

KANSAS VETERANS OF FOREIGN WARS ENDOWMENT ASSOCIATION  
BY-LAWS

ARTICLE I – NAME AND PLACE OF CORPORATION

The name of this corporation shall be the Kansas Veterans of Foreign Wars Endowment Association, and shall have its principal place of business and official mailing address at 115 Gage Boulevard, Topeka, Kansas 66606.

ARTICLE II – PURPOSES

To promote an educational scholarship program under the guidance and auspices of the Department of Kansas, Veterans of Foreign Wars, and to that end to receive and hold property, real or personal, outright or in trust, that may be given, devised, bequeathed in trust, or in any other manner, to said corporation, and invest or distribute any and all money received, and generally to care for, manage, administer, invest, distribute and control all of such property so received to carry out the exclusively charitable purpose by using the property assets, and other funds, for the purpose of giving, creating or availing scholarships to deserving children and grandchildren of Department of Kansas Veterans of Foreign Wars or Auxiliary members with preference to children and grandchildren of deceased Kansas Veterans of Foreign Wars or Auxiliary members. Said scholarships to be used for the purpose of obtaining or assisting in the instruction, training or otherwise improvement and development of the capabilities of individuals chosen for such scholarships herein, or for the instruction of the public or members thereof, on subjects useful to individuals and beneficial to the community.

The donors of any and all property, whether real, personal or mixed, shall relinquish to the discretion of the Board of Directors the complete and total interest in the property and all dispositive powers as to how any and all funds are to be disbursed or otherwise used, however, any donor may request or suggest utilization on their respective donation(s) for due consideration by the Board of Directors; subject, however, at all times that the Board of Directors will adhere to and be guided by the “Exclusively Charitable for Education Purposes” as defined by the United State Internal Revenue Code and Regulations thereto.

That the purposes of the corporation shall be subordinate to the Department of Kansas, Veterans of Foreign Wars of the United States and shall at all times irrevocably remain under the jurisdiction of and be governed according to the **NATIONAL** BY-LAWS and MANUAL OF PROCEDURE, Veterans of Foreign Wars of the United States, as affects subordinate units which are created, organized and operated exclusively for charitable or educational, purposes. In the event any provisions of these Articles of Incorporation conflict with the National Charter and By-Laws of the Veterans of Foreign Wars of the United States, such conflicting provisions shall be null and void if such conflicting provision should abrogate the strictly charitable or educational purpose for which this corporation is organized and operated. If such a conflict does arise and cannot be resolved in favor of this strictly charitable and educational purpose, then this subordinate organization shall be dissolved and all property, whether real, personal or mixed and held under its name shall be disbursed upon dissolution, all in accordance with the **NATIONAL** BY-LAWS and MANUAL OF PROCEDURE, of the Veterans of Foreign Wars of the United States.

ARTICLE III – OFFICERS

The officers of this corporation shall be a President, Vice-President and a Secretary. The Treasurer shall be the Quartermaster of the Department of Kansas, Veterans of Foreign Wars of the United States. The President, Vice-President and Secretary shall be elected annually at the Annual Meeting of the Board of Directors following the Department Convention.

Such other committee chairmen, committees and assistants may be appointed as determined necessary or advisable by the Board of Directors.

#### ARTICLE IV – DUTIES OF OFFICERS

The President, Vice-President, Secretary and Treasurer of this corporation shall perform the usual duties and have the usual powers and authorities conferred upon respective corporate officers, consistent with the Articles of Incorporation of this corporation.

#### ARTICLE V – MEETINGS OF BOARD OF DIRECTORS

In addition to the Annual Meeting, hereinbefore provided, Special Meetings of the Board of Directors may be called upon ten (10) days written/**email** notice by the President or a majority of the board. All normal corporate business may be determined at any regular or special meeting to be called.

Waivers of notice of special meetings shall be permitted and telephone conferences and mail/**email** voting may be permitted on special items of business to minimize food, travel and lodging expenses of the directors of the corporation.

#### ARTICLE VI

Funds and other properties of the corporation are subject to the control and disposition of the Board of Directors to carry out the purposes of the corporation.

All scholarships shall be reviewed at the Annual meeting of the Board of Directors to determine further allocation of scholarship funds and the disbursement and commitment status thereof.

Adopted at Wichita, Kansas by the Incorporators and Board of Directors of the Corporation on the 1<sup>st</sup> day of October, 1972.

These By-Laws approved June 2, 1973, at the 53<sup>rd</sup> Annual VFW Department Convention.

These By-Laws were approved June 8, 1985 at the 65<sup>th</sup> Annual VFW Department Convention. Amendments were approved by the Commander-in-Chief on June 28, 1985.

These By-Laws were approved June 7, 1998 at the 78<sup>th</sup> Annual VFW Department Convention.

