

82nd Airborne Division Association Inc.
By-Laws



Incorporated in the State of Illinois, 25 March 1946.

Association LOGO Certificate of Registration, 23 October 1990.

CHARTERED by the United States Congress, 5 November 1990.

Corporation Transferred to the State of North Carolina on 22 July 2004.

Exempt from Federal Income Tax, under Section 501 (C) (3) of the Internal Revenue Service.
(20-3991536)

Chapters are exempt from Federal Income Tax under Section 501 (C) (4) the Internal Revenue Service.
(5461)

Updated and Approved by the Board of Directors, General Membership Meeting, 17 August 2024.

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ARTICLE I

Principal office; Aims & Purposes; PARAGLIDE.

Section 1 – Principal Office: The principal office of the 82nd Airborne Division Association Incorporated (hereinafter referred to as “the Association”), shall be located in the City of Fayetteville, County of Cumberland, State of North Carolina, the Association’s Executive Director shall be the Registered Agent. The Association may have such other offices, either within or without the State of North Carolina, as the business of the corporation may require from time to time.

Section 2 – Aims & Purposes:

- A. To establish a permanent organization that will further develop the common bond existing between all who served with the 82nd Airborne Division and other Airborne units.
- B. To maintain records and publish the history and achievements of the 82nd Airborne Division Association.
- C. To perpetuate the memory of the members of the 82nd Airborne Division who have died in the service of their country.
- D. To maintain contact with all members of the Division who have become disabled in the service of their Country.
- E. To provide assistance and service when possible in matters pertaining to Veterans benefits.
- F. To encourage the Airborne aspect of national defense.
- G. To maintain close liaison with the active 82nd Airborne Division. To recognize, by appropriate presentations, the Jumpmaster, Noncommissioned Officer and Trooper-of-the-Year of the Division. The Jumpmaster, Noncommissioned Officer and Trooper-of-the-Year will be honored guests at the Annual Convention. To provide administrative support and financial support to the 82nd Airborne Division Association Wounded Warrior Fund Inc, in order that contributions received may be totally applied to the Wounded Warriors of the Division.
- H. To provide administrative and financial support to the 82nd Airborne Division Association Educational Fund, Inc., in order that contributions received may be totally applied to scholarships. Additionally, the Board of Directors will set an amount to be given annually to the Education Fund, and it will be presented at each annual Convention; and specific fund-raising projects will be undertaken, the proceeds of which shall accrue to the Fund, with presentation as deemed appropriate by the President of the Association.
- I. To provide administrative and financial support to the 82nd Airborne Division War Memorial Museum (Historical Society), at Fort Bragg, North Carolina, in order to assist in maintaining the history and artifacts of the 82nd Airborne Division and the airborne community, as a whole.

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Additionally, the Board of Directors will set an amount to be given annually to the Museum, and it will be presented at each annual Convention. Additionally, fund-raising activities specifically in support of the Museum may be under taken by the Association, with the prior approval of the Board of Directors. Presentation of per capita monies will be made during the annual Convention each year and other presentations as deemed appropriate by the President of the Association.

- J. Provide support mechanisms for our Active duty Troopers and their Families.
- K. The 82nd Airborne Division Association organization (local chapter) is structured primarily for charitable and educational purposes. Included is making distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- L. Upon the dissolution of the local organization, any and all associated assets shall be forwarded to the parent organization (82d Airborne Division Association). Said assets shall be allocated to exempt projects/activities of the National Office. The 82d Airborne Division Association shall expend the assets for one or more exempt purpose(s) within the scope of Section 501(c)(3) of the Internal Revenue Code, or corresponding section 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.

Section 3 - PARAGLIDE:

- A. To carry out these aims and purposes, the Association shall publish regularly, the Association magazine, PARAGLIDE.
- B. The Editor of the PARAGLIDE shall be appointed by the Board of Directors.

ARTICLE II - Membership.

Section 1 - Classes and Qualifications: Membership in the Association shall require proof of “Honorable” service in the Military, and proof of Airborne qualification or service with the 82nd Airborne Division and consist of six (6) classes, as follows: Charter Members, Life Members, Regular Members, Associate Members, All American Members, Honorary Members and Auxiliary Members. Qualifications for membership will be sent to national for verification by the Executive Director on all members. All qualifications for memberships will be returned to, and maintained by the local chapters and must be certified annually on membership verification forms provided by the Association’s National office.

