

**The Korean War Veterans Association
Department of Florida, Inc.
Bylaws (Effective May 7, 2011)**

Adopted: November 9, 1996
Amended: October 31, 1998
Major Revision: May 12, 2001
Amended: May 22, 2004
Amended May 13, 2006
Amended May 9, 2009
Amended May 7, 2011

CHARTER

FIRST: This Department, having been chartered by the National Korean War Veterans Association, Inc. (here-in-after referred to as KWVA), shall be known as THE DEPARTMENT OF FLORIDA, KWVA (here-in-after referred to as Department) The Charter shall be displayed at all official meetings.

SECOND: In the event of conflict the By-laws of the KWVA shall take precedence.

THIRD: The particular business and object of this Department shall be:

- a) To organize, promote and maintain for benevolent and charitable purposes an association of KWVA Chapters in Florida (here-in-after referred to as Chapters) consisting of persons who have seen service in the armed forces during the Korean War (as defined by the rules of the KWVA) and were separated under honorable conditions, and of certain others whose qualifications are set forth in the KWVA By-laws.
- b) To provide a means of contact, coordination and communications between the Chapters and the Department.
- c) To do any and all things necessary and proper for the accomplishment of the foregoing, including, but not limited to: making contracts and paying for services to the Department; to buy, rent, lease, loan, assign, convey, sell or dispose of, in any manner, real or personal property; and to act as trustee or be a beneficiary of a trust.
- d) To promote the establishment of, and cause to be erected, commemorative and/or memorial monument(s) dedicated to those who served during the Korean War.

FOURTH: This Department recognizes CHAPTER AUXILIARIES as may be established by Chapters. The Department encourages Chapters to form Chapter Auxiliaries.

FIFTH: This Department shall be incorporated under the laws of the State of Florida.

SIXTH: The principal office of this Department shall be in the State of Florida.

SEVENTH: The executive power of the Department is vested in the office of the Department President.

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EIGHTH: No person shall be excluded from membership in the Chapters 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.

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Article I

Department Organization

A. Department Organization.

1. Department membership will be comprised of KWVA Chapters (hereinafter referred to as Chapters) within the State of Florida, including Chapter Members (Regular members as defined in KWVA Bylaws, Article II Section 1. B) who are current in chapter dues
2. The Department's mailing address shall be determined by the Department President, which may be changed by a vote of the Department's Council (hereinafter referred to as the Council).

Article II

Department Policy: Operation and Direction

A. Operation and Direction.

1. The elected Department Officers have the prime responsibility for the operation and direction of the Department with the assistance of the Council. The methods employed to meet these objectives may change from time to time but must always fall within the guidelines set forth in these Bylaws.
2. Because the elected Department Officers have the prime responsibility for Department policy matters, all issues affecting Department policy must be presented by (a) a written request, or (b) a Council member during a Council Meeting, or (c) Any Chapter Member at the Convention Business Meeting.
3. Department Officers should remember always, that it is their duty to serve its members well and effectively carry out Department policies toward achieving its goals.
4. In order to assure that changes in Council membership due to Chapter elections are not disruptive to the business of the Department Chapters are required to hold elections the last quarter of the year with new officers taking office in January. Adopted 5-10-08

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Article III

Department Meetings

A. The following general procedures and definitions will apply at all Department Meetings. For specific procedures governing Convention Meetings, see Article IV, B. For specific procedures governing additional Council Meeting see Article V, A, 4.

1. Chairperson. The Department President shall be the Chairperson and will not vote unless it is to break a tie vote or to create a tie vote.
2. Decorum.
 - a. Proper decorum shall be maintained at all times. No person shall address or make comments to a meeting unless he/she has first been recognized, identified, and invited to speak by the chair. The chair, at its discretion may restrict speakers to a reasonable time limit, to be set in advance when practical.
 - b. Meetings shall be conducted in accordance with the KWVA and Department Bylaws. In the event of a conflict, KWVA Bylaws will take precedence.
 - c. Roberts Rules of Order, most recent edition, shall govern procedures and forum of business, which are not in conflict with these Bylaws and any special rules of order the Department may adopt.
3. Quorum Count. The Sergeant-at-Arms or his deputy shall take a quorum count, before the chair opens a meeting, and ensured each time a vote is taken.
4. Dress. The wearing of KWVA uniforms is encouraged at all official meetings and functions.
5. Order of Business.
 - a. The order of business at Department Meetings shall be as follows:
 - i. Call to Order (including the Posting of Colors)
 - ii. Opening Prayer
 - iii. Pledge of Allegiance to the Flag
 - iv. Roll Call of Department Officers and Chapter Presidents/Designees
 - v. Introduction of Guests
 - vi. Reading of the Minutes of the Previous Meeting and Acceptance
 - vii. Correspondence
 - viii. Treasurer's Report
 - ix. Chaplain's Report
 - x. Standing Committee's Report
 - xi. Select Committee's Report
 - xii. Unfinished Business
 - xiii. New Business
 - xiv. Good and Welfare of the order
 - xv. Closing Prayer
 - xvi. Salute to the Colors

