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KOREAN WAR VETERANS ASSOCIATION
BY LAWS
EFFECTIVE: 001, JULY 27, 1992
Amended: 001 July 27, 1994

ARTICLE I
CHARTER

First: The name or title by which this society shall be known shall be: KOREAN WAR VETERANS ASSOCIATION.

Second: The term for which it is organized shall be perpetual.

Third: Its particular business and objects shall be:

1. To organize, promote and maintain for benevolent and charitable purposes an association of persons who have seen honorable service during the Korean War at any time between June 25, 1950 and 31 January 1955, both dates inclusive, and of certain other persons, the particular qualifications for membership to be set forth in the By-laws of the Korean War Veterans Association.

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 wives and children, and the widows 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 objects 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.

Fourth: The number of trustees, directors, or managers for the first year of its existence shall be nine.

ARTICLE IA
OFFICE

The principal office of the corporation shall be located in the Washington D.C.

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Metropolitan area. All communications shall be directed to the office.

The corporation may have such other offices, either within or without the State of New York, as the Executive Council may determine.

ARTICLE II
MEMBERSHIP

Section I. Qualification of Members. Membership in this association shall consist of honorary members, regular members, and associate members.

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

B. Regular Members.

1. Service in United States Armed Forces. Any person who has seen honorable service in any of the Armed Forces of the United States, said service being within or without Korea, but during the Korean War era (September 3, 1945 - January 31, 1955), or who, as a member of the armed forces of the United States as defined by U.S.C. Title 10, served honorably in Korea from February 1, 1955, shall be eligible for membership. No person shall be excluded from membership because of race, color, creed, sex, national or ethnic origin, sexual orientation, or physical or mental disability, so long as the individual meets the service requirements.

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

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

4. United Nations Command and Korean Army. Any person who served honorably in the armed forces of the United Nations command or in the Republic of Korea armed forces during the Korean War era and thereafter shall be eligible for membership. 90% of members must be United States Veterans, 10% can be others.

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

6. Gold Star Wives. Any woman whose husband was killed in action

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or was missing in action, or died as a prisoner of war during the Korean War shall be eligible for life membership.

7. Application. Any person qualified for membership as set forth above may present a written application to any member in good standing on a form prepared and approved by the Executive Council. The application shall be an agreement that said applicant will agree and abide by and conform to the Charter, By-laws, and regular procedures of the Korean War Veterans Association. The application, when accompanied with the dues as set forth below, may be accepted by any chapter, department or national office.

8. Voting Rights. Each regular member in good standing shall be entitled to one vote.

9. Termination of Membership. The Executive Council, by affirmative vote of two-thirds of all the members of the Council, may suspend or expel a member for cause after an appropriate hearing, and by a majority vote of those present at any regularly constituted hearing. The Executive Council may, without a hearing, but upon notice to the member, 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 any action against a member, but may petition the Executive Council for such action provided, however, that any such petition shall show that service of said petition upon the member complained about was given on or before the filing of the petition with the Secretary of the Association.

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

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

12. Transfer of Membership. Membership in this Association shall not be transferred or assigned.

C. 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 By-laws shall be eligible for associate membership in the association.

D. Ineligible. Any person who has been separated from the service of the Armed Forces of the United States or the Armed Forces of any member of the United

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Nations command or the Army of the Republic of Korea under conditions other than honorable and who did not serve honorably, shall be ineligible for membership in this association

Section 2. Dues

A. Amount of Dues. Payment of dues is a condition of initial or continuing membership. dues shall be \$15.00 per year for regular members. Honorary members, Medal of Honor Members, POW members, Gold Star mothers, and Gold Star wives may pay dues but are not required to do so. Associate members shall pay \$12.00 per year.

B. Life Membership Dues. Life membership dues to be paid by the following schedule:

up to age 60	\$150.00
61 - 65	100.00
66 - 70	75.00
Over age 70	50.00

C. Payment of Dues. Payment of national dues shall be paid at the national office. All dues shall be due and payable on a calendar basis. For January 1 - December 31 of each year. Dues are to be paid on January 1. Life dues are to be paid in no more than six (6) consecutive quarters. All dues collected by a chapter shall be paid to national headquarters within twenty-one (21) calendar days of such collection.

