

**BY-LAWS OF THE  
101ST AIRBORNE DIVISION ASSOCIATION**

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101<sup>ST</sup> AIRBORNE DIVISION ASSOCIATION**

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**BY-LAWS OF THE  
101<sup>ST</sup> Airborne Division Association**

**ARTICLE I**

**Section I - MEMBERSHIP**

**A. ASSOCIATION MEMBER**

1. There shall be two (2) classes of individual members within the Association: Regular Member and Associate Member. The term Association Member is intended to comprise the two (2) classes of individual membership.
2. Regular and Associate Member applicants must submit an application for membership in the Association with required documentation listed on the application form with appropriate membership dues.
3. To maintain the status of a current member in good standing in the Association the member must continue to pay annual membership dues, or have paid the appropriate dues to become a Life Member of the Association

**B. REGULAR MEMBER**

1. Regular members are those individuals who are or were assigned or attached, to the 101<sup>st</sup> Airborne Division by competent U.S. Army military orders and have served honorably.
2. Regular member includes their spouse, widows, immediate ancestral family members and lineal decedents.
3. Also included are veterans of the United States Military, Allied veterans; and Reserve or National Guard units that have been assigned or attached for Operational Control (OPCON) to the 101<sup>st</sup> Airborne Division.
4. The applicant must be able to provide copies of sufficient documentation (DD 214, Unit orders, awards, etc.) to verify their status as a Division veteran, US military veteran; or, their relationship to a Division veteran; and, that the veteran was assigned to and served in the Division.

**C. ASSOCIATE MEMBER**

1. Associate members are those who do not qualify for regular membership as in paragraphs B, 1-3 above, but wish to further the Association aims and

tradition. They may enjoy all benefits of the Association except the privileges of voting and holding National office. The offices of Director, Treasurer, and Parliamentarian may be exempt from this rule as necessary, to fill the requirements of these offices.

2. The 101<sup>st</sup> Airborne Division Association reserves the right to defer applications for Associate membership whenever necessary to remain in compliance as a 501(c) 19 organization and/or for IRS 170 requirements.

## **Section 2 - HONORARIUM**

- A. The Board of Governors may, by majority vote, appoint an Honorarium to any person whose life and activities have fostered the airborne ideals. Any member of the Association may propose a candidate for an honorarium by a written request to the Nominating Committee for a recommendation to the Board of Governors, outlining detailed qualifications of the candidate.
- B. Any honorarium may be withdrawn by a majority vote of the Board of Governors.

## **Section 3 - ASSOCIATION DONOR**

- A. There shall be three (3) classes of contributing donors within the Association: Sponsor, Supporter, and Patron. The term Association Donor is intended to comprise all three (3) classes of donors.
- B. Any business that contributes to the Association shall be considered a Sponsor.
- C. Any foundation or group of individuals that contribute to the Association shall be considered a Supporter.
- D. Any individual who contributes to the Association shall be considered a Patron.
- E. A group of Association Members may also qualify to be an Association Donor. This additional designation does not deprive an Association Member of his/her rights as a member.
- F. A contribution may be financial, tangible assets or real property and/or time.

## ARTICLE II

### Section 1-UNITS-ORGANIZATION OF THE BOARD OF GOVERNORS

**15 GOVERNORS (\*2) Governors are one Senior & one Junior governor**

**Command-1\***

HHQ Battalion, 101<sup>st</sup> Airborne Division

**1<sup>st</sup> Brigade (BCT) & HHC-2\***

11327<sup>th</sup> Infantry Battalion  
21327<sup>th</sup> Infantry Battalion  
11506<sup>th</sup> Infantry Battalion  
1/32 Cavalry Squadron  
326<sup>th</sup> Brigade Engineer Battalion  
426<sup>th</sup> Brigade Support Battalion  
11320<sup>th</sup> Field Artillery Regiment

**2<sup>nd</sup> Brigade (BCT) & HHC-2\***

11502<sup>nd</sup> Infantry Battalion  
21502<sup>nd</sup> Infantry Battalion  
1126<sup>th</sup> Infantry Battalion  
1175<sup>th</sup> Cavalry Squadron  
39<sup>th</sup> Brigade Engineer Battalion  
526<sup>th</sup> Brigade Support Battalion  
2132<sup>nd</sup> Field Artillery Regiment

**All Aviation Units -2\***

**All Aviation Units past and present.**

**Legacy Units\*\* -2\***

**\*\*Units previously assigned to the Division and represented by current membership such as:**

501<sup>st</sup> Infantry Regiment  
401<sup>st</sup> Infantry Regiment  
501<sup>st</sup> Signal Battalion  
801<sup>st</sup> Maintenance Battalion  
181<sup>st</sup> Military Intelligence Detachment  
265<sup>th</sup> Radio Research Company (1<sup>st</sup> Special Troops Bn)

**3<sup>rd</sup> Brigade (BCT) & HHC - 2\***

11187<sup>th</sup> Infantry Battalion  
31187<sup>th</sup> Infantry Battalion  
21506<sup>th</sup> Infantry Battalion  
1;33<sup>rd</sup> Cavalry Squadron  
21<sup>st</sup> Brigade Engineer Battalion  
626<sup>th</sup> Brigade Support Battalion  
31320<sup>th</sup> Field Artillery Regiment

**101<sup>st</sup> Sustainment Brigade/DISCOM-2**

101<sup>st</sup> Special Troops Battalion  
129<sup>th</sup> Combat Sustainment Support Battalion  
Note-Includes all past DISCOM units such as:  
426<sup>th</sup> S&T Battalion  
326<sup>th</sup> Medical Battalion

**101<sup>st</sup> DIVARTY -2\***

All Artillery Units Past and Present  
Note: Current units may caucus here or w/BCT.

