

2012 CHARTER AND BYLAWS

OF THE

RICHARD L. QUATIER CHAPTER, KOREAN WAR VETERANS ASSOCIATION, OF SOUTHWEST WASHINGTON

(To be ratified by the membership on June 20, 2012)

Ratified: [Signature] 6/20/12

Commander, KWVA 321

Amended: 18 Nov 2015

2012 CHARTER and BYLAWS RICHARD L. QUATIER CHAPTER KOREAN WAR VETERANS ASSOCIATION OF SOUTHWEST WASHINGTON

(Drafted for Ratification by Membership on June 20, 2012)

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RICHARD L. QUATIER CHAPTER – KWVA OF SW WASHINGTON CHARTER AND BYLAWS
(EFFECTIVE: JANUARY 2, 2012)

RICHARD L. QUATIER CHAPTER of KWVA of SOUTHWEST WASHINGTON-2012 CHARTER

ARTICLE I
PREAMBLE

First: The name by which this chapter shall be known as **RICHARD L. QUATIER CHAPTER of KOREAN WAR VETERANS ASSOCIATION of SOUTHWEST WASHINGTON.**

Second: Richard L. Quatier Chapter of Korean War Veterans Association of Southwest Washington is a perpetual non-profit corporation. This entity has been issued a Certificate of Incorporation and Charter by the State of Washington, effective February 29, 2012.

Third: Its particular business and objectives shall be:

1. To organize, promote and maintain for benevolent and charitable purposes, an Association of persons who have seen honorable service in Korea and of certain other veterans and persons, with the qualifications for membership set forth in Article I – "Membership", of the Bylaws of Richard L. Quatier Chapter of Korean War Veterans Association of Southwest Washington.
2. To provide a means of contact and communication among such members.
3. To promote the establishment of, and to establish war and other memorials commemorative of any person or persons who served in the Korean War.
4. To aid needy Chapter members and their spouses and children and the spouses and children of persons who were members at the time of their death.

ARTICLE II
OFFICE-SITE LOCATION

The administrative office of the corporation shall be located in the Vancouver, Washington Metropolitan area or such other place as the Board of Directors and the Commander may determine. All communications shall be directed to that office.

END OF RICHARD L. QUATIER CHAPTER, KWVA of SW WASHINGTON CHARTER

RICHARD L. QUATIER CHAPTER of KWVA of SOUTHWEST WASHINGTON-2012 BYLAWS

ARTICLE I
MEMBERSHIPSection 1. Qualifications of Members.

Membership in this chapter shall consist of Regular, Associate and Honorary members. No person shall be excluded from membership because of race, color, religion, creed, sex, national or ethnic origin, or physical or mental disability, as long as the individual meets the criteria of service requirements as stipulated below. Only Regular members as defined in "A" below, have a vote in chapter matters.

A. Regular Members.

1. Service in the United States Armed Forces. Any person who has seen honorable service in any of the Armed Forces of the U.S., defined as Army, Navy, Marines, Air Force, Coast Guard, or Merchant Marine Services, is eligible for membership if:
 - a. Said service was within Korea including territorial waters and airspace at any time, between September 3, 1945 to Present, or
 - b. Said service was outside of Korea, June 25, 1950 to January 31, 1955.
2. Medal of Honor. Any KWVA Member, who is a Medal of Honor recipient, is eligible for free life membership in KWVA, Inc., and membership in this Chapter. A signed statement of their eligibility for membership must be provided for approval.
3. Prisoner of War. Any person held as a prisoner of war by the North Koreans, Chinese, or Russian forces during and after the period of hostilities from June 25, 1950 forward is eligible for free life membership in KWVA, Inc., and a membership in this Chapter. A signed statement of their eligibility for membership must be provided for approval.
4. Gold Star Parents. Any parent whose son/daughter was killed in action, or was missing in action, or died as a prisoner of war during the Korean War (June 25, 1950 to the present) is eligible for free life membership in KWVA, Inc., and a membership in this Chapter. A signed statement of their eligibility for membership must be provided for approval.
5. Gold Star Spouses. Any person whose spouse was killed in action, missing in action, or died as a prisoner of war during the Korean War (June 25, 1950 to the present) is eligible for free life membership in KWVA, Inc., and a membership in this Chapter. A signed statement of their eligibility for membership must be provided for approval.