**ARTICLE III
ELECTION OF OFFICERS**

Section I. Officers. Members eligible to vote shall elect a National President, National First Vice President, and National Second Vice President prior to the annual meeting to be held every year, and the term shall be for two years in accordance with the procedure set forth hereinafter. The National President elected at said meeting shall appoint a National Secretary and National Treasurer during the annual meeting, which offices may be held by one person. Other officials shall also be appointed to wit: a Judge Advocate, Chaplain, Historian, MIA-POW Chair, Public Relations Chair, assistant secretaries and assistant treasurers, as well as other officials as needed. Only the Secretary and the Treasurer positions may be held by one person.

Section 2. Executive Council. The national corporation shall have an Executive Council consisting of eighteen (18) members; five officers, (President, First Vice President, Second Vice President, Secretary, Treasurer, and Past President), along with twelve Directors, each director shall be elected for a three year term, and four of whom shall be elected annually by the members eligible to vote prior to the Annual Meeting.

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A. Voting. All binding votes of the Executive Council shall be by a majority of members in attendance voting. Appointed officials of the Executive Council shall not carry a board vote.

B. Quorum. Nine (9) members of the Executive Council shall make a quorum. If there is not a quorum, the meeting shall be continued until a quorum is present.

C. Open Meeting. Any member of the corporation may attend the meeting of the Executive Council. If there is a need, and an attendee is so invited, such member may address the Council. Only members of the Executive Council may vote.

D. Special Meetings. The President or nine members of the Executive Council, upon written two-week notice giving the time, place and agenda of the meeting, may call a Council meeting.

E. Business Without a Meeting. Any member of the Executive Council may conduct business without a meeting if there is a conference telephone call, or each member is contacted and acquiesces, which is then followed by a written resolution signed by each. Any such action must be ratified at the next meeting of the Executive Council.

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

A. Each regular member shall have a vote for all elected national officers. Each member shall cast only his or her vote. Proxy voting shall not be permitted.

B. The National Secretary shall issue a call for an election which shall be published in the Graybeards in the first issue following January 1 of each election year. The call for election shall state the offices and that any qualified member may announce for said office. The call shall state the Nominating Committee Chair's name and address; the address for collecting the submitted declarations of candidacy; all deadlines for declaring and for voting; and the procedures to be followed in filing for office. The notice shall be on the front page of the Graybeards. The Nominating Committee shall consist of three people including one member of the Executive Council who shall serve also as chair.

C. No later than February 15 of each year where offices are to be filled, any person who is a member in good standing of the Korean War Veterans Association, Inc. of New York, seeking to run for President, First Vice President, Second Vice President, or Director shall make his or her intentions known to the Chair of the Nominating Committee in writing using the following format:

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1. Requirements:

a. Must present proof of service by submitting a copy of a DD-214 or other document notarized as a true copy showing eligible service and a statement releasing your document for verification by the nominating committee

b. Must present a current photograph suitable for publication in the association newsletter

c. Must submit a letter with the following:

(1) Your intent to run for an office and the office sought.
(2) A resume of your qualifications for this office stating your experience that will be of benefit to the Association.

(3) Your current mailing address, home phone number, and KWVA membership number.

(4) This letter will be limited to approximately one typed page.

d. A statement that you will attend all called meetings of the Executive Council and that you understand that two (2) unexcused absences could be used for your removal from office.

e. Your dues must be current through the term of office you are seeking. You will sign a statement to this effect. Payment of delinquent dues shall not be retroactive for the purpose of establishing eligibility to run for office within the Association.

f. Send the above items by certified mail. Return receipt requested to the Nominating Committee chairperson to arrive not later than February 15th of the current year.

D. The Nominating Committee Chair shall then certify that the candidates are qualified to stand for office. Their declarations in full shall be then sent by the Nomination Committee chair to the Editor of Graybeards for publication in the following June issue of Graybeards; those declarations may also be published in earlier issues of Graybeards should they have been submitted in a timely fashion.

E. The Editor of Graybeards, working with proper officials, shall prepare and publish a ballot for printing, which shall appear in only the June issue of Graybeards. No other ballots will be honored or accepted.

F. The member shall cast his or her ballot by marking thereon his or her choices and returning the official ballot by July 10 to the specified address where a

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Certified Public Accountant shall count the ballots and render a report at the appropriate time and place at the annual meeting each year.

Section 4. Term of Office. Elected and appointed national officers shall have a term of office of two years and shall take office on the 27th day of July each second year and shall relinquish said office on the 26th day of July of the election year. Directors shall be elected for a three year term. There is a two-term consecutive limit on terms one may serve in any individual office.

