

**THE 173d AIRBORNE BRIGADE ASSOCIATION,
INCORPORATED
BYLAWS**

**Amended May 20, 2017 at Oklahoma City, Oklahoma
14 January 2018 Edition**

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ARTICLE I Principal Office; Purpose

Section 1. Principal Office

The Principal Office and Mailing Address of the 173d Airborne Brigade Association shall be located in the City of the Current President of the Association and may have other offices as its affairs may require.

Section 2. Purpose

- A. To establish a permanent organization that will further develop the common bonds existing between all Sky Soldiers who served with the 173d Airborne. (“The Brigade”).
- B. To assemble and maintain the awards, achievements and like records of the Brigade, and to preserve and publish the history of The Brigade.
- C. To perpetuate the memory of Sky Soldiers who died in the service of their Country.
- D. To be of assistance to Sky Soldiers in matters pertaining to Veterans Affairs.
- E. To render acts of charity and service to the community and The Association in accordance the Bylaws, and the Airborne tradition of Patriotism, Service, and Sacrifice.

ARTICLE II Membership

Section 1. Types and Qualifications

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Membership in The Association shall consist of two (2) groups: Regular and Associate Members.

A. Regular Members

1. Any person who has been assigned or attached to and honorably served with the Brigade, under competent orders, shall be eligible for Regular Membership.
2. Any applicant for Regular Membership shall first file with the Secretary an Application for Membership, or such forms as shall be prescribed by the Board of Directors, accompanied by payment in full of initiation fees and dues in US money current. Such applicant shall become a Regular Member on approval of the Application by the Secretary.
3. No applicant, having made proper application and possessing the foregoing qualifications, shall be denied membership in the Association, provided however, that the Board of Directors may, at its discretion, refuse membership to any applicant who at any time during or since his service in the Brigade has been guilty of conduct unbecoming a Sky Soldier. (See Section 4 Appeal of Membership Denial or Revocation.)

B. Associate Members

1. Spouses and family members of deceased former members of the Association. [Spouses and family of regular members of the Association.](#)
2. Gold Star Members
 - a. Any family member of a former member of the brigade who was performing military duty and was killed while on active duty is eligible for Gold Star Membership. Dues of Gold Star Members to be commensurate with regular members.
 - b. Any applicant for Gold Star Membership shall first file with the Secretary an application for Membership or the Board of Directors shall prescribe such forms. Such applicant shall become a Gold Star Member upon documentation of their relationship to the KIA Sky Soldier/Allied Service member or may propose candidacy to the Board of Directors for Honorary

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Gold Star Membership by written recommendation
documenting such qualifications of that candidate.

3. Gold Star Parents / Spouses / siblings / children / shall be eligible for Life Membership.

4. Veteran Members

Any U.S. military Veteran or a veteran of Allied forces shall be eligible for Associate Member in the Association.

5. Honorary Member

- a. Any person whose activities have fostered the Airborne ideals on a national scale or who has provided great service to the United States of America or to the Brigade may be elected an Honorary Member of the Association by the Board of Directors. Any member of the Association may propose a candidate for Honorary Member, by written recommendation, to the Board of Directors stating the qualifications of that candidate.
- b. Each recommendation shall be certified to the Secretary not less than five (5) weeks prior to the Annual Reunion. Honorary Membership will be approved by majority vote at the Annual Membership Meeting. The Board of Directors may withdraw any Honorary Membership.
- c. Each Chapter of the Association may provide in its own Bylaws for the designation of qualified persons as Honorary Chapter Members so long as they do not conflict with these Bylaws.

Section 2. Dues and Initiation Fees

A. The Board of Directors shall from time to time fix Initiation Fees and Dues from all members, except that Life and Honorary Members are exempt from paying Dues. Chapters will receive rebates of Association Lifetime Dues and Association Annual Dues for Members assigned to their Chapter as specified below:

1. Association Lifetime Dues

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- a. 70% to the Association
 - b. 30% to the Members Chapter
2. Association Annual Dues
- a. 67% to the Association
 - b. 33% to the Members Chapter
- B. Past Presidents of the Association, upon completion of their term or terms as President, when duly elected by the Board of Directors, shall be Life Members.
- C. All Sky Soldiers awarded the Medal of Honor and Allied Service members awarded their nation's highest decoration for Valor, when duly elected by the Board of Directors, shall be Life Members.
- D. Sky Soldiers who pay the Life Membership fee, Gold Star family Members and Honorary Association Members are exempt from Association dues.
- E. Annual Dues are due January 1 of each year.
- F. Association Members may submit life Memberships or annual dues to the Association Treasurer or through their chapters. Chapters may access Chapter Dues as determined by their Officers.
- G. The President, or his designee, will be the only person of the Association authorized to issue a membership card.