B. Associate Members.

1. Must not be eligible for Regular membership.

RICHARD L. QUATIER CHAPTER of KWVA of SOUTHWEST WASHINGTON-2012 BYLAWS (Continued)

2. Any person with a legitimate interest in the affairs of this Chapter or the National KWVA organization, and who wishes to support its aims and not being eligible for Regular Membership; and who agrees to accept the terms and conditions set forth in the KWVA Charter and its Bylaws and Standard Procedure Manual (hereinafter referred to as SPM) of this Chapter, shall be eligible for Associate Membership in the Chapter. A signed statement of their eligibility for membership must be provided for approval.

C. Honorary Members.

Any person of good character may be elected as Honorary Member of this Chapter by vote of the Board of Directors (hereinafter referred to as the Board).

D. Ineligible.

Any person who has been separated from the service of the Armed Forces of the United States under conditions other than honorable shall be ineligible for membership in this Chapter.

Section 2. Membership Procedures.

- A. **Application.** Any person qualified for membership, as set forth above, may present a written application on a form prepared and approved by the National KWVA organization. This application shall be an agreement that said applicant will agree, abide by and conform to the Charter, Bylaws, and SPM of the Korean War Veterans Association, Inc. (hereinafter referred to as Association; or KWVA) and the Bylaws and SPM of Richard L Quatier Chapter of KWVA of SW Washington. The completed and signed Official Application Form, when accompanied by the appropriate dues, is to be sent to the National KWVA Membership Office (whose address listed on the Official Application Form), for processing. Other signed proof of service information, showing dates of service and relationship, may be provided for documentation listed under the various categories of membership in Section 1 above as proof for membership approval.

B. Termination of Membership.

1. Any member of this Chapter may be admonished, reprimanded, suspended, expelled, or removed from any office of the Chapter for "Just Cause" after an appropriate hearing, by a two-thirds ($\frac{2}{3}$) vote of the National KWVA Board. Charges shall be investigated by the Ethics and Grievance Committee following the guidelines and procedures in the SPM. Facts will be referred to the Board for their discipline decision. This Chapter may not take action for "Just Cause" against a member, but may so petition the National Board to take such action. However, any such petition must show that the subject member was served with the petition before its filing with the National Secretary of the Association.

RICHARD L. QUATIER CHAPTER of KWVA of SOUTHWEST WASHINGTON-2012 BYLAWS (Continued)

2. Any dues paying member of the Association loses all rights and privileges of membership upon non-payment of annual dues by the dues-due date. A "grace period" of extended time may (or may not) be specified and defined in the SPM.

C. Resignation of Membership

Any member of this Chapter may resign by filing a signed written resignation with the National Secretary of KWVA; but said resignation shall not relieve the member so resigning of the obligation to return any funds, equipment or records, and pay any dues, assessments, or other charges they have accrued and left unpaid.

D. Reinstatement of Membership.

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

E. Transfer of Membership.

Membership in this Chapter shall not be transferred or assigned to another Chapter or Department without proper notification to the National Membership Administrative Assistant, and no Chapter or Department dues (if applicable) will be transferred between other Chapters or Departments.

Section 3. Dues.

At the present time, no Chapter dues are being assessed, however the Commander has reserved the right to revisit this issue in the future, should the Board of Richard L. Quatier Chapter of KWVA of Southwest Washington find it necessary to assess dues at the local chapter level. Annual dues to the National KWVA organization will continue to be assessed, however.

**ARTICLE II
OFFICERS, BOARD OF DIRECTORS AND CHAPTER ELECTIONS**

Section 1. Officers.

Members eligible to vote shall, in accordance with the procedure set forth hereinafter, elect a Chapter Commander, First Vice Commander, Second Vice Commander, a Secretary/Adjutant, and a Treasurer.

RICHARD L. QUATIER CHAPTER of KWVA of SOUTHWEST WASHINGTON-2012 BYLAWS (Continued)

Such elections shall occur at the December meeting of the Chapter and the slate of officers so elected shall serve during the next calendar year.

Other Officials and Committees and Committee members shall be named by the newly elected Commander at the first chapter meeting of the next year. Certain appointments and committees may require Board approval (See the appropriate Chapter SPM with regard to this issue).

Section 2. Board of Directors.