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- xvii. Adjournment
 - b. Dispensing with or changing the order of business may be done by a two-thirds (2/3) vote of the Chapter Members present and voting.
- 6. Attendance. Except as otherwise provided for in these Bylaws, any Member or Guest with proper credentials may attend Department meetings. The Sergeant-at-Arms will ensure that each person entering the meeting possesses the proper credentials.
- 7. Secret Ballot. Any Chapter Member may call for a secret ballot on any Department business that requires a vote.
- 8. Chapter President / Designee. In the event of a Chapter President's absence, a designated Chapter member may serve in his/her place (hereinafter referred to as Designee). The Designee must be a Chapter Member [Article I, A, 1] and must present a signed and dated letter from the Chapter President to the Department Secretary stating the name of the Designee and the meeting for which he/she will attend. An email letter to the Department Secretary may serve the same purpose.

Article IV

Department Convention and Convention Meetings

A. Department Convention.

- 1. Time and Place. The Department Convention will be held annually, prior to the end of the month of June. The time and place will be fixed by the Department President and approved by the Council.
- 2. Notification. The Department Secretary shall notify all Department Officers and Chapter Presidents r] through the U.S. Postal Service, obtaining a Certificate of Mailing, at least one hundred and twenty (125) days prior to the scheduled date of the Convention.

B. Convention Meetings. The following meetings will convene during the Annual *Convention: Convention Council Meeting* and the *Convention Business Meeting*. The procedures listed in Article III also apply to these meetings.

- 1. The Convention Council Meeting.
 - a) Time and Place. The Convention Council Meeting will take place at least one (1) day before the Department Convention Business Meeting. The Department President will determine the time and place.
 - b) Purpose. To set the agenda for the Convention Business Meeting and any other matters that may properly come before the General Membership.
 - c) Quorum. Three (3) elected Department Officers and eight (8) Chapter Presidents or their Designees (Article III, A, 8) shall constitute a quorum.
 - d) Voting. Each Chapter President/Designee and each elected Department Officer shall have one (1) vote. All binding votes of the Council shall be by a majority of Council Members attending and eligible to vote.
- 2. Convention Business Meeting.

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- a) Time and Place. To be held during the Annual Department Convention.
- b) Purpose. This meeting will follow the agenda formulated by the Council at the Convention Council Meeting, which should include but not be limited to the following:
 - (1) Open for discussion any questions from the floor pertaining to the operation of the Department which fall within the guidelines of these Bylaws.
 - (2) Announce the results of the election of Department Officers by the chairperson of the Nominating Committee.
 - (3) Present to the General Membership any proposed amendments to these Bylaws in accordance with Article XII of these Bylaws.
 - (4) Report to the General Membership the fiscal status of the Department and submit a line-item budget for the coming fiscal year, to be voted on in accordance with Article VIII, A, 11, g, and Article IX, B, 1, of these Bylaws.
- c) Quorum. Shall consist of at least 80 percent of the members present at the last such meeting, at least eight (8) of whom must be Chapter Presidents, or their Designees, at least three (3) must be elected Department Officers, and the remainder Chapter Members, other than elected Department Officers or Section Presidents/Designees.
- d) Attendance. The Sergeant-at-Arms will monitor the admittance of those entering the meeting. Only Chapter Members with proper credentials have a right to attend. Honorary Members, Associate Members and Observers may be admitted at the discretion of the Council.
- e) Voting. Each Chapter Member present and voting shall have one (1) vote and be entitled to vote on matters of Department business. All binding votes of the Convention Business Meeting shall be by a majority of the Chapter Members attending unless directed elsewhere in these Bylaws.

Article V

The Department Council

(The Council)

A. Formation, Purpose, Committees, Meetings, Quorum, Voting.

- 1. Formation. The Council shall consist of all Department Officers (elected and appointed), the immediate past-President of the Department, and each Chapter resident/Designee (Article III, A, 8).
- 2. Purpose. To help set policy, procedures, and direction for the Department and to provide guidance and assistance to the Department Officers and the Chapter Presidents. Article V continued
- 3. Committees. The Council shall establish committees, as needed. Committees will consist of the following two (2) types:

