

BYLAWS  
BEIRUT VETERANS OF AMERICA  
(As Amended June 2007)

PREAMBLE

Beirut Veterans of America (BVA) is hereby formed by its founders, certain veterans of the expedition of the United States Armed Forces in and around Beirut, Lebanon in 1982-1984. These founders have resolved to create this organization consisting primarily of veterans of that conflict and of the United States Armed Forces expedition in and around Beirut, Lebanon in 1958 and during other periods as listed elsewhere in these by-laws. The BVA is intended as a fraternal organization formed for the mutual support and benefit of its members.

ARTICLE I

OFFICES

Section 1. Principal Office. The principal office of Beirut Veterans of America, an unincorporated association ("BVA", or the "Association"), shall be located in the Commonwealth of Virginia, as determined in accordance with the provisions set forth herein.

Section 2. Additional Offices. The Association may also have offices at such other places as the Board of Directors may from time to time determine or as the affairs of the Association may require.

ARTICLE II

DIRECTORS

Section 1. General Powers; Number; Tenure. The affairs of the Association shall be managed by the Board of Directors, which may exercise all powers of the Association. The number of directors of the Association, which shall constitute the whole board, shall be not less than one and no more than nine (7 regular and 2 next of kin). The first board shall consist of a number of directors to be determined by the founders; thereafter, within the limits above specified, the number of directors and their terms of service shall be determined by the members. The directors shall be elected every two years, on even-numbered years, at the annual meeting of the members. Their election will be by simple majority vote of regular members present; except as provided in Section 2 of this article and each director elected shall hold office until the next succeeding election year or until his successor shall have been elected and qualified. Seated board members may be re-nominated each election year. Board of Directors elections will be staggered so that half the positions will be open for election each election year. The seated Board of Directors at the time of this amendment (2007) shall determine which four posts will start this process.

Directors must be, and qualify under, the provisions of Article VII of these Bylaws as, regular members of the Association. Directors need not be residents of the United States.

(Next of kin): included in the nine board positions shall be two next of kin Board Members holding valid next of kin membership in the BVA. The two next of kin Board members will have full board voting privileges.

Section 2. Vacancies. Any vacancy occurring in the Board of Directors for any cause, other than by reason of an increase in the number of directors, may be filled by a simple majority vote in the remaining directors, although less than a quorum. Any directorship to be filled by reason of an increase in the number of directors may be filled by appointment pursuant to an election at an annual meeting of members or special meeting of members called for such purpose. Each director so chosen shall hold office until the expiration office term of his predecessor in office. If there are no directors in office, any officer may call a special meeting of members in accordance with the provisions of these Bylaws, at which meeting such vacancies shall be filled.

Section 3. Removal; Resignation.

(a) Except as otherwise provided by law, at a special meeting of directors or members called expressly for that purpose, any director may be removed, with or without cause, by a vote of the simple majority of directors.

(b) Any director may resign at any time by giving written notice to the Board of Directors, the Chairman of the Board, if any, the President or the Secretary of the Association. Unless otherwise specified in such written notice, a resignation shall take effect upon delivery thereof to the Board of Directors of the designated officer. It shall not be necessary for a resignation to be accepted before it becomes effective.

Section 4. Place of Meetings. The Board of Directors may hold meetings, both regular and special, as may be provided by resolution adopted by a simple majority of the Board of Directors.

Section 5. Annual Meetings. The annual meeting of the Board of Directors shall be held on or about October 23 of each year.

Section 6. Regular Meetings. Additional regular meetings of the Board of Directors may be held without notice, at such time and place as may from time to time be determined by the Board of Directors.

Section 7. Special Meetings. Special meetings of the Board of Directors may be called by the Chairman of the Board, if any, or President on at least two days notice to each director, if such notice is delivered personally or sent by telecopy or on at least three days notice if sent by mail. Special meeting; shall be called by the Chairman of the Board. If any, President or Secretary in like manner and on like notice on the written request of two or more directors then in office.