**Note:** List is intentionally incomplete.

**\*\*Other Legacy unit members may caucus here as Legacy units or with the Brigade, Aviation, or DIVARTY unit where the member served.**

**Note:** This configuration of the Board of Governors will be updated as required to meet the current Division Order of Battle.

## **Section 2-ELECTION OF GOVERNORS**

- A. Unit Junior and Alternate Governors shall be elected annually by a majority of votes received from the unit member's electronic votes or those votes cast at the annual unit meetings.
- B. Senior Governors and Junior Governors shall serve a term of two (2) years with terms expiring on alternate years; Junior Governors will assume the Senior Governor position for the second year of their term. Governors may run for successive terms.
- C. Should a Unit Governor vacancy occur on the Board of Governors, such vacancy shall be filled by an alternate governor, or by a presidential appointee. Alternate Governors and presidential appointee unit governors will remain in position until the next scheduled unit election.

## **Section 3 - CHAIRMAN OF THE BOARD**

- A. The Chairman of the Board shall be qualified and elected as stated in Article IV, Sections 2 of the Constitution.
- B. The Chairman of the Board shall preside and conduct the business of the Association regular business meetings.
- C. The Chairman of the Board shall ensure that no matter is brought before the Board of Governors that is in conflict with the Constitution and By-Laws.
- D. The Chairman may enter into discussion on any matter brought before the Board of Governors.

## **Section 4 - VOTING ELIGIBILITY**

- A. Only Governors of record and present at the Board meeting shall have the right to vote on questions brought before the sitting Board.
- B. The Chairman shall vote only to break a tie and under no circumstances, shall vote to make a tie.

## **Section 5 - QUORUM**

- A. A majority of the membership of the Board of Governors present shall constitute a voting quorum for the transaction of business at any meeting of the Board.

## ARTICLE III

### Section I - OFFICERS.

- A. The Nominating Committee, in conjunction with the Executive Director, will publish notice of upcoming elections to the membership by placing information in the Winter and Spring issues of *The Screaming Eagle* magazine preceding the election. The notice will advise of the upcoming elections, review the qualifications for office, and invite qualified candidates to apply.
- B. Candidates for President or Vice President shall have spent a minimum of two years on the Board of Governors. Any qualified candidate vying for the office of the President or vice President shall file a notice of intent with the Executive Director not later than one hundred and twenty (120) days prior to the annual reunion. It is the responsibility of the Executive Director to provide members of the Nominating Committee with the appropriate information from each candidate for the purpose of qualifying the candidates. The Nominating Committee shall make this determination in their recommendation for position and make their decision known to the candidates.
- C. The Nominating Committee shall coordinate with the Executive Director to publish the appropriate information of qualified presidential and vice-presidential candidates in *The Screaming Eagle* publication and the Association website prior to the annual reunion.
- D. No officer of this Association, including Chapter officers, shall be remunerated for serving with the exception of the National Association Executive Director.
- E. Elected officials may only be removed before their term limit by the same electoral process that placed the individual there, i.e., the President may be removed by a special members' election called by a majority vote of the Board of Governors. Appointed individuals may be removed by the appointing authority, i.e., committee chairpersons and members may be removed by the President at any time, such removal shall be without prejudice to the rights of the officer or appointee so removed.

## ARTICLE IV

### Section 1 -ELECTION OF OFFICERS

- A. The President and Vice-President shall be elected by a plurality of

favorable votes recorded at the unit meeting by the senior unit governor and subsequently reported at the next Board of Governors meeting.

- B. The Executive Director and a Treasurer shall be appointed by majority vote of the Board of Governors, for a two (2) year term. Subsequent reappointments shall be at the discretion of the Board of Governors. In the case of an emergency, the President is empowered to appoint an interim Executive Director and a Treasurer who shall serve until a meeting of the Board of Governors can resolve the matter.
- C. The Chairman of the Board shall be elected as stated in Article IV, Section 2 of the Constitution.

### **Section 2 -TERMS OF OFFICE**

- A. The Chairman of the Board shall serve for one (2) year term and may be reelected.
- B. The Association President shall serve a two-year term and may be reelected.
- C. The Association Vice-President shall serve a two-year term and may be reelected.
- D. The Executive Director and the Association Treasurer shall be appointed for a term of two (2) years with (4) additional years optional and may be reappointed.

### **Section 3 -SUCCESSION OF OFFICERS.**

- A. In the event, the President cannot fulfill his/her term the Vice President shall assume the position of President.
- B. The created vacancy of the Vice-President shall then be filled by electronic vote of all sitting governors after a nomination vote with 2 governors receiving the most nominating votes continuing to the final vote. The nominee with the most final votes will then become Vice-President.
- C. Should both the President and Vice-President become unable to fulfill their positions simultaneously, the procedure outlined in filling a Vice-Presidential vacancy will be followed with the results of the final vote determining who will become President and Vice-President by the number of final votes received.



- D. The qualification required to fill a position as described above will be a sitting governor that has actively completed at least one full term as a governor.

#### **Section 4 - POWERS**

The Association officers shall have such powers and shall perform such duties as may be specified by the Constitution, By-Laws and in resolutions or other directives of the Board of Governors.

