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payment of (i) a fixed sum for attendance at each meeting of the board of directors and (ii) a stated salary as a director.

After the above-discussed amendment to the By-Laws, Article III, Sections 1 and Section 13 of the By-Laws read, respectively, as follows:

Section 1. The number of directors which shall constitute the whole board shall be a minimum of six directors and a maximum of ten directors. Within the limits above specified, the number of directors shall be determined by resolution of the board of directors or by the stockholders at the annual meeting. The directors shall be elected at the annual meeting of the stockholders, except as provided in Section 2 of this Article, and each director elected shall hold office until his successor is elected and qualified. Directors need not be stockholders.

Section 13. Unless otherwise restricted by the certificate of incorporation or these by-laws, the board of directors shall have the authority to fix the compensation of directors. The directors may be paid their expenses, if any, of attendance at each meeting of the board of directors and shall receive such compensation for their services as directors as shall be determined by the board of directors. No such payment shall preclude any director from serving the corporation in any other capacity and receiving compensation therefore. Members of special or standing committees may be allowed like compensation for attending committee meetings.

Prior to the above-discussed amendments to the By-Laws, Article III, Sections 1 and 3 of the By-Laws read, respectively, as follows:

Section 1. The number of directors which shall constitute the whole board shall be a minimum of six directors and a maximum of ten directors. Within the limits above specified, the number of directors shall be determined by resolution of the board of directors or by the stockholders at the annual meeting. The directors shall be elected at the annual meeting of the stockholders, except as provided in Section 2 of this Article, and each director elected shall hold office until his successor is elected and qualified; however, no person who is not serving as a director of the corporation as of January 1, 1993, who has attained 65 years of age or more, shall be nominated, elected or qualified to serve as a director of the corporation. Directors need not be stockholders.

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Section 13. Unless otherwise restricted by the certificate of incorporation or these by-laws, the board of directors shall have the authority to fix the compensation of directors. The directors may be paid their expenses, if any, of attendance at each meeting of the board of directors and may be paid a fixed sum for attendance at each meeting of the board of directors or a stated salary as director. No such payment shall preclude any director from serving the corporation in any other capacity and receiving compensation therefore. Members of special or standing committees may be allowed like compensation for attending committee meetings.

A copy of VSE's Amended and Restated By-Laws reflecting the foregoing amendments is filed as Exhibit 3.1 to this Form 8-K.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits

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Exhibit  
Number  
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3.1 Amended and Restated By-Laws of VSE Corporation, as of  
November 1, 2005

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: November 3, 2005

/s/ D. M. Ervine

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Donald M. Ervine  
Chairman of the Board and CEO  
President and COO