

BYLAWS
OF
THE KOREAN WAR EX-POW ASSOCIATION

ARTICLE I. OFFICES

The principal office of the corporation in the State of Iowa shall be located in the City of Manson, County of Calhoun. The corporation may have such other offices, either within or without the State of Iowa, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

The corporation shall have and continuously maintain in the State of Iowa a registered office, and a registered agent whose office is identical with such registered office. The registered office may be, but need not be identical with the principal office in the State of Iowa, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II. MEMBERS

Section 1. Classes of Members. The corporation shall have but one class of members. The qualifications for membership shall be as follows: To be a member the person must have been a prisoner of war during the time of the Korean War from the 25th day of June, 1950, to the 27th day of July, 1953, or a spouse or widow or son or daughter of a prisoner of war during the Korean War; all of such persons meeting the above qualifications shall be entitled to make application for membership to this organization.

Section 2. Election of Members. Membership in the organization shall be approved by the Board of Directors and an affirmative vote of one more than one-half of the directors shall be required before election to membership.

Section 3. Voting Rights. Each member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 4. Termination of Membership. The Board of Directors, by affirmative vote of two-thirds of all of the members of the board, may suspend or expel a member for cause after an appropriate hearing, and, by a majority vote of those present at any regularly constituted meeting, may terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for the period fixed in Article XI of these bylaws.

Section 5. Resignation. Any member may resign by filing a written resignation with the secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

Section 6. Reinstatement. Upon written request signed by a former member and filed with the secretary, the Board of Directors, by the affirmative vote of two-thirds of the members of the board, may reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

Section 7. Transfer of Membership. Membership in this corporation is not transferable or assignable.

ARTICLE III. MEETING OF MEMBERS

Section 1. Annual Meeting. An annual meeting of the members shall be held at a site to be selected by the Board of Directors or a special committee on site selection for the annual meeting to be held on the first weekend in the month of August in each year beginning with the year 1982, on Saturday, at the hour of 11:00 A.M., for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the election of directors shall not be held on the day designated herein for any annual meeting, or at any adjournment therefore, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.

Section 2. Special Meetings. Special meetings of the members may be called by the president, the board of directors, or not less than one-tenth of the members having voting rights.

Section 3. Place of Meeting. The Board of Directors may designate any place, either within or without the State of Iowa, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of Iowa; but if all of the members shall meet at any time and place, either within or without the State of Iowa, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 4. Notice of Meetings. Written or printed notice state the place, day, and hour of any meeting of members shall be delivered either personally or by mail, to each member entitled to vote at such meeting, not less than ten nor more than fifty days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or person calling the meeting. In cases of a special meeting or when required by statute or by these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid.

Section 5. Informal Action by Members. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

Section 6. Quorum. A legal quorum shall consist of a majority of members present at the General Business meeting. If a quorum is not present at any meeting of

members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 7. Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

Section 8. Voting by Mail. Where directors or officers are to be elected by member or any class or classes of members, such election may be conducted by mail in such manner as the Board of Directors shall determine.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the corporation shall be managed by its Board of Directors. Directors need not be residents of Iowa but must be members of the corporation.

Section 2. Number, Tenure and Qualifications. The number of directors shall be fifteen (15). Each director shall hold office for a period of three (3) years until his successor shall have been elected and qualified. The first meeting of the initial Board of Directors shall by lot determine the length of each directors term, so that each year following, five (5) members of the Board of Directors shall be elected by the members at the regular meeting. Directors elected shall have a term of office of three (3) years; consideration shall be given to limiting the terms to two (2) consecutive three (3) year terms maximum.

Section 3. Regular Meetings. A regular annual meeting of the Board of Directors shall be held without other notice than this bylaw, within twenty-four (24) hours, and at the same place as, the annual meeting of members. The Board of Directors may provide by resolution the time and place, either within or without the State of Iowa, for the holding of additional regular meetings of the board without other notice than such resolution.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any five (5) directors. The person or persons authorized to call special meetings of the board may fix any place, either within or without the State, as the place for holding any special meeting of the board called by them.

