



2025 Edition
Beirut Veterans of America

PREAMBLE
and
BYLAWS

Approved 22 October 2025
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BVA PREAMBLE AND BYLAWS

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BEIRUT VETERANS OF AMERICA
22 October 2025

From: Beirut Veterans of America Board of Directors

To: Distribution List

Subj: BEIRUT VETERANS OF AMERICA BYLAWS

Ref: 2025 Beirut Veterans of America Preamble and Bylaws

Purpose. These Bylaws provide guidance concerning the function and organization of the Beirut Veterans of America. The primary goal of these Bylaws is to ensure that the Beirut Veterans of America is operated in accordance with the Beirut Veterans of America's structure and to follow all local, state, and national laws. All previous editions of Bylaws are hereby cancelled on this date.

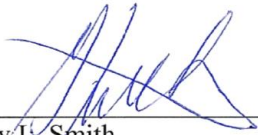
Background. At the 22 October 2025 Annual Membership Meeting, the Bylaws were updated to ensure that the Beirut Veterans of America is following all local, state, and national legal requirements. These Bylaws state the responsibilities incumbent upon all Beirut Veterans of Americas members and state the requirements that will facilitate the mission of the BVA.

Goal. The goal of the Beirut Veterans of America Bylaws is to provide the Beirut Veterans of America leadership effective resources and guidance to ensure that all members, Chapters, and the Beirut Veterans of America are successful and relevant to the membership. These Bylaws set specific guidelines and requirements for all Beirut Veterans of America members to follow.

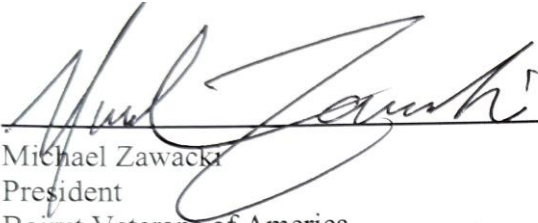
Ratification. These Bylaws include changes that were presented and approved by the BVA members present at the Annual Meeting on 22 October 2025 and will be presented to all members online via the Beirut Veterans of America Membership website as directed by the current Bylaws under Article XI, Amendments.

Effective Date of Bylaws. These Bylaws were effective on 22 October 2025.

Received, Reviewed and Accepted as Approved:



Gary L. Smith
Chairman
Beirut Veterans of America Board of Directors



Michael Zawacki
President
Beirut Veterans of America

Thurnell Chip Shields

Thurnell Chip Shields
Assistant Secretary
Beirut Veterans of America

DISTRIBUTION:

Member365 website, Beirut Veterans of America website, and Members requesting copies by mail

PREAMBLE

The Beirut Veterans of America, Inc. (BVA/organization/corporation/association) was formed by its founders, certain veterans of the expedition of the United States Armed Forces in and around Beirut, Lebanon, in 1982-1985. These founders 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 was intended as a fraternal organization formed for the mutual support and benefit of its members, in memory of those that perished, there and since service there, and in perpetuating the memory of those actions.

Since inception of the Beirut Veterans of America, the Armed Forces of the United States have again participated in actions in and around Beirut, Lebanon; members who served in Beirut in the 1950's, 1970's and the conflict in the 1980's are dying, and it is understood that eventually none will remain to carry on the purposes and missions for which this organization was originally formed.

Therefore, on October 22, 2012, and 2013 at its regularly scheduled annual meeting, the membership of the Beirut Veterans of America empowered and directed the Chairman of the Board of Directors to prepare and form a legally recognized corporation that would live far into the future. This would require the preparation and implementation of new Bylaws. The Chairman of the Board was directed to take those actions deemed appropriate to satisfy the members' directives, to include hiring professionals as deemed necessary to effectuate those ends, signing and filing required paperwork, and protecting the name, logo and slogans of the organization to the greatest extent possible.

The Beirut Veterans of America was originally formed as a not-for-profit corporation in or around The Commonwealth of Virginia in time for the annual remembrance of those that died in the bombing of the Marine Barracks in Beirut, Lebanon on October 23, 1983, and all others who perished in Beirut and during the Operation on the Island of Grenada. That was accomplished in time for the remembrance held October 23, 1993. While all other actions were appropriate, the original corporation paperwork lapsed. A diligent search for the same found none of the original supporting documentation.