Section 3. Termination of Membership

The name of any Member may be removed from the Membership rolls upon written resignation or, by the Board of Directors based upon non-payment of dues or assessments, or for any reason that would warrant refusal of Membership to an applicant.

Section 4. Appeal of Membership Denial or Revocation

Any person removed from the Association's Membership rolls other than by a written resignation shall have the right of appeal to the Membership Appeals Committee. They shall be informed of that action and their right to appeal.

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Section 5. Membership Appeals Committee

- A. The President shall appoint (as needed) a Committee of five (5) Members, who must be from different Chapters, to hear all appeals of denials of Membership or revocations of Membership. This committee shall elect its own chairman and shall establish a process to provide fair consideration of the appeals.
- B. Any person whose Membership is denied or revoked shall promptly be advised of the right to appeal to this Committee and the procedures for doing so as part of the notification of revocation or denial.
- C. The Board of Directors shall be bound by the formally reported decision of the Committee.

Section 6. Meeting of Members; Quorum

- A. The Annual Membership Meeting shall be held during the Annual Reunion. Membership Meetings may be called at any time by the Board of Directors, and shall be called upon at the written request of at least five percent (5%) of The Association's Members in Good Standing.
- B. Regular Members shall be entitled to one vote, in person, on each matter submitted to vote of the Membership.
- C. The voting Members present, in person, shall constitute a Quorum.
- D. Conduct of the meeting will be in accordance with procedures established in Roberts Rules of Order, Newly Revised

Section 7. Order of Business

ARTICLE III Directors

Section 1. Management

The Board of Directors shall manage the affairs of the Association.

Section 2. Qualifications

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A Director must be a Regular or Life Member of the Association.

Section 3 Number

The Board of Directors shall consist of the President from each Chapter plus the President, Vice President, Secretary, Treasurer, and Webmaster (non-voting member) of the Association.

Section 4. Election and Term

Chapter Presidents will be elected according to procedures established by Chapter Bylaws, consistent with the provisions herein.

Section 5. Resignation

A Director may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary. Unless otherwise specified in the notice, the resignation will take place effect immediately, and the acceptance of the resignation shall not be necessary to make it effective.

Section 6. Vacancies

A. Should a vacancy occur in the office of the Association President, the Association Vice President shall assume the office and will serve out the unexpired term of the officer he replaces.

B. The Association President, with the consent of the Board of Directors, may appoint a replacement Vice-President, Secretary or Treasurer should a vacancy occur in one of these positions. The newly appointed officer will serve out the unexpired term of the officer he replaces.

C. Each Chapter may replace its Chapter President consistent with the terms of its Chapter Bylaws.

Section 11. Compensation

No compensation shall be authorized any Director other than reimbursement of legitimate expenses.

Section 7. Meetings

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- A. The Annual Meeting of the Board of Directors shall be held, without notice other than this By-law, during the Annual Reunion. Special Meetings of the Board of Directors may be called at the request of the President or any three (3) Directors.

- B. A Mid-Winter Conference of the Board of Directors will be held at least three (3) months prior to the Annual Reunion at the location of the next Annual Reunion.

Section 8. Time and Place of Meetings

The Board of Directors may hold its meetings at the Principal Office of the Association or any such places, as it may from time to time determine.

Section 9. Quorum

- A. A majority of the entire Board of Directors shall constitute a Quorum. Unless otherwise required, the vote of the majority of the Directors present at the time of a vote, if a Quorum is present, shall be the act of the Board of Directors. Each Director present shall have one vote.
 - 1. A Delegate may be appointed by a Chapter President to a Board of Directors Meeting to represent said Chapter with the full authority and vote of a Director.

 - 2. Notification of any Delegation of authority must be made in advance to The Association President by any means necessary, given the exigency of the moment, but written confirmation must follow or accompany the Delegate for presentation to The Association President at the time of the Board of Directors Meeting.

- B. A majority of Directors present, whether or not a Quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all Directors who were absent at the time of the adjournment by e-mail or letter.

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Section 10. Committees

The Board of Directors may designate from its members various committees, each consisting of three or more Directors. Each committee shall serve at the pleasure of the Board of Directors.

