



**The**  
**CONSTITUTION of the**  
**101ST AIRBORNE DIVISION ASSOCIATION**

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TABLE OF CONTENTS

**ARTICLE I**

Section 1 – NAME.....

**ARTICLE II**

Section 1 - PURPOSE.....

Section 2 -DECLARATIONS.....

**ARTICLE III**

Section 1 - ASSOCIATION MEMBERS.....

Section 2 - CORPORATE SPONSORS AND DONORS .....

**ARTICLE IV**

Section 1 - OFFICERS.....

Section 2 - APPOINTED OFFICERS.....

Section 3 - ELECTED OFFICERS.....

Section 4 - BOARD OF GOVERNORS.....

Section 5 - ORGANIZATION OF THE BOARD OF GOVERNORS.....

Section 6 - AUTHORITY OF THE BOARD OF GOVERNORS.....

**ARTICLE V**

Section 1- MEETINGS.....

**ARTICLE VI**

Section - 1 CHAPTERS.....

**ARTICLE VII**

Section 1 - VOTING.....

**ARTICLE VIII**

Section 1 - LIABILITY OF MEMBERS.....

**ARTICLE IX**

Section 1 - INDEMNIFICATION.....

**ARTICLE X**

Section 1- MANDATORY REQUIREMENTS.....

Section 2 - PARLIAMENTARY AUTHORITY.....

**ARTICLE XI**

Section 1 - RULES OF CONSTRUCTION.....

**ARTICLE XII**

Section 1 - PUBLICATIONS.....

**ARTICLE XIII**

Section 1 - AMENDMENTS.....

**ARTICLE XIV**

Section 1 – SCREAMING EAGLE FOUNDATION.....

**ARTICLE XV**

Section 1 - DISSOLUTION.....

**ARTICLE XVI**

Section 1- ACCEPTANCE.....

# CONSTITUTION of the 101ST AIRBORNE DIVISION ASSOCIATION

## ARTICLE I

### Section 1 – NAME

- A. The name of this Association shall be the 101st AIRBORNE DIVISION ASSOCIATION, hereafter referred to as the "ASSOCIATION". The Association name, like our renowned patch, has remained constant throughout the Division's evolution over time, continuing to link all members, regardless of where or when served.
- B. Association membership is open to all persons who are now or have been assigned or attached to the 101st Airborne Division, their spouses, widows, widowers or their lineal descendants. Membership is also open to veterans of the US Armed Forces who have served honorably, or a spouse, widow, widower, ancestor or lineal descendant of an individual eligible to be a member.

## ARTICLE II

### Section 1 – PURPOSE

- A. The Purpose of this Association shall be to honor those who now serve, and to preserve the memory of those who have served in the 101st Airborne Division; to maintain and strengthen the bonds of comradeship that have distinguished the members of the Division; to provide for the gathering and circulation of information concerning the members; to provide for the patriotic assembly of all members in local and national reunions; and to perpetuate the Screaming Eagle spirit as to heritage and tradition for future generations.
- B. The Association shall be dedicated to fraternal, social, educational, literary, charitable, and beneficial purposes.
- C. The Association, and members in attendance, shall pay homage to our fallen comrades in arms at an appropriate Memorial Ceremony to be held at the conclusion of each Annual Reunion. The Memorial Ceremony will be conducted during the Memorial Dinner.

### Section 2 – DECLARATIONS

- A. The Association is organized as, and shall remain, a nonprofit association established for the mutual benefit of the Association members without restriction or discrimination based on age, sex, religion, race, ethnic group, national origin, handicap or disability.
- B. The Association shall be organized as a non-profit 501 (c) 19 Veterans Association incorporated under the laws of the State of Kentucky and operating in the State of Tennessee.
  - 1. This corporation is organized and operated exclusively for veteran's association purposes within the meaning of Section 501 (c) 19 of the Internal Revenue Code.
  - 2. Notwithstanding any other provision of these articles, the corporation shall not

carry on any other activities not permitted to be carried on:

- a) by a corporation exempt from Federal Income Tax under Section 501 (c) 19 of Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue law), or
- b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue code of 1986 (or corresponding provisions of any future United States Internal Revenue Service laws). The term Association refers to the corporation and the eligible voting membership of the Association.

### **ARTICLE III**

#### Section 1 – Association Members

The Association shall be comprised of members as set forth in the By-Laws.

#### Section 2 – Corporate Sponsors and Donors

The Association may establish corporate sponsorships and identify donors to the Association as set forth in the By-Laws.

### **ARTICLE IV**

#### Section 1 – OFFICERS

The Administrative Officers of the 101st Airborne Division Association shall consist of a President, Vice-President, Executive Director and a Treasurer.

