

CONSTITUTION of the 101ST AIRBORNE DIVISION ASSOCIATION



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CONSTITUTION of the 101st AIRBORNE DIVISION ASSOCIATION

ARTICLE I

Section 1 - NAME

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.

ARTICLE II

Section 1 - PURPOSE

- A. The purpose of this Association shall be to preserve the memory of those who have served and to honor those who now serve in the 101st Airborne Division; to support and enhance the fame and glory of the Division; to maintain and strengthen the bonds of comradeship that have distinguished the members of the Division; 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 may be conducted during the Memorial Dinner.

Section 2 - DECLARATIONS

- A. The term Association also means the equivalent of the entire membership of the Association. The Association Assembly means the Association members registered and attending the Annual Reunion. The Association Assembly, consisting of registered voting members in attendance at the Annual Reunion, can act for the entire Association by appropriate vote at the Unit meetings and conveyed by the duly elected unit representatives to the Board of Governors.
- B. The Association is organized as, and shall remain a nonprofit, apolitical association established for the mutual benefit of the Association members without restriction or discrimination based on age, sex, religion, race, ethnic group, national origin, status, handicap or disability.
- C. Association members shall not use the name of the Association to engage in any political or profitmaking activities.
- D. No profit or earnings of the Association shall accrue to any one individual of the Association. Nor shall any one of the Association members realize any financial gain or emolument from whatever source, directly or indirectly, from any Association funds or promotions.
- E. 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 conduct any other activities not permitted:

- 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 whose contributions are deductible under Section 170 (c) (2) of the Internal Revenue code of 1986 (or corresponding provisions of any future United States Internal Revenue Code).

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, Chairman of the Board, and Executive Secretary and Treasurer.

Section 2 - ELECTED OFFICERS

The Elected Officers shall be a President and a Vice-President elected by the membership and the Chairman of the Board elected by the Board of Governors.

Section 3 - APPOINTED OFFICERS

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

Section 4 - BOARD OF GOVERNORS

- A. The Association shall be governed by a Board of Governors as elected by the membership.
 1. Only regular members in good standing may serve or be elected as Governors of the Association.
 2. For the purpose of this Section, a Regular Member who has served with more than one Unit in the Division may choose the Unit with whom he will caucus. Unit choices shall be permanent. Under no circumstance may a member vote with, or represent, more than one unit.
- B. Organization of The Board of Governors: The organization of the Board of Governors will be as defined in the By-Laws.
- C. Authority of The Board of Governors
 1. The Association shall be governed by a Board of Governors. 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.
2. The Board of Governors shall decide all of the policies of the Association.
 3. The Board of Governors may recognize a Chapter by issuing a charter to that Chapter and may revoke for cause the charter of a Chapter.
 4. The Board of Governors shall settle any discussion over eligibility, election, conduct, expulsion, or reinstatement of any Association Officer or Association Member.
 5. The Board of Governors shall settle any discussion over all other matters that may influence the welfare of the Association.
 6. The Board of Governors shall have the final authority when interpreting all documents, all policies, and all procedures concerning the Association.
- D. The Board of Governors is subordinate to the Membership and shall abide by the Association's Constitution and By-Laws.
- E. 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.

Section 5 - QUALIFICATIONS OF APPOINTED OFFICERS.

- A. Chairman of the Board: Must be a Past-President, be knowledgeable in the operation and conduct of Association business, and will be a non-voting member of the Board of Governors.
- B. Parliamentarian:
1. The Parliamentarian must be familiar with Parliamentary Procedure, have knowledge of the meaning of the Association Constitution and By-Laws, and the laws governing non-profit organizations and be able to carry out the responsibilities of the Office.
 2. The Parliamentarian shall be appointed by the President. If a qualified Parliamentarian cannot be appointed from the membership, the President, with the approval of the Board of Governors, may contract a qualified non-member Parliamentarian to assist the Association in the conduct of its business meetings. If a qualified Parliamentarian is appointed from within the membership, he shall be a non-voting member of the Board of Governors.
- C. Legal Advisor:
1. The Legal Advisor must be a qualified attorney knowledgeable of civil law as it applies to not-for-profit organizations and to be able to carry out the responsibilities of the office.
 2. The Legal Advisor shall be appointed by the President. If a qualified Legal Advisor cannot be appointed from the membership, the President, with the approval of the Board of Governors, may contract for an attorney to provide legal advice and assistance to the Association as required for the conduct of its business. If a qualified Legal Advisor is appointed from within the membership, he shall be a non-voting member of the Board of Governors.
- D. Executive Secretary and Treasurer:
1. The position(s) of Executive Secretary and Treasurer requires knowledge of

