

**BYLAWS
OF
DISABLED AMERICAN VETERANS
NATIONAL SERVICE FOUNDATION**

AS AMENDED, AUGUST 2007

**ARTICLE I
NAME**

The name of this nonprofit corporation is the Disabled American Veterans National Service Foundation, hereinafter referred to in these Bylaws as the "Corporation".

**ARTICLE II
PURPOSES**

The Corporation is organized not for profit but is operated exclusively for the promotion of social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, (hereinafter the "Code"), namely,

To receive and maintain a fund or funds of personal or real property, or both, to solicit and obtain contributions from the public, and, subject to the restrictions set forth below, to use said fund for the promotion of social welfare (including incidental nonpartisan legislative activity in furtherance of such purpose) within the meaning of Section 501(c)(4) of the Code, or corresponding section of any future Federal tax code, primarily for the assistance, aid, maintenance, care, support, and rehabilitation of disabled veterans and their dependents, either directly or by contributions to the Disabled American Veterans (hereinafter the "DAV"), a congressionally chartered organization, or any chapter or department thereof.

**ARTICLE III
OFFICES**

The Corporation may have such offices either within or without the District of Columbia as the Board of Directors may determine.

ARTICLE IV
BOARD OF DIRECTORS

1. General Powers. As and to the extent provided in its Articles of Incorporation, the property, affairs, and business of the Corporation shall be vested in a Board of Directors.

2. Number. The Board of Directors shall be composed of seven (7) voting members including the National Commander and National Adjutant of the DAV. The Chairman of the Board of Directors of the DAV shall be a member of the Board of Directors with voice but no vote.

3. Election of Directors. Each Director, except those Directors serving on the Board of Directors in their ex officio status, shall hold office for a term of two years and until his or her successor is duly elected and qualified or until his or her earlier resignation, removal from office or death. Directors shall be elected from the Membership of the DAV at any regular or special meeting of the Board of Directors.

4. Meetings.

(a) The Board of Directors may provide by resolution the time and place, whether within or without the District of Columbia, for the holding of regular meetings of the Board.

(b) Special meetings of the Board of Directors may be called by the President, who may fix any place, either within or without the District of Columbia, as the place for holding any such meeting.

5. Notice: Quorum.

(a) Notice of any regular or special meeting of the Board of Directors shall be given at least fourteen (14) days prior thereto by written notice delivered personally or sent by mail, private express mail service, facsimile transmittal, electronic mail or any other generally accepted method of communication to each Director at his or her address as shown on the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed addressed envelope with postage prepaid. If notice is given by use of private express mail service, such notice shall be deemed delivered when deposited with the private carrier. Facsimile

and electronic mail notifications shall be deemed delivered on the date when the notice is transmitted. Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these Bylaws.

(b) The presence, in person, of a majority of the Board of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board.

(c) Except as otherwise provided by the Articles of Incorporation of the Corporation, any or all Directors may participate in a meeting of the Board of Directors or a committee of the Board by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.

6. Manner of Acting: Voting.

(a) The act of a majority of the Directors at a meeting at which a quorum is present shall be the act of the Board of Directors, unless a greater number is required by law, the Articles of Incorporation of the Corporation or these Bylaws.

(b) At any meeting of the Board at which a quorum is present, a Director entitled to vote shall vote in person and not by proxy.

(c) The transaction of corporate business and the consideration of actions requiring Board of Directors authorization may be taken without meeting by use of a mail ballot, which shall be reaffirmed at the next regular meeting of the Board of Directors.

7. Compensation. Directors shall not receive any stated salaries for their services as Directors; provided however, that nothing herein shall preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation therefor.

ARTICLE V
ADVISORY COMMITTEES

The Board of Directors may, from time to time, create advisory committees to the Board, whose function shall be to provide informal counsel on relevant issues confronting the Board. Any such committees shall be purely advisory to the Board, shall exist at the pleasure of the Board, and shall not have any decision-making authority with respect to the Board or the Corporation. Such committees may consist of members selected in a manner specified, from time to time, by resolution of the Board of Directors.

ARTICLE VI
OFFICERS

1. Officers. The officers of the Corporation shall be a President, Vice-President, a Secretary and a Treasurer, and such other officers and assistant officers as the Directors shall deem appropriate. Any two of such offices, except the offices of President and Secretary, may be held by the same person. The President shall be a member of the Board of Directors and shall fulfill the office of President of the Corporation, within the meaning of { 29-524(a) of the District of Columbia Nonprofit Corporation Act.

2. Election. The officers of the Corporation shall be elected by the Board of Directors and shall hold office for a term prescribed by resolution of the Board.

3. Removal. Any officer, except the President, may be removed by a majority vote of the Board whenever, in its judgment, the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer. The President may be removed only upon a two-thirds vote of all of the Directors.