- A. **LIFE MEMBERS:** Past Presidents of the Association, upon completion of their term(s) as President; all Airborne troopers who are recipients of the Medal of Honor; all 82nd Airborne Division Jumpmasters-of-the-Year, Noncommissioned Officers-of-the-Year and all 82nd Airborne Division Troopers-of-the-Year, shall be Life Members.
- B. **CHARTER MEMBERS:** Charter Members shall consist of all officers and enlisted persons of the 82nd Airborne Division, United States Army, who were assigned or attached to and honorably served under competent orders, with the 82nd Airborne Division during World War II, and who,

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prior to June 1, 1945, became full-fledged members in good standing of the 82nd Airborne Division Association, not incorporated. Any officer or enlisted person who was a full-fledged member in good standing in said unincorporated Association, except for full payment of dues, shall be deemed to have paid such dues in full prior to June 1, 1945, if the balance of their dues is paid to the unincorporated Association or to the Treasurer of the Association prior to January 1, 1947.

C. REGULAR MEMBERS:

1. Any officer or enlisted person who has been assigned or attached to the 82nd Airborne Division, United States Army, under competent orders and served honorably with said unit, shall be eligible for membership in the Association. An applicant for membership shall first file with the Executive Director of the Association an application for membership on such forms as prescribed by the Board of Directors, proof of eligibility in the Association (DD214, Official Orders assigning or attaching them to the 82d Airborne Division, Certificate of Completion from Basic Airborne or the Advanced Airborne School, any official document that states that they were assigned or attached to the 82d Airborne Division, or any other documents that may be considered), and accompanied by payment in full of the then current initiation fees and dues. Such applicant shall become a Regular Member on approval of the application by the Executive Director.

2. No applicant, having made proper application and possessing the foregoing qualifications shall be denied membership in the Association by the Executive Director, providing, however, that the Board of Directors may, in its discretion, refuse membership to any applicant who, at any time during or since their service has been guilty of any conduct unbecoming a member of the 82nd Airborne Division.

3. Veteran Chapter dues will be set annually by the Board of Directors as prescribed in Art. 2, Section 4. Of the prescribed dues \$8.00 is kept by the Chapters, and the remaining dues are sent to the National office.

D. ASSOCIATE MEMBERS: Any officer or enlisted person who has been awarded a parachute qualification by an official United States or foreign government military arm and/or served honorably in parachute or glider status with any other airborne unit shall be eligible for Associate Membership in the 82nd Airborne Division Association, Incorporated under the same guidelines as a Regular Member.

E. ALL AMERICAN MEMBERS: Association members (Charter, Regular, and Associate) may elect to become All American Members by submitting their application with the appropriate dues as determined by the Board to the National Executive Director. Members of the Association, while on active duty with the 82nd Airborne Division may become All American Members by submitting their application, with the amount determined by the Board to their Chapter Chairperson.

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- F. **HONORARY MEMBERS:** Any person, whose life and activities has fostered the Airborne ideals on a national scale, may be elected an HONORARY MEMBER of the Association by majority vote of the Board of Directors. Any member of the Association may propose a candidate for Honorary Membership by written recommendation to the Board of Directors, outlining detailed qualifications of the candidate. Each such recommendation shall be certified to the Executive Director not less than five (5) weeks prior to the Convention. Any Honorary Membership may be withdrawn by a majority vote of the Board of Directors at a duly-constituted Board meeting. Each Chapter of the Association may provide in its By-Laws for naming of persons as Honorary Chapter Members.
- G. **AUXILIARY MEMBERS:** Veteran Chapters may allow individuals and members of organizations that support the Airborne concept (such as 508 Friends and Family, C-47 Club etc.) and are not eligible for any other type of membership in the Association, to join their Chapter as Auxiliary Members. The dues rate will be determined by the individual Chapter, as Auxiliary Members are only authorized at the Chapter level. Auxiliary Members will be a non-voting member and will not be authorized to attend National Conventions as Delegates.

Section 2 - Voting Privileges: Charter, Life, All American (Paid for Life), All American (Sustaining), Regular, and Associate Members of the Association shall be entitled to one vote, in person, on each matter submitted for a vote. Honorary Members cannot present a motion and have NO voting privileges.

