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otherwise have any authority to enter into any contract or agreement in VSE's name and behalf or otherwise to obligate VSE to a third party.

Pursuant to the amendment, the following was added as the second paragraph to Section 11, Article V of the By-Laws:

"In addition to the chief executive's above-referenced powers and authorities, the chief executive officer shall have the power and authority to select and appoint, without the board of directors' prior approval, employees of the corporation as officers of a group, division or unit of the corporation, with such powers and duties as determined, from time to time, by the chief executive officer, provided, however that no such appointed officer of a group, division or unit shall be an officer of the corporation or otherwise have any authority to enter into any contract or agreement in the corporation's name and behalf or otherwise to obligate the corporation to a third party unless the board of directors has appointed the employee as an officer of the corporation."

A copy of VSE's By-Laws (amended as of December 17, 2008) reflecting the foregoing amendment is filed as Exhibit 3.1 to this Form 8-K.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits

Exhibit  
Number

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3.1 By-Laws of VSE Corporation (amended as of  
December 17, 2008)

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: December 23, 2008

/s/ C. S. Weber

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C. S. Weber  
Executive Vice President  
and Secretary