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ARTICLE I

NAME and MISSION

Section 100. Name. The name of the organization shall be “Beirut Veterans of America, Inc.” It may be referred to as “organization,” “foundation,” “corporation,” “Association” or “BVA.”

Section 105. Mission Statement. The mission of the Beirut Veterans of America shall be to ensure that the Armed Forces Personnel that served in and around Beirut, Lebanon, and especially those who gave their lives as the ultimate price paid for freedom, be always remembered, and recognized as a group of men and women that distinguished themselves in service to their Nation. The BVA shall ensure that the historical recognition and distinction deserved for their conduct be acknowledged, and that their contributions and those of all Nations that served with them will never be forgotten, and that the First Duty is to Remember.

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ARTICLE II

PURPOSE OF THE BEIRUT VETERANS OF AMERICA

Section 200. Purpose. The purposes of the Beirut Veterans of America (BVA) shall be:

To establish, maintain and represent the membership in perpetuating the memory and history of those who gave their lives in and around Beirut, Lebanon, the families of the fallen, and those who participated in those actions, and educating all others on the same.

To assist and ensure a Ceremony of Remembrance occurs at least once each year on the 23rd Day of October at the “The Other Wall” located near the front gate of Camp Johnson on the Memorial Grounds in Jacksonville, North Carolina.

To assist Beirut Veterans, Family Members and other like-minded persons or entities in establishing Memorials and Monuments representing Beirut Veterans wherever they may be constructed in the United States and presenting Ceremonies of Remembrance for Beirut Veterans wherever they may be held.

To assist persons and entities with archiving, collecting, holding and preserving historical memorabilia such as orders, diaries, records, photographs, videos and any other appropriate medium to memorialize the skill, courage, and devotion of Beirut Veterans, and may include other items of significance, such as those evidencing the political and cultural settings, stage and mindset of veterans, family members, civilians and cultures, both nationally and internationally.

To establish a Beirut Veterans of America endowment to further perpetuate this organization and its purposes far into the future.

To offer support, condolences and remembrances for those members or family members that pass.

To assist Beirut Veterans with financial support if feasible during times of financial crisis, and in obtaining evidence necessary to support the claims of Beirut Veterans before the Department of Veterans’ Affairs.

To take any other action consistent with the furtherance of these Bylaws while maintaining the integrity of the same in conjunction with the laws, regulations and codes of our Nation, separate States, and the IRS.

Section 205. Not for profit. The Beirut Veterans of America is organized exclusively for charitable and educational purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 210. Non-Discrimination. The Beirut Veterans of America:

Shall never take part in any labor or management dispute or issue.

Shall not be sectarian, political, and partisan.

Shall not be based on race, color, creed, nationality, or sex.

Shall not be used as a medium of political ambition or preferment’ and

Shall not use former or present military rank or former or present civilian position as the basis for special consideration and preferment.

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ARTICLE III

ORGANIZATION

Section 300. Organization. The bodies constituted of the organization shall be National Membership Rolls and Chapters.

Section 305. National Organization. A National Organization to be known as the Beirut Veterans of America Inc.

Section 310. Subsidiary Organizations. There shall not be any established Subsidiary Organizations without prior approval of the membership after just notification, or as set forth in Article XVI of current Bylaws.

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ARTICLE IV

MEETINGS

Section 400. Board Meetings. The Board may hold meetings in person, via conference call, via email, or in any other manner it is deemed appropriate.

The Board shall meet no less than once per year at the Annual Meeting of the Association, generally held and unless otherwise specified in writing no less than seven (7) days prior to the date of the meeting to the entire membership, on October 22 in Jacksonville, NC, the first meeting held (by the incorporator) October 21, 2015.

Special Meetings may be called by any Director or officer of the Association for any purpose. Special Meetings, unless otherwise stated to be “in person meetings,” shall be held via any electronic means at any time. Any voting required on motions made shall be accepted via any electronic means (email, text, telephonically, facsimile et cetera).

Any in-person Special Meeting may be called by any Director upon no less than thirty (30) days’ written notice. Written notice must be served by registered U.S. mail, email with delivery confirmation received, facsimile with transmittal confirmation, or verbally. Any such in person Special Meeting so called must be held in either Jacksonville, NC, or in Painesville, Ohio, unless ordered by a super-majority by the Board of Directors.

