

# Proposed Changes to the KWVA Bylaws

2009 Bylaw changes presented here were prepared by the KWVA Bylaws Committee for presentation to the Board of Directors at their July 25-26 Meeting in Arlington, Virginia. Following the two days of discussion, debate and additional changes recommended by the Board to the Committee's recommendations, the amendment to the Bylaws as presented here was voted on, resulting in a unanimous vote of approval by the Board, on July 26, 2009.

The changes were the result of the 2009 KWVA Bylaws Review Project, authorized by the Board of Directors at the 2008 Annual Membership Meeting. The Project plan was subsequently posted on the KWVA website and published in the 2008 November/December Edition of *The Graybeards*.

The entire KWVA membership was invited and encouraged to submit (and they did) their input for changes during a 90-day period from December 1, 2008 to March 1, 2009, many of which were addressed by the Bylaws Committee and included in the changes submitted to the Board.

As required by the current KWVA Bylaws, this amendment to the current Bylaws is submitted to the Membership for their approval at the 2009 Membership Meeting to be held October 24-26, 2009, in Dallas-Fort Worth, Texas.

## Change criteria in the amended Bylaws are as follows:

- Unchanged text is in regular print format.
- Added text is inserted in **bold** print.
- Deleted text is in ~~striktthrough~~ print.
- Comments are in **bold italics** in [brackets].

In some places in the document, an extensive rewrite of a section was required. In those instances, the original section was deleted with the text ~~striktthrough~~, and the revised section placed above it, in **bold** text. That way you can clearly see the difference. An appropriate comment was placed between the new and old text.

Some renumbering has been done in the Bylaws document, for both letters and numbers, because of the addition and/or deletion of paragraphs, and for consistency in format.

I thank all those Association members who chose to participate in the Project. Your input definitely influenced how we thought and acted in our deliberations and decisions.

George E. Lawhon LR18760

Director

Chairman, KWVA Bylaws Committee

## **KOREAN WAR VETERANS ASSOCIATION, INCORPORATED**

### **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

Amended: October 25, 2007

**Amendment approved by Board of Directors July 26, 2009**

**KOREAN WAR VETERANS ASSOCIATION, INC.**

**2009 CHARTER**

## **ARTICLE I**

### **PREAMBLE**

*[There were no changes to either Article I or Article II of the Charter.]*

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.**

### **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**

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**KOREAN WAR VETERANS ASSOCIATION, INC.**

### **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 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.

*[Article I, Paragraph A. Subsection 1. was rewritten (above) after deletion (below).]*

~~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 OR who served outside of Korea (June 25, 1950 — January 31, 1955) is eligible for membership.~~

**2. Medal of Honor.** Any KWVA Member, ~~so honored for service during the Korean War~~ 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 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.**

*[The text in Subsection 4 below was deleted because enforcement of the present IRS rules of eligibility could result in a loss of our non-profit status. Present membership will not be changed.]*

~~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.~~

**4. 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 (**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.

**5. 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 (**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.

**B. Associate Members.**

**1. Must not be eligible for Regular membership.**

**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.**

*[Article I, Section 1, Paragraph B. was rewritten (above) after deletion(below).]*

~~B. **Associate Members.** 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 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 (**hereinafter referred to as the Board**).

**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~~ 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 ~~may be accepted by any Regular Member, Chapter, Department or National office~~ 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 of, ~~4, 5, and 6~~ 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 (2/3) vote of the Board. Charges shall be investigated by the Ethics and Grievance Committee following the guidelines and pro-**

cedures 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.

*[Article I, Section 2, Paragraph B. was rewritten (above) after deletion(below).]*

~~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 of Membership. Any member may resign by filing a signed written resignation with the 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 theretofore 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 (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.~~

*[Article I, Section 2, Paragraph D was rewritten (above) after deletion(below).]*

~~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 without proper notification to the Membership Administrative Assistant, and no dues will be transferred between Chapters or Departments.~~

~~Section 3 Dues. The following policy becomes effective, January 1, 2010.~~

~~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 I, Section 3 was rewritten (above) after deletion(below).]*  
~~Section 3 Dues.Amount of Dues.~~

~~A. 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 collected by the National Treasurer. All dues shall be due and payable on the day before their Anniversary date recorded by the Membership Administrative Assistant, at the time of their initial application payment. Life Membership may be paid in a lump sum or in six (6) equal payments over a twelve (12) month peri-~~

~~ed. 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 NATIONAL 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 ~~a National~~ **an** Association 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~~ **an** Association Secretary and ~~a National~~ Treasurer ~~at the~~ **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 **elect**ed officer or director ~~elect~~ed by the Membership shall also serve as Secretary or Treasurer.