#### **Section 5- VOTING BY MEMBERSHIP**

- A. The following matters shall require a vote by the membership:
1. Election of the President and the Vice-President.
  2. Approval of reunion sites.
  3. Any matter brought before the Board of Governors may be referred to the membership based on a majority vote of the Board of Governors. Governors wishing to refer an issue to the membership must do so before the Board of Governors has acted on the matter.
  4. Proposed amendments to the Constitution.
  5. Annual election of unit Junior and Alternate Governors
- B. Member voting shall be by unit during the regularly scheduled unit meetings or in accordance with the Electronic Voting Standard Operating Procedure (SOP) when conditions are such that members are unable to meet.
- C. A member may NOT caucus with more than one unit. When a member has served with more than one unit in the Division, it is the member's discretion as to what unit they choose to caucus.
- D. Each member in good standing shall have only one vote for each office unless they have a written proxy from a member in good standing when attending the regularly scheduled unit meetings. When members vote using the electronic ballot, no proxy votes are allowed. Under no circumstances will a member vote both electronically and in person at the regularly scheduled unit meeting in the same election.
- E. The proxy assignment for regularly scheduled unit meetings must be in a written and signed in the format as follows: The member's name, address, telephone number, and email, who the proxy is assigned to and what it authorizes the assignee to do.
- F. Each present and voting member at a unit meeting can present only one proxy vote for each office or matter on the ballot.

## ARTICLE V

### **Section 1 - DUTIES OF THE PRESIDENT**

- A. The President shall have the general and active management of the affairs of the Association, including the direction of all other officers, agents, and employees of the Association shall see that the Constitution and By-Laws and all resolutions and directives of the Board of Governors are adhered to by the Chapters and membership of the Association.
- B. Shall chair all meetings of the Board of Governors in the absence of the Chairman of the Board.
- C. Shall appoint the Chairpersons and members of regular and special committees of the Association not otherwise specified in the Constitution and By-Laws.
- D. Shall be a member of all committees but shall have no vote.
- E. Shall have the power to act in an emergency without permission of the Board of Governors.
- F. Shall make a report of the emergency and his decisions, in writing, to all members of the Board of Governors within one (1) week after the fact.
- G. Shall cause an investigation by a competent authority of any allegation of any criminal act against the Association and is bound to prosecute, if warranted by the findings.
- H. The President shall have such powers and shall exercise such duties as may be prescribed by the Constitution and By-Laws; and, by the resolutions and rules adopted by the Board of Governors.

### **Section 2 - DUTIES OF THE VICE-PRESIDENT**

- A. The Vice-President shall exercise the powers and perform functions that are assigned to him by the President.
- B. Shall have the powers and shall exercise the duties of the President whenever the President, by reason of his temporary unavailability due to illness, disability, or absence, is unable to act and at other times when specifically directed by the President.
- C. Shall chair the Hearing Committee, unless withdrawn due to conflict of interest. A replacement will be appointed by the President if the Vice-President recuses himself.

D. Shall be an ex-officio member of all committees but shall have no vote.

**Section 3 - DUTIES OF THE EXECUTIVE DIRECTOR.**

- A. The Executive Director shall be responsible for the operation of the Association office and day-to-day functions attendant to providing services to the Association members and executing the responsibilities of the office.
- B. Shall be the custodian of and shall maintain the Association books and records and shall be the recorder of the Association's formal actions and transactions, and further he shall be the custodian of its property.
- C. Shall execute, under the guidance of the Finance Committee and Legal Advisor, all contracts, agreements, and other papers necessary to the proper management of the Association approved by the Board of Governors unless that responsibility is otherwise clearly assigned in the By-laws or specifically delegated by the Board of Governors.
- D. Shall make and execute necessary applications for the routine provision of community services to Association Headquarters, including, but not limited to telephone, fax, electrical, gas, water, sanitation, technical support and email.
- E. Shall record or see to the recording of the minutes and transactions of all meeting of the Executive Committee and the Board of Governors.
- F. Shall maintain a separate Minutes Book at the principal office of the Association, or at such other place as the Board of Governors or the President may order, of all such meetings in the formal manner required by these By-Laws.
- G. Shall cause all actions of the Board of Governors that require compliance or action to be recorded in a digital Book of Standing Rules. All entries shall be indexed by subject matter. The Governor or Committee Chairman making the motion and the date shall also be entered. The Book of Standing Rules shall be made available at all Board of Governors meetings. The Book of Standing Rules may be published on the member's only part of the Association website when so ordered by the President or the Board of Governors.
- H. Shall post the original or a certified copy of the Constitution and By-laws of the Association as last amended on the Association website.
- I. Shall keep the Corporate Seal and affix it to all papers and documents requiring a seal and to attest to such papers and documents by his signature.
- J. Shall attend to the giving and serving of all notices of the Association required by the Constitution and By-laws.
- K. Shall attend to such correspondence and make such reports as may be

- assigned to him by the President or the Board of Governors.
- L. Shall maintain a current list of each Association Chapter's membership and shall report to the Board of Governors any Chapter which fails to submit a list of its membership in accordance with Article X, Section 1; and, Paragraphs L & M of these by-laws.
  - M. Shall maintain a current list of the members of the Board of Governors, including their home address, telephone number and e-mail address.
  - N. May employ necessary assistants, subject to review by the Finance Committee, budget limitations, and personnel policies adopted by the Board of Governors.
  - O. Shall be responsible for the editing, publishing, and distribution of *The Screaming Eagle* publication.
  - P. Under no circumstances is the Executive Director authorized to use any property or other assets of the Association for his personal use.
  - Q. The Executive Director, in conjunction with the unit Senior Governors, will publish notice of the upcoming Junior Governor and Alternate Governor elections to the membership by placing information in the winter and spring issues of the *Screaming Eagle Magazine*, and the e-newsletter preceding the annual election for Junior and Alternate Governors. The notice will advise of the upcoming elections, review the qualifications for governor and invite qualified candidates to apply to their unit Senior Governor.
  - R. The Executive Director, in conjunction with the unit Senior Governors, will publish the slate of qualified candidates for unit Junior and Alternate Governors in the *Screaming Eagle Magazine*, the Association website, and the e-newsletter 120 days prior to the annual reunion.

