

CHARTER and BYLAWS of the KWVA Department of California, Inc.

PREAMBLE & CHARTER

ARTICLE I

NAME, ORGANIZATION, AUTHORITY & MISSION

FIRST: Name

The name or title of this department shall be known as the Department Of California-Korean War Veterans Association, Inc., hereinafter referred to as the Department.

SECOND: Organization

1. The Department is a non-profit Mutual Benefit Corporation organized under the Nonprofit Mutual Benefit Corporation Law.
2. The purpose of this corporation is to engage in any lawful activity, other than credit union business, for which a corporation may be organized under such law.
3. The specific purpose of this corporation is to function as a military veteran's organization to carry on programs to perpetuate the memory of deceased veterans and members of the United States Armed Forces.

THIRD: Authority

1. The Department derives its authority and obligations from Article V of the Bylaws of KWVA, Inc., hereinafter referred to as KWVA.
2. The KWVA Bylaws shall take precedence in the event of any conflict between the KWVA and the Department.

FOURTH: Mission

The primary business and objective of the Department is included in, but not limited to, our Mission Statement. The mission of the KWVA Department of California is to:

1. Promote, encourage and support activities that will establish an increase in the KWVA National and local membership levels from the population of the following California veterans:

Korea Service Veterans	1945 - 1950
Korean War Veterans	1950 - 1954
Korea Service Veterans	1954 - Present

2. Ensure that by cooperation between the KWVA Department of California and its chapters, there is no loss to any chapter in any form, function or spirit. This is to be

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accomplished by department and chapter officers acting in a manner that is supportive of, and additive to, the common interests of the Department; its chapters, and the National KWVA.

3. Provide a conduit of information from the Department to National KWVA with regards to problems, whether they are intra-chapter or department related. This would include the option by a chapter or a candidate chapter to contact the KWVA Secretary directly, if they feel it necessary.
4. By whatever means necessary, support and contribute to the efforts of the Korean War Veterans Association, Inc. to be chartered by the United States Congress. This would include contact with United States Representatives and Senators, to request their support and their affirmative vote on bills pending before them that grant such a charter.
5. Create a KWVA Department of California internet website to serve, but not be limited to Sections 1 through 4, above, and the following:
 - A. Collection and dissemination of information or links thereto that may be useful to California veterans and their families.
 - B. Distribution of information that may be of mutual interest to California chapters, their members, and any KWVA state department or chapter member that might find it useful.
 - C. Establish, maintain and administrate a set of KWVA Department of California Bylaws that is consistent, fair, and in harmony with the National KWVA Bylaws and this Mission Statement.

END OF PREAMBLE & CHARTER

**CHARTER and BYLAWS
of the
KWVA California State Department, Inc.**

BYLAWS

ARTICLE I

MEMBERSHIP

SECTION 1. Chapter & National (National Bylaws reference: Article I)

Refer to Article I, Membership, of the KWVA Bylaws, for Department, Chapter and National membership requirements.

SECTION 2. Department (National Bylaws Reference: Article V, Section II, Chapters)

A. 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 in order to remain a member of a Chapter.

B. Membership in a chartered chapter bestows Department membership.

**KWVA California State Department, Inc.
BYLAWS(Continued)**

ARTICLE II

ELECTION OF OFFICERS

Department officers will be elected In accordance with Article V, Section 4. Officers, of the KWVA Bylaws, and the following:

SECTION 1. Officers (National Bylaws Reference: Article V, Section 4, Officers)

A. Each Department of the Korean War Veterans Association, Inc. will elect a Department President, and if so required, Vice President(s).

B. They shall also elect or appoint a Secretary; a Treasurer; and elect members of the Department Executive Council, also known hereafter as the Council, according to approved Department Bylaws, prior to the end of the month of June each election year.

C. The results of said election shall be transmitted forthwith to the National Secretary. The Department President shall appoint all other officers and committees as needed with Council approval. Department Bylaws will determine if those who are appointed to the Council will have the right to vote in Department matters.

D. After their election to their office in the Department, the title of President and Vice President can be changed to Commander and Vice Commander(s), with the approval of the Department Council, during their time in office.