The Richard L. Quatier Chapter of KWVA of Southwest Washington shall have a Board of Directors consisting of ~~ten~~ (10) ~~members~~. The initial Board of Directors (also the slate of incorporators disclosed to the Secretary of State of the State of Washington) consisted of the Commander, First Vice Commander and the Treasurer. These Directors shall serve for a period of two years. Other Directors must include the Second Vice Commander and the Secretary/Adjutant, who will also serve for a period of two years. In addition, two Directors must be elected from the membership.

- A. **Voting.** All votes of the Board shall be by simple majority, unless stated otherwise hereinafter, with a quorum of at least four (4) elected members in attendance.
- B. **Open Meetings.** Any member of the Chapter may attend meetings of the Board and, at the discretion of the Board may be invited to address them.
- C. **Special Meetings.** The Commander or four (4) elected members of the Board may call a Board meeting for one (1) purpose only, by giving two (2) weeks written notice to all members of the Board, stating the date and time, the exact location of the meeting place and the agenda of the meeting. These Special Meetings may be closed meetings at the discretion of the Commander.

Section 3. Chapter Elections.

The election of the Chapter Commander and two Vice Commanders, as well as the other appropriate Officers and Directors of the Board, shall be conducted as follows:

- A. Each **Regular Member** shall have one vote for all Chapter officers. Each member shall cast only their own vote. Proxy voting is not permitted.
- B. The Chapter Secretary shall issue a **call for an election**, which shall be publicized at the September, October, and November, meetings. This announcement shall note that elections will be held at the December meeting to elect Officers and Directors for the coming year. Such announcement shall also state the particular offices to be filled, and that any qualified member may announce for said office. The call shall also state the Elections Committee Chair's name and address, the address for collecting the submitted declarations of candidacy, all deadlines for declaring and for voting, and the procedures to be followed in filing for office. The Elections Committee shall consist of at least three (3) members including one (1) voting officer of the Board, who shall serve as Committee Chairman.

- C. Any Regular Chapter member in good standing, as defined in the SPM of the Richard L. Quatier Chapter of the Korean War Veterans Association of Southwest Washington, may run for the open offices of Commander, First Vice Commander, Second Vice Commander, Treasurer, Secretary, or Director. Candidates seeking such offices shall have their complete submittal in the hands of the Elections Committee Chairman no later than December 1 of the year immediately prior to upcoming elections when the office(s) are to be filled. The candidate submittal package must be complete, submitting a filled in pre-printed **Candidate Application Form**, which is included in the National KWVA's SPM.
- D. Following receipt of the complete set of the candidate submittal packages, the Elections Committee shall then **certify the candidates** who are qualified to stand for office. Their declarations, in full, shall then be sent by the Elections Committee Chair to the Chapter Secretary to be announced at appropriate meetings prior to the elections.
- E. The Secretary of Richard L. Quatier Chapter of KWVA of Southwest Washington shall then prepare and publish **a ballot for voting**, which will be handed out at the December Chapter meeting prior to the beginning of the new year..

Members shall cast their ballot by marking thereon their choices and return the official ballot to reach the Secretary by the official cut-off date, where the Elections Committee shall **count the ballots** and render a report to the Commander prior to the close of the December meeting. The Commander will only announce the winner; however detailed results will be made available after the meeting, if desired.

Section 4. Term of Office.

- A. Initially, the Commander, First and Second Vice Commanders, the Treasurer, and the Secretary/Adjutant shall have a term of office of two (2) years, with no consecutive terms. The other Directors shall have a term of office of two (2) years, with two (2) consecutive terms maximum. After this initial slate of elections (beginning with the elections to be held in December 2013), officers will be elected for one (1) year, with two (2) consecutive terms maximum.
- B. All elected Chapter officers shall assume office on January 2 of each year.
- C. A meeting of the outgoing and incoming Commanders will be held and documented.. While it may be in person, it may be accomplished by other means, such as phone, fax or email. This meeting shall be called by the outgoing Commander for administrative data exchange when necessary.
- D. The term of office of all *appointed* officers shall be at the pleasure of the Commander, with Board approval where necessary. There will be no set term of office for appointed positions (See Article III, Section E).

Section 5. Removal.

- A. Any official of the Richard L. Quatier Chapter of the Korean War Veterans Association of Southwest Washington, may be expelled, suspended or removed from office. The procedure outlined in *Article I, MEMBERSHIP, Section 2. Membership Procedure. B. Termination of Membership*, shall be used.
- B. Any officer not in attendance for two (2) consecutive called Board meetings without just cause shall no longer hold such office, having been deemed to have resigned said office.