#### **Section 4 - DUTIES OF THE TREASURER.**

- A. The Treasurer of the Association shall be the chief fiscal officer of the Association and the custodian of its funds and securities
- B. Shall keep and maintain, open to inspection by the President and Chairman of the Finance Committee, at all reasonable times, adequate and correct accounts of the financial transactions of the Association, which include all matters required by law and shall be in the form as required by law.
- C. Shall have the care and custody of the funds and valuables of the Association and deposit the same in the name and to the credit of the Association with such depositories as the Board of Governors may designate.

- D. Shall be responsible for timely preparation of the annual Association budget for Finance Committee review, and subsequent Board of Governor approval at the annual reunion.
- E. Shall see to the proper drafting of all checks, drafts, and orders for payment of the money required in the business of the Association and sign such instruments where not provided otherwise by adopted policies or procedures of the Board of Governors.
- F. Shall disburse the funds of the Association for proper expenses as approved by the Board of Governors.
- G. Shall render to the President, the Chairman of the Board of Governors and the Finance Committee, whenever they may require, an accounting of all his transactions as Treasurer, and a Financial Statement in a form satisfactory to the Finance Committee, showing the financial condition of the Association.
- H. Shall submit his records for compilation to a Certified Public Accountant, approved by the Finance Committee, in sufficient time to ensure its being in the hands of each Governor at least two (2) weeks prior to the first meeting of the Board of Governors during the Annual Reunion.
- I. Will be bonded by the Association by a surety approved for acceptance of Bonds of the Treasurer of the United States in an amount to be determined from time to time by the Board of Governors
- J. Under no circumstance is the Treasurer authorized to use monies or other assets of the 101st Airborne Division Association for his personal use. To do so shall be cause for, and result in, dismissal, prosecution, or both.
- K. The Association Treasurer shall serve as an ex-officio member of the Finance Committee who shall be authorized to participate in meetings but shall not be authorized to vote.
- L. Shall cause the Annual Internal Revenue Service tax form(s) and the Annual Financial Statement (Audit/Compilation) (see G. above) reports to be prepared and filed and shall file the Association bi-annual Audit Financial Statement with the Post Commander.

#### **Section 5- DUTIES OF THE UNIT GOVERNORS**

- A. Selection as a Unit Governor is a year-round duty requiring awareness of ongoing Association activities, to include participation in any special meetings requiring action by the Board of Governors.

- B. Unit Governors shall attend the two annual business meetings of the Board (Mid- winter and Annual Reunion). If not able to participate in a Board meeting, the affected Unit Governor shall coordinate with a Unit Alternate Governor to take his place, and advise the Executive Director of the substitution, to include coordinating for the Governor Book to be sent to the participating alternate. If an alternate is not available, the Executive Director must be notified at least one week in advance of the scheduled meeting or as soon as it becomes known.
- C. Unit Governors are expected to actively participate in Association efforts to recruit and retain new members.
- D. Unit Governors should encourage qualified members to serve as governors to sustain the rotation of responsibilities and participation by members.
- E. Unit Governors may be designated to serve on committees or other task groups as requested by the President and/or committee chair.
- F. The unit Senior Governor shall preside over the unit meetings.
- G. The unit Senior Governors shall develop a slate of qualified candidates vying for the offices of Junior or Alternate Governor and provide the slate to the Executive Director not later than 120 days prior to the scheduled election for publication in the Screaming Eagle Magazine, the Association website, and the Association e-newsletter.

## ARTICLE VI

### Section 1- MEETINGS

- A. Annual Reunion.
  - 1. The Annual Reunion, normally held in August, shall be considered the annual meeting of the Association.
  - 2. Each Board of Governors meeting is a business meeting of the Association.
  - 3. Unit meetings are also a business meeting of the Association.
- B. Mid-year Business Meeting.
  - 1. In order to more effectively manage and monitor Association affairs, a

meeting of the Board shall be convened by the Chairman of the Board in February at a location to be determined by the Chairman in collaboration with the Executive Committee and the BOG.

2. The Executive Director shall ensure that Governors and members are provided timely notification of the time and place of the mid-year business meeting.
- C. All meetings of the Executive Committee and the annual and mid-year meetings of the Board of Governors shall be digitally recorded and shall be kept as a permanent record of the Association.

## **Section 2 - SPECIAL MEETINGS.**

- A. Special meetings may be called to consider any matter that is properly brought before the members of the Board of Governors when the matter is insufficiently urgent that it cannot be delayed until the next regular meeting; or, for the good of the Association, immediate action is required by the Board.
- B. No matter requiring a change in the Constitution and By-Laws may be included in the agenda of a Special Meeting of the Board of Governors. The time, place, and agenda shall be set forth by the Chairman of the Board, in the call of the meeting. The agenda shall specify the matters to be considered and acted upon.
- C. No matter other than that stated in the call for the meeting may be considered or voted upon at a special meeting, except by the unanimous consent of the members of the Board of Governors.
- D. A special meeting may be called by a quorum of the members of the Board of Governors, or by the Chairman of the Board with the consent of at least three (3) members of the Board of Governors, and within a reasonable period of time. Special meetings of the Board of Governors may be conducted in person or by electronic means as determined by the Chairman. Electronic meetings will normally be conducted by e-mail, teleconference (or other electronic means) to include voting by the Board of Governors.
- E. Written electronic notice of all special meetings, showing the time and place of such meeting, shall be in the hands of the members of the Board of Governors no less than ten (10) days prior to the holding of such special meetings. Minutes, including the votes of the Board of Governors, will be recorded for each special meeting and retained on file at Association Headquarters. When possible, special meetings

should not conflict with other Association functions.