Section 3 - Termination of Membership: The name of any member may be removed from the roll of members for the following reasons:

- A. Upon written resignation of a member, accepted by the Board of Directors.
- B. Upon direction of the Board of Directors, based on nonpayment of dues or assessment, or for any reason which would warrant refusal of membership to a new applicant.
- C. For violation of the Code of Conduct, may suspend, or expel a member after an appropriate hearing by the Board of Directors held during any Board of Director's meeting and a subsequent affirmative vote of four-fifths of the members of the Board. Notice of proposed termination, with supporting documents, must be served to such member at least sixty (60) days in advance of the hearing, by certified mail. In situations where immediate action is warranted to preserve the integrity of the Association, the President may unilaterally suspend a member deemed in violation of the Code for up to 180 days, pending formal review by the Board of Directors. All violations will be reviewed, or investigated by the Internal Affairs Committee, with a report to the Board of Directors.

Section 4 - Dues: Dues for all members shall be such amount as determined annually by the Board of Directors; except that all Life, Honorary, and All American Members are exempt from paying dues. A portion of yearly dues, which shall be fixed from time to time by the Board of Directors, for those Association members residing in a local Veteran Chapter Organization area, will be forwarded to the local Veteran Chapter Organization, or such other forwarded to the local Veteran Chapter Organization as the member may designate.

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Section 5 – Membership Verification: Applications for all 82d Airborne Division Association members must have date of service and include a letter from a Chapter officer certifying that the Chapter has reviewed a document showing date of service. Any of the following documents that show the name of the trooper and date of service in the military to include DD214, awards, orders, military diploma. If no documents are available due natural disaster, then a letter from the applicant certified by a notary can be submitted with the application. A copy of the application and the letter from the Chapter officer certifying the review of documents with dues is sent to the Executive Director. The Chapter will keep on file all applications and certifying documents in the Chapter officials record files. If these file are required for Federal audits, the Chapter will send them to the Executive Director by any secured means available.

ARTICLE III - Management and Finance.

Section 1 – Management: The business and affairs of the Association shall be managed by a Board of Directors, each Director serving for such term and subject to such qualifications as shall be herein provided. *The Board of Directors will also become the Board of Directors of the Educational Fund with the Educational Fund Officers being elected from the Association Board of Directors. The only exception can be the Treasurer of the Educational Fund. The Educational Fund Treasurer can be an Association member in good standing.* Any employee of the Association who is also a member of the Association will be transferred to an At-Large Chapter to avoid any appearance of any conflicts of Interest.

Section 2 - Executive Director: The Board of Directors may from time to time appoint an Executive Director of the Association who shall:

- A. Receive and record all monies of the Association and deliver over to the Treasurer all such monies of the Association.
- B. Perform such duties as are incidental to the office of Executive Director and such duties as are authorized by the Board of Directors.
- C. Give bond for faithful discharge of such duties in such sum as the Board of Directors shall from time to time require.

Section 3 - Bills, Obligations, Accounts and Investments: All checks issued from Association checking accounts or related banking accounts will require one signature, the Executive Director, for all amounts under \$2,000. Two signatures will be required for all amounts \$2,000 and greater, with one signature being the Executive Director and the second being the Treasurer or the President, subject to their availability. Time Deposits, and Investments shall require the signature of the President, the Treasurer and the Executive Director for issuance, withdrawal, or conversion.

Section 4 - Loans: No monies shall be borrowed or loaned by the Association nor shall any notes be given by the Association unless authorized by vote of the Board of Directors in regular authorized session.

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Section 5 - Finance and Budget Committee: A Finance and Budget Committee shall be appointed to draw up a budget for the approval of the Board of Directors. This Committee shall approve expenditures within the budgetary allowances. It shall examine and make known to the President its recommendation for any request for funds over and above the items provided for by the budget. Between stated meetings of the Board of Directors, the President shall submit all such requests under \$500.00 to the Executive Committee for action. Those requests over \$500.00 shall be submitted to the Board of Directors for action; in either case, a three-fourths majority of those voting shall be necessary to authorize such expenditure.