E. No person may hold two elected department offices, except for Secretary and Treasurer, which offices may be held by one person if elected or appointed.

SECTION 2. Department Executive Council (National Bylaws Reference: Article V, Section 5, Department Council/Board)

A. The Department shall have a Department Executive Council consisting of elected officers.

B. They shall form a Council of at least ten (10) who are current Regular members, in good standing, of KWVA, Incorporated.

C. They shall include each current Regular Member of participating KWVA Chapter Presidents, or if not, a current Regular Member of KWVA selected by the Chapter's membership.

**KWVA California State Department, Inc.
BYLAWS (Continued)**

(Article II, Election of Officers, Continued)

SECTION 3. Time Of Elections (National Bylaws Reference: Article V, Section 6, Time of Elections)

A. 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 (60) days notice of said meeting, in writing or by email, unless waived in writing or by email by a majority of the Chapters.

B. If the Department Bylaws so state, this does not preclude the use of a "mail-in-ballot or email procedure" instead of voting at the annual meeting.

SECTION 4. Terms of Office (National Bylaws Reference: Article V, Section 7, Term of Office)

A. All elected Department officers shall have a term of office of one or two years.

B. Each shall take office on the day of election.

SECTION 5. Vacancies (National Bylaws Reference: Article V, Section 8, Vacancies)

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

B. Officers, having been removed from office by termination, or vacated their office by resignation, shall submit all of their business-related records and correspondence to the Department Secretary, within the period of two (2) weeks.

**KWVA California State Department, Inc.
BYLAWS (Continued)**

ARTICLE III

OFFICERS & POWERS

(National Bylaws Reference: Article V, Section 9, Powers and Duties)

SECTION 1. Powers and Duties

A. 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 Council.

B. 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 California nonprofit corporations having the same or similar purposes and objectives as this Department.

SECTION 2. Officers

1. President/Commander

A. 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 Council.

B. He shall recommend regular members as Secretary and as Treasurer for approval by the Council.

C. He may appoint Standing Committees and Special Committees composed of Council members and Regular members at-large, for Council approval, to assist him in the execution of his duties.

D. He shall have the power to call meetings and shall preside at such meetings, and he may call for meetings of the Council over which he presides.

E. He shall recommend to the Council any action he considers necessary and proper for the welfare of the Department.

F. All documentation which shall be legally binding on the Department shall be signed by him, except in the case of disbursements, which will be done in accordance to the Council-approved Standard Procedure Manual.

**KWVA California State Department, Inc.
BYLAWS(Continued)**

(Article III, Officers & Powers, Continued)

2. Vice President(s)

A. The Vice President(s) shall assist the President in the performance of his duties.

B. In the absence of the President, he shall serve as and have the powers of, the President.

C. In the absence of the President the Vice President(s) shall be responsible to the membership of the Department.

D. The Vice President(s) shall be honorary membership (1st VP) and public relations (2nd VP) chairman to meetings held during their term in office.

3. Secretary

The Secretary shall be recommended by the President, and confirmed by the Council.

A. He is responsible for the management of the day-to-day business of the Department, and shall perform all administrative duties required of him by the President.

B. He shall be responsible for:

1. Recording the minutes of Department meetings

2. Maintaining Department records

3. Maintaining internet and USPS communications for the Department, including input of received material to the Department Webmaster

4. Providing assistance to all Department committees as required publicizing their actions

5. In the performance of his duties, the Secretary may seek clerical help or other assistance from Department members for the proper and expeditious conduct of Department affairs, as authorized by the Council.

**KWVA California State Department, Inc.
BYLAWS(Continued)**

(Article III, Officers & Powers, Continued)

4. Treasurer

The Treasurer shall be recommended by the President and confirmed by the Council, and at the direction of the Council, he is to be bonded.

He shall be the Department financial officer, responsible for:

A. Collecting assessments and other monies in behalf of the Department. Assessments will be based upon annual budgets.

B. Acting as custodian of all accounts, accountable for same, and shall make timely and proper disbursements from the funds in his charge.