- business and association management. A four (4) year degree in Business Administration or Association Management is highly desired. Abilities in the areas of leadership, planning, organization, management control, and communications (both written and oral) are required.
2. The ability to establish and maintain effective working relationships with the Association President, Association Officers, Committee Chairs, and Chapter representatives is crucial to organizational success.
 3. The position of Executive Secretary requires the journalistic capability to edit and publish The SCREAMING EAGLE publication.
 4. The Treasurer is required to have knowledge of general accounting principles as they relate to non-profit organizations (including budgetary procedures), knowledge of meeting and/or Reunion planning and operation, knowledge of good marketing practices, and expertise in public relations.
 5. If the Executive Secretary and Treasurer are appointed from within the membership, they shall be non-voting members of the Board of Governors.
 6. The Executive Secretary and Treasurer are directly responsible to the Board of Governors.

ARTICLE V

Section 1 - MEETINGS

- A. Pursuant to the laws of the state in which incorporated pertaining to non-profit-organizations, the unit meeting held at the annual reunion shall be known as the Annual Meeting of the Corporation.
- B. The location of the Annual Reunion site shall be ratified by the Membership, when practicable.
- C. Special meetings are as required or called by the President in accordance with the By-Laws.

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 Secretary.
- 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 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.

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 reasonable 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 last amended, and 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 last amended, and a copy of the Association

ARTICLE XI

Section 1 - RULES OF CONSTRUCTION

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 to, every member in accordance with current policies.
- C. The Association will publish on the screamingeagle.org website this Constitution, the Bylaws, and copies of Standard Operating Procedures (SOPs), such as the Reunion SOP and other pertinent documents.

ARTICLE XIII

Section 1 - AMENDMENTS

- A. This Constitution may be altered, amended, or repealed or a new Constitution may be adopted by the membership at the Annual Meeting of the Association.
 1. Notification of proposed changes shall be published in *The Screaming Eagle* Magazine and on the www.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. Eligible Member's Electronic 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 those 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 electronic means as stipulated at A.3 above.
 - C. When a change or amendment to the Constitution is proposed, a Constitution Committee shall be appointed by the President and shall have jurisdiction over proposed changes or amendments to the Constitution and shall submit their 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 Committee and its recommendation has been submitted to the Board of Governors.
 - E. Any such proposed amendment shall be examined by the Constitution Committee before submitting the same to the Board of Governors and thereafter, to the Membership. The Constitution 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, but not materially changing its meaning and effect.
 - F. Amendment shall be effective immediately upon verification of adoption by the Board of Governors. Verification of adoption of amendment shall be the first priority of any meeting of the Board of Governors subsequent to the vote on the amendment.

ARTICLE XIV

Section 1 – SCREAMING EAGLE FOUNDATION

The Screaming Eagle Foundation was established in February, 2012 for the express purpose of carrying out the philanthropic programs of scholarships and monetary assistance to soldiers and veterans of the 101st Airborne Division and their families previously conducted by the Association in order for the Association to conform to IRS regulations for 501 (c) (19) Veterans organizations.

ARTICLE XV

Section 1 – DISSOLUTION

In the event that the 101st 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 charitable donation 501 (c) (3) tax exempt organization with IRS section 170 (2) charitable donation 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 by a Court of Competent Jurisdiction of the county in which the principal office of corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated for such purposes.

ARTICLE XVI

Section 1 – ACCEPTANCE

The Constitution of the 101st Airborne Division Association is hereby revised by the members in Convention this 18th day of August 2018 with an effective date of September 1st 2018.

OFFICIAL:

A handwritten signature in black ink, appearing to read 'R. Underhill', written in a cursive style.

Randal E. Underhill
Executive Secretary and Treasure