Section 6 - Convention Audit and Responsibilities:

- A. The President, the Executive Director and the Treasurer, acting as a Steering Committee, shall have veto power over any Convention Committee's anticipated expenditures, which will be set forth in budgetary form to the Steering Committee, on or before February 15th of the Convention year. This veto power extends to any budgetary changes made thereafter.
- B. Within ninety (90) days after completion of the Convention, the audited records of receipts and expenditures, pertaining to the Convention, together with the checkbook and all cancelled checks, are to be forwarded to the Executive Director.
- C. When the certified audit shows expenditures to have exceeded income of the Convention, the host or sponsoring Chapter may petition the Board of Directors, through the Executive Director, to pay the loss or part thereof, which the host of sponsoring Chapter is financially unable to pay; provided however, that the host or sponsoring Chapter shall reimburse the National Association an amount equal to fifty percent (50%) of any payments by the Association for such losses. A two-thirds majority vote of the Board of Directors is required for this action.
- D. After all expenses of the Convention are paid, and if a profit remains, then this profit is to be divided forty-five percent (45%) to the Association, forty-five (45%) to the host or sponsoring Chapter, and ten percent (10%) to the 82nd Airborne Division Association Educational Fund, Incorporated.

Section 7 - Dissolution Statement: In event of the dissolution of the 82nd Airborne Division Association, Inc., all assets of that Association shall become the property of the 82nd Airborne Division Association Education Fund, Inc., a separate, regularly-chartered non-profit organization.

Section 8 - Interpretation: Nothing in these By-Laws shall be construed to modify or alter the express direction of this Article.

ARTICLE IV - Local Veteran Chapter Organization.

To facilitate the efficient functioning of the Association, the following local Veteran Chapter Organizations and functions shall be developed:

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Section 1 - Organizing Veteran Chapter Chairperson: A temporary Chapter Chairperson may be designated by the Executive Director and approved by the Board of Directors for the purpose of organizing and formulating new Chapters in local areas not now organized along local Veteran Chapter Organizational lines.

Section 2 - Organizational Meeting: Each such Temporary Veteran Chapter Chairperson shall thereupon call a meeting of all Association members and potential members residing in their local area, for the purposes of:

- A. Familiarizing such members with the aims and purposes of the Association.
- B. Organizing the local Chapter and electing Chapter officers.
- C. Formulating Chapter By-Laws.
- D. Requesting a Chapter Charter from the National Association.

Section 3 - Boundaries: Insofar as may be practical, each such Veteran Chapter area shall be bounded by a radius of fifty (50) miles; however, in granting a Charter, the Board of Directors may waive this mileage limitation where there are special circumstances relating to geography and population centers. Where there is a need to particularly define such geographical boundaries, the Executive Director shall do so subject to the approval and ratification of the Board of Directors.

Section 4 - Charter: After each such Veteran Chapter is organized, with Chapter Officers duly elected by the members of the Association in the local Chapter area (elected Chapter Officers must be members in good standing of the National Association), a Chapter Charter will be presented to the Chapter by the Association; provided, the Provisional Chapter has twenty (20) members in good standing in the National Association.

Section 5 - Requirements:

- A. Chartered Chapters are required to maintain verification proof of Chapter members, and be able to provide this documentation to the National office upon request for audit purposes. Chartered Chapters are required to maintain activities consistent with the needs and objectives of the Association throughout the year. This requirement shall include, but not be limited to, the scheduling of regular Chapter meetings.
- B. Reports:
 - 1. Annual Report: At the close of each calendar year every Chapter of the Association shall file with the Executive Director a report documenting the Chapter's organization and activities for the previous year. This report must be filed by Feb 1st of the following year. Required information will include a listing of the Chapter's primary serving officers (Chairman, Vice Chairman, Secretary and Treasurer) for the previous year and will include telephone numbers and email addresses for those officers. It will also record the dates and places of all meetings and activities held or

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sponsored by the Chapter throughout that year, including estimated attendance at each of these events, and notice of the Chapter's schedule of meetings and activities for the coming year.

2. Annual Financial Statements: Our IRS status requires each Veteran and Active Duty Chapter provide them an annual Financial Statements. Chapters can either file these reports separately and directly to the IRS using Form 990 or Form 990-EZ by the IRS deadline, or through the Association. Chapters that submit their statements to the Association will submit them on a form provided by the Association NLT than 10April of the following year, unless directed otherwise by the Association. Chapter statements will be consolidated into one Association report and submitted to the IRS.

C. The failure of a Chapter to maintain their records, programs, and activities, and to report on the same as herein set forth, shall constitute sufficient basis for the Board of Directors to revoke the Charter of such Chapters.

Section 6 - Chairperson: The organization of such Veteran Chapter group may follow whatever lines the members of such group deem desirable, not inconsistent with these expressed By-Laws, provided that the provision is made for the election within such Chapter group of a local Chairperson charged with the duty of liaison work between the Chapter group and the Association and is empowered to represent the Chapter group before the Association. Chairperson is required to validate membership verification annually.