Section 6. Resignation from Office.

Any Chapter officer, whether elected or appointed, may resign from his or her office by submitting for filing, a written, signed resignation with the Chapter Secretary. Such resignation shall not relieve the officer of the obligation to notify, in writing the Chapter Commander and both Chapter Vice Commanders, in writing, of any outstanding, unfulfilled obligations of the office.

Section 7. Vacancies.

Any Chapter office vacancy shall be filled by the Board until the next election. A simple majority of those Board members eligible to vote and voting shall be required.

ARTICLE III OFFICERS AND POWERS AND DUTIES

Section 1. Powers and Duties.

The officers of Richard L Quatier Chapter of KWVA of Southwest Washington shall have powers and shall perform such duties as may from time to time be specified in resolutions or other directives of the Board. In the absence of such specification, each officer shall have the powers and full authority to perform and discharge the duties of the office of the same title serving in other nonprofit corporations that have the same or similar purposes and objectives as this Chapter. The duties of the elected and appointed officers shall be guided by the Board approved, Chapter SPM and as outlined below: (Note: the use of the masculine gender in the following paragraphs should be taken to mean either masculine or feminine gender, as appropriate).

- A. **Commander.** The Commander shall perform the functions conferred upon him by these Bylaws and shall generally be responsible for the execution of the policies and programs decided upon by the Board. He shall recommend regular members to hold certain other offices for approval by the Board. He may appoint Standing Committees and Special Committees composed of Board members and regular members at-large, for Board approval, to assist him in the execution of his duties. He shall have the power to call Chapter Membership Meetings and shall preside at such meetings, and he may call for meetings of the Board over which he presides. He shall recommend to the Board any action he considers necessary and proper for the welfare of the Association. All documentation which shall be legally binding on the Chapter shall be signed by him, except in the case of disbursements which are covered with another Board approved SPM.

B. RICHARD L. QUATIER CHAPTER of KWVA of SOUTHWEST WASHINGTON-2012 BYLAWS (Continued)

- C. Vice Commanders.** The two Vice Commanders shall assist the Commander in the performance of his duties. The First Vice Commander has seniority, and in the absence of the Commander, shall serve as and have the powers of the Commander. In the absence of both the Commander and the First Vice Commander, the Second Vice Commander shall be responsible to the membership of the Association.
- C. Secretary/Adjutant.** The Secretary/Adjutant shall be elected by the membership at large during the annual election of officers. He is responsible for the management of the day-to-day business of the Chapter, and shall perform all administrative duties required of him by the Commander. He shall be responsible for recording the minutes of Chapter meetings and shall keep the official records of the Chapter, including maintenance and updating of the Charter issued by the State of Washington and the Bylaws of the Corporation. He shall maintain communications with the Membership and Annual Chapter Meeting Committees, offering assistance as required, to publicize their actions, and in making arrangements for Board and Annual Chapter Membership Meetings. A proposed agenda for the Annual Chapter Membership Meeting shall be distributed to the membership at least one month prior to such meeting and he shall submit to each officer and member of the Board an agenda for the Chapter Membership Business meeting (including elections of officers) and an agenda for the Board meeting. In the performance of his duties, he may seek voluntary assistance from other members of the Chapter.
- D. Treasurer.** The Treasurer shall be elected by the membership at large during the annual election of officers... He shall be responsible for collecting and depositing member donations and other monies on behalf of the Chapter, and for making timely and properly approved disbursements from the funds in his charge. He shall be the custodian of all general ledger accounts, accountable for same, and shall prepare reports as directed by the Board; and have responsibility for communications with the Internal Revenue Service. At the direction of the Board he is to be bonded if deemed appropriate. A maximum number of five (5) persons (a minimum of three (3) signatories) may have active authorization to sign disbursing instruments for the Chapter. Other signatures may be kept in reserve in the event an active signer becomes disabled. Each disbursing instrument will have two signatures, one of which must be an elected officer and disbursements shall be according to the Board approved SPM.
- E. Appointed Positions.** All appointed Chapter positions (i.e. Chaplain, Librarian, Historian, Service Officer, Honor Guard Officer, Membership Chairman, Newsletter Officer, Social Chairman, Webmaster, and Sergeant at Arms) made by the Commander, shall be approved by the Board. The responsibilities and duties for all Appointed Positions and Standing Committee Chairmen are to be included in the Board approved SPM. The Secretary shall prepare a slate of appointed positions for presentation to the Board at the first meeting following the appointments.
- F. Board of Directors.** The Chapter Board shall consist of seven (7) members, being the Commander, First Vice Commander, Second Vice Commander, Secretary/Adjutant, Treasurer, and two Directors elected from the membership at large. The Chapter Commander shall be the Chairman.