Section 5. Notice. Notice of any special meeting of the Board of Directors shall be given at least ten (10) days previously thereto by written notice delivered personally or sent by certified mail to each director at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Section 6. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

Section 8. Vacancies. Any vacancy occurring in the Board of Directors shall be filled by the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 9. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at such regular or special meeting of the board; but nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

Section 10. Removal of Board Member. A duly elected director may be removed from office for failure to attend two (2) meetings or for any other substantial reason which is deemed sufficient to justify removal from office by a two-thirds majority vote of all the directors present in person or by proxy at any regular meeting of the Board of Directors of this organization or a special meeting of the Board of Directors called for that purpose.

Section 11. Special Members of the Board of Directors. The President-elect shall appoint one Association member to serve during his tenure as the Association President to the following:

Site Selection Chairman/person.

Nominating Committee Chairman/person.

Memorial Service Chairman/person.

The member serving as chairman/person of said Committees may engage in discussions during the Board Meeting but shall not have a vote on matters that may come before the Board.

Section 12. Board of Directors. A duly elected member of the Board of Directors may in addition to his duties as a member of the Board of Directors of the Korean War EX-POW Association during his elected term also may serve the association

on any committee to which he may be elected or appointed without jeopardizing his absolute right to voice his opinion and shall be entitled to vote on any matter requiring a vote of the Board of Directors that may come before the Board of Directors. Only the elected fifteen (15) members of the Board of Directors shall vote on matters that come before the Board. Appointed officials of the Board of Directors do not have a vote. Any and all bylaws that may be in conflict with this section 12, Article IV – Board of Directors shall be and are hereby rescinded and held for naught from this day forward.

ARTICLE V. OFFICERS

Section 1. Officers. The officers of the corporation shall be a President, Senior Vice President, First Vice President and Second Vice President, the number of additional vice presidents to be determined by the Board of Directors, a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two offices may be held by the same person, except the office of President, the First Vice President and Second Vice President and Secretary.

Section 2. Election and Term of Office. The officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New officers may be created and filled at any meeting of the Board of Directors. Officers shall hold office until his successor shall have been duly elected and shall have qualified.

The Board of Directors in electing officers for the corporation is urged to give consideration to limiting the term of the President to no more than two (2) consecutive years, with a view to encouraging qualified people to prepare themselves for this most

prestigious and important position. However, the election of a President by the board the ensuing year is binding regardless of this two (2) year limitation.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without to the contract rights, if any, of the officer so removed.

Section 4. Vacancies. 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.

Section 5. President. The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the members of the Board of Directors. He may sign, with the Secretary or any other proper officer of corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the corporation; and in general he shall perform all duties incident to the office of the president and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Senior Vice President. The Senior Vice President shall serve as advisor to the President and the Board of Directors. He shall be either an attorney, paralegal, accountant, or someone versed in general business law. Specific duties shall be to prepare, sign and file annual corporate reports with the Secretary of State of the State of Iowa (the state of our incorporation) as required by state law. It shall be his duty to prepare, sign and file all appropriate tax returns with the Internal Revenue Service after receiving the revenue information from the Treasurer, with the view to maintaining our

tax exempt status. He shall serve with and be in charge of an annual audit committee of three (3) members of the Board of Directors to audit the accounts of the Treasurer the day before the meeting and report the results at the Board of Directors meeting. He shall perform such additional duties from time to time may be assigned to him by the President of the Board of Directors. The Senior Vice President may call to the attention of and report to the Board of Directors, President or other officers, any matter that he deems important to the general welfare of this organization.

Section 7. First Vice President. In the absence of the President, or in the event of his inability or refusal to act, the First Vice President shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. During his term of office, the First Vice President shall assist the President in the performance of his duties. So he shall be prepared to assume the Presidency with minimal disruption of the continuing business of the corporation. No one shall be elected to the position of First Vice President that is not willing to serve as President.

Section 7a. Second Vice President. The Second Vice President shall be prepared to assume the duties of the First Vice President in the event that the First Vice President is elevated to the Presidency, resigns, or is otherwise unable to perform his duties.

Section 7b. Additional Vice Presidents. The Board of Directors may elect additional Vice Presidents as needed. Each and every Vice President shall perform such other duties as from time to time may be assigned to them by the President or by the Board of Directors.