These By-Laws were approved June 16, 2018 at the 97<sup>th</sup> Annual VFW Department Convention.

These By-Laws were approved by the Commander-in-Chief on June 29, 2018.

Be it resolved that the following amendments to the Articles of Incorporation of Kansas Veterans of Foreign Wars Endowment Association, as follows:

CERTIFICATE OF  
AMENDED ARTICLES OF INCORPORATION  
OF  
KANSAS VETERANS OF FOREIGN WARS ENDOWMENT ASSOCIATION

We, the undersigned, hereby associate ourselves together as incorporators to form and establish a corporation NOT for profit under the laws of the State of Kansas.

“FIRST: The name of the corporation is: Kansas Veterans of Foreign Wars Endowment Association.”

“SECOND: The location of the principal place of business in this State is:

115 SW Gage Boulevard  
Topeka, (Shawnee County) Kansas 66606

“THIRD: The location of its Registered Office in this State is:

115 SW Gage Boulevard  
Topeka, (Shawnee County) Kansas 66606

“FOURTH: The name and address of its Resident Agent in this State is:

Department of Kansas  
Veterans of Foreign Wars of the United States  
115 SW Gage Boulevard  
Topeka, Kansas 66606  
(P.O. Box 1008, Topeka, KS 66601)

“FIFTH: This corporation is organized NOT for profit and the objects and purposes to be transacted and carried on are:

(a) To promote an educational scholarship program under the guidance and auspices of the Department of Kansas, Veterans of Foreign Wars, and to that end to receive and hold property, real or personal, outright or in trust, that may be given, devised, bequeathed in trust, or in any other many, to said corporation, and invest or distribute any and all money received, and generally to care for, manage, administer, invest, distribute and control all of such property so received to carry out the exclusively charitable purpose by using the property, assets, and other funds, for the purpose of giving, creating or availing scholarships to deserving children and grandchildren of Department of Kansas Veterans of Foreign Wars and its Auxiliary members with preference to children and grandchildren of deceased members of the Kansas Veterans of Foreign Wars and its Auxiliary members. Said scholarships are to be utilized for the purpose of obtaining or assisting in the instruction, training or otherwise improvement, and development of the capabilities of individuals chosen for such scholarships herein, or for the instruction of the public or members thereof, on subjects useful to individual(s) and beneficial to the community.

(b) The donors of any and all property, whether real, personal, or mixed, shall relinquish to the discretion of the Board of Directors the complete and total interest in the property and all dispositive powers as to how any and all funds are to be disbursed or otherwise used, however, any donor may request or suggest utilization on their respective donation(s) for due consideration by the Board of Directors; subject, however, at all times that the Board of Directors will adhere to and be guided by the “Exclusively Charitable for Educational Purposes” as defined by the United States Internal Revenue Code and Regulations thereto.

(c) That the purpose of this corporation shall be subordinate to the Department of Kansas, Veterans of Foreign Wars of the United States and shall at all times irrevocably remain under the jurisdiction of and be governed according to the **NATIONAL BY-LAWS and MANUAL OF PROCEDURE**, Veterans of Foreign Wars of the United States, as affects subordinate units, which are created, organized and operated exclusively for charitable or education purposes. In the event any provisions of these Articles of Incorporation conflict with the National Charter and By-Laws of the Veterans of Foreign Wars of the United States, such conflicting provision shall be null and void if such conflicting provision should abrogate the strictly charitable or educational purpose for which this corporation is organized and operated. If such a conflict does arise and cannot be resolved in favor of this strictly charitable and educational purpose, then this subordinate organization shall be dissolved and all property whether real, or personal or mixed, and held under its name shall be disbursed upon dissolution, all in accordance with the **NATIONAL BY-LAWS and MANUAL OF PROCEDURE**, of the Veterans of Foreign Wars of the United States.

(d) The foregoing enumeration of specific powers shall not be deemed to limit or restrict in any manner the general powers of the corporation and the enjoyment and exercise thereof as conferred by the laws of the State of Kansas upon non-profit corporations organized under the provisions of the Statutes of the State of Kansas. The enumeration of the objects and purposes of this corporation shall be **construed as**

“SIXTH: The corporation shall not have authority to issue capital stock.”

“SEVENTH: The private property of the members of this corporation shall not be subject to the payment of the corporate debts to any extent whatsoever.”

“EIGHTH: The term for which this corporation is to exist is perpetual.”

“NINTH: The conditions and requirements for membership shall be fixed by the By-Laws of the Corporation and the **National By-Laws and Manual of Procedure**, Veterans of Foreign Wars of the United States and its Auxiliary.

