

# **Chapter 1 (Sigholtz Capital Chapter)**

173d Airborne Brigade Association



## **Chapter By-Laws**



16 July 2016  
Fairfax, Virginia

**Chapter 1 (Sigholtz Capital Chapter)**  
173d Airborne Brigade Association

**BY-LAWS**  
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## **ARTICLE I      Name, Jurisdiction, Chapter Offices, Area of Interest, Purposes**

### **Section 1      Name**

- A. This organization shall be called Chapter 1 (Sigholtz Capital Chapter) 173d Airborne Brigade Association (the Chapter), and shall be organized as an element of The 173d Airborne Brigade Association (the Association), which was previously known as the Society of the 173d Airborne Brigade; the International Society of the 173d Airborne Brigade; the Society of the 173d Airborne Brigade (Separate); the Sky Soldiers Association, and the 173d Airborne Brigade Association, Incorporated.
- B. In correspondence with organizations outside the Association, the Chapter shall be identified as the Sigholtz Capital Chapter. In correspondence with the 173d Airborne Brigade Combat Team and within the Association, the Chapter shall be identified as Chapter 1.
- C. Regular Members (see Article IV, Section 1) of the Chapter shall be known as "Sky Soldiers."

### **Section 2      Jurisdiction**

The Chapter is incorporated in the Commonwealth of Virginia, and subject to the laws of the Commonwealth.

### **Section 3      Chapter Offices**

- A. The Chapter's office of record shall be the law office of the Chapter's registered agent, located in the city of Alexandria, VA.
- B. The Chapter's public office shall be its post office box, which shall be located in the Commonwealth of Virginia.
- C. Chapter funds shall be maintained in a suitable banking facility with offices located in the Commonwealth of Virginia. A Chapter safe deposit box for storage of critical documents shall be maintained in the banking facility.
- D. Individual Chapter leaders shall carry out their duties in locations convenient to them, with no facility cost chargeable to the Chapter.

### **Section 4      Area of Interest**

The Chapter shall serve the greater National Capital Area of the Middle Atlantic States, including the District of Columbia and Delaware, Maryland, Virginia, and West Virginia. Sky Soldiers who live and work outside the Chapter's area of interest shall be free to associate with the Chapter.

### **Section 5      Purposes**

The Chapter shall exist for the following purposes:

- A. To serve as a permanent military veterans' organization for active duty members of the armed forces and military veterans who have been officially assigned or attached to, or were otherwise affiliated with, the 173d Airborne Brigade (Separate), the 173d Airborne Brigade, or the 173d Airborne Brigade Combat Team (the ABCT), (in all cases known as the Brigade), in order to maintain and strengthen the common bonds that exist among those who serve/served with the Brigade and its affiliated organizations.
- B. To further the goals, objectives and purposes of the Association, and represent the Association as appropriate in ceremonies and at official functions within the Chapter's primary area of interest.
- C. To foster recognition and respect for the history of the Brigade and the service of its Sky Soldiers, and honor and perpetuate the memory of Sky Soldiers who died in service to the country.
- D. To facilitate personal and professional contact among Sky Soldiers who live or work in the Chapter's area of interest, and provide support and assistance as practicable for Brigade wounded warriors, Brigade veterans, and Brigade-related families assigned or living in the Chapter area.
- E. To encourage and promote the paratrooper's traditions of patriotism, military service, shared risk, and achieving victory against all odds in the nation's conflicts.
- F. To perform, as practicable, works of charity and good will which are consistent with the intent of Purposes A-E.

**ARTICLE II     Fiscal Year**

The Chapter fiscal year shall begin on January 1 and end on December 31.

**ARTICLE III     Federal Income Tax Status**

The Chapter shall be organized as a tax exempt organization under the provisions of IRS Code 501(c) (19) – Veterans' Organizations.

**ARTICLE IV     Membership**

Section 1     Categories, Types and Qualifications

- A. The Chapter shall have two membership categories: Regular Members and Associate Members.
  - 1. A Sky Soldier assigned or attached to the Brigade under competent orders, and having served honorably, is eligible to become a Regular Member of the Association and the Chapter. The Association recognizes two types of Regular Members – Life Members (LM) and Annual Members (AM).

- (a) Life Members are Regular Members of the Association who have paid the one-time \$173 Association Life Dues.
  - (b) Annual members are Regular Members of the Association who pay Association Annual Dues.
  - (c) Membership in the Association does not automatically confer membership in the Chapter, and *vice versa*. A Sky Soldier may join just the Association, just the Chapter, or both. To fully participate in the affairs of the Association and the Chapter, a Sky Soldier must join both organizations.
2. A person not eligible to become a Chapter Regular Member may be eligible to become a Chapter Associate Member. There are four types of Associate Members – Deceased Member (DM) family members, Gold Star (GS) family members, Military Veterans (MV), and Honorary Members (HM).
- (a) Family members of a deceased Regular Member are eligible to be DM Associate Members.
  - (b) Family members of a Sky Soldier who was killed in action are eligible to be GS Associate Members.
  - (c) Military veterans who served honorably in US units other than the Brigade or in Allied units are eligible to be MV Associate Members.
  - (d) Persons who have provided great service to the Chapter or Association may be accepted as an HM Associate Member by a majority vote of Chapter Officers.
  - (e) Associate Members may join just the Association, just the Chapter, or both.
3. Chapter Regular and Associate Members in good standing may participate in all Chapter events and meetings, except as indicated elsewhere in these By-Laws.
- B. To become a Chapter Member, a candidate must complete and submit a Chapter application.
- 1. An applicant who is found to be eligible for Chapter membership and pays the Annual Chapter Fee as required becomes a Chapter member.
  - 2. Applications that do not demonstrate the applicant's eligibility for Chapter membership will be returned without action.
  - 3. Chapter membership may be refused for cause by a majority vote of the Chapter Officers.
  - 4. An applicant who is refused Chapter membership has the right to appeal in person within 90 days of the denial at a Chapter Planning meeting or Special Meeting of Chapter Officers.