Section 405. Meetings. The Annual Membership Meeting shall be convened once each calendar year during the Observance of the Beirut Memorial Services unless prevented by national emergency or other unpreventable cause. The time and place of the meeting shall be in accordance with the schedule and location set by the BVA Board of Directors.

Section 410. Parliamentary Authority. The current edition of Roberts’ Rule of Order Newly Revised shall govern in all cases to which they are applicable and in which they are not in conflict with the 2025 PREAMBLE AND BYLAWS and any special rules of order BVA Board of Directors may adopt.

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ARTICLE V

MEMBERSHIP

Section 500. Membership. Membership in the BVA is categorized as regular, associate, affiliate, honorary, and next of kin. Life membership for all categories is authorized.

Section 505. Next of Kin Rights. Next of Kin members were authorized certain seats on the Board of Directors. The reasoning was three-fold: First, in honor of their loss and suffering; Second, in recognition of their significant achievements and accomplishments in furtherance of the BVA official motto, The First Duty is to Remember; and Third, with the understanding that a time would come when no Beirut Veterans existed other than in the memories of those left behind. To remain in perpetuity, changes were and are deemed necessary.

Section 510. Rights of Appeal. The right of appeal under the provisions of the NBL and NAP shall not be denied.

Section 515. Categories of Membership

Regular Membership: Shall be open to all persons desiring to effectuate and carry on the purposes of this corporation, to include all former Regular Members and all former Next of Kin Members. All Former Regular Members, Next of Kin Members and Family Members shall automatically become “Regular” Members under this provision.

Next of Kin: Which shall be open to the families of those that died in or around Beirut, Lebanon, while serving in the Armed Forces of the United States, between July and November of 1958, June and August of 1976, August of 1982 to August of 1985, July and August of 2006, and during other times as established by the Board of Directors, may be afforded free membership and life membership upon request.

Family: Which shall be open to the Spouses (to include widows/widowers, whether remarried or otherwise), Parents, Grandparents, Siblings and lineal descendants of Regular Veteran members.

Affiliate: Which shall be open to persons or entities desiring to assist the corporation achieve its purposes through financial means or otherwise.

Honorary: Which shall only be authorized by the Board of Directors to those persons who have demonstrated extreme support to the BVA, or their past or present conduct so impresses the Board of Directors that it deems such membership be granted.

Life memberships in each category are hereby authorized, and those holding the same prior to these Bylaws shall be recognized as such in this corporation. Life membership shall only be authorized for living persons.

In the event the United States shall order or authorize United States Armed Forces to conduct military operations, including combat, humanitarian, and other kinds of operations, in or around the environs of

Beirut, Lebanon, to include adjacent waters and airspace, at any time in the future, the Board of Directors may add those dates to membership.

For these purposes, as previously stated, next of kin shall be defined as spouses (to include widows/widowers, whether remarried or otherwise), parents, grandparents, siblings, and lineal descendants of those United States Armed Forces personnel that died during the times listed in the preceding paragraphs. “Family” was not previously defined in this manner. At the 10/22/2016 meeting, this was not changed and only briefly addressed.

Section 520. Dues. Membership classes and dues shall be set by the Board of Directors. Lifetime memberships are limited to natural persons. A reserve for lifetime dues may be established by the Board of Directors. If established, each year a portion of these life dues may be released for use in the operation of the BVA. The portion shall be computed according to a formula established by the Board. The membership year is January 1st to December 31st but may be pro-rated.

Section 525 – Terms of Membership. Membership shall be for one calendar year. Policies regarding proration, grace periods, initiation fees, and other membership-related matters shall be set by the Board. Members who fail to renew their membership at expiration and who do not renew for a period of sixty days shall no longer be considered in good standing. Such lapsed memberships may be reinstated upon payment of dues. Members experiencing financial difficulty may retain membership upon request or suggestion to, and approval by, the Membership Committee if established or Membership Chair, or the Board of Directors.

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ARTICLE VI

VOTING

Section 600. Voting. Regular Members in good standing (A member in good standing is defined as a life member, or member whose dues are current), shall be eligible to vote for board members, officers if not in contravention to other directives of these Bylaws, and on matters properly before the membership for vote. Voting rights are limited to living persons. Voting for Board of Directors shall take place by written ballot.