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- a. Standing. Standing Committees will perform a continuing function and will remain in existence, permanently. The Bylaws Committee and the Nominating Committee shall be Standing Committees.
- b. Ad hoc. Ad hoc Committees will be formed to carry out a specific task, at the completion of which the Committee will be dissolved.
4. Meetings. Council Meetings shall consist of a Convention Council Meeting (Article IV, B, 1) and Additional Council Meetings as described below:
 - a. Additional Council Meetings. The President will call two (2) additional Council Meetings, appropriately spaced between consecutive Annual Conventions. Additional Council Meetings should be limited to resolution of issues that, because of time restraint or content, are not conducive to being handled at the Annual Convention Business Meeting.
 - b. Calling Additional Council Meetings. These meetings may be called by the Department President, by a majority of elected Department Officers or at the request of eight (8) or more Chapter Presidents.
 - c. Requests to Call Meeting. All requests to call a meeting must be submitted, in writing, to the Department Secretary, stating the business for which the meeting is being requested and the date, time and location of the meeting. The member(s) making the said request will affix their name and signature to the request.
 - d. Time and Place. The time and place for the requested meeting will not be earlier than thirty (30) days from the receipt of said request by the Department Secretary.
 - e. Notification. Notification will be made by the Department Secretary to all Council Members, at least *twenty-one (21) days in advance of the meeting. Notification will be through the U.S. Postal Service, obtaining a Certificate of Mailing, and shall include the date, time, location, and the exact purpose for which the meeting is being called. At the discretion of the chair, no other business shall be transacted, except that which is mentioned in the notification.
 - f. Quorum. Quorum shall consist of three (3) elected Department Officers and eight (8) Chapter Presidents/Designees.
 - g. Voting. Each Chapter President/Designee and each elected Department Officer shall have one (1) vote. All binding votes of the Council shall be by a majority of Council members, in attendance and eligible to vote, except as provided in (h) below.
 - h. Email and Telephone Votes. In certain limited situations, where time is of the essence, email and telephone votes may be conducted by the Department Secretary, at the direction of the Department President, or other presiding officer (in the President's absence or inability to conduct business), in accordance with Article VII, C, 1, (b) and Article VIII, A, 7, (b), (c). In the event of voting by email

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or telephone, the requirements of a quorum must be met as stated in (f) above. Such a vote must be ratified, in writing, at the next official meeting.

ARTICLE VI

Nomination Procedures, Election Procedures, and Installation of Department Officers.

A. Nomination and Election Procedures of Department Officers.

1. Nomination Committee.
 - (a) At least one hundred twenty-five (125) days prior to the date of the Annual Department Convention the Department President shall appoint a Nominating Committee consisting of four (4) Chapter Members who will not make themselves eligible to be nominated for office. The committee will consist of a chairperson to be selected from the Council, plus three (3) Chapter Members who do not serve on the Council.
 - (b) The duties of the Nominating Committee are to:
 - (1) Verify that each candidate has met all the requirements necessary for nomination to an elected office.
 - (2) Verify the validity of the ballots.
 - (3) Determine and report the results of the election.
 - (4) Conduct balloting in the event of a tie.
2. Eligibility: Any Chapter Member [Article 1. A, 1] is eligible to be nominated for any office which is, or will become, vacant, providing he/she has no opposition for that office after having served two (2) consecutive terms in the office. To be nominated for an office, the member must be in good standing in his/her Chapter and in the Department of Florida and a regular member of the National KWVA and current in his/her National dues as defined in Article 11, Section 1.B of the National KWVA Bylaws. Any officer, who has served more than half a term, one hundred eighty-four (184) days, in any one office, is considered to have served a full term in that office. Amended 5-9-09
3. Notification, Time and Place.
 - (a) The Department Secretary will issue a call for elections of Department Officers. The election will take place at the Annual Department Convention Business Meeting. The call for elections will be mailed through the U. S. Postal Service to all Chapter Presidents not less than one hundred twenty-five (125) days prior to the date of the Convention.
 - (b) The call for elections shall state the offices that are open for election and that any eligible member [Article VI, A, 2] may announce his/her intention for said office. The call for elections shall include the Nominating Committee chairperson's name and address and shall state that all Declarations of Candidacy shall be sent

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to that address. It will also include all deadlines for declaring and voting, and the procedures to be followed in filing for office.

4. Requirements. The call for elections shall include the following requirements for all candidates running for vacant Department offices.
 - (a) Submission of a letter to the chairperson, indicating intent to run for a vacant office and the title of the office sought.
 - (b) Submission of a resume stating qualifications and experience for said office.
 - (c) List positions held in a KWVA Chapter, including the name of the Chapter.
 - (d) List home address and telephone number, including area code.
 - (e) Submission of a copy of Form DD 214; or, other documentation which conforms to the requirements of membership qualification, as stated in KWVA Bylaws. Candidate must be a Chapter Member as defined in Article I, A, 1
 - (f) Include KWVA membership number in the letter.
 - (g) The request to be nominated may be sent by email, by fax, or through the U. S. Postal Service and must be email-dated, fax-dated, or postmarked not less than eighty (80) days prior to the date of the Annual Convention. The requester should ask for confirmation that the request has been received by the Chairperson of the Nominating Committee.
5. Validation. All letters of intent and other documentation, submitted to the Chairperson of the Nominating Committee will be examined to insure that all requirements have been fulfilled.
6. Slate of candidates. The nominating committee will prepare a slate of candidates for the respective offices, which will be sent to the Department Secretary not later than sixty-five (65) days prior to the date of the Annual Convention. In the event the slate of candidates presented by the Nominating Committee Chairperson contains no opposed candidates for elective office, the use of the ballot procedures will be set aside and the President will instruct the Secretary to cast one vote at the Convention Business Meeting, to validate the selection officers. Amended 5-13-06
7. Announcement of Candidates The Department Secretary will mail a copy of the slate of candidates to each Chapter President along with voting instructions through the U.S. Postal Service, obtaining a Certificate of Mailing. Mailing must be postmarked not later than sixty (60) days prior to the date of the Annual Convention.
8. Membership Voting. The President of each Chapter will then conduct the election using locally prepared ballots, at the next regular meeting. The Chapter President will then submit a certified copy of one ballot, with the results of the Chapter election to the Chairperson of the Nominating Committee not later than ten (10) days prior to the Annual Convention. Amended 5-13-06