4. Vacancy. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

5. President. The President shall be the principal officer of the Corporation and shall exercise general supervision over the affairs of the Corporation, its officers and employees, consistent with policies established by the Board of Directors. The President shall preside at all

meetings of the Board of Directors. The President may sign any deeds, mortgages, bonds, contracts, or other instruments, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, these Bylaws, or statute to some other officer or agent of the Corporation. The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors. The President may authorize and approve expenditures and take other steps necessary to advance the purposes of the Corporation, provided, however, that such steps do not exceed the scope of authority determined by the Board, the Articles of Incorporation of the Corporation or these Bylaws.

6. Vice-President. The Vice-President shall perform such duties as may be assigned to him or her by the President or the Board of Directors.

7. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors; shall be custodian of the non-financial corporate records; shall keep a register of the mailing address of each Director; and shall perform such other activities as may be prescribed by the Board.

8. Treasurer. The Treasurer shall be custodian of the financial records of the Corporation; shall give bond for the faithful discharge of his or her duties if required to do so by the Board of Directors in such sum and with such sureties as the Board of Directors shall determine; shall have charge and custody of, and be responsible for, all funds and securities of the Corporation; shall receive and give receipts for monies due and payable to the Corporation from any source whatsoever; shall deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VIII of these Bylaws; shall be responsible, with the assistance of the General Counsel, if any, described in section 9 of this Article VI, for the administration and oversight of the Corporation's financial records and compliance with any applicable state and Federal requirements respecting tax matters; and shall perform such other activities as may be prescribed by the Board.

9. The Corporation may employ a reputable attorney or firm of attorneys as General Counsel, to advise the Corporation with respect to the legality of activities and proposed activities.

ARTICLE VII
EXECUTIVE COMMITTEE

1. By resolution adopted by a majority of the Directors then serving, the Board of Directors may elect an Executive Committee consisting of three Directors.

2. Except as provided in paragraph (3) of this Article VII, the Executive Committee shall, for a term which shall continue at the discretion of the Board of Directors, have and exercise the authority of the Board of Directors and act in its stead when the Board of Directors is not in session on all matters except those specifically reserved to the Board by statute, the Articles of Incorporation of the Corporation or these Bylaws.

3. The Executive Committee shall not have the authority to amend, alter, or repeal the Bylaws; elect, appoint, or remove any Director, officer or member of a committee; amend the Articles of Incorporation; adopt a plan of merger or consolidation; authorize the sale, lease, exchange, mortgage of all or substantially all of the assets and property of the Corporation; authorize the voluntary dissolution of the Corporation or revoke proceedings therefor; adopt a plan for the distribution of the assets of the Corporation; or amend, alter or repeal any resolution of the Board of Directors unless the terms of such resolution expressly provide that such resolution may be amended, altered, or repealed by the Executive Committee.

4. The designation and appointment of such Committee shall not operate to relieve the Board of Directors or any individual Director of any responsibilities imposed by law.

ARTICLE VIII
CONTRACTS, CHECKS, DEPOSITS AND FUNDS

1. Contracts. The Board of Directors may authorize any officer or agent of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation.

2. Checks. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by officer(s) or agent(s) of the Corporation and in the manner determined by resolution of the Board of Directors.

3. Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

4. Funds. The Board of Directors, or any officer designated thereby, may accept on behalf of the Corporation any gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

5. The Board shall provide for the adequate bonding of such officers and agents as it deems appropriate to protect its funds.

6. The Corporation shall have a General Trust Account and such other accounts as may be authorized from time to time by the Board of Directors. The deposit of funds into one or more of these accounts shall be dependent upon the designation of intent by the donor.

ARTICLE IX
FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December.

ARTICLE X
WAIVER OF NOTICE

Whenever any notice is required to be given by law, the Articles of Incorporation of the Corporation or these Bylaws, a waiver thereof in writing signed by the person(s) entitled to such notice shall be deemed equivalent to the giving of such notice.

ARTICLE XI
INDEMNIFICATION

Any present or former Director or officer of the Corporation or other persons so designated at the discretion of the Board of Directors, or the legal representative of such person, shall be indemnified by the Corporation against all reasonable costs, expenses, and counsel fees paid or incurred in connection with any action, suit or proceeding to which any such person or his

or her legal representative may be made a party by reason of his or her being or having been a Director or officer, or serving or having served the Corporation, except in relation to matters as to which he or she shall be found guilty of negligence or misconduct in respect of the matters in which indemnity is sought and in relation to matters settled or otherwise terminated without a final determination on the merits where such settlement or termination is predicated on the existence of such negligence or misconduct.

ARTICLE XII
AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority of the Directors present at any regular or special meeting of the Directors.

ARTICLE XIII
MISCELLANEOUS

1. The masculine gender, whenever used, shall include the feminine gender.

2. All matters of procedure not otherwise provided for in these Bylaws shall be governed by Robert's Rules of Order, Newly Revised.