Voting by Proxy: Eligible members may vote by proxy at general membership meetings. The proxy must be executed in writing, signed by the grantor of the proxy and naming the eligible member who is authorized to vote on matters at a specific official meeting of the membership. The proxy shall be recorded by the Secretary and made part of the official minutes of the meeting. Only one proxy vote per contested position may be cast by an eligible member in the election process.

Section 605. Quorum. A majority of the members in good standing shall constitute a quorum at all meetings.

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ARTICLE VII

BOARD OF DIRECTORS

Section 700. Composition of Board of Directors. 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.

Section 705. Qualifications for Office. Only natural persons who are regular members in good standing designated as veteran, next of kin, affiliate, honorary or family shall be entitled to hold an elected office as board members or directors.

Section 710. Board of Directors Elections and Terms. The Board of Directors shall consist of 9 members elected by membership at the Annual Membership Meeting.

The Chairman may set the terms of the Board Members to staggered terms of one (1) to (5) years, attempting to maintain its prior integrity, or for set years as a whole.

A member nominated (or self-nominated) to the Board of Directors must be present to be elected.

All nominees to the board of directors in all elected or appointed officers, must be members in good standing and must be veteran, next of kin, affiliate, honorary or family members for a period of one year.

The Board of Directors shall be open as follows, and the elections shall be held in this order:

Veteran – there shall no less than five (5) seats open to Regular Members.

Next of Kin – There shall be no less than two seats open to next of kin members. The remaining two seats – the remaining two seats may be held by veteran, next of kin, affiliate, honorary or family members.

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Section 715. Vacancies. Any vacancy occurring in the board of directors after individual affirmation may be filled by a simple majority vote of the directors. Any appointed director shall serve until elections at the next regular scheduled meeting, or a special meeting call for the same or any other purpose, or as otherwise set forth herein being utilized in the capacity for a quorum only to conduct business. If all directors vacate their offices, the officers in the corporation shall assume the duties of the board until the next annual meeting, assuming that authority and addition to their duties.

Section 720. Removal & Resignation. Except as otherwise provided by law, at an annual meeting or a special meeting of directors or members called expressly for that purpose, any director may be removed, suspended or given a written reprimand with or without cause, by supermajority vote of the board (being one vote more than a simple majority) or a simple majority of the membership.

Any director may resign at any time by giving written notice to the entire Board of Directors or the Chairman of the Board. Unless otherwise specified in such writing, a resignation shall take effect upon delivery thereof or as stated in said writing. It shall not be necessary for a resignation to be accepted to be effective.

All directors and officers, unless removed from office should consider their honor, duty and integrity in remaining in their seat until properly replaced and are not permitted to hold another position in the organization until after the expiration of their original term that they are resigning from.

Section 725. Board of Directors Meetings. The Board may hold meetings in person, via conference call, via email, or in any other manner it deems appropriate.

The Board shall meet no less than once per year at the Annual Meeting of the Association, generally held and unless otherwise specified in writing no less than seven (7) days prior to the date of the meeting to the entire membership, on October 22 in Jacksonville, NC, the first meeting held (by the incorporator) October 21, 2015.

Special Meetings may be called by any Director or officer of the Association for any purpose. Special Meetings, unless otherwise stated to be “in person meetings,” shall be held via any electronic means at any time. Any voting required on motions made shall be accepted via any electronic means (email, text, telephonically, facsimile et cetera).

Any in-person Special Meeting may be called by any Director upon no less than thirty (30) days’ written notice. Written notice must be served by certified/registered U.S. mail, email with delivery confirmation received, facsimile with transmittal confirmation, or verbally. Any such in person Special Meeting so called must be held in either Jacksonville, NC, or in Painesville, Ohio, unless so ordered by a super-majority by the Board of Directors.

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Section 730. Quorum. A quorum is constituted by a simple majority of the number of Directors seated. For actions taken electronically, a quorum shall consist of a simple majority of the Directors that either confirmed receipt of notice or a delivery receipt confirmation was received. Failure to respond to any question removes that member from the quorum count. For meetings, annual, special or otherwise, a quorum shall be those Directors present, period, unless less than four.

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ARTICLE VIII

OFFICERS

Section 800. Designations

All Officers and Members of the Board of Directors shall be regular members of the Association in good standing.