## Section 2     Dues and Fees

- A. Association Dues are set by the Association Board of Directors, and are required of Association members as specified in the Association By-laws. To be in good standing with the Association, a Chapter member must pay Association Dues.

- B. Each Regular and MV Associate Member of the Chapter must pay an Annual Chapter Fee (the Fee) to be in good standing with the Chapter. No Annual Chapter Fee is required of Chapter Regular Members who are recipients of the Medal of Honor.
- C. Chapter DM Associate Members, GS Associate Members, and HM Associate Members are not required to pay the Annual Chapter Fee to be in good standing with the Chapter.
- D. The Annual Chapter Fee shall be set by the Chapter Officers to cover known and expected Chapter expenses and contingencies. The Fee may not be changed more than once in any twelve-month period unless the additional change is approved by the majority of Chapter Regular Members in good standing present at a duly called general membership meeting.
- E. Association Annual Dues and Annual Chapter Fees are due on 1 January of each year.
- F. The Chapter Officers may establish one-time event fees to defray the costs of Chapter functions.
- G. The Chapter Officers may vote to waive payment of the Annual Chapter Fee or an event fee for a membership candidate or member who otherwise is qualified but cannot afford to pay the fee.
- H. The Chapter shall continue to maintain on its roll any member who has lapsed from good standing for failure to pay the Annual Chapter Fee, unless the lapsing member requests to be dropped from the roll. Maintaining the member on the roll will ensure that the lapse from good standing will not result in loss of the Chapter's ability to contact the member in the future.

### Section 3      Termination of Membership

Chapter membership may be terminated (1) by the member, upon written resignation mailed to the Chapter address or to be given to the Chapter Secretary; or (2) for cause, by a majority vote of the Chapter Officers. A Chapter member who is terminated for due cause has the right to appeal in person within 90 days at a Chapter Planning meeting or Special Meeting of Chapter Officers.

### Section 4      Meetings of Members; Voting; Quorum; Minutes

- A. The Annual General Membership (AGM) meeting shall be held in January of each year at a date, time, and location approved by the Chapter Officers. It will be announced at least 60 days in advance to the membership via *The Herd Word*. The elected offices to be filled, and the duties of those offices, will be specified in the announcement. The AGM meeting is the only required general membership meeting of the year.
- B. If circumstances warrant (e.g., need for Annual Chapter Fee vote, By-Laws update vote, elected Chapter Officer removal vote, etc.), the Chapter Officers may choose to hold a Special General Membership (SGM) meeting in the second, third, or fourth calendar quarter of the year. Not more than one general membership meeting, whether AGM or SGM, may be held in any calendar

quarter. The date, time, place, and purpose of an SGM meeting will be announced at least 30 days in advance to the membership via *The Herd Word* or special written announcement.

- C. Chapter Regular Members in good standing who are present at a general membership meeting shall have the privileges of the floor and speaking in debate, and shall be entitled to one vote on matters presented for vote.
- D. Chapter Associate Members in good standing who are present at a general membership meeting shall have the privileges of the floor and speaking in debate, but shall not be eligible to vote on matters presented for vote.
- E. Unless otherwise approved as a one-time special exception by a vote of the Chapter Officers, a Chapter member must be physically present to be considered present at a general membership meeting. A one-time special exception may be granted for a member whose presence is extremely important to the meeting's proceedings, but who has a condition which precludes travel to the meeting.
- F. Proxy voting is not permitted at general membership meetings.
- G. Six Chapter Regular Members in good standing, of which at least two are Chapter Officers, shall constitute a quorum for a general membership meeting.
- H. Monthly Chapter Planning (CP) meetings shall be held by the Chapter Leadership Team to manage and carry out the business of the Chapter. Dates, times, and locations of CP meetings will be announced in *The Herd Word*. The Chapter President may elect to reschedule or cancel a CP meeting, and so notify the Chapter Leadership Team, if circumstances warrant.
- I. The Chapter Leadership Team shall consist of the Chapter Officers, the Chapter Regular Staff, and the Chapter Associate Staff.
- J. Each Chapter Officer present at a CP meeting shall be entitled to one vote on matters presented for vote. A Chapter Officer unable to be present at a CP meeting shall be entitled to one vote by email on matters presented for vote. The email vote shall be addressed only to Chapter Officers. The Chapter Secretary shall confirm email votes. Inclusion of email votes by Chapter Officers ensures all CP meetings will have a quorum.
- K. The Chapter President may authorize the Chapter Regular Staff to vote on business presented at CP meetings. At a minimum, the Regular Staff member most responsible for a business action presented for vote at a CP meeting shall be entitled to vote on that action.
- L. Only Chapter Officers shall vote on personnel matters presented at CP meetings.
- M. CP meetings are open to all Chapter and Association members in good standing unless the meeting is announced as closed by the Chapter President. Visiting Chapter and Association



members may speak on a matter under discussion if permitted to do so by the Chapter President, but they shall not be eligible to vote.

- N. Other Chapter meetings involving the Leadership Team and Chapter members, including committee meetings, shall be convened by the Chapter President or applicable committee chair.
- O. The results of Chapter meetings shall be recorded in minutes, and presented for comment to the meeting attendees. A copy of the approved minutes shall be submitted to the Chapter Secretary for historical retention.

