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entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, shall not precede the date upon which the resolution fixing the record date is adopted by the Board. Additionally, the Board amended the By-Laws to remove a requirement that the record date for an annual meeting of the stockholders shall be fixed at forty-five days prior to the date of the annual meeting of the stockholders, which was an exception to the general provision that record dates for meetings of stockholders be fixed as of a date not more than sixty days nor less than ten days before the date of such meeting of stockholders.

Pursuant to the amendment, the following paragraph substituted and replaced in its entirety, Section 5, Article VI of the By-Laws:

"Section 5. In order that the corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or to express consent to corporate action in writing without a meeting, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the board of directors may fix, in advance, a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the board of directors, and which record date shall not be more than sixty nor less than ten days before the date of such meeting, nor more than sixty days prior to any other action. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the board of directors may fix a new record date for the adjourned meeting."

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit  
Number  
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3.1 By-Laws of VSE Corporation (amended as of January 15, 2009)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

VSE CORPORATION  
(Registrant)

Date: January 21, 2009

/s/ C. S. Weber

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C. S. Weber  
Executive Vice President  
and Secretary