**Section 2. Board of Directors.** The KWVA, Inc. ~~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 simple majority, unless stated otherwise hereinafter, ~~of 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 of ~~Directors, other than those appointed to fill vacant elected positions,~~ 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. **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 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.

**D. Business Without a Meeting.** **Business 'Business Without A Meeting' of the Board** may be called for by the President or when a previous Board of Directors meeting motion authorizing a mail ballot has been made. Should the President not agree to a call, a majority of the voting Board of Directors 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 of ~~Directors~~ 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 of Directors meeting.

**Section 3. National Association 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~~ **Association** officers. Each member shall cast only their own vote. Proxy voting is not permitted.

**B.** The ~~National~~ Association Secretary shall issue a call for an election, which shall be published in the **September - October** and **November - December** ~~Graybeards~~ **Editions of The 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~~ **Elections** 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~~ **The Graybeards** will be the "election" issue **'election edition.'** The ~~Nominating~~ **Elections** Committee shall consist of **at least** three (3) members including one (1) **voting** officer of the Board of ~~Directors~~, who shall serve as **Committee** Chairman.

**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. Candidates seeking such offices shall have their complete submittal in the hands of the Elections Committee Chairman no later than February 15th of the year when the office(s) are to be filled. The candidate submittal package must be complete, submitting a filled in pre-printed Candidate Application Form, which is included in the SPM.

*[The text in Article II, Paragraph C. (below) has been revised for brevity (see above). The content of the numbered and lettered procedural text deleted in Section 3, Paragraph C., Section 3 is now located in the revised SPM, together with additional criteria and procedural steps.]*

~~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: (procedural text deleted)~~

**D.** Following receipt of the complete set of the candidate submittal packages, ~~The Nominating the Elections~~ Committee shall then certify ~~that~~ the candidates **who** are qualified to stand for office. Their declarations, in full, shall then be sent by the ~~Nomination~~ **Elections** Committee Chair to the Editor of ~~Graybeards~~ **The Graybeards** for publication in the following March-April issue **Edition.** ~~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~~ **The Graybeards** working with proper officials, shall prepare and publish a ballot for printing,

which shall appear in ~~only~~ the March-April issue Edition. ~~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~~ **Elections** Committee Chairman and others, per the ~~approved~~ **Standard Procedure Manual**, SPM 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 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.

*[Article II, Section 4 was rewritten (above) after deletion (below).]*

#### Section 4. Term of Office.

~~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)~~ **two (2)** consecutive called Board meetings without just cause shall no longer hold such office, having been deemed to have resigned said office.

*[A new Article I, Section 6 was added (below) because the current Bylaws do not give specific authority for an Association Officer to formally resign, and the SPM does not have a procedure to carry it out.]*

#### 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.

*[Former Article II, Section 6 is now Section 7, with changes.]*

#### Section 7. Vacancies.

A vacancy in any office for any reason whatsoever may be filled by the Board of ~~Directors~~ until the next election, **or not filled if term is less than one (1) year** for said office. **They may do so at the next called meeting; or Business Without a Meeting; should they choose to do so, using the next un-elected candidate from the most recent election with the most votes. In any case, a simple majority of those Board members eligible to vote and voting shall be required.**

### 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 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. The duties of the elected and appointed officers shall be guided by the Board of ~~Directors~~ approved ~~Standard Procedure Manual~~ 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 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 ~~Directors~~ 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~~ 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. ~~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~~ **Annual Association Meeting**

Committees, offering assistance as required, to publicize their actions to include assisting in development of charter groups, and in making arrangements for reunions **Board and Annual Association Membership Meetings**. A proposed agenda for the Annual Association Membership Meeting shall be placed in the ~~Graybeards~~ **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)~~ **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 of Directors approved ~~Standard Procedure Manual~~ **SPM**.

**E. Appointed Positions.** All appointed positions (i.e. Chaplain, Historian, Judge Advocate [who shall hold only one position], ~~Graybeard~~ **The Graybeards** Editor, ~~The Graybeards~~ **Publisher**, Webmaster, Ex-POW/MIA [who shall be ~~an a~~ **POW Ex-Prisoner of War** member if available]), VA/VS, Sergeant of 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 ~~Standard Procedure Manual~~ **SPM**.