Section 7 - Convention Delegates:

A. The Chapter Chairperson (or their designated representative) of each Chartered Veteran or Military Chapter shall be a Delegate to represent the Chapter at the Annual Convention. However, each Chapter may, in addition to the Chapter Chairperson (or their designated representative), select one (1) additional member to be a Delegate at the annual Convention. In such case, the Chapter Chairperson (or their designated representative) shall be the Chief Delegate. The Delegates shall have the following duties and privileges:

1. Attend Delegates meetings and present Chapter concerns and issues.
2. To participate, without vote, in designated meetings of the Board of Directors.
3. To have their Convention registration fees paid by their respective Chapters.
4. To represent the Chapter at the Annual Convention.
5. To serve on National Association and Convention Committee.
6. To meet with any appropriate Committees at a designated time at the Annual Convention.
7. To report to the Chapter on the action and activities of the Annual Convention.

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8. To meet at a site determined by the appointed Board member at least sixty (60) days in advance of the next Convention date, if the Chapter orders such action. (Delegates Pre-Convention Meeting). Each Chapter's Delegate forms must be received by mail or email attachment and certified by the executive Director by 1 May for All American Week attendance, and 31 July for Convention attendance.

- B. At-Large members are eligible to attend Delegate functions. They must submit a Delegate Certification Letter to the Executive Director. The Executive Director will certify the Delegate based upon guidance from the Association Board of Directors.

Section 7 - Chapter Demise: In the event a local Veteran Chapter Organization ceases to function after successful operation, all property, revenue and records are to be handed over to the Executive Director of the Association for safe keeping. All property and records are to be stored for future use. All Chapter funds shall be deposited in the Association general fund. The Chapter Charter shall become void.

Section 8 - Active Division Chapters:

- A. The troopers of the 82nd Airborne Division shall enjoy the same rights as provided herein for local Veteran Chapter Organizations. Due to the organizational structure of the 82d Airborne Division, and provisions for subsequent re-organizations, the number of such Chapters will be in direct proportion to the number of major subordinate units, battalions, and separate companies comprising the Division.
- B. Active Duty members will be assigned to the Active Duty Chapters while assigned to the 82nd Airborne Division. Recruiting of Active Duty soldiers while assigned to the 82nd Airborne Division by Veteran Chapters is strictly prohibited. Upon ETS or PCS from the 82d Airborne Division members will be placed in the Veteran Chapter of their choosing as specified on their application, or requested by the member through the National office.

Section 9- Association Disclaimers:

- A. The 82nd Airborne Division Association, Inc., is not engaged in the food and beverage industry and does not directly sell or furnish alcohol to its members and therefore carries limited alcohol or liquor liability insurance coverage, which is restricted to coverage only for its function as a host for national events of the Association. The Association will offer guidance on how its Chapters may obtain special insurance riders for Chapter-sponsored events, whether the Chapter plans to host a hospitality suite with donated alcohol, or when alcohol is served by the hotel or other venue as part of a banquet or cash bar. Such insurance riders are the sole responsibility of each Chapter, who would contract for, pay for, and obtain such coverage by that separate Chapter. Obtaining or not obtaining such special insurance rider coverage shall in no way be the responsibility of the 82nd Airborne Division Association, Inc.
- B. The 82nd Airborne Division Association, Inc., is in no way affiliated with any civilian or private group, club, association or other type of organization that conducts parachute jumps.

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The 82nd Airborne Division Association, Inc., does *not* sponsor, nor assume any liability for parachute or sport jumping organizations nor any of their activities, nor does it provide insurance coverage for anyone in any parachute jumping activity, to include being in attendance as a spectator or participating in any parachuting activity. Whereas members of the 82nd Airborne Division, Inc., may have members who belong to such organizations that perform parachute activities, those members are performing such activities outside of their membership in the 82nd Airborne Division Association, Inc., and will in no way portray or represent these activities as being sanctioned, approved, or in conjunction with or related to the 82nd Airborne Division Association, Inc.. The Association insurance policy does not cover any liability for death, injuries, damages, medical expenses, or other losses resulting from parachute activities.

- C. The Association will offer guidance on how its Chapters may obtain special insurance riders for any non-covered event or activity. Such insurance riders are the sole responsibility of each Chapter, who would contract for, pay for, and obtain such coverage by that separate Chapter. Obtaining or not obtaining such special insurance rider coverage shall in no way be the responsibility of the 82nd Airborne Division Association, Inc.