RICHARD L. QUATIER CHAPTER of KWVA of SOUTHWEST WASHINGTON-2012 BYLAWS (Continued)

The Board shall formulate and publish policies and procedures, supervise the execution thereof, and have the control and management of the affairs, property and funds of the Chapter. The Board also has the basic management functions of Planning, Organizing, Staffing, Directing and Controlling for the Chapter. Fulfilling these functions requires Board meetings and training, and the effective and coordinated formulation of policies and knowledgeable oversight of the execution thereof.

The Board shall have at least two (2), scheduled meetings between Annual Chapter Meetings, the second (or last) during the days immediately preceding the Annual Chapter Membership business meeting (June and December).

All Board meetings shall provide sufficient duration to complete all Chapter business placed before them for consideration. The Board shall meet at any other and/or additional times that may be required by the Board of Directors, and called by the Commander. It shall establish and maintain a Standard Procedure Manual and is responsible for all internal control and the orderly and timely actions between its regular meetings.

All members of the Board shall be notified of the time, place and agenda for the meeting by the Chapter Secretary. The Board shall determine excused absence using the definitions established in the SPM. No person shall receive any salary for services as a member of the Board who is eligible to vote. The Board may, from time to time, establish fees for services of the Secretary or Treasurer.

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

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

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

H. Chapter Information Technology staff shall be appointed by the Commander, should the need arise, and approved by the Board, with duties and procedures as defined in the SPM.

Section 2. Indemnification.

It is anticipated that the need may arise in the near future whereby a provision for liability insurance coverage of all Chapter officers may be reviewed.

RICHARD L. QUATIER CHAPTER of KWVA of SOUTHWEST WASHINGTON-2012 BYLAWS (Continued)

Under these provisions, each officer, elected or appointed, and each member of the Board of the Chapter now or hereafter serving as such, shall be indemnified by the Chapter against any and all claims and liabilities to which they have or shall become subject by reason of serving or having served as such person, for all legal expenses reasonably incurred by them in connection with any such claim or liability provided.

However, no such person shall be indemnified against, or be reimbursed for, any expense incurred in connection with any such claim or liability arising out of his own willful misconduct or gross negligence.

ARTICLE IV ANNUAL CHAPTER MEMBERSHIP AND SPECIAL MEETINGS

Section 1.

The Richard L. Quatier Chapter of KWVA of Southwest Washington ***Annual Chapter Membership Meeting*** will be held in December of each year. The exact date and place of such meeting is to be publicized at two monthly meetings prior to the annual meeting.

Section 2.

At any Chapter Membership Meeting, a simple majority of the Regular roster members in good standing shall constitute ***a quorum***. Membership shall be checked and vote counts taken by an appointed Elections Committee under the supervision of the Sergeant at Arms staff. Should no quorum be present, ballots by mail voting to complete any membership business is authorized. Ballots are to be mailed to all Regular members eligible to vote with a minimum ballot return of at least two-thirds of the membership roster as a quorum requirement. Voting procedures will be outlined in the SPM.

Section 3.

The ***selection of the site*** and dates of the following year's Annual Chapter Membership meeting shall be presented to the Board for approval and ratified by a majority vote of the Regular membership as defined in *Section 2*, above.

Section 4.

A ***simple majority*** of Regular Chapter members current in their National Association dues, and in good standing shall determine all issues, except when otherwise indicated in these Bylaws or Robert's Rules of Order quoted as the Parliamentary Authority in *Article VI*. ***Proxy votes*** shall not be permitted.

Section 5.

A ***special meeting*** of the Chapter membership may be called by a thirty (30) day written notice by the Commander, or over one-half of the Board Members eligible to vote or by ten (10) percent of the Regular members current in their National dues and in good standing, by affixing their names

to a petition for said meeting. The notice calling the meeting shall state the business to be conducted together with the time and place.