**F. Board of Directors.** The ~~National Association~~ 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 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 shall 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~~ **SPM**. No person shall receive any salary for services as a member of the Board of Directors or

~~the services as President or Vice Presidents who is eligible to vote.~~ The Board of Directors may, from time to time, establish fees for services of the Secretary or Treasurer.

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

1. **Standing Committees** shall include the following: **Budget and Finance; Bylaws; Membership; Elections; Resolutions committees.** The membership thereof shall be appointed by the President, with the consent of the Board, for the term of one 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.
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.

*[Article III, Section 1, Paragraph G has been rewritten (above) to provide clarity to the roles and functions of Association committees after deletion (below).]*

~~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.~~

*[Article III, Section 1, Paragraph H. has been added to include and specify the Association Information Technology Staff, whose duties and responsibilities encompass a complex set of functions, and which are spelled out in the SPM, together with the procedures they need to implement them.]*

**H. 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 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 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 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.

#### **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 ~~seventy-five (75)~~ **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 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 procedures shall be followed as outlined in the ~~Standard Procedure Manual~~ **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 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 **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 ~~will~~ **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 of Directors **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.

*[Article V, Section 1 was deleted (below) and rewritten (above)].*

~~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.** 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.

*[Article V, Section 2 was deleted (below) and rewritten (above)].*

~~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 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 Employee Identification Number (EIN) for banking purposes.

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

*[Article V, Section 3 was deleted (below) and rewritten (above)].*

~~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.

**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 term year. The results of said election shall be transmitted forthwith to the National Association Secretary. The Department President shall

appoint all other officers and committees as needed with the **Department Council/Board** approval. Department Bylaws will determine ~~if~~ **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 Presidents' and Vice Presidents' titles 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. **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 ~~Executive Council or / Board of Directors~~ consisting of the elected officers, Directors, and Chapter Presidents ~~or a Chapter member selected by the Chapter's membership~~, 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. ~~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 **as determined by the Department Council/Board** 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.

*[Article V, Sections 10 & 11 were added to the Bylaws, to provide clear authority for implementing procedures included in the revised Standard Procedure Manual (SPM).]*

**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 twelve (12) 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, Inc. 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 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.

*[Article V, Section 1 was deleted (below) and rewritten (above)].*

~~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 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 twelve (12) 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 a 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 Employee Identification Number (EIN) for banking purposes.**

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

*[Article V, Section 2 was deleted (below) and rewritten (above)].*

~~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.~~

**Section 3. Formation Financing.** Chartered Chapters may seek monetary assistance from ~~National~~ **the Association** 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 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), 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~~ **KWVA** 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.

*[Article V, Section 8 was added to provide authority and clarity to the Chapter formation process spelled out in the SPM.]*

**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 V, Section 9 was renumbered, then deleted (below) and rewritten (above).]*

~~Section 9. 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 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 The Graybeards publication, to current Regular Members. Approval of the proposed amendment will require a two-thirds (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.

*[Article VIII, Section 1 was deleted (below) and rewritten (above)]*

~~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 the consideration of the members when published in The Graybeards and voted upon at the following Annual Association Membership meeting.~~

~~If no quorum is present, a ballot vote shall be sent by direct mail or inserted in the following The Graybeards publication to current Regular Members. Approval of the proposed amendment will require a two thirds (2/3) approval vote by a quorum defined in Article IV, Annual Association membership and Special Meetings, Section 2 as (75 at a meeting or 200 by mail). 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.** 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 (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 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 amend-

ment(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 (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.

*[Article VIII, Section 2 was deleted (below) and rewritten (above).]*

~~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 The Graybeards publication for ratification by a two-thirds (2/3) vote, of a Regular membership meeting quorum, at the next scheduled Association Membership Meeting. If no quorum is present a ballot vote shall be sent by direct mail or inserted in the following The Graybeards publication and sent to current Regular Members. Ratification of the proposed amendment will require a two thirds approval vote by a quorum defined in Article IV, Annual Association membership and Special Meetings, Section 2 as (75 at a meeting or 200 by mail). Referendum voting for any Association business information is also authorized for guidance of the Board of Directors.~~

**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 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. **Procedures for the resolutions process are provided in the SPM.**

*[Article IX & Article X were added to the KWVA Bylaws*

## ARTICLE IX

### LIABILITY INSURANCE

Criteria and procedures for obtaining liability insurance, if needed, for the Association, Chapters or Departments shall be developed and approved by the KWVA Board of Directors for inclusion and use in the KWVA SPM.

## ARTICLE X

### 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.

## END OF KWVA BYLAWS