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9. Ballot Counting. The Chairperson of the Nominating Committee will bring UNOPENED envelopes containing the one ballot from each Chapter to the Convention. The Nominating Committee will count the ballots prior to the afternoon session of the General Business Meeting. The President shall appoint one observer, who is neither a candidate, nor a member of a candidate's Chapter to observe the counting process.
Amended 5-13-06
10. Declaring the Winner. The candidate receiving the highest number of votes, for a vacant office, will be declared elected to that office.
11. Tie Vote. In the event that two (2) or more candidates are tied for the highest number of votes, for a particular office, the Chapter Members in attendance at the Business Meeting in which the results of the balloting are announced, will decide the election by secret ballot, under the direction of the Nominating Committee.
12. Announcing Election Result. The results of the election will be announced by the chairperson of the nominating committee at the Convention Business Meeting as directed by the President. The results will then be entered into the minutes of the meeting.
13. Reporting of the Election. The results of the election shall be transmitted forthwith, by the Department Secretary, to the KWVA Secretary and to all Chapter Presidents.
14. Ballot Destruction. The Chairman of the Nominating Committee will hold all ballots for thirty (30) days, after which time, if the election is not contested, they will be destroyed.
15. Candidate Documents. The Chairman of the Nominating Committee shall forward all documentation to the office of the Department Secretary. The Secretary will keep these documents, as required in Article VIII, A, 10, (g).

B. Installation of Officers.

1. Newly Elected Officers. Newly elected officers shall officially take office following the Convention banquet. However, the incoming Treasurer will not assume responsibilities until the account has been audited and found to be correct. The Department President will appoint an Audit Committee to perform an audit within thirty (30) calendar days after the date of the election.
2. Administration of the Oath. The outgoing Department President, or other appropriate KWVA or Department Officer, shall give the Administration of the Oath of Office to the newly elected officers. The Oath of Office shall be a prescribed by the Department Council and shall include pledges to uphold the Constitution of the United States of America, the Laws of the State of Florida, the KWVA Bylaws, the department Bylaws and the Department Code of Ethics.

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Article VII

**Terms of Office, Term Limits, Elected and Appointed Department Officers,
Committee Members, Vacancies, and Removal from Office**

A. Term of Office for Department Officers and Committee Members.

1. Elected Officers.

(a) The Term of Office for the Department President, First Vice-President, Second Vice-

President, Third Vice-President, and Treasurer shall be one (1) year, or until their successors are elected. Amended 5-7-2011

(b) An elected Department Officer, who has served more than one half (1/2) of a term

[one hundred eighty-four (184) days], is considered to have served a full term.

(c) Elected officers may serve as a Committee Chairperson or as a member of a committee.

2. Appointed Officers.

(a) Appointed officers shall serve at the pleasure of the Department President. Appointed officers may be re-appointed to their office by the incoming President.

3. Committee Members.

(a) Standing Committee Members shall serve one (1) year, or until their successors are appointed.

(b) Ad hoc Committee Members shall serve until the committee on which they are serving is dissolved.

(c) Committee Chairpersons may be re-appointed to the same Committee Chair by the incoming President.

B. Term Limits.

1. Elected Officers. Elected Department Officers may serve two (2) consecutive terms in any one office, after which, he/she may continue to serve consecutive terms providing there is no opposition for that office. Any elected Department Officer, who has served more than one half (1/2) of a term [one hundred eighty-four (185) days] in any one office, is considered to have served a full term in that office. Amended 5-9-09

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2. Appointed Officers. There are no term limits for appointed officers. They are appointed to their office at the pleasure of the President and may be re-appointed to the same office by the newly elected Department President.

3. Committee Members. There are no term limits for Committee Members. They may be re-appointed by the original appointed authority and are presumed to serve until their successors are appointed.

C. Vacancies.

1. Elected Officers.

(a) Vacancies in any elected office, for any reason, will be filled by appointment by the Council at the next Council Meeting, or, at the discretion of the Council go unfilled until the next election.

(b) In case of a vacancy in the office of the Department President, First Vice-President or Second Vice-President, these vacancies will be filled by the First Vice-President, Second Vice-President, and Third Vice-President, respectively, so that the occurring vacancy will be that of the Third Vice-President.

(c) In the event of a vacancy in the office of the Treasurer, the Department President will appoint an audit committee to perform an audit on the account. The newly appointed / elected Treasurer will not be held responsible for any financial transactions and/or matters which occurred prior to him/her assuming the duties of said office.