#### Section 5      Order of Business

A. Unless otherwise specified by the Chapter President or committee chair, the order of business at Chapter meetings shall be as follows:

- Call to order
- Roll call.
- Moment of silence for our fallen comrades.
- Reading and approval or correction of the minutes of the preceding meeting.
- Reports of Officers.
- Reports of Committees.
- Unfinished business.
- New business.
- Good of the Order
- Adjournment.

B. For clarity and ease of review, minutes will follow the order-of-business outline.

### **ARTICLE V      Management; Officers; Committees; Duties**

#### Section 1      Management of the Chapter

The affairs of the Chapter shall be governed by the elected and appointed Chapter Officers, assisted by the appointed Regular Staff, Associate Staff, and Chapter committees.

#### Section 2      Chapter Officers

- A. The elected Chapter Officers shall be the Chapter President, Chapter Vice President, Chapter Treasurer, and Chapter Secretary. Their rank and succession shall be in that order.
- B. The Chapter President may appoint, with the advice and consent of the other elected Chapter Officers, up to four additional officers -- Chapter Membership Chair, Chapter Chaplain, Chapter Judge Advocate, and Chapter Master-at-Arms.

### Section 3      Qualification, Election, and Terms of Office

- A. Any candidate for election or appointment as a Chapter Officer must be a Regular Member of the Association in good standing, and a Chapter member in good standing.
- B. Election of Chapter Officers normally will take place at the Annual General Membership meeting held each year in January.
- C. To qualify as a candidate for a Chapter elected office, the member must formally announce his or her candidacy and platform in *The Herd Word* edition published prior to the election. Qualified candidates who are competing for an elected office shall be present for the election, shall present their credentials to the membership present, and shall respond to questions before the election commences at the Annual General Membership meeting. No-notice candidates, write-in candidates, and qualified candidates not present shall not have standing in the election.
- D. Chapter elections shall be conducted by secret ballot. The candidate who receives the majority vote of Chapter Regular Members in good standing present shall be declared the winner of that office. In the event of a tie between two qualified candidates, additional ballots will be taken until a candidate receives a majority vote. If there are more than two qualified candidates for an office and the leader does not receive a majority on the first ballot, the top two vote-getters shall be selected for a runoff ballot.
- E. Elected Chapter Officers shall serve for a term of two years. The winning candidate's term of office shall begin immediately following the election and shall continue until the election for that office at the AGM meeting two years later, unless the Officer resigns or is removed.
- F. The Chapter President and Chapter Treasurer shall be elected in odd-numbered years. Election of the Chapter Vice President and Chapter Secretary shall take place in even-numbered years.
- G. An elected Chapter Officer shall not serve more than two consecutive terms in the same office.
  - 1. A Chapter Officer completing a second term in the same elected office may be elected to serve in another office.
  - 2. A Chapter Officer leaving an elected office after two consecutive terms may be reelected for that office after a break of one two-year term.
- H. An elected Chapter Officer may run for another elective Chapter office at midterm, or in response to an unexpected vacancy. If elected, the Chapter Officer must vacate his/her current office. A replacement for the office being vacated shall be determined under the provisions of Article III, Section 5.
- I. An elected Chapter Officer cannot simultaneously serve as an elected officer of the Association.

Section 4     Removal of Chapter Officers

- A. An appointed Chapter Officer may be removed from office by a majority vote of the elected Chapter Officers.
- B. An elected Chapter Officer may be removed from office by a two-thirds vote of Chapter Regular Members in good standing present at an SGM meeting convened for that purpose.
- C. An SGM meeting to remove an elected Chapter Officer may be convened only upon receipt by the Chapter President (or Chapter Secretary, if the Chapter President is the subject of the proposed action) of a qualified written petition calling for such a meeting and specifying the purpose. To be qualified, the petition must be signed by at least twenty Chapter Regular Members in good standing.
- D. The Chapter President (or the Chapter Vice President, if the Chapter President is the subject of the petition) shall convene an officer removal meeting in accordance with the procedures for other SGM meetings.
- E. Quorum and voting eligibility rules for officer removal meetings shall be the same as those for other SGM meetings.
- F. If a two-thirds majority of Regular Members present votes to remove the elected Chapter Officer, the office shall be vacated immediately.

Section 5     Resignation and Replacement of Chapter Officers

- A. Chapter Officers may resign by submitting a written statement of resignation to the Chapter President or Chapter Secretary. The office shall be vacated in accordance with the resignation statement, unless a majority of the remaining Chapter Officers votes to vacate the office earlier.
- B. If the Chapter President resigns or is removed, the Chapter Vice President shall succeed to that office for the remainder of the President's vacated term and the Chapter Vice President's office shall be declared vacant.
- C. The Chapter President shall designate an elected Chapter Officer to assume on an Acting basis the added responsibility of a vacated elective office until a replacement Chapter Officer is appointed or elected.
- D. The Chapter President, with the advice and consent of the other Chapter Officers, may allow a vacated elective office to remain filled on an Acting basis, may appoint an interim Chapter Officer to complete the term of the office vacated, or may call for a special election.

## Section 6      Compensation

- A. No compensation shall be paid to any Chapter Officer or member other than for reimbursement of legitimate expenses incurred on the Chapter's behalf and approved by the Chapter President.
- B. Legitimate expenses incurred by the Chapter President shall be reimbursed following approval of a majority of the Chapter Officers at a CP Meeting or any special meeting of Chapter Officers.

## Section 7      Special Meetings of Chapter Officers

At the call of the Chapter President or the request of any two Chapter Officers, the Chapter Officers shall meet to consider the matters that come before them. Minutes shall be prepared to document the meeting results. A Special Chapter Officer meeting may stand alone or be held in conjunction a Chapter social or commemorative event.