Section 5. Removal

A. Any officer of the Korean War Veterans Association, Inc. may be expelled for cause by a two-thirds vote of the Executive Committee after charges are preferred under oath in writing and a hearing held after due notice before the Executive Council.

B. Any officer not in attendance for three (3) consecutive meetings without just cause shall be deemed to have resigned said office.

Section 6. Vacancies. Any vacancy in any office for any reason whatsoever may be filled by the Executive Council until the next election for the unexpired term of office.

Section 7. Powers and Duties. The officers shall have powers and shall perform such duties as may from time to time be specified in resolutions or other directives of the Executive Council. In the absence of such specification, each officer shall have the powers and authority and shall perform and discharge the duties of the officers of the same title serving in nonprofit corporations having the same or similar purposes and objectives as this Association.

The duties of the elected and appointed officers shall be as follows (the use of the masculine gender in the following paragraphs should be taken to mean either masculine or feminine gender):

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

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B. Vice President. 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 for the membership of the Association. The Second Vice President shall be honorary chairman for the Association Reunions held during his term of office.

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

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

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

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

G. Judge Advocate. The Judge Advocate will be the legal advisor to the

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national officers and Executive Council.

H. All appointed positions, (i.e. Chaplain, Historian, Judge Advocate, etc.) will be published in the Standard Procedures Manual.

I. Executive Council. The National Executive Council shall consist of eighteen (18) members. Five officers, President, First Vice President, Second Vice President, Secretary, Treasurer, immediate Past President and twelve Directors. The President of the Association shall be Chair. The Council shall formulate policies and supervise the execution thereof. It shall have at least one stated meeting during the Annual Reunion preceding the Association Business Meeting. It shall meet at other times as required and called by the President, and may vote by mail upon call by the President. It shall establish rules for itself and its internal committees and is responsible for orderly and timely actions between its regular meetings. The Executive Council may make rules as to the manner of notifying its members of business meetings and as to dispensing with such notices in the case of council members who are not within the convenient traveling distance of the place of the meeting. No person shall receive any salary for services as a member of the Executive Council or the services as President or Vice President. The Executive Council may, from time to time, establish fees for services of Secretary or Treasurer. The Executive Council shall have the control and management of the affairs, property and funds of the Association and shall decide the policies of the Association. The term of office of members of the Executive Council shall be concurrent with their term in the office which qualified them for membership on the Council.

J. Committees. There shall be two types of committees, to wit: (1) Standing Committees, and (2) Special Committees. Standing Committees (1) shall include the following: Budget and Finance, Membership, Memorial Scholarship Award, Nominations, Resolutions, Reunion Site, "Tell America" Committee, and Election Committee. The membership thereof shall be appointed by the President with the consent of the Executive Council 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 Executive Council. Having thus been chosen, he or she will continue to serve for the full term regardless of their status as a Council member.

The Special Committees (2) shall be appointed by the President as needed, and shall serve at his pleasure, such committees include, but are not limited to: publicity, reunion operations -current year, and reunion operations - future years.

The duties and responsible of each committee are defined in the charge issued to that committee. Appointed positions. A list of committees and a candidate acceptance form shall be published in the Standard Procedures Manual.

Section 8. Indemnification. Revision of insurance coverage for each officer and

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other members of the Executive Council.

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

**ARTICLE IV
ANNUAL AND SPECIAL MEETINGS**

Section 1. The Annual Meeting of the Corporation shall be held on July 26 of each year at the place of the Reunion.

Section 2. The selection of the site of the Reunion shall be at the recommendation of a Time and Place Committee, agreed to by the Executive Council, and ratified by a majority vote of the Annual Meeting.

Section 3. Elections of national officers shall not be conducted at the Annual Meeting, but in accordance with Article III, Section 3 of these By-laws.

Section 4. The vote on all other matters shall be decided by regular members in good standing in attendance at the Annual Meeting. Proxy votes will not be used.

Section 5. A majority of those attending and voting shall determine all issues.

Section 6. Where all members are given notice of the meeting, one hundred (100) members in attendance shall constitute a quorum.

Section 7. A special meeting of the general membership may be called by a thirty (30) day written notice by the president, or over one-half of the Executive Council, or by ten (10) percent of the regular members in good standing by affixing their names to a petition for said meeting. The business of the meeting shall be described in the notice calling for the meeting, which shall also state the time and place of the meeting.