2. Appointed Officers and Committee Members.

(a) Vacancies will be filled by the originating appointing authority, or left vacant at the discretion of the authority.

(b) Elected and appointed officers may serve as committee chairpersons or as a committee member.

D. Removal and/or Suspension from Office.

1. Request for Removal and/or Suspension. Any Elected Department Officer or Chapter President / Designee may request removal and/or suspension of a Department Officer. The request must be submitted in writing, dated, signed, and delivered, to the Department Secretary. The Department Secretary shall be charged with setting forth the grounds of the complaint for presentation to the Council at its next scheduled Council Meeting, or at a special Council Meeting called for this purpose. Removal and/or suspension of a Department officer will require a two-thirds (2/3) vote of the Council.

2. Removal and/or Suspension may be called for the following:

(a) Failure to attend two (2) consecutive Department Meetings, and/or,

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(b) Failure to keep his/her Chapter dues current, and/or,

(c) Just Cause.

(d) If it is discovered that he/she is ineligible to serve under any of the provisions as set forth in the Bylaws.

3. In the above cases said officer shall be notified of the proposed action and the reason(s) for such action by U.S. Postal Service Certified Mail/Return Receipt Requested, at least thirty (30) days prior to the next Council Meeting. The officer shall be given an opportunity to respond to the proposed action and reasons thereof at the Council Meeting. If the officer chooses not to appear, he/she will be automatically removed and/or suspended from office as determined by the Council. A transcript of all matters relating to this section shall be made a part of the meeting minutes.

4. Committee Members may be removed by the originating appointing authority.

Article VIII

Powers and Duties of Department Officers

A. Elected Officers.

1. Authority. Elected Officers derive their authority and powers directly from the general membership through the election process and are responsible for the execution of the policies and programs decided upon by the membership and/or the Council. In addition to duties listed in this Article, the Department Officers shall have such powers and shall perform such duties as may be specified in resolutions or directives of the Council.

2. One Office. No Elected Officer may hold more than one office at the same time, except for the offices of Secretary and Treasurer.

3. Committee Membership. Elected Officers may serve as Chairpersons or members of one or more committees.

4. Elected Department Officers. In the absence of such specifications, and in addition to the powers and duties indicated in these Bylaws, each officer shall have the power and authority and shall perform and discharge the duties of the officers of the same title serving in non-profit corporations, having the same or similar purposes and objectives as the Department.

5. Official Correspondence. One (1) copy of all Department Official Correspondence will be sent to the Department Secretary.

6. President's Powers and Duties. The President is the Chief Executive Officer of the Department. The President reports to the Council and to the General Membership.

(a) The President shall preside over all Department Meetings

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(b) The President shall perform the functions conferred upon him by these Bylaws and be bound

by their conditions in the execution of his/her duties and powers.

(c) The President shall be responsible for the execution of policies and programs decided upon by the Council and/or Membership.

(d) The President shall recommend to the Council for their consideration and approval, his/her selected appointees for Appointed Officer positions. The President may elect to have these Appointed Officers report directly to him/her, or to one of the other Department Elected Officers. Where the functions of these positions fall under the purview of the First, Second, or Third Vice-President, the President shall first seek their suggestions and endorsements.

(e) The President shall recommend to the Council for their consideration and approval, his/her selected appointees for Chairpersons of Standing Committees. The President may elect to have these Committee Chairpersons report directly to him or to one of the other Department Officers. Where the functions of these positions fall under the purview of the First, Second, or Third Vice-Presidents, the President shall first seek their suggestions and endorsements.

(f) The President shall have the power to appoint ad hoc Committee Chairpersons.

(g) The President shall have the power to call emergency meetings for the Council and Committees.

(h) The President shall have the authority to allocate funds, from the approved Department Budget, for operating expenses of the various Offices and Committees.

(i) The President shall have the authority to enter into contracts and conduct business affairs of the Department, except for:

(1) Contracts with a term of over one (1) year, or,

(2) A dollar amount of over Two Hundred (\$200.00) Dollars, cumulative, during the term of office.

(3) Moreover, in which event, if either one or both of the above conditions exist, the President must have the specific approval of the Council, prior to acting.

(j) The President shall have other general powers as are necessary to conduct the business of the Department to achieve its goals and purposes, and to uphold and comply with its Bylaws.

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(k) The President shall be an ex-officio member of all committees, but shall not have the right to vote on committee issues.

(l) The President, or other person(s) directed by the President, shall report to the Council on the progress of each committee and Appointed Officer area of responsibilities.

(m) The President shall recommend to the Council and/or the General Membership, any action he/she considers necessary and proper for the welfare of the Department.

(n) The President shall have the right of appeal to the General Membership, any decisions made by the Council and call for a vote thereon. This is a basic right of each and every member.

(o) The President shall have authority to sign all documents that may be legally binding upon the Department, subject to prior approval of the Council, except for disbursements.

(p) The President shall have sole authority to issue certificates of appreciation, letters of

commendation, or similar instruments of recognition in the name of the Department. Any instrument implying approval or disapproval by the Department will not be delivered without the President's prior knowledge, consent, and signature.