ARTICLE V - ELECTIONS.

Section 1 - Directors: The Board of Directors shall consist of twelve (12) Directors and the Chaplain of the Association without a vote. The Executive Director shall be a member of the board without a vote. In 2012 and thereafter, a sufficient number of the twelve (12) Directors will be elected at each Convention by the membership, from candidates nominated by Veteran Chapters to insure 12 Veteran Directors on the Board.

Section 2 - Terms of Office:

- A. Directors shall be elected for a term of two (2) years.
- B. Each Director shall serve not more than two (2) consecutive two-year terms as a Director, but may again be elected a Director following an interval of (1) year after completing such two (2) consecutive terms.
- C. The effective date for commencing terms of office for Directors/Officers will be the first day of January, each year, terminating the last day of December, each year.

Section 3 - Qualifications: A Director need not be a resident of the State of North Carolina, but shall be a voting member of the Association.

Section 4 - Nominations: The members of each Veteran Chapter may nominate one (1) candidate at each election of Directors. Each such nomination and an alternate, shall be certified to the Executive Director by the Chapter Chairperson not less than 60 days prior to the election date, via mail or as an attachment to email, and shall include a descriptive paragraph of the nominee to include not only past qualifications, but also include a statement as to what the nominee proposes to do for the good of the Association, if elected.

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If, within 60 days of the election date and insufficient number of nominations has been made, the President may appoint a Nomination Committee to provide a nominee for each vacancy to be filled at the election.

Section 5 - Elections: At least (30) days before the election the Executive Director shall post, to the Association website, a list of all Director nominations, listing the nominations in alphabetical order. Then at the Annual Convention the ballot will be posted. At a meeting of the members of the Association, nominations for Director will be accepted and introduced. On the day fixed for the election, a ballot listing the names of the nominees will be generally distributed and the members may cast their vote. The Board of Directors shall tally the votes; promptly announce the winning candidates; file the vote in the records of the Association. If there are no more nominees than offices to be filled, the above formalities shall be dispensed with and the Executive Director shall notify each Chapter Chairperson that the nominees are declared elected. No person nominated for Director shall be eligible for election unless present at the Annual Convention. If a member is nominated by a Chapter and fails to attend the Annual Convention, the official Delegate from said Chapter may hold a caucus of all members from said Chapter area attending the Annual Convention to submit a new nomination, provided that such nomination is submitted by said official Delegate to the Executive Director of the Association prior to the time of the election. Each member must show a current paid dues card in order to receive a ballot and vote in any election.

Section 6 - Vacancies: Any vacancy shall be filled by the Board of Directors for the unexpired portion of the term. Nominees shall be selected from the most recent election by ballot count in descending order. If no one is available from the previous elections, the President shall appoint an individual to fill the vacancy.

ARTICLE VI - OFFICERS.

Section 1 - Number: The Officers of the Association shall be a President, a Vice President, a Secretary and such other offices as may be designated by the Board of Directors from time to time. These Officers shall comprise the Executive Committee of the Board of Directors.

Section 2 - Election and Terms of Office: The Officers of the Association shall be elected annually by the new Board of Directors from the members of the new Board of Directors at its first meeting after the election and prior to the effective date of office.

Section 3 - Conflicts of Interest: In order to avoid any conflict of interest or the perception of a conflict of interest. Any National Officers and Board of Director members of the Association currently involved in business transactions, or in the future, must disclose all financial aspects of any transaction, where monies exchange from the Association and that National Officer/BOD member. The National Officer/BOD member involved shall abstain from voting on the decision-making process pertaining to any exchange of money between the Association and that National Officer/BOD member.

Section 4 - Removal: Any Officer or Agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of the Association would be served thereby.

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Section 5 - Vacancies: Any vacancy shall be filled by the Board of Directors for the unexpired portion of the term.

Section 6 - President: The President shall be the principal Executive Officer of the Association and shall, in general, supervise and control all of the business and affairs of the Association. The President shall also preside at all meetings. The President shall be limited to two (2) one-year terms in office, either consecutively or at different times.

Section 7 - Vice President: In the absence of the President, or in the event of the President refuses to act, the Vice President shall perform the duties of the President.

Section 8 - Secretary: The Secretary shall be responsible for and keep minutes of all meetings of the Association and of the Board of Directors. The Secretary shall perform such other duties as may be directed by the President or the Board of Directors.