C. Serving as honorary chairman of the budget committee to generate Department's annual budget.

D. Serving as honorary chairman of the committee for the annual compilation and review of all department accounts.

E. Preparing financial reports as directed by the Council.

F. A maximum number of four (4) persons may have active authorization to sign disbursing instruments for the Department. 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. Disbursements shall be according to the Council-approved Standard Procedure Manual.

5. Council Board Members

Refer to the following sections of these Bylaws: Article II, Section 2, Department Executive Council Article IV, Section 3 Quorum

6. Appointed Positions

All appointed positions shall be debated, defined, and placed into the final draft of these bylaws at the final hearing before the interim officers, and voted on at that time.

SECTION 3. Removal of Officers (National Bylaw Reference: Article II, Section 5, Removal) The procedure used in the National Bylaws, Article I, Membership Procedure, B. Termination of membership shall be used.

1. Any officer not in attendance for three (3) consecutive meetings without just cause shall no longer hold such office, having been deemed to have resigned said office.

2. Officers, having been removed from office by termination, or vacated their office by resignation, shall submit all of their business-related records and correspondence to the Department Secretary.

**KWVA California State Department, Inc.
BYLAWS (Continued)**

ARTICLE IV

MEETINGS

(National Bylaws Reference: Article V, Section 5, Department/Council Board)

SECTION 1. Option(s)

While the preferred choice of department meetings is person-to-person, the expense of California will inhibit the Department officers and others from traveling to a distant location. Teleconferencing will be considered, when practical, to offset the burden of traveling great distances within California for the purpose of KWVA California State Department business.

SECTION 2. Announcements/Communications

The Internet will be considered first priority, when practical, to notify the Department Council, Chapter Presidents and their memberships of online meeting date, time and agenda. Telephone calls and the USPS mail will notify, in a timely manner, those without Internet connection(s). Each person contacted is obligated to respond in a timely manner to an announcement.

SECTION 3. Quorum

A quorum for the transaction of business and voting shall be at least six (6) elected Department officers. In addition, where mandated or desirable, an Internet vote is also acceptable.

SECTION 4. Order Of Business

All KWVA California State Department meetings shall be conducted under the provisions of these bylaws and Roberts Rules Of Order Newly Revised (most current edition).

SECTION 5. Minutes

The business meeting text posted during Internet communications will be considered part of the minutes and should be saved and filed as a permanent record.

SECTION 6. Annual Convention

The Annual Business meeting will coincide with the National Korean War Veterans Association, Inc (KWVA) convention. The scheduled meeting will be the first or second week of the announced month for the National Convention. The location site and an initial agenda for the meeting will be determined in a timely manner, preferably within sixty (60) days of the meeting, by contact and coordination between Department officers.

SECTION 7. Regular Meetings

Three periodic business meetings per year, during the months of January, April and July will be conducted by means of teleconferencing and the Internet. Chapters within the vicinity of each other may be asked to join together for group meetings or teleconferencing.

SECTION 8. Special Meetings

A special meeting may be called for and convened to consider only one item of business specified in the notice of the meeting. The announcement in accordance with Section 2, Announcements/Communications of this article shall specify the date, time and the specific purpose for the meeting.

**KWVA California State Department, Inc.
BYLAWS (Continued)**

ARTICLE V

RECORDS & REPORTS

(National Bylaws Reference: Article VII, Section 5 Association Official & Fiscal Year)
(IRS Publication 3386 (6-1999) Tax Guide for Veterans' Organization)

SECTION 1. Record Keeping

- 1. The Department of California must show, through its records, that its purposes and activities continue to be appropriate for its tax exempt as a veterans' organization.**
- 2. The Department shall maintain records of income from each source (related and unrelated), and the expenses attributable to each income source. This will be required to substantiate its income and to determine what income, if any, is subject to tax.**

SECTION 2. Department Formation History

The Department of California must show, through its records, that it has applied for and received a Federal Employer Identification Number 39-2050609 (dated March 09, 2007), on file with the State of California Articles Of Incorporation 2976363 (dated March 05, 2007), established tax exempt status with Internal Revenue Service and established tax exempt status with State of California.