7. First Vice-President's Powers and Duties. The First Vice-President is the second highest ranking officer in the Department and has rank over all other Officers, except for the President.

(a) The First Vice-President shall assist the President in the performance of his/her duties.

(b) In the absence of the President, the First Vice-President shall serve as, and have the powers of, the Office of President.

(c) When serving in the capacity of the Office of President, the First Vice-President shall be bound by all of the conditions set forth in these Bylaws, which are applicable to the Office of President.

(d) The President shall entertain suggestions from the First Vice-President as to the need of committees and whom might best fill such positions.

(e) Nothing indicated above shall preclude the President from assigning other and/or additional responsibilities.

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8. **Second Vice-President's Powers and Duties.** The Second Vice-President is the third highest, ranking officer in the Department and reports directly to the President, or to the First Vice-President, if so directed to do so by the President. The Second Vice-President is a Council Member.

(a) The Second Vice-President shall assist the President in the performance of his/her duties.

(b) In the absence of the President and the First Vice-President, the Second Vice-President shall serve as, and have the powers of, the Office of President.

(c) When serving in the capacity of the Office of President, the Second Vice-President

shall be bound by all the conditions in these Bylaws, which are applicable to the Office of President.

(d) Nothing indicated above shall preclude the President from assigning other and/or additional responsibilities.

9. **Third Vice-President's Powers and Duties.** The Third Vice-President is the fourth highest, ranking officer in the Department and reports directly to the President, or to the First Vice-President, if so directed to do so by the President.

(a) The Third Vice-President shall assist the President in the performance of his/her duties.

(b) In the absence of the President, First Vice-President and Second Vice-President, he/she shall serve as, and have the powers of the Office of President.

(c) While serving in the capacity of the Office of the President, the Third Vice-President shall be bound by all of the conditions in these Bylaws, which are applicable to the office.

(d) The Third Vice-President shall perform a variety of duties as may be assigned to him/her by the President.

10. **Secretary's Powers and Duties.** The Secretary is an appointed Officer and reports directly to the President. He/She shall also report to the Council on Council matters, is a Council member, and shall have all the privileges and responsibilities as do elected officers. Amended 5-7-2011 The Secretary is responsible for the administrative duties of the Department as detailed below:

(a) After discussions with the President and other pertinent Officers and Council members, the Secretary shall develop an agenda prior to each Department Meeting.

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(b) The Secretary shall obtain, from the Sergeant-at-Arms, a count of the number of Chapter Members present in order to assure that a quorum is present at all Department Meetings. He/She shall so inform the presiding officer at that meeting of his findings.

(c) The Secretary shall be responsible for recording the minutes of meetings and for keeping records for the Department.

(d) The Secretary shall be solely responsible for all Department incoming and outgoing correspondence.

(1) The Secretary, President, or other authorized official shall sign all outgoing correspondence concerning the official business of the Department. Department Committee correspondence may be signed by the appropriate committee chairperson or officer; however, a copy of the correspondence shall be delivered to the Secretary for the Department files.

(2) All incoming mail or other correspondence directed to the Department, its officers, or committees shall be inspected and, where it is within his/her purview, resolved by the Secretary. Where the correspondence is more appropriately handled by others, it shall be forwarded to that person or group for resolution. Monies received by the Department Secretary shall be forwarded to the Department Treasurer and appropriately earmarked as to its application.

(3) The Secretary shall keep a log and copies of all Department Correspondence, received by and sent from his/her office, for at least one year. The Secretary shall forward personal correspondence directed toward an individual member of the Department, directly to that individual without any action.

(e) The Secretary shall accept all written petitions, including nominations for office from the Nominating Committee and those petitions, appeals, or complaints directed toward the Department and/or its Officers. A log shall be kept by the Secretary as to the type of petition, appeal, or complaint received, when it was received, its disposition, when it was acted upon, and any other pertinent data relating to the petition, appeal, or complaint.

(f) The Secretary shall keep the roster of all Department Officers, Committee Chairpersons, and Committee members, including names, addresses, email addresses, telephone numbers, fax numbers, service dates, office or committee, appointed by or elected, etc.

(g) The Secretary shall obtain from the Nominating Committee Chairman, and keep in the Department files, verification of suitable military service of elected Officers, such as a copy of their DD 214 form, or other documentation which

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conforms to the Requirement of Membership Qualification, as stated in the KWVA Bylaws.

(h) The Secretary shall be responsible for the safe keeping of the Corporate Charter and the Corporate Seal.

(i) Nothing indicated above shall preclude the President from assigning other and/or additional responsibilities.

11. Treasurer's Powers and Duties. The Treasurer is an elected officer and reports directly to the President and the Department Council.

(a) The Treasurer shall take and maintain control and custody of all Department money, regardless of its source of origin. This includes dues, donations, contributions, pledges, gifts, funds donated for specific purposes, and any other money received by any member for, or on behalf of, the Department. The Treasurer shall promptly deposit said money into the proper bank account of the Department.