## Section 8      Committees

- A. The Chapter shall have no permanent standing committees.
- B. The President, with the advice and consent of the other Chapter Officers, shall create any temporary committees necessary for the good of the Chapter; shall appoint the committee chair; and shall identify the committee's mission, time frame, and budget authorization, if any.
- C. Committee chairs will appoint their committee members, except as noted in paragraph C2 below.
  - 1. Chapter committee members shall be drawn from the Chapter membership.
  - 2. The Chapter Vice President shall be a voting member of all Chapter committees.
- D. A committee representative shall report on the committee's progress at Chapter Planning meetings, and shall present the results at general membership meetings as needed.

## Section 9      Duties of Chapter President

- A. The Chapter President shall be the Chapter chief executive officer.
- B. The Chapter President shall preside at Chapter Planning meetings, general membership meetings, and other Chapter meetings as required.
- C. The Chapter President shall authorize payment by the Chapter Treasurer any bills or obligations not specifically authorized by a majority vote of the Chapter Officers.
- D. The Chapter President or his designated representative shall represent the Chapter at meetings of the Association Board of Directors, and submit the Chapter's two required annual reports to the Association Board of Directors.

- E. The Chapter President shall submit Chapter-related articles to the Editor of Sky Soldier Magazine (SSM) for inclusion in SSM quarterly editions.
- F. The Chapter President shall perform all other duties incidental to the office, and carry out other duties as prescribed by the Association President.

Section 10     Duties of Chapter Vice President

- A. In the temporary absence of the Chapter President, the Chapter Vice President shall perform the duties of the Chapter President.
- B. The Chapter Vice President shall be a voting member of all Chapter committees.
- C. The Chapter Vice President shall serve as the Chapter point of contact for whistleblower questions and ensure Chapter compliance with the Whistleblower Policy.
- D. The Chapter Vice President shall perform all other duties incidental to the office, and carry out other duties as prescribed by the Chapter President.

Section 11     Duties of Chapter Treasurer

- A. The Chapter Treasurer shall receive and provide receipts for all monies due and payable to the Chapter, and shall deposit such monies in the name of the Chapter in a bank or other depository as approved by the President.
- B. The Chapter Treasurer shall pay all bills and obligations of the Chapter upon authorization of the Chapter President or a majority vote of the Chapter Officers.
- C. The Chapter Treasurer shall have charge of, and be responsible for, Chapter fiscal assets.
- D. The Chapter Treasurer shall maintain the Chapter safe deposit box used to store the Chapter's critical founding and security documents required for Chapter operation.
- E. The Chapter Treasurer shall submit an annual financial report to the Chapter President and other Chapter Officers not later than 60 days following the end of the Chapter fiscal year.
- F. The Chapter Treasurer shall serve as the Chapter point of contact for conflict of interest questions and ensure Chapter compliance with the Conflict of Interest Policy.
- G. The Chapter Treasurer shall ensure that no Chapter monies will be borrowed or loaned without the written approval of the President and the unanimous consent of the Chapter Officers.
- H. The Chapter Treasurer shall perform all other duties incidental to the office, and carry out other duties as prescribed by the Chapter President.

## Section 12 Duties of Chapter Secretary

- A. The Chapter Secretary shall serve as custodian of the Chapter Seal, and shall affix the seal to official documents specified by the Chapter President.
- B. The Chapter Secretary shall keep, or cause to be kept, accurate records of all Chapter business, serve as the Chapter point of contact for questions concerning records retention, and ensure compliance with the Chapter Financial Records Retention Policy.
- C. The Chapter Secretary shall receive, prepare and transmit correspondence on behalf of the Chapter, as directed by the Chapter President.
- D. The Chapter Secretary shall ensure that content needed for each quarterly edition of *The Herd Word* is submitted to the newsletter editor in a timely manner, and shall ensure timely delivery of the newsletter to the Chapter membership.
- E. The Chapter Secretary shall ensure that camera-ready content for the Chapter web site is submitted to the web site editor in a timely manner.
- F. The Chapter Secretary shall perform all other duties incidental to the office, and carry out other duties as prescribed by the Chapter President.

## Section 13 Duties of Chapter Membership Chair

- A. The Chapter Membership Chair shall maintain a complete and up-to-date Chapter membership roster, and regularly report on the state of the Chapter membership.
- B. The Chapter Membership Chair shall prepare an annual 100% postal billing of the Chapter membership, and ensure its timely distribution to the Chapter membership.
- C. The Chapter Membership Chair shall prepare at least one follow-up billing each year, and ensure its timely distribution to the appropriate Chapter members.
- D. The Chapter Membership Chair shall perform all other duties incidental to the office, and carry out other duties as prescribed by the Chapter President.

## Section 14 Duties of Chapter Chaplain

- A. The Chapter Chaplain shall provide spiritual inspiration to the members of the Chapter.
- B. The Chapter Chaplain shall perform all other duties incidental to the office, and carry out other duties as prescribed the Chapter President.

Section 15 Duties of Chapter Judge Advocate

- A. The Chapter Judge Advocate shall advise the Chapter Leadership Team on interpretation of the Chapter By-Laws, and assist in securing advice on legal questions affecting the Chapter.
- B. The Chapter Judge Advocate shall perform all other duties incidental to the office, and carry out other duties as prescribed by the Chapter President.

Section 16 Duties of Chapter Master-at-Arms

- A. The Chapter Master-at-Arms shall maintain order at all Chapter meetings and, with the assistance of the Chapter Membership Chair, supervise admission into Chapter meetings and events.
- B. The Chapter Master-at-Arms shall perform all other duties incidental to the office, and carry out other duties as prescribed by the Chapter President.