SECTION 3. Administrative History

- 1. The Department of California elected and appointed officers are responsible and accountable for their daily departmental records and at termination of their tour of duty. In the best interest of the Department, all officers must account for, and surrender all records to, the Department, or if more practical, to his or her duly elected or appointed successor, in a timely manner.**
- 2. This is to be verified by the Department Commander and the Department Secretary, who is responsible for records.**

**KWVA California State Department, Inc.
BYLAWS (Continued)**

ARTICLE VI

FINANCE

**(National Bylaws Reference: Article VII, Association Official and Fiscal year)
(IRS Publication 3386 (6-1999) Tax Guide for Veterans' Organization)**

SECTION 1. Fiscal Year

Fiscal year is defined as 1 July through 30 June.

SECTION 2. Volunteer Organization

No department member shall receive a predetermined salary or compensation. If a member is involved, as volunteer labor, in a department activity that contributes importantly to the accomplishment of the department's exempt purposes, this member may receive, as compensation, tips and non-cash benefits.

SECTION 3. Dues

There shall be no dues except for the National and Chapter membership obligations required by the KWVA National bylaws.

SECTION 4. Assessments 1.

- 1. Chapter assessments will provide the funds to cover the cost-of-doing business, that is, the overhead plus the annual convention. An annual budget will determine the yearly assessment. This yearly assessment will be equally shared by the total membership of the chapters supporting the department.**
- 2. Each chapter is obligated to disclose their membership to the Department and report their findings in April of each year.**

SECTION 5. Telecommunications

- 1. Reference is made to Sections 1 and 5 of Article IV of these bylaws. Serious thought to teleconferencing was considered for mutual benefit of both the chapters and the Department, with regards to both economics and intradepartmental business.**
- 2. Teleconferencing eliminates the burden of travel and lodging required for a typical face-to-face meeting and helps to reduce the assessment referred to in Section 4 of this Article.**
- 3. Done properly, teleconferencing should enable the Department's chapters to engage in business and friendly contact at a higher frequency, albeit without the benefit of a meeting in person.**

**KWVA California State Department, Inc.
BYLAWS(Continued)**

(Article VI, Finance, Continued)

SECTION 6. Department Formation Financing

(National Bylaws Reference: Article V, II Chapters, Section 3. Formation Financing):

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

The Department shall:

- 1. Maintain a record of all Department formation expenses; to be submitted to National KWVA, Inc. in accordance with the referenced KWVA, Inc. Bylaw.**
- 2. Prepare an estimate of costs of Department meetings by telecommunication, including a listing of providers accessible to California Department Chapters.**
- 3. Prepare a resolution for submittal to the KWVA, Inc. Resolution Committee to incorporate reasonable and necessary provisions for 1. & 2., above (this article).**

**KWVA California State Department, Inc.
BYLAWS (Continued)**

ARTICLE VII

AMENDMENTS & RESOLUTIONS

(National Bylaws Reference: Article VIII, Amendments and Resolutions)

SECTION 1. Charter

1. Any proposed amendment to the Charter may be submitted by any California chapter member in good standing. The proposed amendment shall be sent to the Department Secretary to be read to the Council, for their approval or non-approval recommendation to the membership. It shall then shall be available for consideration of the members when posted on the Department website, and voted upon at the following Annual Department
2. Membership meeting for approval by two-thirds (2/3) of a Regular membership, or if no quorum is available, by ballot vote of the National Regular members with the ballots sent by email or USPS mail to the Department Secretary.

SECTION 2. Bylaws

1. Any Chartered Chapter or Regular Member in good standing may propose amendments to the Department 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 Department Council.
2. Such proposals will be considered at that meeting and if approved by the Council, then ratification by a two-thirds (2/3) vote of the Department membership quorum at the next scheduled Membership meeting, or by ballot vote of the Regular members sent by email or USPS mail.
3. Notification of results will be by email and USPS mail to all Department chapters.

SECTION 3. Resolutions

1. Resolutions may be proposed to the Resolutions Committee no later than forty-five (45) days prior to any regular called meetings of the Council.
2. The Resolutions Committee must present all resolutions, in whatever order it desires and may comment favorably or unfavorably upon each.
3. 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 via email & USPS mail as applicable, and posted on the Department website.

**END OF
KWVA California State Department BYLAWS**