(b) The Treasurer shall survey the financial markets to determine the best institutions and type of accounts in which to place Department funds. He/She shall make recommendations and report it to the Council for their approval.

(c) The Treasurer shall be the only Officer, or member, authorized to establish bank accounts for the Department. Banking establishments selected and the opening of any accounts are subject to the approval of the Council.

(d) The Treasurer shall be responsible for the establishment of signature cards for other Officers authorized to cosign checks or drafts for the Department [see Article IX, A, 5, (a)].

(e) The Treasurer is authorized to sign checks or drafts, for any documented expenses, on behalf of the Department [see limitations set forth in Article IX, A, 4, 5].

(f) The Treasurer is empowered to disburse money as authorized by the Council, or as authorized by an affirmed vote of the General Membership.

(g) The Treasurer shall report on the financial condition of the Department, at least bimonthly, by submitting a Financial Report to the Department President and to each Chapter President, showing deposits, withdrawals, and bank balance. In addition, he/she shall present a summary statement to the General Membership at the Annual Convention.

(h) The Treasurer shall be responsible for the maintenance of all financial books and records of the Department.

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(i) The Treasurer shall be responsible for the preparation of an Annual Financial Statement, within thirty (30) days after the close of the fiscal year. The Treasurer shall deliver a copy of said statement to the Chapter Presidents in person, by mail, FAX or email within ten (10) days of preparation.

(j) The Treasurer, when called upon, will assist all committees and officers in preparing their budget proposals.

(k) The Treasurer shall prepare the Proposed Annual Department Budget. During the Fiscal Year, he/she will recommend to the Council any needed modifications.

(l) The Treasurer shall make available for inspection and audit, during regular business hours and only by appointment, all books, bank statements, and any other financial records of the Department, to any member or other party authorized by the Council.

(m) The Treasurer shall assist and cooperate with any authorized, internal or external audit team authorized by the Council. The financial records of the Department shall be audited annually. This audit will normally occur after the Treasurer presents his/her financial report to the Council [see paragraph (i) above] and after the election of a new Treasurer [see Article VI, B, 1] and Article VII, C, 1, (c)]. The outgoing Treasurer shall resolve any discrepancies identified by the audit.

(n) The Treasurer shall enforce the provisions of Article IX of these Bylaws.

B. Appointed Officers.

1. In addition to the Secretary, appointment of other Officers shall be made by the President. Appointments may be made for offices, with powers and duties as described below. Officers may be appointed in addition to those shown. Amended 5-7-2011

2. Appointed Officers may serve as a Member and/or Chairperson of more than one committee, in addition to his/her duties as an Appointed Officer.

3. Appointed Officers are responsible for making bimonthly progress reports to the Department President.

4. In consideration of broadening members' participation, appointed officers should tender their resignations to the newly elected President. Said resignation shall be presented to the Department President with his/her recommendation that it is to be accepted or rejected. The Department shall have as many Appointed Officers as necessary to fill its needs.

(a) Judge Advocate (Parliamentarian). The Judge Advocate shall act as legal adviser and preside as Parliamentarian for the Department.

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(b) Chaplain. The Chaplain, when appropriate, shall conduct a service of remembrance and recognition of the MIA's and those who have died of wounds received in hostile action. He/She shall memorialize Department Members who have died and offer a short prayer at each meeting or other occasions, as required. He/She shall act as spiritual advisor to the Department.

(c) Historian. The Historian shall collect and record the history of the Department. He/She is responsible for maintaining picture albums and other necessary books for displaying the history and memorabilia of the Chapter and the Korean War. The Historian shall report to the President.

(d) Sergeant-at-Arms. The Sergeant-at-Arms shall be responsible for maintaining order at Department meetings. He/She shall be responsible for arranging security, when requested to do so, for all Department functions. He/She shall take a quorum count before the Chair opens a meeting and shall perform other duties as may be assigned by the President.

(e) Quartermaster. The Quartermaster shall be responsible for procurement of materials for the Department. He/She shall keep apprised of sources for military paraphernalia, flags, and other materials and shall keep up-to-date on the latest trends being used in parades or other ceremonies by other similar organizations, in anticipation of the future needs of the Department.

(1) The Quartermaster shall keep accurate records of all Department property and present an annual report and inventory to the Department of all such property.

(2) The Quartermaster shall arrange for the storage and safekeeping of all Department property and shall maintain records of who has checked out property and has same in their care, custody, or control. He/she shall be responsible for the safe return of all such property.

(3) During the month of May [December], the Quartermaster shall develop a budget for the following fiscal year's expenses. That budget shall be presented to the Council for their approval. He/She shall update that budget and seek further Council approval as required throughout the year.

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Article IX

Financial

A. Income, Dues, Donations, Debts, Signature Cards, Signing Checks, Record Audits, Fiscal Year.

1. Income. The main sources of income to the Department shall be from membership dues, outside donations or contributions, and special fund raising events. No part of Department income shall inure to the benefit of any one member or a minority group of members.