Section 8. Quorum; Adjournments. Except as may be otherwise specifically provided by law, at all meetings of the Board of Directors, a simple majority of the number of directors fixed by these Bylaws shall constitute a quorum for the transaction of business, and the act of a simple majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors. If a quorum is not present at any meeting of the Board of Directors, the directors present may adjourn the meeting, from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 9. Action By Consent. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a written consent setting forth the action so to be taken shall be signed by all members of the Board of Directors. Such written consent shall be filed with the minutes of its proceedings.

Section 10. Meeting By Conference Telephone. The directors may participate in a meeting of the Board of Directors, or any committee thereof, by means of a conference telephone or similar communications equipment 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.

### ARTICLE III

#### NOTICES

Section 1. Form; Delivery. Whenever, under the provisions of law of these Bylaws, notice is required to be given to any director or member, it shall not be construed to mean personal notice unless otherwise specifically provided, but such notice may be given in writing, or by mail addressed to such director at his address as it appears on the records of the Association, or by notice set forth in any Association newsletter, with postage thereon prepaid. Such notices shall be deemed to be given at the time they are deposited in the United States mail addressed as aforesaid with postage thereon prepaid. Notice to a director or member and also be given personally or by telecopy sent to his address as it appears on the records of the Association.

Section 2. Waiver; Effect of Attendance. Whenever any notice is required to be given under the provisions of law or these Bylaws, a written waiver thereof, signed by the person or persons entitled to such notice, whether before or after the time stated herein, shall be equivalent to the giving of such notice. In addition, any director who attends a meeting of the Board of Directors, or any member who attends a membership meeting, shall be deemed to have had timely and proper notice of the meeting, unless such director or member attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

## ARTICLE IV

## OFFICERS

Section 1. Designations. The officers of the Association shall be chosen by the Board of Directors and shall consist of a President, a Vice President, a Secretary, an Assistant Secretary and a Treasurer. The Board of Directors may also choose a Chairman of the Board, other Vice Presidents, more Assistant Secretaries, one or more Assistant Treasurers and other officers and/or agents as it shall deem necessary or appropriate. The election or appointment of any officer of the Association shall not of itself create contract rights for any such officer. All officers of the Association must be regular or associate members, as the terms are described in Article VII of these Bylaws except that the President and Vice President must be regular members. All officers of the Association shall exercise such powers and perform such duties as may be provided in these Bylaws or as shall from time to time be determined by resolution of the Board of Directors not inconsistent with these Bylaws. Any 2 or more offices may be held by the same person.

Section 2. Term of Office; Removal. The Board of Directors at its annual meeting shall choose a President, a Vice president, a Secretary and a Treasurer. The Board of Directors may also choose a Chairman of the Board, other Vice presidents, more Assistant Secretaries, one of more Assistant Treasurers and other officers and/or agents as it shall deem necessary or appropriate. Each officer of the Association shall hold office until his successor is chosen and shall qualify. Any officer or agent elected or appointed by the Board of Directors may be removed at any time by the Board of Directors whenever, in its judgment, the best interest, of the Association will be served thereby. Such removal shall not prejudice the contract rights, if any, of the person so removed. Any vacancy occurring in any office of the Association may be filled for the un-expired portion of the term the Board of Directors.

Section 3. Compensation. The salaries of all officers of the Association may, but need not, be fixed from time to time by the Board of Directors and no officer shall be prevented from receiving such salary by reason of the fact that he is also a director of the Association.

Section 4. The Chairman of the Board. The Chairman of the Board (if the Board or Directors so deems advisable and selects one) shall be an officer of the Association and, subject to the direction of the Board of Directors, shall perform such executive, supervisory and management functions and duties as may be assigned to him from time to time by the board. He shall, if present, preside at all meetings of the Board of Directors.

Section 5. The President. The President shall be the chief executive officer of the Association and, subject to the direction of the Board or Directors, shall have general charge of the business, affairs and property of the Association and general supervision over its other officers and agents. In general, he shall perform all duties incident to the

officer of President and shall see that all orders and resolutions of the Board of Directors are carried into effect. In addition to and not in limitation of the foregoing, the President shall be empowered to authorize any change of the office of the Association so long as the principal office remains in the Commonwealth of Virginia.