The officers of the Association shall be appointed by the Board of Directors and shall consist of a President, a Vice President, a Secretary, a Treasurer, a Membership Chair, and a Root Scoop II Editor. The Board of Directors may also choose a Chairman of the Board, other Vice Presidents, Assistant Secretary, Assistant Treasurer and other officers and/or agents as it shall deem necessary or appropriate.

The appointment of any officer of the Association shall not create contract rights for any person, position or such officer. All officers/committee persons/appointees ("officers") of the Association must be members in good standing. 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 the Board of Directors, always in the best interests of the Association.

Officers, or Directors, may hold more than one office, but not multiple positions of Director(s).

Officers and Committee Members are not members of the Board.

Section 805. Term of Office and Removal Process. The present Incorporator or Board of Directors at its annual meeting(s) may appoint those Officers set forth in the preceding Section 800 or other Sections to serve at will. Each officer of the Association shall hold an office until his or her successor is appointed and shall qualify and be indemnified. Any officer or agent elected or appointed by the Board of Directors may be removed at any time by the Board of Directors when, in its judgment, the best interests of the Association will be served thereby.

All terms of office for officers appointed by the Incorporator, which is hereby authorized, shall expire October 23, 2018, upon acceptance by their successor on October 22, 2018, or as otherwise established by the reconstituted Board, or by the membership at an annual meeting, or until relieved of duty by the Incorporator or Board of Directors. All terms of office for officers assuming duties on October 24, 2018, shall be for a one (1) to five (5) year term as will be established or until relieved of duty by the Board of Directors.

Section 810. Compensation. Presently, no Board Member or Officer receives compensation. Any compensation for the same, and/or reimbursement of expenses as set forth herein or as determined by the Board, presently or in the future, is hereby authorized.

Section 815. Officers.

The Chairman of the Board. The Chairman of the Board (if the Board of Directors so deems advisable and selects one) 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 or her from time to time by the Board, or the Incorporator. He or she shall, if present, preside at all meetings of the Board of Directors, and have rights of address at any Annual Meeting or other meeting.

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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 or she shall perform all duties incident to the office of President and shall see that all orders and resolutions of the Board of Directors are carried into effect, acting at all times in the best interests of the Beirut Veterans of America. The President shall preside over all Membership Meetings and shall have the rights of address to any Committee.

The Vice -President. The Vice President(s) shall, in the absence of the President or in the event of his or her 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 and/or the President.

The Secretary. The Secretary or a designee shall attend Annual Meetings and 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. The Secretary or 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/She shall have custody of the seal the Association (if one exists), and he or she, 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 or her 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 or her signature. However, notice of the Annual Meeting is hereby set as October 22 each year in Jacksonville, NC, and notice of the same is hereby waived, disregarded, and so ordered.

The Assistant Secretary. The Assistant Secretary(s), if any, shall, in the absence of the Secretary or in the event of his or her disability, perform his or her 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.

The Treasurer. The Treasurer shall have 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 or she 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 or her transactions as Treasurer and of the financial condition of the Association.

The Assistant Treasurer. The Assistant Treasurer(s), if any, shall, in the absence of the Treasurer or in the event of his/her 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.

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

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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.

Board of Directors Emeritus. The Board of Directors Emeritus is an individual who has completed their term on the BVA Board of Directors but is recognized for their past service and contributions by being granted an honorary advisory role.

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ARTICLE IX

CORRECTIVE ACTION AND DUE PROCESS

Section 900. Complaints: Any members of the Beirut Veterans of America (BVA) may lodge a formal complaint against another member for alleged conduct prejudicial to the best interests of the BVA.

The complaining member will file a written complaint with the BVA Secretary that includes specifics of the conduct alleged.

The Secretary will present a copy of the complaint to the Chairman of the Board of Directors (BOD) and President.

Upon receipt of the complaint the President will appoint an Adjudication Panel (the “Panel”). The Panel will comprise 3 members. The Vice Chairman of the BVA BOD, the BVA Vice President and one BVA member selected by the Chairman of the BOD. The BVA Secretary will act as the Panel Secretary for the purpose of recording any reports and compiling digital evidence.

In the case that the accused is a potential Panel member the BOD Chairman will assign an alternate member. If the Chairman is accused, the Vice Chairman will act in the Chairman’s capacity for the issue and the President will replace the Vice Chairman on the Panel.

The Panel will first consider whether the conduct alleged in the complaint, if true, constitutes conduct prejudicial to the best interests of the organization.