“TENTH: The control, direction and management of the affairs and finances of the corporation shall be governed by a Board of Directors:

(a) The number of the Board of Directors of the corporation shall be fixed at thirteen (13) to include the Department Commander, Sr. Vice Commander, Jr. Vice Commander and ten (10) directors elected by the delegates at the annual Conventions. The term of the elected directors shall be five years, with two directors elected annually; one by the Veterans of Foreign Wars and one by the Auxiliary. Beginning in 1999, the Auxiliary shall elect one five year director each year until five Auxiliary members have been elected. If any present director's term is not complete either by resignation or death, then the Auxiliary shall fill such unexpired term at its next annual Convention until the Auxiliary shall have five directors (i.e. one 5 year; one 4 year; one 3 year; one 2 year, and one 1 year). **At the time when the one 1 year director has completed their term in office, their will be a two-year stand down period. When the stand down period has been completed they have the opportunity if desired to go through the chairs again. If a VFW or Auxiliary member is elected as an interim director for two years or less, that director is eligible for re-election to a five year term. At the end of the five year term, they must stand down for at least two years before they can be re-elected.** No two directors shall be husband and wife. The majority of seven shall constitute a quorum for the transaction of business.

(b) The Department Quartermaster shall be a non voting, ex officio, member of the board of directors and shall maintain under his control all corporate funds in the same manner as prescribed by the **National By-Laws and Manual of Procedure** of the Veterans of Foreign Wars of the United States.

(c) In addition to the powers and authorities, hereinbefore specified, and by statutes expressly conferred upon them, the directors are hereby empowered to exercise all such powers and to do all such things as may be exercised or done by the corporation; subject nevertheless to the provisions of the statutes of the State of Kansas; these Articles of Incorporation; and the By-Laws of this Corporation; provided, however, that no by-laws so made shall invalidate any prior act of the directors which would have been valid if a said by-law had not been made.

(d) Scholarships must be fully funded in advance of the granting or publishing of a scholarship award. Funding shall not be accepted from the Department of Kansas, Veterans of Foreign Wars of the United States by assessment or otherwise, but may be received from any source including post community service contributions.

“ELEVENTH: These Articles of Incorporation and the By-Laws of this corporation may be amended only by the Annual Convention of the Department of Kansas, Veterans of Foreign Wars of the United States, provided prior notification is made to the membership of the Department of Kansas in context at least thirty days prior to the date of such Convention.”

“TWELFTH: The names and place of resident of each **current members** of the Council of Administration, Department of Kansas, Veterans of Foreign Wars, are as follows:

- COMMANDER - MICHAEL B. HOLLAND**  
919 N 11TH ST, ARKANSAS CITY 67005
- SR VICE COMMANDER - PATRICK BRIGGS**  
1018 S GRAND AVE, LYONS 67554
- JR VICE COMMANDER - LEE HURSEY**  
622 N YOUNG ST, WICHITA 67212
- ADJUTANT QUARTERMASTER - HERB SCHWARTZKOPF**  
PO BOX 1008, TOPEKA 66601
- JUDGE ADVOCATE - BOB COX**  
1504 MANCHESTER ST, MCPHERSON 67460
- SURGEON - DAVID EBERSOLE**  
PO BOX 276, LINCOLNVILLE 66858
- CHAPLAIN - JIM JENKINS**  
647 N NETTLETON AVE, BONNER SPRINGS 66012
- CHIEF OF STAFF - MARLA URBAN**  
4211 W 9TH ST N, WICHITA 67212
- INSPECTOR - KENNETH ALLRED**  
1452 MELROSE LN, WICHITA 67212
- PAST DEPARTMENT COMMANDER - GERALD MARVIN**  
PO BOX 37, LACROSSE 67548

**DISTRICT COMMANDERS**

- 1ST - LARRY ALBRIGHT**  
340 SE STANTON RD, TECUMSEH 66542
- 2ND - DAVID CUBA**  
8680 LYNNE RD, DE SOTO 66018
- 3RD - HENRY GATEWOOD JR**  
3130 GRAND AVE, PARSONS 67357
- 4TH - TODD HOKANSON**  
202 SUMMIT DR, ABILENE 67410
- 5TH - TERRY FLETCHER**  
501 E PECAN LN, DERBY 67037
- 6TH - RICHARD WAHLMEIER**  
PO BOX 31, ELLIS 67637

**7TH - JIM LANGLEY**  
**PO BOX 5, ROLLA 67954**

IN TESTIMONY WHEREOF, we have hereunto subscribed our names this 15<sup>th</sup> day of June, 2018.

“BE IT FURTHER RESOLVED, that the foregoing resolutions shall not become effective until approved by the Annual Convention of the Department of Kansas, Veterans of Foreign Wars of the United States and by the Commander-in-Chief, Veterans of Foreign Wars of the United States.

Submitted by:

Patrick M. Briggs, Department Sr. Vice Commander

These Articles of Incorporation were approved by the Commander-in-Chief on June 29, 2018.