ARTICLE IV Officers

Section 1. Principal Officers, Executive Committee

- A. The Principal Officers of The Association shall be a President, Vice President, Secretary, and Treasurer. The President may designate other officers.
- B. The President, Vice President, Secretary, and Treasurer shall comprise the Executive Committee of the Board of Directors.
- C. The Executive Committee shall have the power to act in all emergencies, and it shall give the Chapters immediate notification of any such action.
- D. The Southern Hemisphere Vice President is appointed by and serves at the pleasure of the Association President and is not a Member of the Board of Directors Executive Committee. His/her duties are to act as the central point of contact for transmission of information between the Board of Directors and the Southern Hemisphere Chapters, facilitate annual election voting and perform other duties assigned by the Association President.
- E. No member of the Executive Committee may simultaneous hold elected office in a Chapter.

Section 2. Term

The President and Treasurer shall be elected for a two-year term in odd numbered years. The Vice- President and Secretary shall be elected for a two-year term in even numbered years.

Section 3. Removal

Any Officer, elected by the Membership or appointed by the President, may be removed from office by the Board of Directors by a 2/3 vote of the entire Board of Directors, whenever, in its judgment, the best interests of The Association would be preserved thereby.

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Section 4. Vacancies

The Association President, with the approval of the Board of Directors, may fill by appointment any vacancy on the Executive Committee for the remainder of the unexpired term.

Section 5. Compensation

No compensation shall be authorized any Officer other than reimbursement of legitimate expenses.

Section 6. President

The President shall be the Chief Executive Officer of the Association and shall in general supervise and control all affairs of the Association. The President shall preside at all meetings of the Association and of the Board of Directors.

Section 7. Vice President

The Vice President shall:

- A. Perform duties assigned by the Board of Directors or the President.
- B. Perform the duties of the President in the absence of the President, or in the event of the President's inability to perform his duties.
- C. Be a Member Ex-officio of all standing committees.

Section 8. Secretary

The Secretary shall:

- A. Receive, record and deliver all documents and monies to the appropriate Officer of the Association.
- B. Coordinate the publication and distribution of the quarterly Association magazine to all eligible members.
- C. Is the custodian of the Corporate Seal of the Association records and affixes the Seal to all official documents.

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- D. Keep the minutes of all meetings of The Association and the Board of Directors.
- E. Submit minutes of any meetings to the Board of Directors in a timely manner. These will be posted on the Association's website.

Section 9. Treasurer

The Treasurer shall:

- A. Using generally accepted standard accounting procedures and practices he is responsible for all funds and securities of the Association.
- B. Receive and give receipts for money received, and deposit all such monies in the name of the Association in such banks, trust companies or other depositories as shall be designated the Board of Directors, and in general perform all duties assigned him by the President and or Board of Directors. Monies must be deposited in institutions insured by the Federal Government.
- C. Pay all bills and obligations of the Association upon the approval of the President. No monies shall be borrowed or loaned nor shall any notes be given unless authorized by the Board of Directors.
- D. Invest funds in FDIC insured accounts with Executive Committee approval.
 - 1. The balance in any single FDIC insured account may not exceed \$250,000.
 - 2. Time Deposits and Investments shall require the signature of the President and Treasurer for issuance, withdrawal, or conversion.
 - 3. The Executive Committee may direct the Treasurer to make an Initial Investment (not to exceed \$100,000) in an S&P 500 Index Fund and/or Grade A Bond Mutual Fund.
- D. Submit a semi-annual financial reports to the Board of Directors and an annual financial report at the Annual Membership Meeting. These reports shall be posted on the Association website.
- F. Submit an annual budget to the Executive Committee for approval at least thirty (30) days prior to the beginning of The Association's Calendar Year.

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Provide recommendations to the President for expenditure of any funds over budget levels

G. Complete and submit all required government forms in a timely manner.

Section 10. Sergeant-At-Arms

A Sergeant-At-Arms will be appointed by the President and serve at the pleasure of the President. The Sergeant-At-Arms will:

- A. Ensure order at the Annual Meeting of the Association, Board of Directors meetings, and other activities as the President may direct.
- B. Lead “The Pledge of Allegiance”, as directed.
- C. Introduce visitors and guests to the President and members at meetings.
- D. Take charge of the stand of colors after presentation and prior to return to the Quartermaster.
- E. Meet with and be a non-voting member of the Board of Directors.

Section 12. Chaplain

A Chaplain of The Association is appointed by the President to serve at the pleasure of the President. The Chaplain will:

- A. Conduct the Annual Memorial Service at Annual Membership Meeting or Reunion and carry out his duties incidental to this Office.
- B. Meet with and be a nonvoting member of the Board of Directors.
- C. Swear in the newly elected officers.