If the Panel determines that the alleged conduct is not prejudicial, it will take no further action and the matter is closed.

If the Panel determines that the alleged conduct, if true, is prejudicial, it will set a date for a hearing not less than three (3) or more than six (6) weeks after such determination. The Panel Secretary will send a copy of the complaint to the accused member by certified/registered U.S. mail, email with delivery confirmation received, or facsimile with transmittal confirmation, together with a notice of the hearing. The notice will advise the accused member that they may appear and present witnesses in his/her defense. The Panel may appoint an independent investigator to gather additional evidence.

Section 905. Due Process: The provisions regarding Disciplinary Procedures contained in the most recent edition of Robert’s Rules of Order, Newly Revised, as such may be modified by the procedures set forth in this Bylaw, shall govern the investigation and hearing of any charges brought pursuant to this Bylaw.

Section 910. Levels of Findings and/or Corrective Action: a ruling and Corrective Action leveled by the Hearing Panel may be any one of the following:

- a. The Board may make a finding of “Corrective Actions”
- b. A Member may be punished by:
 - Written reprimand
 - Suspension for a specified period of time; or
 - Expulsion from the BVA
- c. Corrective Actions more than a reprimand and less than suspension that is reasonable, e.g. letter of apology, restitution, is authorized.

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- d. The BVA Board of Directors may accept a member's resignation from the BVA, without admitting guilt of any wrongdoing, in lieu of a Hearing Panel being impaneled. If a member resigns their membership, they will be prohibited from applying to become a member again for a period of time set forth by the BVA Board of Directors on a case-by-case basis, and only after a Hearing Panel has adjudicated the original complaint as set out in the bylaws.

Section 915. Panel Hearing. The hearing before the Panel shall be closed, with attendance limited to only the Panel members, the complaining member, the accused member, an investigator if so appointed, and any witnesses (but only when such witness is testifying). The Panel may decide that counsel may represent the parties.

At the hearing, first, the complaining member, then the accused member, and then the investigator, if one is appointed, may present evidence, including witness testimony, regarding the conduct in question.

Immediately after the Panel has reached a decision, the Panel Secretary will put the Panel's findings in written form. If either or both the complaining member or the accused member were not present at the hearing, the Secretary will notify the absent member or members of the recommended action that the Panel has taken on the matter.

Section 920. Review by the Board of Directors. Within fourteen (14) days of service by certified/registered U.S. mail, email with delivery confirmation received, or facsimile with transmittal confirmation of a report from the Panel imposing Corrective Action on a member, said member may request that the BOD review the decision of the Panel by providing written notice to the Secretary.

Such review will be conducted at a time and place at the discretion of the BOD and will be based upon the written statements provided by the parties and the transcription of the testimony taken by the Panel; provided, however, that the BOD issues its decision on review within 45 days of receiving a complete hearing file from the Panel.

The BOD may accept, reject or modify, in whole or in part, the Corrective Action imposed by the Panel.

Section 925. Appeal to the Board of Directors. A member may appeal the decision of the BOD by providing written notice to the Secretary within fourteen (14) days of service by certified/registered U.S. mail, email with delivery confirmation received, or facsimile with transmittal confirmation of a report from the BOD imposing or affirming Corrective Action on said member.

Such hearing would be conducted at the next regular meeting of the BOD and would be presided over by the President or his designee. Only members of the BOD and the accused Member may be present at the hearing.

The hearing by the BOD would consist of (1) a review of (a) the written statements of the parties, (b) the investigation report, if any, (c) the transcription of the testimony taken by the Panel, (d) the reports of the Panel and BOD and (2) oral arguments presented on behalf of the BVA and the accused member.

The BOD may accept, reject or modify, in whole or in part, the Corrective Action imposed on a member by majority vote; provided, however, that expulsion from the organization requires a two-thirds (2/3) vote by secret ballot of the members of the BOD present and voting.

If the members vote not to expel, any reprimand or suspension will stand.

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ARTICLE X

INDEMNIFICATION OF CERTAIN PERSONS

Section 1000. Power to Indemnify. The BVA, Chairman of the Board, and/or Board of Directors shall have the power to indemnify any person who was or is a director or officer of the BVA 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 BVA or is or was serving at the request of the BVA 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 reasonably 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 1005. 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/she shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him or her in connection therewith.

Section 1010. 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 or she 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.

