

**BYLAWS
OF THE
DAV NATIONAL SERVICE FOUNDATION (“Corporation”)
AS AMENDED AUGUST 10, 2015**

**ARTICLE I
OFFICES**

The Corporation may have such offices in or outside the District of Columbia as the Board of Directors may determine.

**ARTICLE II
BOARD OF DIRECTORS**

1. Role. The activities of the Corporation shall be managed by the Board of Directors.

2. Number. The Board of Directors shall number seven (7). The National Commander and National Adjutant of the DAV shall serve as Directors. No other current DAV employee, officer or director may serve on the Board. The Board may appoint one or more *ex officio* members to the Board. *Ex officio* members will have voice but no vote. *Ex officio* members serve for one year unless removed earlier. *Ex officio* members may, but need not be, appointed for subsequent terms.

3. Election of Directors. Each voting Director shall hold office for a term of two years and until his successor is duly elected and qualified or until his 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. Directors elected to fill the positions of Directors who have resigned, been removed or died shall serve until the former Director’s term would have expired. At that time, the replacement Director is eligible to seek a full term. A majority vote of the entire Board is necessary for the election or removal of a Director.

4. Meetings. The Board will set the time and place for its regular meetings, a minimum of two of which shall occur annually. Special meetings of the Board may be called by the President, at a time and place of his choosing.

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 by any generally accepted method of communication to each Director. Absent exigent circumstances, regular meetings should be held in person. 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 a lack of notice. Notices of meetings need not specify the purpose(s) nor provide an agenda.

(b) The presence 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. 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 by which all persons participating in the meeting are able to communicate, and such participation shall constitute presence in person at the meeting.

6. Manner of Acting: Voting.

The act of 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. At any meeting of the Board at which a quorum is present, a Director entitled to vote shall vote for himself and not by proxy. The transaction of corporate business and the consideration of actions requiring Board of Directors authorization may be taken without meeting by use of a transmitted 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. Directors shall be eligible to receive reimbursement for reasonable expense incurred incident to their service as Directors.

ARTICLE III
OFFICERS

1. Election and Removal. The officers of the Corporation shall be elected by the Board of Directors from its ranks and shall hold office for a one year term. 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. Removal of the President requires the vote of four or more Directors.

2. 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.

3. 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.

4. Vice-President. The Vice-President shall perform such duties as may be assigned to him by the President or the Board of Directors. He shall also perform the duties of the President in the President's absence.

5. Secretary. The Secretary shall ensure that proper minutes of meetings of the Board of Directors are taken and preserved. The Secretary shall also perform such other activities as may be prescribed by the Board.

6. Treasurer. The Treasurer shall ensure that the financial records of the Corporation are properly maintained and preserved. He shall also report on the finances of the Corporation to the Board of Directors at the regular meetings and at such other times as the President may direct. The Treasurer shall also ensure that the assets of the organization are appropriately invested and monitored.

ARTICLE IV COMMITTEES

1. By resolution adopted by a majority of the Directors then serving, the Board of Directors may appoint one or more committees, each to advise the Board of Directors on a subject within its jurisdiction. Each Committee shall have at least two members. The members of a committee may be, but need not be, members of the Board.

2. 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 V
OUTSOURCING OF CERTAIN FUNCTIONS

1. The Corporation has a long relationship with DAV. Recognizing that it is separate from DAV, the Corporation nonetheless wishes to afford itself of the opportunity to utilize DAV's established business management structure.

2. The Board may enter into or continue an arrangement with DAV whereby the Corporation compensates DAV for certain management, accounting and other services necessary and proper to the fulfillment of the purposes of the Corporation. This arrangement does not envision, and positively precludes, any surrender of authority or ultimate responsibility by the Board for the governance or management of the Corporation.

3. The Officers of the Corporation will, and must, require regular information from DAV concerning the matters that have been entrusted to DAV's day-to-day supervision.

ARTICLE VI
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 VII
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 to 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 VIII
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 IX
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.