Section 9 - Treasurer:

- A. The Treasurer shall give bond for the faithful discharge of such duties in such sum and with such surety or sureties as the Board of Directors shall determine.
- B. The Treasurer shall have charge of and be responsible for all funds and securities of the Association; receive and give receipts for monies due and payable to the Association from any sources whatsoever, and deposit all such monies in the name of the Association in such banks, trust companies, or other depositories as shall be designated from time to time by the Board of Directors.
- C. The Treasurer shall perform all duties as from time to time may be assigned to the Treasurer by the President, or the Board of Directors.
- D. The Treasurer shall be required to submit annually an audited financial report to be published in the summer issue of the PARAGLIDE.
- E. The Treasurer must be a member of the 82nd Airborne Division Association in good standing.
- F. The Association Treasurer can be elected Board Member with full voting privileges, or an Association member in good standing, appointed by the President, who will service without board voting privileges.

Section 10 - Chaplain: A Chaplain should be appointed by the President of the 82nd Airborne Division Association. The Chaplain will conduct the annual Memorial services at the Annual Convention and carry out such duties incidental to this office. The chaplain should provide material for publication in each edition of the quarterly magazine, the PARAGLIDE. The Chaplain will seat with the Board of Directors, without a vote.

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Section 11 - Executive Director: The Executive Director shall be appointed by the Board of Directors for a specified term, and shall sit with and be a member of the Board of Directors, without a vote.

- A. It shall be the Executive Director's duty to administer the general business and affairs of the Association.
- B. The Executive Director shall provide for payment of all authorized bills and obligations. All checks issued from Association checking accounts or related banking accounts will require one signature, the Executive Director, for all amounts under \$2,000. Two signatures will be required for all amounts \$2,000 and greater, with one signature being the Executive Director and the second being the Treasurer or the President, subject to their availability.
- B. The Executive Director shall receive, record, and deliver for the Treasurer all monies of the Association.
- C. The Executive Director shall perform all duties incidental to the office, and as authorized by the Board of Directors.
- D. The Executive Director shall publish and distribute bulletins to all Directors and Chapters periodically.
- E. The Executive Director shall be a member ex-officio of all Standing Committees.
- F. The Executive Director shall be custodian of the corporate seal and Association records and shall affix the seal to all official documents.
- G. The Executive Director shall supervise the PARAGLIDE Editor.

Section 12 - Judge Advocate: A Judge Advocate shall be appointed by the President of the Association.

- A. The Judge Advocate shall be an attorney-at-law, admitted to practice before the courts of any State or Commonwealth.
- B. The Judge Advocate shall sit with and advise the Board of Directors, without vote, at all meetings.
- C. The Judge Advocate shall interpret the By-Laws and advise the Association on legal questions.

Section 13 - Historian: A Historian shall be appointed by the President of the Association and approved by the Board of Directors. The justification for appointment shall be based on the individual qualifications of the appointee (noted author, historian, researcher, etc.).

- A. The Historian shall sit with the Board of Directors, without vote, and apprise the Board on those pertinent matters concerning the Division's and Association's history.

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B. The Historian shall maintain close liaison with the Curator of the 82nd Airborne Division War Memorial Museum.

Section 14 - PARAGLIDE Editor: The Executive Director shall be the Association Paraglide Editor.

Section 15 - Compensation: No compensation shall be authorized any Officer or Director other than in payment of reasonable compensation for services rendered.

Section 16 - Emergencies: The Executive Committee shall have the power to act in all emergencies, and shall give the Chapters immediate notification of any such action. In addition, the Board of Directors may suspend or make a change to a Bylaw, until a general membership meeting can be held.

ARTICLE VII - Meetings.

Section 1 - Meeting of Members: Meetings of members of the Association may be called at any time by the Board of Directors and shall be called on application in writing filed with the Executive Director signed by at least five (5) per cent of the members in good standing. Voting at meetings of members shall be by individuals who are present and voting members of the Association.

Section 2 - Meeting of Chapter Chairperson and Directors: Joint meetings of Chapter Chairpersons and Directors may be called at any time by the Board of Directors and shall be called on application in writing filed with the Executive Director of the Association and signed by the majority of the Chapter Chairpersons.