F. Mid-year business meetings of the Board of Governors, when called by the Chairman of the Board, shall be exempt from the foregoing Special Meeting restrictions. Matters requiring member votes, as outlined in Article IV, Section 5, shall not be floored by the Board at these meetings.

G. Electronic Meetings:

1. The Chairman of the Board is the primary chair of all e-meetings but may appoint a chairman in his place for any such e-meeting.
2. Notice of a Special electronic meeting shall be sent via email by the Executive Director from Association HQ's with read receipt notifications. If there has not been a read receipt returned within 2days a staff member at Association HQ' s shall telephone the Governor(s) concerned to notify them of the electronic meeting. Such telephone notification shall be communicated to the Chairman via e-mail and recorded in the minutes of the meeting.
3. The Association Director will be included in the addressing of the e-meeting only as a listener and recorder of the meeting andfor final reporting actions.
4. The Executive Director shall prepare. minutes of the discussion and vote then send the minutes marked "DRAFT" to all participants of the vote and discussion. The minutes shall be submitted for approval at the next regular meeting of the Board of Governors.
5. A specific agenda and timeline of seven (7) calendar days will be established by the Chairman for discussing and acting on the resolution and motion to all at the beginning of the process.
6. The Chairman may limit the number of allowed postings in the discussion debate.
7. All message subject lines will contain the resolution title and or number for recording purposes.
8. The Start of Meeting message body (or by attachment) will include the complete draft resolution, any pros and cons offered, the exact statement of the resolution to be voted on, and a statement of urgency for acting on the resolution/motion within the proposed timeline. This document will be included by attachment.



9. The message will also be addressed to any committee chairman that would be required to provide input if the meeting were held in-person. For example, the Finance Committee Chairman if the resolution affects the budget. That chair shall be able to provide clarification and information to the governing body through the Chairman but may not enter into debate or vote.
10. Discussion responses will be sent "Reply All."
11. The Chairman will establish in the beginning message how members will be recognized for debate (i.e., by a previously established roster) and the number of times a member may reply in debate in order to prevent a few members from dominating the meeting and vote.
12. When posting any discussion via electronic message relating to a resolution/motion, governors will *sign* the message with the governor's name and unit designation.
13. Forwarding a message from an Association, non-voting, member is prohibited. A non-BOG member may address their concerns directly to the Chairman who may, in turn, pass it along to the voting BOG.
14. "Reply All" must be used in order to be considered part of the discussion and be included in the minutes. No Blind copy addressing is allowed.
15. Voting shall be concluded during the seven (7) day timeframe established by the Chairman.
16. A quorum is determined in the same way as in a regular meeting.

### **Section 3 - RECOGNITION.**

- A. The Chairman of a meeting of the Board of Governors, at his discretion, may recognize any member of the Association having pertinent information on the matter before the Board of Governors.
- B. Guests of the Association are invited to attend the meetings of the Board of Governors unless declared closed by the Chairman.
- C. All Board of Governors meetings (unless declared closed) will be open to all regular members desiring to attend.
- D. Anyone considered by the Chairman as to be interfering with the Board proceedings may be removed by the Sergeant-at-Arms from the Board Room.

## ARTICLE VII

### Section 1-COMMITTEES.

- A. The President may constitute and appoint by official letter committees to assist in the affairs of the Association with responsibilities and powers appropriate to the nature of the committees as provided by the President in the letter of appointment.
- B. In addition to such obligations and functions as may be expressly provided for by the Board of Governors, each committee so constituted and appointed by the President shall report and advise the Board of Governors within its particular area of responsibility and interest.
- C. Committees shall have a minimum of three (3) members and a maximum of nine (9), including the chairperson; but always an odd number of members.
- D. Committee Chairmen will normally be regular members of the Association. The President may appoint a qualified associate member to serve on, or chair, a committee when it is considered in the best interest of the Association.
- E. Committees will contain a majority of regular members unless specified in these By-laws. In the event there are insufficient regular qualified members, qualified associate members may serve.
- F. Committee Chairmen shall be responsible for identifying any budget requirements to meet the demands of their responsibilities to the Executive Director for the preparation of the annual budget. Committee funding shall be approved by the Board of Governors through the normal budget submission and review process.
- G. The Executive Director will maintain contact data on all committees established by the President and publish committee rosters in The Screaming Eagle magazine.

### Section 2-EXECUTIVE COMMITTEE

The Executive Committee shall consist of the President, Vice-President, Immediate Past President, Chairman of the Board, Executive Director and Treasurer, and the Chairman of the Finance Committee. The President may expand the Committee by one member from Committee Chairmen and/or members of the Board of Governors in order to establish an odd number of members.

### Section 3 - FINANCE COMMITTEE

- A. Shall advise the President on financial matters concerning the Association.

- B. The President shall appoint the Chairman and no more than five (5) regular members.
- C. The Committee shall have the following responsibilities:
  - 1. Fiduciary oversight of all funds and investments of the Association and its property, whether real or personal, not otherwise provided by law.
  - 2. Review for content, form, purpose, and budget applicability all proposed contracts, agreements, or other papers necessary to the proper management of the Association, and make recommendations to the President, Board of Governors and others as appropriate.
  - 3. Coordinate the annual budget preparation schedule with the Executive Director in order to review and then make recommendations on the annual budget to the Board of Governors at the annual meeting of the Association.
  - 4. Shall maintain budget integrity by closely scrutinizing expenditures to assure they are disbursed according to best business practices and Generally Accepted Accounting Principles (GAAP).
  - 5. May authorize the Executive Director to function as the committee's agent under their direction.
  - 6. Seek input from those committees whose operations are affected by budgetary constraints.
- D. The Finance Committee shall be responsible to the Board of Governors.