Section 13. Judge Advocate General

A Judge Advocate General is to be appointed by and serve at pleasure of the President and will:

- A. Meet with and be a non-voting Member of the Board of Directors.

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- B. Interpret the Bylaws and advise The Association on legal issues.
- C. Serve as Parliamentarian at the Annual Association Meeting and all Meetings of the Board of Directors

Section 14. Membership Secretary

Membership Secretary shall be appointed by and serve at the pleasure of the President and be a nonvoting member of the Board of Directors. He will:

- A. Maintain the membership database—and a map depicting the geographic location of each chartered Chapter.
- B. Issue membership cards and oversee the Life Member card program.
- C. Collect membership applications and approve Memberships, forward all fees to the Treasurer.
- D. Provide a quarterly report to the Board of Directors of all new Members and changes of status of Members.

Section 15: Quartermaster

A Quartermaster shall be appointed by and serve at the pleasure of the President and be a nonvoting Member of the Board of Directors. He will:

- A. Account for all property of the Association including, but not limited to, flags, colors or guidons, works of art, yearbooks, mementos, computers, and cell phones.
- B. Be responsible for the serviceable condition of said property.
- C. Disburse the transfer of all property by hand receipt.

Section 16. Webmaster

A webmaster shall be appointed by and serve at the pleasure of the President. He will be a nonvoting Member of the Directors. The Webmaster will:

- A. Be responsible for maintaining the Association's website.
- B. Be responsible for maintaining the Membership Database.

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- C. Be responsible for listing the Association events on the website.
- D. Enable Event Registrations and Registration Fees with credit cards (i.e., Annual Reunions, Mid-Winter Conferences, and Fund Raising Events) and Event reports.
- E. Be responsible for emailing website updates and other important information to Members.
- F. Post organization documents, policies, financial reports IRS reports, etc., on the Association's website.
- G. Maintain the Store merchandise on the Association Website.
- H. Enable online voting for annual officer elections on the Association's website.
- I. Post digital copies of the quarterly Sky Soldier magazine on the Association's website to be viewed by members who are current on their annual dues or are Lifetime Members.
- J. Enable Donations and Membership initial/renewals payments by credit card on the Association's website.
- K. The Webmaster is encouraged to recruit and train an Assistant Webmaster.

Section 16. Sureties and Bonds

The Board of Directors may require; any Officer or Agent to execute to the Association a bond in such sum and with surety or sureties as the Board of Directors may direct, conditioned upon the faithful performance of his duties including the responsibility for the accounting of all property, funds, or securities of the Association which may come into his/her hands.

Section 17. The Election Committee

- A. the Election Committee is responsible for finding suitable candidates to hold the elected positions of The Association.
 - 1. A candidate for one of the Principal Offices of The Association will make his/her candidacy known to the Election Committee Chairman, in writing, with their qualifications to hold office. The Candidate will do so in

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a timely manner to permit the Election Committee to publish the information in the Winter edition of the magazine "Sky Soldier" prior to the distribution of ballots. Candidate qualifications and biography will posted on the Association website when they are validated as a candidate.

2. Ballots containing the name of a write in candidate will not be validated.

Section 18. Conduct of Elections

A. The Association will conduct its annual elections via ballot or on-line voting.

B. Ballots will be distributed in conjunction with the Winter Edition of the magazine "Sky Soldier". Ballots for Southern Hemisphere Members will be sent to the Southern Hemisphere Vice President who will distribute them to those Members.

C. Only ballots cast by Life and paid up regular Members will be counted

D. Ballots must be returned to the Election Committee not later than twenty-five days prior to the first day of the Annual Reunion.

E. Multiple ballots submitted by e-mail, through the postal service or brought to the Election Committee will be disqualified.

F. Ballots submitted by e-mail or through the postal service will be counted by the Election Committee prior to the Annual Meeting. Votes will be counted twenty (20) days prior to the annual meeting and the results of the election will be immediately provided to The Executive Committee.

1. The winners will immediately be notified by the Executive Committee.

2. The newly elected officers will be sworn in at the end of the Annual Membership Meeting and assume the duties of office at the end of the reunion.

ARTICLE V Chapter Organization

Chapters will be developed to achieve the goals of the Association.

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Section 1. Organizing Chapter Chairman

An organizing Chapter Chairman may be designated by the Secretary for the purpose of organizing a new Chapter.