ARTICLE V CHAPTER SPECIFIC REQUIREMENTS

Section 1. Affiliation Hierarchy- Departments.

At the present time it is not anticipated that the Richard L. Quatier Chapter of the KWVA of Southwest Washington will permit sub-chapters or be further departmentalized.

Section 2. Incorporation Process.

An application shall be made during the petition process to the State of Washington for a Certificate of Incorporation for a nonprofit corporation known as "Richard L. Quatier Chapter of Korean War Veterans Association of Southwest Washington".

Section 3. The EIN Process with the Internal Revenue Service.

An application to the Internal Revenue Service shall be made during the petition process for the purpose of obtaining an IRS Employer Identification Number (EIN) for banking purposes.

NOTE: Procedures for both the incorporation and EIN application processes shall be included in the chapter SPM.

Section 4. Chapter Organization.

The Richard L. Quatier Chapter of KWVA of Southwest Washington shall maintain a regular membership of at least ten (10) Regular National Association members in good standing.

Each person who wishes to become a new Regular member of this Chapter must first become a member of the National Organization of Korean War Veterans Association, Incorporated, through the application process outlined in the SPM, and must maintain Regular membership in the National Association to remain a member of this Chapter.

Section 5. Dual Membership.

A member of this chapter of the KWVA shall not be registered with the National Association as a member of more than one (1) Chapter. Further parameters of Dual Membership are detailed in the Bylaws of the National Organization of KWVA, Inc.

Section 6. Officers.

The Richard L. Quatier Chapter of Korean War Veterans Association of Southwest Washington shall elect a Chapter Commander, Two Vice Commanders, a Treasurer, and a Secretary/Adjutant. See *Article II, Section 1* for greater detail in this regard.

RICHARD L. QUATIER CHAPTER of KWVA of SOUTHWEST WASHINGTON-2012 BYLAWS (Continued)

These Officers shall also serve as Directors and the membership shall elect two additional Directors from the membership body. This process will provide a governing body of seven (7) and shall be known as The Board of Directors. The results of this election shall be transmitted to the Chapter Secretary. The Commander shall appoint all other Officers and Committees with the approval of the Council/Board.

Section 7. Term of Office.

All elected Chapter officers, except for the initial slate of officers, shall have a term of office of one (1) year. The two additional Directors shall have a term of office of two (2) years. See *Article II, Section 4* and *Article III* for greater detail in this regard.

Section 8. Vacancies.

Any vacancy in any elected office, for any reason whatsoever, may be filled through appointment by the Commander until the Board is able to vote to fill the vacancy. See *Article II, Section 7* for greater detail in this regard. ✓

Section 9. Powers and Duties.

Chapter officers shall have such powers and shall perform such duties as may from time to time be specified in resolutions or other directives of the Chapter Board. In the absence of such specification, each officer shall have the powers and authority and shall perform and discharge the duties of the officer of the same title serving in nonprofit corporations having the same or similar purposes and objectives as this Chapter. See *Article III* for greater detail in this regard.

Section 10. Chapter Dissolution.

A. This Chapter may be dissolved in accordance with the laws of the United States and the laws of the State of Washington. 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 Washington.

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

**ARTICLE VI
PARLIAMENTARY AUTHORITY**

All meetings shall be conducted under the provisions of these Bylaws and *Robert's Rules of Order Newly Revised* (most current edition).

**ARTICLE VII
CHAPTER OFFICIAL AND FISCAL YEAR**

The Official Year of the Chapter shall begin on January 1 and end on December 31. The official

Fiscal Year of the Chapter shall be the calendar year, beginning on January 1st and end December 31st of each year.

ARTICLE VIII CHARTER AND BYLAWS AMENDMENTS AND BOARD RESOLUTIONS

Section 1. Proposed Charter Amendments.

Any proposed amendment to the Charter may be submitted by any Chapter Regular Member in good standing.

A. The proposed amendment shall be sent to the Chapter Secretary to be read to the Board, for their recommendation of approval (or non-approval) to the membership, and then shall be made available for consideration of the members at the next monthly meeting and voted upon at either the following Annual Chapter Membership meeting, or at the next monthly meeting as defined below in *Section 2 of this Article*.

B. If no quorum is present, a ballot vote shall be publicized at the next monthly meeting of the membership. Approval of the proposed amendment will require a two-thirds vote of at least a quorum as defined in *Article IV, Annual Chapter Membership and Special Meetings, Section 2*.