All appropriate actions taken by any Board Member, Director, Officer, or Committee person or the Incorporator is hereby indemnified.

Section 1015. Resignation. A resignation from membership in the Association shall be submitted to the Board of Directors.

Section 1020. Annual Meeting. Annual membership meetings shall be held at such time and place as determined by the Board of Directors.

Section 1025. Special Meetings. Special membership meetings may be called at any time and for any purpose, by ten percent (10%) or more of the membership of the Association on a least a thirty (30) day notice to each member. Upon a call for a Special Meeting, it will be posted onto the Member365 website with a full description of the purpose of the Special Called meeting, along with a poll box that allows the members to indicate if they agree with a called Special Meeting for the purpose stated or not. Utilizing the Poll Box will indicate if the 10% of members have been met.

Section 1030. Termination of Members. Membership will be automatically suspended upon the failure to pay annual dues after sixty (60) days (all as set by the Board of Directors) and is subject to termination by action of the Board of Directors.

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ARTICLE XI

CONFLICT OF INTEREST POLICY

Section 1100. Purpose

The purpose of the conflict-of-interest policy is to protect this tax-exempt organization's interests when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 1105. Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,

A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or

A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

3. Reimbursements

A reimbursement of costs incurred, mileage reimbursement (at current IRS rate), or expenses incurred by a member for the benefit of the Organization, including any per diem expenses, all if approved by a majority vote of the Board of Directors, shall not pose a conflict of interest. If the reimbursement of costs incurred, per diem, mileage reimbursement, or expense is to be paid to a Board Member, that Board Member may not vote on approval of the same.

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Section 1110. Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy (from IRS Form 1023 /instructions)

If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it should inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the members' response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

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Section 1115. Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed.

The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings shall be recorded.

Section 1120. Compensation

A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 1125. Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

Has received a copy of the conflicts of interest policy

Has read and understands the policy

Has agreed to comply with the policy

Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 1130. Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

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Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 1135. Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

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ARTICLE XII

NET EARNINGS PROVISION

Section 1200. Net Earnings. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes described in section 501(c)(3). No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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ARTICLE XIII

GENERAL PROVISIONS

Section 1300. 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 1305. Seal. The corporate seal, if any, shall have inscribed thereon the name of the Association, and the year of its inception.

Section 1310. Logo. The corporate logo may be similar to the following (or all three), but with the years removed:



Section 1315. Memorial Purchases. The President, Chairman of the Board, or a Board Member may authorize the purchase of flowers or other appropriate condolence item upon the demise of a Beirut Veteran of America Member, up to \$150.00. Additional amounts may be authorized by a majority of the Board.

Section 1320. Expenses Approval. The President, Chairman of the Board, or a Board Member may authorize function support up to \$250.00 on presentation of estimated or expected expenses by a member of the BVA in good standing for events, commemorations and/or memorials that are deemed in furtherance of these Bylaws and their purposes, and held throughout the year and throughout the Country and honoring Beirut Veterans. Additional funds may be authorized by a majority of the Board of Directors upon request by said member and presentation of appropriate bills, invoices, or other proof of acceptable expenses.

This assistance may only be authorized if the Corporation has a cash balance in excess of Fifteen Thousand Dollars (\$15,000.00).

Section 1325. Financial Assistance. The President, Chairman of the Board, or a Board Member may authorize once per lifetime financial assistance to a member in good standing up to \$500.00 on request when that member has suffered dire financial hardship. This assistance may only be authorized if the Corporation has a cash balance in excess of Twenty Thousand Dollars (\$20,000.00). Should additional funds be requested, or, if a second or subsequent request is made by that member, the same must be approved by a majority of the Board of Directors. The Board of Directors may, on its own or by an appointed Committee formed for that purpose, set forth policies and procedures in furtherance of this Section.

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Section 1330. Financial Support. A majority of the Board of Directors may authorize financial support to a member in good standing who is a veteran that may need a private medical opinion or medical evidence to support his or her claim for benefits before the Department of Veterans' Affairs, if the same is not otherwise obtainable, the member has no other means to pay for the same, and the evidence is deemed necessary to the claim's success by a National, Department or County Service Officer accredited to present claims before the Department of Veterans' Affairs. This assistance may only be authorized if the Corporation has a cash balance in excess of Twenty Thousand Dollars (\$20,000.00).