Section 6. The Vice President. The Vice President (of in the event there be more than one, the Vice Presidents in the order designated, or in the absence of any designation, in the order of their election) shall, in the absence of the President or in the event of his disability, perform the duties and exercise the powers of the President and shall generally assist the President and perform such other duties and have such other powers as may from time to time be prescribed by the Board of Directors.

Section 7. The Secretary. The Secretary or a designee shall attend all meetings of the Board of Directors and record all votes and the proceedings of the meetings in a book or binder to be kept for that purpose. He or Its designee shall give, or cause to be given, notice of all special meetings of the Board of Directors, and shall perform such other duties as may from time to time be prescribed by the Board of Directors, the Chairman of the Board or the President, under whose supervision he shall act. He shall have custody of the seal the Association (if one exists), and he, or an Assistant Secretary, shall have authority to affix the same to any instrument requiring it, and, when so affixed, the seal may be attested by his signature or by the signature of such Assistant Secretary. The Board of Directors may give general authority to any other officer to affix the seal of the Association and to attest the affixing thereof by his signature.

Section 8. The Assistant Secretary. The Assistant Secretary, if any (or in the event there be more than one, the Assistant Secretaries in the order designation, or in the absence of any designation, in the order of their election), shall in the absence of the Secretary or in the event of his disability, perform his duties and exercise the powers of the Secretary and shall perform such other duties and have such other powers as may from time to time be prescribed by the Board of Directors.

Section 9. The Treasurer. The Treasurer shall have the custody of the corporate funds and other valuable effects, including securities, and shall keep full and accurate accounts of receipts and disbursements in books belonging to the effects in the name and to the credit of the Association in such depositories as may from time to time be designated by the Board of Directors. He shall disburse the funds of the Association as may be ordered by the Board of Directors by taking proper vouchers for such disbursements, and shall render to the Chairman of the Board, the President and the Board of Directors, at regular meetings of the Board, or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the Association.

Section 10. The Assistant Treasurer. The Assistant Treasurer. if any (or in the event there shall be more than one, the Assistant Treasurers in the order designated, or in the absence of any designation, in the order of their election), shall, in the absence of the

Treasurer or in the event of his disability, perform the duties and exercise the powers of the Treasurer and shall perform such other duties and have such other powers as may from time to time be prescribed by the Board of Directors.

Section 11. National Service Officer. The National Service Officer (NSO), if any, will be appointed by the President to coordinate a variety of needs for the Association. The National Service Officer will facilitate communication between the Association and external audiences, be a focal point to continue the process of educating the American public about what Beirut veterans have contributed and what can be learned from the experience there. The NSO should be familiar with Veterans Administration processes.

## ARTICLE V

### INDEMNIFICATION OF CERTAIN PERSONS

Section 1. Power to Indemnify. The Association shall have the power to indemnify any person who was or is a director or officer of the Association and who was or is a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director or officer of the Association or is or was serving at the request of the Association as a director, officer, employee or agent of another association or enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonable incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of which any such person shall be adjudged in such action, suit or proceeding to be liable or negligence or misconduct in the performance of duty.

Section 2. Mandatory Indemnification. To the extent that any person specified in Section I of this Article has been successful on the merits or otherwise in the defense of any such action, suit or proceeding, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith.

Section 3. Determination of Indemnification. Any indemnification under Section I of this Article (and, as to which, Section 2 of the article is not applicable) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the appropriate person is proper in the circumstances because he has met the applicable standard of conduct set forth in Section I of this Article. Such determination shall be made (1) by the Board of Directors by a simple majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors, or by independent legal counsel in a written opinion.

## ARTICLE VI

### AFFILIATED TRANSACTIONS AND INTERESTED DIRECTORS

Section 1. **Affiliated Transactions.** No contract or transaction between the Association and one or more of its directors or officers, or between the Association and any other association, corporation, partnership, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or avoidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board of Directors or committee thereof which authorizes the contract or transaction or solely because his or their votes are counted for such purpose, if:

(a) The material facts as to his relationship or interest and as to the contract or transactions are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes the contract or transaction by the affirmative vote of a simple majority of the disinterested directors, even though the disinterested directors be less than a quorum; or

(b) The contract or transaction is fair as to the Association as of the time it is authorized, approved or ratified by the Board of Directors, or a committee thereof.