Section 3 - Meeting of Directors: A regular meeting of the Board of Directors shall be held, without other notice than these By-Laws, on any or all day (s) of the Annual Convention at the location of the Annual Convention. Special meeting of the Board of Directors may be called by or at the request of the President or any three (3) Directors. Conference call meetings may be called by the Association President, provided that Directors are given seven days' notice. Notice as to the Directors meetings may be waived by consent of all the Directors.

Section 4 - Place of Meetings: Meetings of members, joint meetings of Chapter Chairpersons and Directors, and meetings of Directors may be held anywhere in the continental limits of the United States provided at least ten (10) days' notice is given. Notice as to Directors meetings may be waived by consent of all the Directors.

Section 5 - Quorum: At meetings of members, the voting members present in person at duly scheduled business meetings shall constitute a quorum. At meetings of Board of Directors, a majority of the directors shall constitute a quorum. The quorum of the Board of Directors shall not be affected at any time by the absence of any or all of the Veteran Chapter Directors (who shall have a stand-in approved by the President).

Section 6 - Order of Business: The order of business at all meetings of the Board of Directors shall be as follows:

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- A. Roll call.
- B. Reading of the minutes of the preceding meeting and action thereupon.
- C. Reports of Officers.
- D. Reports of Committees.
- E. Unfinished Business.
- F. Miscellaneous Business.
- G. New Business.

ARTICLES VIII - FISCAL YEAR.

The fiscal year of the Association shall begin on the first day of January in each year and end on the thirty-first (31) day of December in each year.

ARTICLE IX - NATIONAL CONVENTION.

The Convention site shall be awarded by vote of the National Board of Directors of the Association and in accordance with the Convention Standard Operating Procedure.

ARTICLE X - AMENDMENTS.

These By-Laws may be amended or replaced and new By-Laws may be adopted at any meeting of the Board of Director of the Association, by a three-fourths vote of the Directors present at the meeting; provided that any such amendment voted upon shall be ratified by a two-thirds vote of the members present at any duly called and constituted meeting of the members of the Association.

No action can be taken to amend these By-Laws unless:

- A. Proposed amendments have been mailed, emailed or delivered to the By-Laws Committee at least forty-five (45) days prior to the meeting.
- B. The By-Laws Committee will then put such amendments into proper wording or phraseology. The committee is required then to mail, email or deliver the proposed amendments to the Officers and Directors and each Chapter Chairperson at least ten (10) days prior to the meeting.

ARTICLE XI - RULES OF ORDER.

Except where herein provided for, Roberts Rules of Order will prevail.

NOTE: The Titles of Articles and Sections in these By-Laws is for identification only, and should not be used in interpretation or application of these By-Laws.

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CODE OF CONDUCT

The 82nd Airborne Division Association Code of Conduct describes the principles of good behavior expected of all members. Membership is defined by the By-laws of the 82nd Airborne Division Association. Every member is expected to understand and abide by the Code of Conduct. You are to exemplify the code's spirit, principles, and to foster and sustain a spirit of goodwill within the 82nd Airborne Division Association.

Guiding Principles underlying the Code of Conduct include: Honesty, Integrity, Dignity, Respect and Responsibility.

1. Members agree to adhere to the highest ethical standards to earn and protect the public's trust in carrying out the 82nd Airborne Division Association mission.
2. Members agree to be good stewards of the 82nd Airborne Division Association resources.
3. Members will conduct themselves with dignity, display good manners, and good morals.
4. Members will respect the dignity of all persons. Bullying, physical, mental, or psychological abuse of any person will not be tolerated.
5. Members will demonstrate the highest regard for the 82nd Airborne Division Association mission.
6. Racism, sexism, ageism, and religious discrimination will not be tolerated and members will be kind, considerate, and welcoming to all.
7. Members will be a good citizen and good neighbor by obeying local, state and federal laws and regulations.
8. Members will abide by all governing documents of the 82nd Airborne Division Association.
9. Members will not abuse or tolerate the abuse of alcohol (Drink responsibly and watch over your fellow "troopers.")
10. Members will honor and fulfil commitments and financial obligations to the Association in a timely manner.
11. Members should be careful with their criticism and liberal with their praise; to build up and not destroy.
12. Members will be honest, helpful, and not undermine others.
13. Members will challenge each other to abide by this Code and appropriately address those who violate the 82nd Airborne Division Association Code of Conduct.

Any violation of this Code of Conduct will be referred to the 82nd Airborne Division Association Internal Affairs Chairman and may be subject to discipline up to and including suspension or termination of membership.