#### **Section 4- INVESTMENT COMMITTEE**

- A. Shall advise the President on investments of the Association.
- B. The President shall appoint the Chairman and no more than five (5) members, designating two (2) to serve as Trustees on the Board of Trustees of the Life Trust Fund of this Association.
- C. The Committee shall have the following responsibilities:
  - 1. Investments of the Association in accordance with the approved Investment Policy.
  - 2. Shall be responsible for recommending policies and procedures to the Board of Governors for investing and managing Association funds and shall coordinate investment activities with the Finance Advisor of the Screaming Eagle Foundation.

3. The committee shall keep a record of investments made and report such investments to the Board of Governors.

#### **Section 5- SCHOLARSHIP COMMITTEE**

- A. Shall receive from the Executive Director all applications for scholarships.
- B. Shall evaluate these applications and report their findings and recommendations to the Board of Governors.
- C. The committee, at its discretion, and with the approval of the Board of Governors may award one or more scholarships, provided such scholarships do not exceed the number of funds set aside for this purpose.
- D. Shall announce the award of scholarships during the Awards Dinner at the Annual Reunion, have the rewarded acknowledged in The Screaming Eagle magazine, and ensure appropriate notification of the results of the Committee selections are sent to each applicant.

#### **Section 6-MEMBERSHIP COMMITTEE**

- A. Shall consist of members appointed by the President from the members of the Board of Governors and from the Association membership.
- B. Shall make recommendations to the President and Board of Governors to promote and enhance membership in the Association.
- C. The committee shall be funded in a sufficient amount to fulfill its mission as approved by the Board of Governors.

#### **Section 7 - CONSTITUTION & BY-LAWS COMMITTEE**

- A. A Constitution and By-Laws Committee shall be appointed by the President to receive and make recommendations to the President and Board of Governors on proposed changes or amendments to the Constitution. This Committee may remain a full-time standing Committee if the President so desires.
- B. The Committee will submit their recommendations for proposed changes to the Membership, through the President and the Board of Governors in accordance with Article XXI of these By-laws.

#### **Section 8 - MEMORIAL COMMITTEE.**

- A. The Memorial Committee shall plan and coordinate the Annual Memorial Services held on Memorial Day in Arlington, Virginia in conjunction with

the host Chapter or committee.

- B. The Memorial Committee shall coordinate other Association Memorial activities that may be specified in this section or by the Board of Governors.
- C. The committee shall be funded through the budgetary process in a sufficient amount to conduct its activities.
- D. An accounting of expenditures and receipts of funds thus provided shall be submitted to the Executive Director following each memorial event.

**Section 9-PLANNING COMMITTEE.**

- A. A Planning Committee may be appointed by the President to accomplish long-range planning functions for the Association not otherwise under the purview of another committee. Projects may be assigned to the Committee by the President.
- B. The Committee shall consist of a Chairman and other designated members required to accomplish assigned specified planning task. This committee may be designated by titles vs. names.
- C. The Committee shall identify required resources, in conjunction with the Finance Committee.
- D. Projects recommended for Board of Governors approval shall include a budget, an implementation concept, a scope of work and a proposed project schedule.

**Section 10-NOMINATING COMMITTEE.**

- A. The President will appoint a Nominating Committee during his second year in office for the purpose of identifying, screening and enlisting candidates for President and Vice-President.
- B. The committee will be chaired by a past president with at least two other members with experience in governance of the Association.
- C. The committee shall ensure at least one qualified presidential and one vice presidential candidate are presented to the members for a vote at the annual reunion.
- D. The committee shall identify potential candidates(s,) screen their qualifications, and determine their willingness to serve. Candidates shall be identified by the Nominating Committee not later than ninety (90) days prior to the annual

reunion.

- E. The committee shall coordinate with the candidates and the Executive Director to publish appropriate biographical data in *The Screaming Eagle* publication prior to the reunion.

**Section 11-PUBLIC AFFAIRS AND PUBLIC RELATIONS COMMITTEE.**

- A. The President may appoint a Public Affairs and Public Relations Committee that consist of a Chairman and no more than five (5) members. It is desired that members appointed have experience in journalism, public affairs, and public relations, print and electronic media, or related professions.
- B. Responsibilities shall include:
  - I. Organizing and implementing with the assistance of the Executive Director, programs for the dissemination of news and information through varied media outlets concerning the goals and activities of the Association.
  - 2. Advising the President on matters related to public affairs practices and those public issues that may affect the Association.
  - 3. Offering recommendations and support to the Committees and to interested Chapters in the development of local promotional efforts and assisting in the preparation and distribution of information concerning major Chapter events.
  - 4. Coordinating with the Executive Director and reunion organizers to prepare and execute a reunion publicity plan.

**Section 12- HEARING COMMITTEE.**

- A. When required the President shall appoint a Hearing Committee of regular members for the purpose of receiving and hearing the complaints against any Officer, Governor or another member of the Association.
- B. The Committee shall be chaired by the Vice-President and have at least two members appointed from the Board of Governors.
- C. In the event any committee member has a conflict of interest with the accused or the complainant or is unable to attend, the President is authorized to remove and replace such committee member with another Governor.