Section 17 Duties of Chapter Regular and Associate Staffs

- A. The Chapter Regular Staff shall consist of positions whose duties support the management and good order of the Chapter and needs of the membership. Regular Staff positions shall be held by Chapter Regular Members in good standing.
- B. Regular Staff positions identified as important to the good order of the Chapter include, but are not limited to:
  - Airborne Brigade Combat Team (ABCT) Veterans Recruiter
  - Editor of *The Herd Word*
  - Editor of the *Sigholtz Capital Chapter Web Site*
  - Gold Star Research Team Leader
  - Historical Projects Leader
  - Scholarship Liaison
  - Veterans Administration (VA) Advisor
  - Wounded Warrior Support Leader
- C. The Chapter Associate Staff shall consist of positions whose duties support the management and good order of the Chapter and meet the needs of the families of deceased Sky Soldiers. Associate Staff positions shall be held by Chapter Associate Members appropriate for the position.
- D. Associate Staff positions identified as important to the good order of the Chapter and the needs of the families of deceased Sky Soldiers include, but are not limited to:
  - Deceased Member Families Leader
  - Gold Star Families Leader

- E. Chapter Regular Staff and Associate Staff positions shall be filled as needed by the Chapter President, with the advice and consent of the Chapter Officers.
- F. Chapter Regular Staff and Association Staff members shall perform all duties incidental to their positions, and carry out other duties as prescribed by the Chapter President.

## **ARTICLE VI    Communications**

### **Section 1        General**

- A. The Chapter leadership shall maintain regular communications with the membership using a variety of technologies. Members in good standing and those who are less than 12 months in arrears shall be sent a minimum of five communications per year, as described in Sections 2 and 3 of this Article.
- B. Members who are 12 to 36 months in arrears shall receive one postal mailing per year as described in Section 2A below, and may receive regular electronic communications if the Chapter has the member's current electronic address on record.
- C. Postal and electronic communications shall cease for members greater than 36 months in arrears.
- D. The use of Chapter-wide electronic communications shall be carried out by the Chapter President, Chapter Secretary, or Chapter Membership Chair. Care will be taken to ensure that such communications do not become a nuisance to the membership.

### **Section 2        Annual Billing**

- A. The Chapter shall send an annual billing statement by postal mail to all Chapter members. The billing statement will identify the member's Association Dues and Annual Chapter Fee status, and will request an accuracy check of the member's postal mailing address, telephone number(s), and electronic address(es).
- B. Members whose Annual Chapter Fee status is not current shall receive at least one additional individual billing during the year using the most economical means appropriate for the member.
- C. Billing will cease for members greater than 36 months in arrears, and the member's contact data will be placed in an inactive file.

### **Section 3        The Herd Word**

- A. *The Herd Word* is the Chapter newsletter and document of record. It shall be published quarterly and sent quarterly to all members who are in good standing or less than 12 months in arrears. Distribution shall be by electronic means to members with a current electronic address on record, and by postal mail to all others.



B. Members who are 12 to 36 months in arrears with a current electronic address on record may be sent electronic copies of *The Herd Word*.

C. Distribution of *The Herd Word* will cease for members greater than 36 months in arrears.

#### Section 4 Chapter Web Site

The Chapter shall maintain an active web site for the following purposes:

- Publicize the Chapter and its events.
- Serve as a general communication means and archival resource for Chapter business.
- Maintain an archival record of the Chapter's history and past editions of *The Herd Word*.
- Provide an electronic means for Chapter membership registration and renewal.
- Other purposes as appropriate.

#### Section 5 Other Means

The Chapter will endeavor to create and maintain a Face Book page and to utilize other emerging communication technologies as they become important to the membership.

### **ARTICLE VII Social, Commemorative and Unit Events**

#### Section 1 General

- A. The Chapter shall carry out a program of social and commemorative events in keeping with the Chapter's purpose. These include maintaining and strengthening the common bonds among Sky Soldiers, and carrying out the solemn obligation to never forget those who made the supreme sacrifice in war or passed away after returning home.
- B. Each year a proposed program of social and commemorative events shall be developed by the Chapter Leadership Team. Events shall be carried out following approval by a majority vote of the Chapter Leadership Team.

#### Section 2 Social Events

- A. The program of social events shall consider the interests of the Chapter's Vietnam veterans, Global War on Terrorism (GWOT) veterans, and Deceased Member/Gold Star families. Event planning should also take into account the distances that Chapter members must travel, and the attractiveness of the event to Chapter member spouses.
- B. A minimum of one Chapter social event shall be held each calendar quarter. Events to be held shall be at the discretion of the Chapter Leadership Team, but shall include:
- An End-of-Year brunch or dinner each December.

- An Annual Awards Ceremony to recognize those who contributed to the Chapter and its mission. The Annual Awards Ceremony may be held in conjunction with the End-of-Year event or any other event, as determined by the Chapter Leadership team.
- C. One of the quarterly social events shall focus on bringing in the Deceased Member and Gold Star family members. The event to be held shall be at the discretion of the Chapter Leadership team. Two historically popular options that may be considered are:
- A February Chapter brunch, lunch, or dinner which features DM and GS families
  - A summer Chapter picnic or barbecue for the entire Chapter community

### Section 3 Commemorative Events

- A. The program of commemorative events shall take into account the Brigade's losses suffered in its two wartime eras and the significant milestones of the Brigade's history. Events to be held shall be at the discretion of the Chapter Leadership Team, but shall include:
- The Reading of the Names, held at the Brigade Memorial in Arlington National Cemetery on the first Saturday in May to commemorate the arrival of the Brigade in Vietnam. The names of Sky Soldiers killed in action during both war eras will be read.
  - The Walk to the Wall, held at the Vietnam Veterans Memorial on 11 November to honor Sky Soldiers lost in Vietnam.
- B. A commemorative event unique to the GWOT era shall be established with or by GWOT-era Sky Soldiers and perpetuated as a Chapter tradition.