Section 1335. Financial Audit. The annual report of the Treasurer shall be audited not less than annually by a three-person committee appointed by the Board of Directors or, upon a majority vote of the Board, may be audited by a professional.

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ARTICLE XIV

DISSOLUTION OF CORPORATION

Upon the dissolution of this organization, assets shall be distributed to the American Gold Star Mothers, Inc., provided that at such time, if ever, American Gold Star Mothers, Inc. is a 501(c)(3) organization pursuant to the current or amended IRS laws then in effect, or if that is not feasible, then to a qualified organization for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

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ARTICLE XV

AMENDMENTS

The membership present at the Annual Membership Meeting shall make, alter, amend and repeal these Bylaws, and to adopt new bylaws, by affirmative vote of a majority of those present, 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 Annual Membership Meeting at which such action takes place.

The membership of the BVA must be notified of any changes being proposed in the Bylaws, members may offer amendments to the bylaws, provided such a request is received in writing (email, text, hardcopy, fax, et cetera) timely enough to be placed on the Corporation's webpage at least ten (10) days prior to the Annual Meeting held October 22nd each year (therefore, received on or before October 11th each year). The Membership will vote on each proposed Bylaw Change to either accept, reject, or send back for rewrite. A simple majority vote by the members present dictates which.

A member in good standing may propose an amendment to these bylaws in person at the Annual Meeting. The proposal requires a second. An adequate period of discussion shall be afforded all members in attendance. A member, officer or board member may call for the question on the motion. A majority decides the question.

All Amendments must be submitted in the format on subsequent page. Any Amendments not submitted properly will not be considered and will be sent back for correction.

The BVA Board of Directors and/or Bylaws Committee shall have the authority to identify, correct errors and fix formatting in the BVA Bylaws that are deemed to be clerical in nature where the error is clear to the Board and Committee, and the correction shall make no material change to the intent, form, or function of the Bylaw.



BEIRUT VETERANS OF AMERICA
Board of Directors
Officers
BVA Members

Date

To: Chairman, BVA Board of Directors

From: (Submitters Name, Address, Membership Number)

Subject: Proposed Beirut Veterans of America Preamble and Bylaws

In accordance with the BVA Preamble and Bylaws, Article XV, AMENDMENTS, the following is submitted for consideration by the body assembled at the (year) BVA Annual Membership Meeting.

CURRENT (how the current Bylaws are worded)

Section:

PROPOSED (worded how you would like to see it changed)

Section:

RATIONALE:

Give brief and concise reasoning for requesting the change

Respectfully submitted,

Signature

Typed Name

Position within BVA, if any

Beirut Veterans of America

22 October 2025

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ARTICLE XVI

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, and must follow all IRS rules and regulations in relation to maintaining 501(c)(3) status or other status as directed by national.

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.

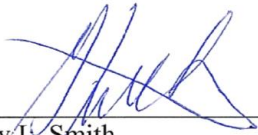
A common goal of all chapters should be to maximize the number of their members who attend the annual remembrance in Jacksonville, NC, each October, or other Remembrances locally. These events are the focal points for drawing local and national recognition to the sacrifices and contributions of fallen 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 annual Remembrances.

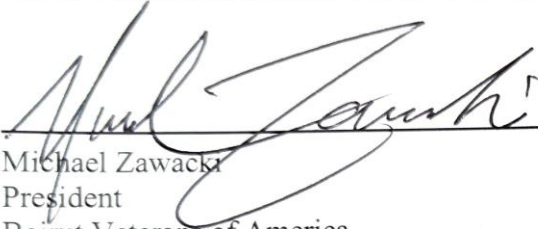
Chapter officers or members can contact members of the national BVA board or officers at any time to obtain input and ideas on chapter operations.

Current 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.

Received, Reviewed and Accepted as Approved:



Gary L. Smith
Chairman
Beirut Veterans of America Board of Directors



Michael Zawacki
President
Beirut Veterans of America

Thurnell Chip Shields

Thurnell Chip Shields
Assistant Secretary
Beirut Veterans of America

DISTRIBUTION:

Member365 website, Beirut Veterans of America website, and Members requesting copies by mail

This edition of the Beirut Veterans of America Preamble and Bylaws supersedes all previous editions listed below:

15 October 2015
21 October 2015
22 October 2016
22 October 2018
22 October 2023
14 August 2025

22 October 2025