#### Section 2- APPOINTED OFFICERS

The Appointed Officers shall be a Parliamentarian, a Legal Advisor, a Sergeant-at-Arms, and a Chaplain.

#### Section 3 ELECTED OFFICERS

The Elected Officers shall be a President and a Vice-President elected by the membership; and an Executive Director and a Treasurer elected by the Board of Governors.

#### Section 4- BOARD OF GOVERNORS

- ~~A~~ The Association shall be governed by a Board of Governors consisting of voting members as constituted in the By-Laws to represent the membership of the Association.
- B. Governors are elected by the membership to act as their representative for all matters brought before the Board. The Board of Governors is subordinate to the Membership.

#### Section 5 - ORGANIZATION OF THE BOARD OF GOVERNORS

The organization of the Board of Governors will be determined as published in the Association By-Laws.

#### Section 6 – AUTHORITY OF THE BOARD OF GOVERNORS

- A. The control of the property and the sovereign, absolute, and final control over the affairs of the Association shall be vested in the Board of Governors.
  - 1. The Board shall be responsible for approval of all expenditures of the Association, and
  - 2. Review and approval of expenditures /disbursement of earnings from Association invested funds as recommended by the Fort Campbell Monument Committee, Pratt Memorial Committee and the Project Memorial Committee.
- B. The Board of Governors:
  - 1. Shall have the final authority when interpreting all documents, all policies, and all procedures concerning the Association, and
  - 2. May recognize a duly constituted Chapter by issuing a charter to that Chapter and may revoke for cause the charter of a Chapter, and
  - 3. Shall settle any discussion over eligibility, election, conduct, expulsion, or reinstatement of any Association Officer or Association Member, and
  - 4. Shall settle any discussion over all other matters that may influence the welfare of the Association.
- C. The authority of any member of the Board of Governors shall lie solely within the Board Meetings, unless a specific duty is assigned by the Board of Governors or the President of the Association.

### ARTICLE V

#### Section 1 – MEETINGS

- A. There shall be two business meetings of the Association annually. Pursuant to the laws of the state in which incorporated pertaining to non-profit-organizations, the meetings held at the reunions shall be known as the Annual Meetings of the Corporation.
- B. The location of the Annual Reunion site shall be ratified by the Membership, when practicable.

### ARTICLE VI

#### Section 1 – CHAPTER

- A. Any group of ten (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 members of the Association, and submitting a written application to the Executive Director.
- B. Any active Association Chapter may propose to the Board of Governors, at an Annual Reunion, that a future National Reunion be held in their local vicinity. The

- Chapter spokesperson must be prepared to offer a variety of information to the membership for their consideration, prior to voting on a future Reunion site.
- C. The Association Standard Operation Procedure (SOP) governing national reunions, will be binding on any chapter or committee hosting an annual reunion.
  - D. A Chapter that has held a National Reunion within a four-year period may not bid. This rule applies to any committee so appointed to recommend a site for the National Reunion. The Board of Governors may approve a deviation from this rule if a special occasion dictates the deviation is beneficial to the Association.

## **ARTICLE VII**

### Section 1 – VOTING

Voting by eligible members will be in accordance with the By-Laws. Electronic voting procedures will be announced by the Association Executive Director, as published in *The Screaming Eagle* Magazine and on the screamingeagle.org web site.

## **ARTICLE VIII**

### Section 1 - LIABILITY OF MEMBERS

The Association does not afford pecuniary gain, incidentally or otherwise, to its members. There shall be no personal liability of members for Association obligations.

## **ARTICLE IX**

### Section 1 – INDEMNIFICATION

The Association shall indemnify an Officer, Governor, employee, or agent of the Association for the expenses of legal actions brought against that individual for acts performed in reasonably good faith, within the scope of his responsibilities to the Association. Expenses which shall be indemnified include reasonable attorney's fees, fines, judgments, and amounts paid in settlement. Any person who becomes the subject of legal action for which indemnification may be proper shall notify the Board and ask for a finding as to the propriety of indemnification, which finding will bind the Association. No settlement shall be indemnified if entered into without prior approval of a majority of the Governors. The scope of responsibilities does not extend to acts which are taken with no reasonable belief that those acts are in the interest of the Association or with no reasonable belief that those acts are lawful. The Board of Governors shall have authority to ratify an act as within the scope of responsibilities, as that scope is limited by this section regardless of any legal finding.

## **ARTICLE X**

## Section 1 - MANDATORY REQUIREMENTS

Mandatory requirements of the 101st Airborne Division Association Constitution and the articles of the Certificate of Incorporation, as to the mode of enactment of By-laws, rules, or regulations, and as to the formalities to be observed must be substantially complied with or those actions will be invalid.