Section 8. Treasurer. The Treasurer shall be appointed by the President. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He/she shall have charge and custody of and be responsible

for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VII of these bylaws and in general perform all the duties incident to office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors. The Treasurer shall turn over the bulk of funds in the treasury, check, receipts and all pertinent papers pertaining to the treasury, to the new Treasurer at the annual meeting.

Section 9. Secretary. The Secretary shall be appointed by the President. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws; keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 10. Assistant Treasurers and Assistant Secretaries. If required by the Board of Directors, the assistant treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The assistant treasurers and assistant secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or Secretary or by the President of the Board of Directors.

New Section 11. Founder, Korean War EX-POW Association. The Founder of the Korean War EX-POW Association shall have the right to attend any and all Board Meetings and may engage in discussions during the Board and General Membership meetings.

ARTICLE VI. COMMITTEES

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him by law.

Section 2. Other Committees. Other committees having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution members of each such committee shall be members of the corporation, and the President of the corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

Section 3. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. Chairman. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the member thereof.

Section 5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

ARTICLE VII. CONTRACTS, CHECKS, DEPOSITS AND FUNDS.

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the President or Vice President of the corporation.

Section 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may elect.

Section 4. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the corporation.

ARTICLE VIII. CERTIFICATES OF MEMBERSHIP

Section 1. Certificates of Membership. The Board of Directors may provide for the issuance of certificates evidencing membership in the corporation, which shall be in such form as may be determined by the board. Such certificates shall be signed by the President or by the Secretary or an assistant secretary and shall be sealed with the seal of the corporation. Certificates evidencing membership of any class shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued therefore upon such terms and conditions as the Board of Directors may determine.

Section 2. Issuance of Certificate. When a member has been elected to membership and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued in his name and delivered to him by the Secretary, if the Board of Directors shall have provided for the issuance of certificates of membership under the provisions of Section 1 of Article VIII.

ARTICLE IX. BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Board of Directors, committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE X. FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of July and end on the last day of June in each year.

ARTICLE XI. DUES

Section 1. Annual Dues. The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the corporation by members.

Section 2. Payment of Dues. Dues shall be payable in advance on the first day of July in each fiscal year. Dues of a new member shall be prorated from the first day of the month in which such new member is elected to membership, for the remainder of the fiscal year of the corporation.

Section 3. Default and Termination of Membership. When any member shall be in default in the payment of dues for a period of six (6) months from the beginning of the fiscal year or period of which such dues became payable, his membership may thereupon be terminated by the Board of Directors in the manner provided in Article II of these bylaws.

ARTICLE XII. SEAL AND TRADEMARK

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall inscribed thereon the name of the corporation and the words "Corporate Seal Iowa".

Our corporate name as our trademark shall not be used by any other firm or corporation without prior written consent of the President and Secretary of our corporation. The Board of Directors may charge a fee for the uses of our corporate name. The organization shall secure a Certificate of Registration for our name The Korean War EX-POW Association as a trademark through the United States Patent and Trademark Office as soon as possible.

ARTICLE XIII. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Non-Profit Corporation Act of Iowa, or under the provisions of the articles of incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons

entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV. AMENDMENTS TO BYLAWS

The Board of Directors shall have power to make, amend, and repeal the bylaws of this association by an affirmative vote of two-thirds (2/3rds) of all the directors present at any regular or special meeting of the board.

Effective date of the Korean War EX-POW Association Bylaws', 01 August 1981.

AMENDED: 30 JULY 1993

AMENDED: 28 JULY 2000

AMENDED: 17 SEPTEMBER 2004

AMENDED: 28 JULY 2006

3KNOW ALL MEN BY THESE PRESENTS:

That the Secretary of the Corporation, known as The Korean War EX-POW Association, does hereby certify that the above and foregoing Bylaws were duly adopted

by the original Incorporator and by the fifteen (15) initial members of the Board of Directors of said corporation, as the Bylaws of said corporation on the ____ of August, 1994, and that they do now constitute the Bylaws of said corporation.

ATTEST: _____