Section 2. **Determining Quorum.** Common or Interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes any contract or transaction specified in Section 1 of Article VI.

## ARTICLE VII

### MEMBERS

Section 1. **Classification.** Members shall be classified as follows:

- (a) Regular Membership
- (b) Associate Membership
- (c) Affiliate Membership
- (d) Honorary Membership
- (e) Life Membership
- (f) Next of Kin Membership

Section 2. Qualifications and Privileges. Qualification and privileges for various classes of membership are as follows:

(a) Regular Membership. A person shall be eligible for regular membership who served in one or more of the uniformed services of the United States (i.e., Army, Navy, Marine Corps, Air Force, Coast Guard, National Oceanic and Atmospheric Administration or Public Health Service), and who served in or in the environs of Beirut, Lebanon, to include adjacent waters and airspace, during any period in which elements of the United States Armed Forces engaged in military operations in said areas. Further, that person's service must have been recognized by the award of the Navy Expeditionary Medal, Marine Corps Expeditionary Medal, Armed Forces Expeditionary Medal, Global War on Terrorism Expeditionary Medal, campaign medals to be established in the future, or the Humanitarian Service Medal. Documented records, to include but not be limited to personnel record entries or a DD-214 are required to confirm this service. The officers and board shall consider granting of any other regular membership on a case-by-case basis. Regular membership shall carry all privileges, including the right to vote, to serve as an officer of the Association or a member of the Board of Directors, and to endorse applications for membership. Examples of qualifying periods of service include, but are not limited to:

(I) between August 1982 and February 1984 when the United States contingent of the Multi-National Force Beirut was engaged in military operations in and around Beirut.

(II) between July and November 1958 when United States military forces were engaged in military operations in and around Beirut.

(III) between June and August 1976 during Operation Fluid Drive, when United States military forces evacuated some 300 non-combatants from the U.S. Embassy in Beirut (attached civilian personnel are also eligible).

(IV) between July and August of 2006, when U.S. forces conducted the non-combatant evacuation of more than 14,000 Americans and foreign nationals from Beirut.

(V) any future period when U.S. forces conduct military operations, including combat, humanitarian, and other kinds of operations, in or in the environs of Beirut, Lebanon, to include adjacent waters and airspace.

(b) Associate Membership: Persons who served in one or more of the uniformed services of the United States who materially contributed to any aspect of the mission of the United States Multi-National Peacekeeping Force engaged in military operations in, in the environs of, or off the shore of, Beirut, Lebanon, during any of the engagements as described in Section VII(2)(a) above, shall be eligible for associate membership. Associate members may also have served with the British, French, or Italian militaries involved in the Multi-national Peacekeeping Force in Beirut. Associate

members shall not have the right to vote in general membership meetings. Associate members may not serve on the Board of Directors. Associate members may endorse applications for membership, and may hold any office in the Association other than President and Vice President. Notwithstanding the foregoing, members serving on standing and special committees, if any, may vote as committee members on matters being considered in their respective committees.

(c) **Affiliate Membership:** Any civilian personal who was assigned to and served at the U.S. Embassy, Beirut. Also any person, who is not a Beirut veteran and has never served in the uniformed services of the United States, however wished to affiliate themselves with the Association for the purpose of supporting the fraternal and patriotic activities of its regular and associate members. Affiliate membership shall not have the right to vote, to serve as an officer or a member of the Board of Directors, or to endorse applications for membership. They may serve on special committees, if any, and may vote as committee members on matters being considered in their respective committees.

(d) **Honorary Membership.** The Board of Directors may invite certain individuals who hold or have held, office by election or by the appointment by the President of the United States to accept honorary membership in the Association. The Board of Directors may also invite any person who served in one or more of the uniformed services of the United States and who was awarded the Purple Heart or any personal military decoration by the United States for heroic or meritorious acts to accept honorary membership in the Association. Honorary members shall have all privileges extended associate members.