### Section 4 Unit Events

- A. The Chapter encourages Sky Soldiers to hold events which bring together veterans of their units from the Chapter area and more distant locations. The Chapter shall assist as practicable the scheduling of unit events, and shall publicize such events both in *The Herd Word* and on the Chapter web site.
- B. Association policy specifies that unit events should not conflict with Annual Reunions.
- C. The Chapter encourages units to hold events that do not directly conflict with Chapter events.

## **ARTICLE VIII Awards**

### Section 1 General

- A. The Chapter has established three awards to honor those whose contribution to the health and welfare of the Chapter is especially noteworthy.

- B. Other one-time awards may be approved by the Chapter President with the advice and consent of the Chapter Leadership Team.

Section 2      Chapter Sky Soldier of the Year Award

- A. The Chapter Sky Soldier of the Year Award (SSOYA) shall be presented at the beginning of each calendar year to the one Chapter Regular Member who has been determined to be the previous year's greatest contributor to the Chapter's health and welfare.
- B. The SSOYA is open to any Chapter Regular Member in good standing other than the sitting Chapter President and Vice President.
- C. Annually, sitting members of the Chapter Leadership Team shall each nominate up to two SSOYA candidates to the annual Selection Committee.
- D. Chapter members may nominate an SSOYA candidate to the Chapter Leadership Team.
- E. The annual SSOYA Selection Committee shall consist of the Chapter President, Chapter Vice President, and a third member chosen from among past Chapter Presidents or Chapter Sky Soldiers of the Year. The third member shall not be a current member of the Chapter Leadership Team or current SSOYA nominee, and shall be changed each year.
- F. The SSOYA shall be presented at the Annual General Membership meeting in January.

Section 3      Chapter P resident's Award

- A. The Chapter President's Award (CPA) shall be presented to up to three Chapter members each year for important contributions to the Chapter's health and welfare, or to the health and welfare of the ABCT, the Association Foundation, or the Memorial Foundation.
- B. CPAs are open to any Chapter Regular Member or Chapter Associate Member in good standing other than the sitting Chapter President and Vice President.
- C. Any member of the Chapter Leadership Team may nominate a CPA candidate to the Chapter President or Vice President.
- D. Chapter members may nominate a CPA candidate to the Chapter Leadership Team.
- E. The Chapter President shall select the CPA recipient(s) with the advice and consent of the Chapter Vice President.
- F. Chapter President's Award(s) shall be presented at the Annual Awards Ceremony.

#### Section 4      Chapter Commendation

- A. A Chapter Commendation shall be presented to individuals for significant contributions to the health and welfare of the Chapter, the ABCT, the Association Foundation, or the Memorial Foundation. Chapter Commendations shall not be limited in number.
- B. These commendations are open to anyone other than the Chapter President.
- C. Any Chapter Regular or Associate Member in good standing may nominate a candidate for a Chapter Commendation to a member of the Chapter Leadership Team, or may nominate a candidate from the floor during the new business discussion of a general membership meeting.
- D. Recipients shall be determined by a majority vote of the Chapter Leadership Team at a CP meeting, or by a majority vote of Chapter Regular Members in good standing at a general membership meeting.
- E. Chapter Commendations shall be imprinted with the Chapter Seal and signed by the Chapter President.
- F. Chapter Commendations may be presented at the Annual Awards Ceremony and any other Chapter event or business meeting.

### **ARTICLE IX      Amending the By-Laws**

#### Section 1      By-Laws Review

- A. As required, but at least every four years, the Chapter President shall appoint a Chapter By-Laws Committee to evaluate the existing By-Laws for possible amendment recommendations.
- B. The Committee shall announce an evaluation period of 15 or more days in *The Herd Word*. During the evaluation period, Committee members and Chapter members in good standing may prepare and submit written amendment proposals to the Committee for consideration.
- C. Upon completion of its evaluation, the Committee shall vote on all By-Laws amendment proposals and submit approved proposals in writing or a negative report to the Chapter Officers.
- D. If a majority of the Chapter Officers votes to present proposed amendments for an adoption vote, a general membership meeting shall be scheduled under the provisions of Article IV, Section 4.

#### Section 2      Amendment Votes

- A. A draft of the By-Laws amendments shall be sent to the membership not later than 15 days prior to the general membership meeting in which the adoption vote is scheduled.

- B. A Chapter Officer or spokesman for the By-Laws Committee shall brief the membership at the general membership meeting concerning the proposed By-Laws amendments.
- C. To be adopted, By-Laws amendment proposals require a two-thirds vote of Chapter Regular Members in good standing present and voting at the scheduled general membership meeting.
- D. The adopted Chapter By-Laws shall be posted as a permanent entry on the Chapter web site. Upon adoption, future By-Laws updates shall be added to the web site without removing previous editions, in order to create an historical record set of Chapter By-Laws that is easily accessible to the membership.

**ARTICLE X Mandatory Policies**

To conform with US law, the following three policies shall be attached to these By-Laws:

- Chapter Financial Records Retention Policy
- Chapter Conflict of Interest Policy
- Chapter Whistleblower Policy.

**ARTICLE XI Parliamentary Authority**

Except as herein provided, *Robert's Rules of Order, Newly Revised*, shall govern the operations of Chapter proceedings.

**ARTICLE XII Conflicts**

Section 1 Chapter By-Laws versus Certificate of Incorporation

In the event of a conflict challenge between the provisions of the Certificate of Incorporation and these By-Laws, the provisions of the Certificate of Incorporation shall govern.

Section 2 Chapter By-Laws versus Association By-Laws

In the event of a conflict challenge between the provisions of the Association By-Laws and these By-Laws, the provisions of the Association By-Laws shall govern.