## Section 2 - PARLIAMENTARY AUTHORITY

- A. Insofar as it does not conflict with the Constitution or By-Laws or the rules adopted by the Board of Governors to control their meetings, Robert's Rules of Order as amended, shall govern the meetings of the Board of Governors and Committee Meetings of the Association.
- B. A copy of Robert's Rules of Order, as amended, and a copy of the Association Constitution and By-Laws shall be present for all meetings of the Board of Governors.

## **ARTICLE XI**

### Section 1 - RULES OF CONSTRUCTION

- A. In the construction of this Constitution and amendments adopted hereunder, the following rules shall be observed:
  - 1. All words and phrases shall be construed and understood according to the common and approved usage of the language, but technical words and phrases and such other as may have acquired a peculiar and appropriate meaning in the law shall be construed and understood according to such peculiar and appropriate meaning.
  - 2. Every word in this Constitution and its accompanying By-Laws importing the masculine gender shall extend to and be applied to females, as well as males, and every word importing singular number only, shall extend and be applied to several persons or things, as well as one person or thing, and every word importing the plural number only, shall extend and be applied to one person or thing, as well as to several persons or things.
  - 3. The use of any verb in the present tense shall include the future, where applicable.

## **ARTICLE XII**

### Section 1 – PUBLICATIONS

- A. The Association shall publish *The Screaming Eagle* Magazine, which shall contain an account of the affairs of the Association and items of interest to its members.
- B. The publication shall be published quarterly and mailed to, or made available electronically on the Association website at [screamingeagle.org](http://screamingeagle.org), to every member in accordance with current policies.

## **ARTICLE XIII**

## Section 1 – AMENDMENTS

- A. This Constitution may be altered, amended, or repealed or a new Constitution may be adopted by the membership following notification of no less than 60 days prior to the Annual meeting.
  - 1. Notification of proposed changes shall be published in *The Screaming Eagle* Magazine and on the screamingeagle.org web site.
  - 2. Votes by members registered and in attendance at the Annual reunion will be recorded at the unit and regional meetings by the senior governor and subsequently reported at the Board of Governors meeting.
  - 3. Proxy voting shall be authorized as per the instructions published in the By-Laws. Eligible Member's proxy votes received at the Association Headquarters on or before the published deadline will be tabulated and verified by the Executive Director for presentation to the Board of Governors following presentation of the votes by members registered and in attendance.
- B. An amendment, having been duly published, may be adopted by a majority vote of the regular members voting in the affirmative, by having cast their ballots in registered attendance at the Annual Meeting or by proxy means as stipulated in A.3., above.
- C. When a change or amendment to the Constitution is proposed, a Constitution and By-Laws Committee shall be appointed by the President for constitutional review of the proposed changes or amendments to the Constitution and shall submit their findings and recommendations to the Membership through the Board of Governors.
- D. No amendment to this Constitution may be considered until the text has been reviewed by a Constitution and By-Laws Committee and its recommendation has been submitted to the Board of Governors.
- E. The Constitution and By-Laws Committee is authorized to correct the form of such amendment for the purpose of avoiding repetitions, illegalities and unconstitutional provisions; and, to assure accuracy in its text, references, clearness and preciseness in its phraseology.
- F. Amendment(s) shall be effective immediately upon ratification of the membership vote by the Board of Governors. Verification of adoption of amendment(s) shall be the first priority of any meeting of the Board of Governors subsequent to the vote on the amendment(s).

## **ARTICLE XIV**

### Section 1 – SCREAMING EAGLE FOUNDATION

- A. The Screaming Eagle Foundation was established in February 2012 as a 501 (c) (3) organization for the express purpose of carrying out the philanthropic programs of scholarships and monetary assistance to soldiers of the 101<sup>st</sup> Airborne Division and their families previously conducted by the Association in order for the Association to conform to IRS regulations.

## **ARTICLE XV**

### Section 1 – DISSOLUTION



- A. In the event that the 101<sup>st</sup> Airborne Division Association is dissolved for any reason,
1. Its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to the Screaming Eagle Foundation, a 501 (c) (3) tax exempt organization with IRS Section 170 (2) charitable donations status.
  2. To comply with the laws of the State of Kentucky, all such distributions as stated in paragraph (a) above shall be for exempt purposes within the meaning of sections 501(c)(3) or 501(c)(19) of the Internal Revenue Code, or the corresponding sections of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## ARTICLE XVI

### Section 1 – ACCEPTANCE

The Constitution of the 101<sup>st</sup> Airborne Division Association is hereby revised by the Members in Convention, this 21<sup>st</sup> day of August, 2021 with an effective date of the same.

OFFICIAL:



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Association President