## ARTICLE VIII

### Section 1- COMPLAINTS.

- A. Upon receiving a sworn complaint from any member or another person, the President shall place the complaint in the hands of the Hearing Committee for their investigation and recommendations.
- B. The committee chairman shall notify the defendant(s) by certified mail, with information as to the substance of the complaint and include the time and place of the hearing.
- C. The committee shall hold its hearings behind closed doors and with the presence of both the complainant and the defendant and any witnesses.
- D. The burden of proof shall rest solely upon the complainant.
- E. The defendant may, if he wishes, be accompanied by a representative of his choice, from the membership of the Association, except that no member of the Board of Governors may represent the defendant before, during or after the hearing.
- F. If the defendant waives his right to appear before the Hearing Committee, the Committee will proceed in his absence.
- G. The said hearing is to be held, if possible, before the first meeting of the Board of Governors during the Annual Reunion.
- H If, after hearing all the facts and having evaluated the evidence pertaining to the matter, the committee finds no substance to the complaint, it shall dismiss it. ff it finds substance, the committee shall notify the defendant of its findings in writing; then shall report its decision to the Board of Governors for its action.
- I. The Hearing Committee will honor no complaints not sworn to by the complainant(s).
- J. Any person(s) who knowingly submits a false complaint, or one designed to harass, shall be subject to disciplinary action by the Board of Governors, up to and including expulsion from the Association.

### Section 2 - PENALTY.

- A. The Board of Governors, after receiving the findings of the Hearing Committee, shall act on the complaint(s) in one or more of the following

ways:

1. By dismissing all charges.
  2. By issuing a public reprimand.
  3. By disqualifying the offender from holding office in the Association or any of its chapters for a time certain.
  4. By dismissing the offender from the Association.
- B. The decision of the Board of Governors shall be final.
- C. The President of the Association shall have the power to remove by suspension, any Officer or member for any serious violation of established rules of the Association. Any Officer or member so suspended shall have the right to request a hearing by the Hearing Committee.
- D. No suspended member may enjoy any privileges of the Association.

## ARTICLE IX

### **Section 1-ANNUAL REUNION.**

- A. Should an active Association Chapter desire to propose to the Board of Governors, that a future Annual Reunion be held in its local vicinity, the chapter spokesperson must be prepared to present the information using the format outlined in the Association Reunion Standard Operating Procedures as a guide.
- B. In order to facilitate reunion planning, the goal is to develop and maintain a schedule of future reunion locations three (3) years into the future with contracting finalized two years out.
- C. ALL proposals to host an annual reunion should be submitted in the format required by the Reunion SOP to the Board of Governors and the membership at the annual reunion for their vote.
- D. Chapters may not bid to host annual reunions at less than four (4) year intervals. Exceptions to this policy may be approved by the Board of Governors based on clear and convincing evidence that such deviation is beneficial to the Association.
- E. The Association Standard Operation Procedure (SOP) governing national reunions, will be binding on any chapter or committee hosting an annual reunion.



- F. Host chapters or committees desiring to schedule a reunion other than in the normal August time frame, shall notify and obtain approval from the Board of Governors a minimum of one year in advance of the proposed reunion.
- G. Should no chapter desire to sponsor the national annual reunion, the Reunion Committee will follow the procedures in the reunion SOP to locate a site, or sites, for recommendation to the Board of Governors.

## ARTICLE X

### Section 1- CHAPTERS.

- A. Association Chapters fulfill a vital function in the Association by increasing membership and supporting the activities of the Association.
- B. Any group often (10) or more regular members in good standing of the Association desiring recognition as a Chapter of the Association, may qualify by adopting a Constitution and By-Laws, electing officers, enrolling Association members, and submitting a written application to the Executive Director.
- C. The Executive Director, upon receipt of the application, shall verify the membership of the Chapter members and certify that their Constitution and By-Laws are in compliance with the Association Constitution and By-Laws. When verified, The Executive Director will submit the application to the Board of Governors for Charter approval.
- D. Upon approval of the Board of Governors, the Executive Director shall produce a Charter for the President's signature and affix the Corporate Seal thereon. The completed document will then be presented to the newly recognized Chapter by certified mail or in person when possible.
- E. Chapter Officers shall ensure that all Chapter members are members of the Association in compliance with the Association Constitution.
- F. The Chapter shall conduct all activities under the title of its own Chapter and shall not use the title of the 101st Airborne Division Association in any activity except as the trailer in the Chapter name i.e., "... Chapter of the 101<sup>st</sup> Airborne Division Association".
- G. The Board of Governors may, by a two-thirds vote of their membership voting in the affirmative, revoke the Charter of a Chapter that fails to maintain its total membership in the Association or engages in activities, not in the best interest of the Association.
- H. Should a Chapter dissolve or is dissolved by an act of the Board of Governors, or attains inactive status, all Chapter funds and all Chapter records shall revert to

the custody of the Association.

- I. Such Chapter funds reverted to the treasury of the Association shall be placed in an escrow account and shall be available to the Chapter upon reactivation or reinstatement.
- J. No Chapter funds will be disbursed without the approval of the Chapter's Board of Governors or general membership or as specified in the Chapter By-Laws.
- K. No loans shall be made by the Chapter to any officer or member of the Chapter or other person(s).
- L. All Chapters will submit a list of all members as of August 31st, each year listing the member's address, contact information, Unit affiliation and membership status, to the Executive Director during the month of August of each year.
- M. No chapter falling under the auspices of the Association shall use the Association's or Foundation's tax identification number for any purpose other than donations to those entities.
- N. Any Chapter considering a non-profit status must file for its own status and tax identification number with the IRS while meeting local State requirements in doing so.
- O. A meeting of Chapter representatives and the Association leadership to discuss matters of chapter interest will be scheduled at the same location and prior to the business meetings of the Board of Governors.