**Attachments:**

- 1 – Chapter Financial Records Retention Policy
- 2 – Chapter Conflict of Interest Policy
- 3 – Chapter Whistleblower Policy

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**Attachment 1** (Chapter Financial Records Retention Policy) to Chapter By-Laws of Chapter 1 (Sigholtz Capital Chapter), 173d Airborne Brigade Association, approved 18 August 2013.

**Chapter Financial Records Retention Policy**

**1. Policy:**

In compliance with the requirements of applicable US and Virginia regulations, the Chapter 1 (Sigholtz Capital Chapter) 173d Airborne Brigade Association shall retain the following records in an orderly fashion for the time periods shown.

The Chapter Secretary is the designated Chapter Records Retention Policy Point of Contact for Chapter members who may have questions concerning the Records Retention Policy.

**2. Records Retention Guidelines:**

The following holding periods shall be used for maintenance of the records listed below:

a. <u>Accounting Records:</u>	<u>Retention Period:</u>
Accounts Payable	7 Years
Accounts Receivable	7 Years
Audit Reports	Permanent
Chart of Accounts	Permanent
Depreciation Schedules	Permanent
Expense Reports	7 Years
Financial Statements	Permanent
Fixed Asset Purchases	Permanent
General Ledger and General Journals	Permanent
Purchase Orders & Correspondence	7 Years
Purchase Requisitions	2 Years
Tax Returns and Working Papers	Permanent
Trail Balance	Permanent

b. <u>Bank records:</u>	<u>Retention Period:</u>
Bank Reconciliations	3 Years
Bank Statements	7 Years
Canceled Checks	7 Years

The Treasurer will maintain the records in the Chapter Financial Records file cabinet. The file cabinet and records will be transferred to the new Chapter Treasurer after a change of office.

At the end of the designated retention period, applicable financial records shall be destroyed unless a majority of the Chapter Officers votes to retain them for a longer period of time.

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## **Chapter Conflict of Interest Policy**

### **1. Policy.**

- a. Following are the tenets of the Chapter Conflict of Interest Policy.
  - (1) A member of the Chapter Leadership Team who has a Conflict of Interest concerning a pending action of the Chapter shall not participate in the decision process for that action.
  - (2) A member of the Chapter Leadership Team who is unsure whether a Conflict of Interest condition exists concerning a pending Chapter action shall discuss the condition with the Chapter leadership to determine whether nonparticipation in the action's decision process is warranted.
- b. This Policy is intended to supplement, but not replace, applicable state and federal laws governing conflicts of interest within nonprofit and charitable organizations.
- c. The Chapter Treasurer is the designated Chapter Conflict of Interest Policy Point of Contact for Chapter members who may have questions concerning the Conflict of Interest Policy.

### **2. Definition of Conflicts of Interest.**

- a. Conflicts of Interest. Any of the following three conditions creates a conflict of interest for Chapter Leadership Team members:
  - (1) A member of the Chapter Leadership Team (or a family member of a Leadership Team member) is associated with a vendor that is a party to a contract, or involved in a transaction, with the Chapter or Association for goods or services.
  - (2) A member of the Chapter Leadership Team (or a family member of a Leadership Team member) has a material financial interest in a transaction between the Chapter or Association and an entity in which he or she is a director, officer, agent, partner, associate, employee, trustee, personal representative, receiver, guardian, custodian, or other legal representative.
  - (3) A member of the Chapter Leadership Team (or a family member of a Leadership Team member) is engaged in some capacity, or has a material financial interest, in a business or enterprise that competes with the Chapter or Association.
- b. Appearances of Conflicts of Interest. Some conditions may create the appearance of a conflict of interest, or present a duality of interests in connection with a person who has influence over the activities or finances of the Chapter or Association. When conditions are not as clear as those described in paragraph 2a, they should be discussed with the Chapter Treasurer or Chapter President, and disclosed to the Chapter Leadership Team as appropriate. A decision will be made as to what course of action the Chapter Leadership Team member should take (e.g., possible abstention from a vote) to ensure that the best interests of the Chapter or Association and the Leadership Team member are not compromised.

- c. Gifts, Gratuities, and Entertainment. The act of accepting gifts, entertainment or other favors from individuals or entities can also create the appearance of a conflict or duality of interest when the party providing the gift/entertainment/favor does so under circumstances which may infer that the action was intended to influence the recipient in the performance of his or her duties. This does not preclude the acceptance of items or entertainment of nominal or insignificant value that are not related to any particular transaction or activity of the Chapter or Association.

### 3. **Policy Definitions.**

- a. A Conflict of Interest is any of the three circumstance described in paragraph 2a.
- b. An Interested Person is any person serving as a member of the Chapter Leadership Team or any other person who is in a position of control over the Chapter or Association, who has a personal interest that is in conflict with the interests of the Chapter or Association.
- c. A Family Member is a spouse, parent, child, spouse of a child, brother, sister, or spouse of a brother or sister, of an Interested Person.
- d. A Material Financial Interest is a financial interest that, in viewing all circumstances, is substantial enough that it would, or reasonably could, affect the objectivity of an Interested Person or Family Member.
- e. A Contract or Transaction is any agreement or relationship involving the sale or purchase of goods or services, the providing or receipt of a loan or grant, the establishment of any other type of financial relationship, or the exercise of control over another organization. The making of a gift to the Chapter or Association is not a Contract or Transaction.