2. Department Dues. The Department shall have the authority to collect dues from the local Chapters based on the number of Chapter Members as of December 31st of each year. The annual assessment imposed on the Chapter will be at a rate designated by the Executive Council. The assessment is due on January 1 and will be in arrears if not submitted by March 31. Chapters who are in arrears for thirty days shall be subject to action by the Executive Staff Committee (DOF President, First VP, Second VP, Third VP, Secretary, Treasurer, and Immediate Past President) which may include admonishment, reprimand, and suspension of all rights and privileges as a member of the Department, including the right to vote in Department matters until the assessment is paid. Chapters, who fail to submit their assessment after an action has been taken by the Executive Staff Committee, will be referred to National for consideration to be removed from membership in the Department and withdrawal of their National Charter. Amended 5-10-08

3. Donations. All donations collected for any special project shall be placed in a separate account and shall only be expended for the specific purpose for which it was collected. All donations collected which are in excess of, fall short of, or otherwise cannot be applied to the special project costs, shall remain in that special project account. These funds (less those expenses spent pursuant to the completion of that special project) shall remain in that account until the Department Judge Advocate determines what is allowed by law and makes recommendations for the disbursement of this account. Final disposition of these funds must be approved by vote of the Department Council.

4. Settlement of Debts. Department Officers shall be reimbursed for all reasonable, proper, and normal documented expenditures made on behalf of the Department that do not exceed the amounts budgeted for that line-item of expenditure. Reimbursement will be made at the first practical opportunity. Any Department Officer violating this rule will be responsible for the financial obligation and no responsibility shall inure to the Department.

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5. Signature Cards and Signing of Checks. At least three (3) signatures, that of the President, a Vice-President, and the Treasurer, will be required on all Department bank account signature cards.

(a) All Certificates of Deposit, checks, and/or drafts must bear the signatures of at least two (2) persons, whose names appear on the bank signature cards. One of the signatures, on all checks, must be the Department Treasurer. In case of an emergency, in which the Department Treasurer is unable to sign a check, any two (2) other bank card signers may sign a check, in accordance with A, 4 (above) and the Treasurer must be notified of the transaction as soon as practicable.

(b) No check will have the signature of a person, which could cause a conflict of interest to that person, and whose appearance might cause an embarrassment to the Department.

(c) No checks shall be written which will create an overdraft.

6. Audit. The financial records of the Department shall be audited annually [See Article VI, B, 1].

7. Fiscal Year. The fiscal year of the Department shall be from July 1st through June 30th of the following calendar year.

B. Budget.

1. Presentation and Enactment. The Council shall present a line-item budget for the coming Fiscal Year at the Convention Business Meeting. Approval by two-thirds (2/3) of the Regular Members present and voting is required for passage.

2. Budget Review.

(a) The President, in collaboration with the Council, at Council Meetings or by telephone vote, shall review the status of the budget in relation to expenditures and income, and make necessary budget amendments so that expenditures do not exceed projected income. This review shall take place at least two (2) times during the budget year prior to the Annual Convention Council Meeting.

(b) A copy of the revised budget shall be sent to each Department Officer and Chapter President.

Article X

Laws of the State of Florida

Internal Revenue Service

The Department shall comply with the Laws of the State of Florida governing Non-Profit Corporations and abide by the provisions of the Internal Revenue Service Tax Exemption Code, upon being approved for Tax Exempt Status.

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Article XI

Parliamentary Authority

All meetings shall be conducted under the provisions of these Bylaws and the Robert's Rules of Order, (most recent edition). The Department Judge Advocate shall act as Department Parliamentarian.

Article XII

Amendments and Resolutions

A. Amendments.

1. Any Chapter Member or Department Chapter may propose amendments to the Bylaws by submitting the proposed amendment(s) to the Chairman of the Bylaws Committee in writing not less than one hundred twenty (120) days prior to the Annual Department Convention.
2. Upon direction by the President, the Bylaws Committee will review the current Bylaws and submitted amendments and make recommendations concerning proposed Bylaws revision.
3. The proposed revision/amendments will be mailed to each Chapter President, at least ninety (90) days prior to the Convention, for discussion by the Chapter members and feedback to the Bylaws Committee.
4. The Bylaws Committee will then make a final recommendation to the Council for approval of the amended Bylaws, requiring a majority vote of the Council, after which time they will be presented to the Chapter Members at the Convention for debate and vote.
5. Amendments will become effective immediately upon approval by a two-thirds vote of the Chapter Members present and voting. Following such action, the Department Secretary will forward a copy of the same to the KWVA for their information.

B. Resolutions.

1. Resolutions may be submitted, to the Department Secretary, by any Chapter Member or Department Chapter no later than sixty (60) days prior to the Convention. The President shall appoint a Resolutions Committee to consider the proposed resolutions. The committee will present resolutions to the Convention in any order it chooses and may comment on said resolutions, pro or con. A majority vote of the Chapter Members present and voting for a resolution shall direct subsequent action by the elected Department Officers.

END OF BYLAWS