C. Once a Charter amendment is approved by the membership, the Secretary of State of the State of Washington as well as the Internal Revenue Service is to be notified, for their approval.

Section 2. Bylaws Amendments.

Any Chapter Regular Member in good standing may propose amendments to the Bylaws by presenting them in writing to the Chairman of the Compliance Committee at least forty-five (45) days before the next scheduled meeting of the Board.

A. Such proposals shall be considered by the Board at that meeting and if approved, they may then be publicized for ratification by the membership. Approval of the membership will require a two-thirds vote, of at least a Regular membership meeting quorum, at the next scheduled Chapter Membership Meeting. Procedures for the Bylaws amendment process will be provided in the Chapter SPM.

B. If no quorum is present, a ballot vote shall be publicized at the next monthly meeting of the membership. Approval of the proposed amendment will require a two-thirds vote of at least a quorum as defined in *Article IV, Annual Chapter Membership and Special Meetings, Section 2*.

Section 3. Resolutions.

Resolutions shall be proposed, by any Chapter Regular Member in good standing, to the Resolutions Committee, in accordance with the SPM, no later than forty-five (45) days prior to any regular called meetings of the Board.

RICHARD L. QUATIER CHAPTER of KWVA of SOUTHWEST WASHINGTON-2012 BYLAWS (Continued)

The Resolutions Committee must present all resolutions, in whatever order it desires and may comment favorably or unfavorably upon each. Rather than reading the entire resolution, the Resolutions Committee may submit the gist of the proposal to the body.

If a majority of the members voting approve the resolution, a directive for subsequent action shall be issued. Procedures for the resolutions process are provided in the *National SPM* at 2.5.4.

**ARTICLE IX
LIABILITY INSURANCE**

With regard to Liability Insurance and Indemnification of Officers, the reader is referred to *Article III, Section 2* of these Bylaws.

**ARTICLE X
CRITERIA FOR GOOD STANDING**

With regard to the Criteria For Good Standing and the procedures for the Ethics & Grievance process, the reader is referred to *the National KWVA SPM at Section 3.8, which will soon be adopted in similar fashion at the Chapter level.*

CHANGE TO THE BYLAWS

RICHARD L. QUATIER CHAPTER OF KWVA OF SOUTHWEST WASHINGTON-2012 BYLAWS

Resolution dated Oct 21, 2015 for the propose of changing the board of directors from seven members to ten members in accordance with the 2013 national bylaws as amended.

THE BYLAWS AS NOW READ:

Section 2. Board of Directors.

The Richard L Quatier Chapter of KWVA of Southwest Washington shall have a Board of Directors consisting of seven (7) members. The initial Board of Directors (also the slate of incorporators disclosed to the Secretary of State of the State of Washington) consisted of the Commander, First Vice Commander and the Treasurer. These Directors shall serve for a period of two years. Other Directors must include the Second Vice Commander and the Secretary/Adjutant, who will also serve for a period of two years. In addition, two Directors must be elected from the membership.

THE BYLAWS TO READ IF THIS CHANGE IS APPROVED AND RATIFYED BY THE MEMBERSHIP.

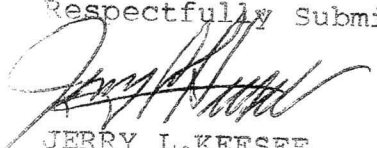
Section 2. Board of Directors.

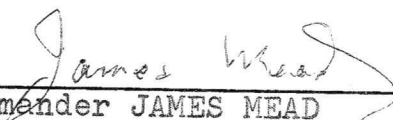
The Richard L Quatier Chapter of KWVA of Southwest Washington shall have a Board of Directors consisting of ten (10) members. The initial Board of Directors (also the slate of incorporators disclosed to the Secretary of State of the State of Washington) consisted of the Commander, First Vice Commander and the Treasurer. These Directors shall serve for a period of two years. Other Directors must include the Second Vice Commander and the Secretary/Adjutant, who will also serve for a period of two years. In addition, five Directors must be elected from the membership.

MEMBERSHIP APPROVED: 21 Oct 2015

MEMBERSHIP RATIFYED: 18 Nov 2015

Respectfully Submitted,


JERRY L. KEESSEE
Past Commander


Commander JAMES MEAD