### 4. **Policy Implementation Procedures.**

- a. Prior to action in a Chapter Planning meeting on a Contract or Transaction involving a Conflict of Interest, the member in attendance who has the Conflict of Interest shall disclose the material facts. Disclosure of the Conflict of Interest shall be reflected in the meeting minutes. Any member in attendance who is aware that another member of the Leadership Team, whether in attendance or not, has an undisclosed Conflict of Interest shall disclose the material facts. The disclosure shall be reflected in the minutes.
- b. A Leadership Team member who expects to not be present at a meeting in which a Conflict of Interest will exist shall disclose the material facts to the Chapter Treasurer or Chapter President. The contacted Chapter Officer shall report the disclosure at the meeting and ensure it is reflected in the minutes of the meeting.
- c. A Leadership Team member who has a Conflict of Interest with an action shall not participate in, or be present for, discussion concerning the action. In addition, the member with the Conflict of Interest shall not attempt to exert his or her personal influence with respect to the action.
- d. A Leadership Team member who has a Conflict of Interest with respect to a Contract or Transaction that will come to a vote at a Chapter Planning meeting shall not be counted in determining the presence of a quorum for purposes of the vote.



- e. A Leadership Team member having a Conflict of Interest with respect to a Contract or Transaction shall not vote, and shall not be present in the meeting room when the vote is taken unless the vote is by secret ballot. The member's ineligibility to vote shall be reflected in the minutes of the meeting.
  - f. An Interested Person who is not a member of the Chapter Leadership Team, but who has a Conflict of Interest with respect to a Contract or Transaction, shall disclose the material facts to the Chapter Treasurer or Chapter President. Such disclosure shall be made as soon as the Interested Person becomes aware of the Conflict of Interest. The Interested Person shall then refrain from any action that may affect the Contract or Transaction.
  - g. In the event that whether a Conflict of Interest exists is not clear, the individual with the potential Conflict of Interest shall disclose the circumstances to the Chapter Treasurer or Chapter President, who shall determine if further discussion is warranted as to whether a Conflict of Interest exists.
5. **Policy Confidentiality.** Each Chapter Leadership Team member shall exercise care not to disclose confidential information acquired in connection with disclosure of a Conflict of Interest or potential conflicts which might adversely affect the cost effectiveness of a Contract or Transaction of the Chapter or Association. In addition, Leadership Team members shall not disclose or use information relating to the business of the Chapter or Association for their personal profit or advantage, or the personal profit or advantage of their Family Members.
6. **Policy Administration.**
- a. Upon becoming a Chapter Leadership Team member, the Leadership Team member shall be provided with a copy of this Policy, asked to review it, and acknowledge in writing that he or she has done so.
  - b. This Policy shall be re-read by all sitting Chapter Leadership Team members in the first quarter of each year, who shall then sign a new acknowledgement statement.
  - c. The Chapter Officers shall review this Policy annually, and make modifications as deemed necessary by a majority vote. Approved Policy modifications shall be communicated in writing to all Chapter Leadership Team members within 30 days of the approval.
7. **Acknowledgement Statement.** The undersigned hereby acknowledges that he or she has read the Chapter Conflict of Interest Policy, has had an opportunity to ask questions about the Policy, understands the Policy, and agrees to comply with the Policy.

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Position: \_\_\_\_\_

**Please return the signed form to the Chapter Treasurer.**

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**Attachment 3** (Chapter Whistleblower Policy) to Chapter By-Laws of Chapter 1 (Sigholtz Capital Chapter), 173d Airborne Brigade Association, approved 18 August 2013

### **Chapter Whistleblower Policy**

In compliance with United States Government laws, this Chapter Whistleblower Policy has been prepared for the Chapter 1 (Sigholtz Capital Chapter) 173d Airborne Brigade Association (the Association). The Policy: (1) encourages Chapter members to come forward with credible information if they discover illegal practices or serious violations of adopted policies of the Chapter or Association; (2) specifies that the Chapter will protect the complainant from retaliation; and (3) identifies where such information can be reported.

The Chapter Vice President is the designated Chapter Whistleblower Policy Point of Contact for Chapter members who may have questions concerning the Whistleblower Policy.

#### **1. Encouragement of Reporting.**

The Chapter encourages complaints, reports or inquiries about illegal practices or serious violations of the Chapter or Association policies, including illegal or improper conduct by the Chapter or Association themselves, their leadership, or by others acting on their behalf. Appropriate concerns to report under this Policy include financial improprieties, accounting or audit matters, ethical violations, or similar illegal or improper practices or policies. Other subjects for which the Chapter has existing complaint mechanisms should be addressed under those mechanisms. This Policy is not intended to provide a means of appeal from outcomes in those other mechanisms.

#### **2. Protection from Retaliation.**

The Chapter prohibits retaliation by or on behalf of the Chapter or Association against Chapter members for making good faith complaints, reports or inquiries under this Policy, or for participating in reviews or investigations under this policy. The protection extends to those whose allegations are made in good faith but prove to be mistaken. The Chapter reserves the right to discipline members who make bad faith, knowingly false, or vexatious complaints, reports or inquiries, or who otherwise abuse this Policy.

Insofar as possible, the confidentiality of the whistleblower shall be maintained. However, the member's identity may have to be disclosed to conduct a thorough investigation, to comply with the law, or to provide accused individuals with their legal right of defense.

#### **3. Where to Report.**

Complaints, reports or inquiries may be made under this Policy on a confidential or anonymous basis. They should describe the specific facts which demonstrate the basis for the complaint, report or inquiry, and should be directed to the Chapter President immediately. If the Chapter President is implicated in the complaint, report or inquiry, the Chapter Vice President should be contacted. In either case, the Chapter will conduct a prompt, discreet, and objective review or investigation. When complaints, reports or inquiries are specific, there is a reasonable chance the complaint, report or inquiry can be brought to a conclusion. All Chapter members should understand, however, that vague or general complaints, reports or inquiries that are submitted anonymously may be very difficult, or even impossible, to fully evaluate and bring to a conclusion.

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