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Section 8. The host unit shall be responsible for the Association Reunions.

ARTICLE V
DEPARTMENTS AND CHAPTERS

I. Departments

Section 1. Location. Each United State (50), United States Territory (American Samoa, District of Columbia, Guam, Puerto Rico, and Virgin Islands), as well as a Department(s) for the nations of the United Nations Command and Korea, shall be designated as a Department upon the establishment of two or more certified chapters within said department

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

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

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

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

Section 6. Term of Office. All elected department officers shall have a term of office of one year and each shall take office on the day of election.

Section 7. Vacancies. An vacancy in any elected office for any reason whatsoever may be filled by the department members at the next department meeting.

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Section 8. Powers and Duties. The several department officers shall have such powers and shall perform such duties as may from time to time be specified in resolutions or other directives of the Executive Council. 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.

II. Chapters

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

Section 2 Incorporation. Upon certification to the National Secretary or his designee that twelve (12) or more members in good standing or proposed qualified members, the proposed members shall be certified as acceptable members in good standing. The proposed membership for the chapter shall hold an organizational meeting which shall be called to adopt by-laws not inconsistent with these By-laws and make application to the appropriate authority for the certificate of incorporation for a corporation to act as a subsidiary of the Korean War Veterans Association and to prepare for an organizational meeting preparatory to the annual meeting on or before the June next occurring.

Section. 3. Formation. Chapters with twelve (12) to twenty-four (24) founding members would be granted a loan of \$50.00; with twenty-five (25) more founding members the chapter would be granted a loan of \$100.00. All loans to be repaid within one year.

Section 4. Officers. Each Chapter of the Korean War Veterans shall elect a Chapter President, Vice President Secretary and Treasurer during the annual meeting to be held prior to the end of the month of June each year. The results of said election shall be transmitted forthwith to the National Secretary. All other officers shall be appointed, as needed. No person may hold two elective offices except for Secretary and Treasurer, which offices may be held by one person.

Section 5. Term of Office. All elected chapter officers shall have a term of office of one year and each shall take 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. The several chapter officers shall have such powers and shall perform such duties as may from time to time be specified in resolutions or other directives of the Executive Council. In the absence of such specification, each officer

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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 8. Dissolution. Chapters may be dissolved in accordance with the laws of the United States and the state of incorporation. All property of the said chapter will be disbursed in accordance with the United States Internal Revenue Code and the laws of the state of incorporation.

**ARTICLE VII
AMENDMENTS AND RESOLUTIONS**

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

Section 2. By-laws may be amended by a majority of the Executive Council and ratified by the members at the Annual Meeting.

Section 3. Resolutions may be proposed to the Resolutions Committee no later than thirty days prior to the Mid-Winter and Annual Meetings of the Executive Council. The Resolutions Committee must present all resolutions in whatever order it desires and may comment favorably or unfavorably upon each. Rather than read the entire resolution, the Resolutions Committee may submit the gist of the proposal to the body. The majority of the members voting shall constitute approval and a directive for subsequent action upon the resolution.


END OF BY-LAWS

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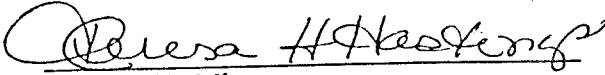
I, Nicholas J. Pappas, President of the Korean War Veterans Association, a not-for-profit New York corporation, hereby certify:

The foregoing amendments to the By-laws, comprising 13 pages are a true and correct copy of the By-laws of the Korean War Veterans Association, as amended or otherwise altered to date. The By-laws in effect at present are the same as those amended or otherwise altered today by Executive Council of the Korean War Veterans Association, Inc. as of, with the agreement of the members at their annual business meeting and effective July 27, 1994.


Nicholas J. Pappas
President

State of DE)
County of Sussex)

Nicholas J. Pappas, President of the Korean War Veterans Association, Inc. and known to me, affirms that the above By-laws were adopted unanimously by the General Membership in solemn session on the 26th day of July, 1994, in Tempe, Arizona, pursuant to a motion duly made and seconded.


Notary Public

My commission expires:
1/28/97

TERESA H. HASTINGS
STATE OF DELAWARE, NOTARY PUBLIC
My Commission Expires 1/28/97