review and filing.

Section 9. Chapter Dissolution.

- A. 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.
- B. Dissolution from the Association may result as a request from the Chapter to the Association Secretary, or from action(s) taken by the KWVA Board. Procedures for this process are contained in the SPM.

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 the following 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 Amendments. Any proposed amendment to the Charter may be submitted by any Association Regular member in good standing.

- A. The proposed amendment shall be sent to the Association Secretary to be read to the Board, for their approval or non-approval recommendation to the membership, and then shall be available for the consideration of the members when published in *The Graybeards* and voted upon at either the following Annual Association Membership meeting, or in other meetings as defined below in Section 2 of this Article.
- B. If no quorum is present, a ballot vote shall be sent by direct mail or inserted in the following edition of

KOREAN WAR VETERANS ASSOCIATION, INC. 2014 BYLAWS (CONTINUED)

The Graybeards publication, to current Regular Members. Approval of the proposed amendment will require a two-thirds ($\frac{2}{3}$) approval vote by at least a quorum defined in Article IV, Annual Association Membership and Special Meetings, Section 2.

- C. Once a Charter amendment is approved the Incorporation State as well as the Internal Revenue Service is to be notified for their approval.

Section 2. Bylaws Amendments. 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 Board.

- A. Such proposals shall be considered at that meeting and if approved by the Board, they may then be published in the next scheduled edition of *The Graybeards* publication for ratification by a two-thirds ($\frac{2}{3}$) vote, of at least a Regular membership meeting quorum, at the next scheduled Association Membership Meeting. Procedures for the Bylaws amendment process are provided in the SPM.
- B. If no quorum is present a ballot vote shall be sent by direct mail or inserted in the following edition of *The Graybeards* publication and sent to current Regular Members. Ratification of the proposed amendment will require a two-thirds ($\frac{2}{3}$) approval vote by a quorum defined in Article IV, Annual Association Membership and Special Meetings, Section 2.
- C. Alternatively, should the Board choose by a simple majority to initiate the ratification process of the amendment(s) sooner, they may authorize that a ballot vote shall be sent by direct mail or inserted in the following edition of *The Graybeards* and sent to current Regular Members. Ratification of the proposed amendment shall require a two-thirds ($\frac{2}{3}$) approval vote by at least a quorum defined in Article IV, Annual Association Membership and Special Meetings, Section 2.

Referendum voting for any Association business information is also authorized for guidance of the Board.

Section 3. Resolutions. Resolutions shall be proposed to the Resolutions Committee, in accordance with the SPM, no later than forty-five (45) days prior to any regular called meetings of the Board. 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. Procedures for the resolutions process are provided in the SPM.

ARTICLE IX CRITERIA FOR GOOD STANDING

Criteria and procedures for the Ethics & Grievance process shall be developed and approved by the KWVA Board of Directors for inclusion and use in the KWVA SPM.

ARTICLE X KOREAN WAR VETERANS ASSOCIATION, INC. DISSOLUTION

Section 1. Purpose. The purpose of this Article is to insure that if this Association is dissolved for any reason, the remaining Assets are disposed in an acceptable manner.

KOREAN WAR VETERANS ASSOCIATION, INC. 2014 BYLAWS (CONTINUED)

Section 2. Method. Since this Association was formed as a 501(c)19 Veterans Organization and incorporated as an Exempt organization, assets of this organization were permanently dedicated to an exempt purpose. Therefore, should it be dissolved, its assets must be distributed to an exempt entity as described in Publication 557 TAX-EXEMPT Status for your Organization. Thus other Veterans organizations that help veterans are logical exempt organizations to receive the Assets. Assets are not to be distributed to KWVA members or other individuals.

END OF KWVA BYLAWS