(e) **Life Membership.** Life membership status may be obtained in any classification. The qualifications and privileges will remain standing for the respective classification. Proceeds from dues for the Life Membership will be placed in an interest bearing escrow, the interest from which will be applied toward operation expenses.

(f) **Next of Kin Membership.** The next of kin of Beirut veteran killed in action may apply for recurring membership under the classification of Affiliate. Recurring membership carries life membership status. Next of kin will be honored with membership free of charge.

**Section 3. Applications for Membership.** An application for membership in the Association shall be submitted to the Board of Directors. The Board or Directors is authorized to establish such additional procedures as may be required for the processing of applications for membership. Decisions of the Board of Directors on questions relating to membership applications are final and subject to review only by the Board of Directors. Any member may petition the Board of Directors for a change in membership status based on sustained service to the BVA. The Board of Directors will consider each such request on a case by case basis.

Section 4. Resignation. A resignation from membership in the Association shall be submitted to the Board of Directors.

Section 5. Annual Meeting. Annual membership meetings shall be held at such time and place as may from time to time be determined by the Board of Directors.

Section 6. Special Meetings. Special membership meetings may be called at any time and for any purpose, by ten percent or more of the membership or the Association on at least two days notice to each member, if such notice is delivered personally or sent by telecopy, or at least three days notice if sent by mail.

Section 7. Termination of Members. Membership will be automatically suspended upon the failure to pay annual dues (set by the Board of Directors) and is subject to termination by action of the Board of Directors.

## ARTICLE VIII

### GENERAL PROVISIONS

Section 1. Fiscal Year. The fiscal year of the Association shall be the calendar year, or as otherwise determined from time to time by the Board of Directors.

Section 2. Seal. The corporate seal, if any, shall have inscribed thereon the name or the Association, and the year of its inception.

## ARTICLE IX

### AMENDMENTS

The Board of Directors shall the power to make, alter, amend and repeal these Bylaws, and to adopted new bylaws, by affirmative vote of a simple majority of the directors then in office, provided that notice of the proposal to make, alter, amend or repeal these Bylaws, or to adopt new bylaws must be included in the notice of the meeting of the Board of Directors at which such action takes place. The membership of the Association must be notified of any changes in the Bylaws.

### GUIDELINES FOR CHAPTER FORMATION

The BVA Board and Officers encourage members to form BVA Chapters whenever possible. Chapters are a means of maintaining momentum in local or regional areas where significant numbers of BVA members reside. However, the national BVA Board does not see a need, nor does it have the staff, to tightly guide and monitor the activities or operations of various chapters. Therefore, the following general guidelines are provided to assist members who are motivated to form chapters.

**General overview**: Chapters can serve an important purpose in the overall operation of the BVA. They are a means of connecting BVA members at a local level. This contact

helps draw the BVA together into a more cohesive group to nationally carry out its mission of remembering and highlighting the sacrifices made by Marines, Sailors and Soldiers killed or wounded during actions in and around the Beirut Theater of operations.

- Chapters should have at least three to four officers: a president, a vice president, a secretary/treasurer or a separate secretary and treasurer.
- The officers should establish a set of by-laws or chapter guidelines to establish how they will operate. Officers, with input from general membership, should attempt to set basic, achievable goals for the chapter. Chapter officers should attempt to meet as regularly as their time and geographic area of operations allow. Telephonic conferences can count as regular meetings.
- A common goal of all chapters should be to maximize the number of their members who attend the annual remembrance in Jacksonville, NC. each October. This event is the focal point for drawing national recognition to the sacrifices and contributions of fallen brothers.
- Chapters should consider appointing a public affairs chairperson to coordinate dissemination of information about their chapter, its members and/or items of interest from the national BVA. National BVA provides a news release annually to all members to assist in obtaining local media coverage of the annual Remembrance.
- Chapter officers or members can contact members of the national BVA board or officers at anytime to obtain input and ideas on chapter operations.

**Currently Existing Chapters:** The following are formed and/or active chapters at the time of this Bylaw review (June 2007): Midwestern Chapter, Indiana; North Carolina Chapter; Washington D.C., Virginia/Mid Atlantic Chapter; Michigan Chapter; Texas Chapter; Georgia/Southeastern Chapter.