## ARTICLE XI

### **Section 1 - PRINCIPAL PLACE OF BUSINESS AND RESIDENT AGENT.**

- A. The Board of Governors shall determine the Association place of business.
- B. The Executive Director shall be the resident agent in charge of the Association office.
- C. The Board of Governors may move the location of the Association place of business if such change becomes necessary or will benefit the Association.

## ARTICLE XII

### Section 1 - DUES.

- A. The Board of Governors shall determine the amount of annual dues payable to the Association by all members.
- B. Any non-member or regular member may become a Life Member of the Association by paying the life membership fees.

## ARTICLE XIII

### Section 1- RESERVE FUND.

- A. The Association may set aside each year, as a Reserve Fund, a sum not to exceed 5% of the net income, until the surplus equals 80% of the annual budget. This sum is to be used in payment for improvements, new equipment, and new buildings, to make up losses, and for any other purposes, the Board of Governors shall determine.

## ARTICLE XIV

### Section 1-INSURANCE.

- A. All insurance needs of this Association shall be determined by the Board of Governors and kept current by the Executive Director.

## ARTICLE XV

### Section 1 - AGENDA

- A. The Association Executive Director shall prepare an agenda for each regular meeting of the Association and mid-year business meeting, as appropriate, using the following order:
  - 1. The roll call of members of the Board of Governors.
  - 2. Establish a quorum.
  - 3. Call to order.
  - 4. Invocation.
  - 5. Pledge of Allegiance
  - 6. Reading and acceptance of previous meeting minutes.
  - 7. Reading of correspondence.
  - 8. Requests from members, or others, wishing to address the Board of Governors.  
\*
  - 9. Report of Standing and Special Committees
  - 10. Old Business.
  - 11. Recognition of new Governors (last meeting only).
  - 12. New Business.

13. Adjournment.

\*NOTE: All candidates vying for the office of President and Vice-President and having complied with the requirements of these By-Laws, shall address the Board of Governors at this time during the first meeting.

Any Chapters or individuals wishing to secure the Annual Reunion for their city shall make their presentation to the Board of Governors during the first meeting.

**ARTICLE XVI**

**Section I-PARLIAMENTARY AUTHORITY**

- A. Parliamentary Authority is defined in Article X, Section 2, of the Constitution.

**ARTICLE XVII**

**Section I-PARLIAMENTARIAN**

- A. The qualifications of the Parliamentarian are stated in Article IV, Section 5 B of the Constitution.
- B. The Parliamentarian shall be an advisor to the Chair of the Board and the President in regard to the interpretation of the Constitution, the By-laws, and Roberts Rules of Order during the conduct of Association meetings. The Parliamentarian shall also advise the Board on matters requiring interpretations of these documents, as they might apply to the conduct of Association affairs.
- C. The term of office shall be determined by the Chairman of the Board and he shall vacate the office when properly relieved.

**ARTICLE XVIII**

**Section I - LEGAL ADVISOR.**

- A. The Legal Advisor shall be appointed as stated in Article IV, Section 5 C, of the Constitution.
- B. The Legal Advisor shall be available at business meetings of the Association to advise the President and the Board of Governors on any legal issues that may arise during the conduct of those meetings.
- C. Shall, at the request of the President or the Board of Governors, review any proposed contracts pertaining to the Association other than investment contracts or contracts pertaining to the deposit of funds in standard savings

institutions.

- D. Shall consult with the President, any member of the Board of Governors, or at his discretion, any member of the Association regarding any legal question which might be of concern to the Association.

## **ARTICLE XIX**

### **Section I-SERGEANT-AT-ARMS**

- A. The President shall appoint a Sergeant-at-Arms, not a member of the Board of Governors, to maintain order and proper decorum during the meetings of the Board of Governors.
- B. He shall carry out the orders of the President regarding the conduct of the meetings and be responsible for seeing that the furnishings are in proper order for the meetings.
- C. The term of office shall be for one (1) year and he shall vacate such office when properly relieved.

### **Section 2 - CHAPLAIN**

- A. The President shall appoint a Chaplain, not a member of the Board of Governors, to provide the ecumenical requirements of the Association.

## **ARTICLE XX**

### **Section 1-APPLICATION.**

- A. The By-Laws of the Association shall govern and be binding in determining how the Association functions and operates.

## **ARTICLE XXI**

### **Section I-AMENDMENTS.**

- A. These By-Laws may be amended upon written approval of a quorum of the Board of Governors.
- B. Following review and the recommendations of the Constitution & By- Laws Committee, notice of any proposed By-Laws amendments, with a copy of the text thereof, shall be given in writing and notice to each member of the Board of Governors at least four (4) weeks prior to the required voting on the proposed amendments. Notices received after that period will be considered at the next business meeting.

**Section 2-RESOLUTIONS.**

- A. No written resolution or motion from the floor shall pass that is in conflict with or changes the Constitution or By-Laws of this Association.

**ARTICLE XXII**

**Section 1-REQUIRED PUBLICATION**

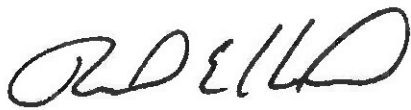
- A. The Association Constitution and By-Laws shall be posted on the Association public website in its latest revised format.
- B. The Association Standard Operating Procedures and Book of Rules shall be posted on the Members only area of the Association website in their most current format.

**ARTICLE XXIII**

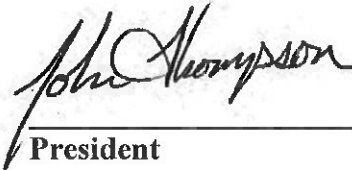
**Section I- ACCEPTANCE.**

The By-Laws of the 101<sup>st</sup> Airborne Division Association are hereby revised by the Board of Governors in Convention this 10th day of April 2021.

**OFFICIAL:**



Executive Director



President