Section 2. Organizational Meetings

An organizing Chairman shall call a meeting of all Association Members and potential Members residing in his area for the purposes of:

- A. Familiarizing such Members with the purposes of the Association.
- B. Organizing the Chapter and electing Chapter Officers, who must be Life or Annual Members of the Association.
- C. Drafting Chapter Bylaws, and
- D. Requesting a Chapter Charter from the Association.

Each Chapter may follow whatever organizational structure its Members prefer, as long as it is not inconsistent with these Bylaws.

Section 3. Chapter Membership

An Association Member may elect to become a Member of any Chapter of their choosing.

Section 4. Requirements

- A. After each Chapter is organized with Chapter Officers duly elected by at least ten (10) Regular Members in that Chapter, Chapter Officers may petition the Association for a Chapter Charter.
- B. Chartered Chapters are required to conduct activities reflective of the goals of the Association throughout the year. This requirement includes, but not be limited to, the scheduling of regular Chapter Meetings.
- C. At the close of each calendar year, each Chapter will file with the Secretary a written report of dates and places of all meetings and activities held or sponsored by the Chapter throughout the year.

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- D. Within sixty (60) days of the end of each calendar year, each Chapter will submit in writing to the Treasurer, copy to the Secretary, a financial statement reflecting the income, expenditures and the status of assets held by the Chapter.
- E. The failure of any Chapter to maintain its program and activities and to file both an activity and financial report shall constitute sufficient basis for the Board of Directors to suspend and/or revoke the Charter of such Chapter.

Section 5. Chapter President

A Chapter President represents the Chapter in its interface with The Association.

Section 6. Demise

In the event a Chapter ceases to function, all property, revenue, and records are to be handed over to the Secretary for safe keeping. All property and records are to be stored for future use. All Chapter funds shall be deposited in the Association's general fund. The Chapter Charter shall become void.

ARTICLE VI Annual Reunion

Section 1. Site

- A. Responsibility for conducting the Annual Reunion shall be awarded to a designated Chapter upon the recommendation of the Board of Directors and with the approval of the Membership. Should unforeseen circumstances occur after such responsibility is awarded which precludes a Chapter from conducting an Annual Reunion, the Board of Directors may delegate the responsibility to another Chapter by three-fourths approval.
- B. Responsibility for conducting an Annual Reunion will be designated two (2) years in advance of said Reunion.

Section 2. Steering Committee, Budgets; Audit

- A. The President, Vice President, Secretary, Treasurer acting as a Steering Committee, shall have veto power over any Annual Reunion Committee. Anticipated expenditures will be submitted in budgetary form to the Steering Committee on or before December 15th the year prior to the reunion for approval.

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- B. Within ninety (90) days after completion of an Annual Reunion, the reunion receipts and expenditures pertaining to the Reunion shall be forwarded to the Treasurer. If the report shows that expenditures exceeded the Attendee Registration Fees of the Annual Reunion, the Host Chapter may petition the Board of Directors to pay the loss or part thereof. When the report shows Attendee Registration Fees to have exceeded expenditures, the Host Chapter may retain sixty-seven percent (67%) of the excess, forwarding the remaining thirty-three percent (33%) to the Treasurer.

ARTICLE VII Fiscal year

The Fiscal year of the Association is the Calendar Year beginning 1 January and ending on 31 December of each year.

ARTICLE VIII Policies

Section 1. General

- A. Policies will be created when situations are not covered by the Bylaws to provide guidance.
- B. Policies will be submitted in writing to be approved by the Board of Directors before implementation.
- C. Approved policies will be posted on the Association's website.

Section 2. Types of Policies

A. General Policies

- a. Conflict of Interest Policy
- b. Record Retention Policy
- c. Whistleblower Policy
- d. Officer's Travel Policy

- i. Mid-Winter Conferences

- All Association Officers' travel and lodging will be paid by the Association in respect of the services they provide before and at the Mid-Winter Conferences.

- ii. Annual Reunions

- All Association Officers' travel and lodging will be paid by the Association in respect of the services they provide before and at the Annual Reunions.

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- iii. Overseas Travel
 - 1. The travel and lodging (maximum 5 nights) for two Officers traveling overseas on Association business will be paid by the Association in each calendar year.
 - 2. Any additional overseas trips in the same calendar year must be approved in advance by the Board of Directors.

B. Specific Policies

- a. Accounting Policies
- b. Membership Policies
- c. Reunion Policies
- d. Sky Soldier Magazine Policies
- e. Annual Reunions Policies
- f. Association Website Policies
- g. Association Store Policies
- h. Association Raffles Policies
- i. JROTC/ROTC Awards Program Policies
- j. Contributions/Donations Policies

ARTICLE IX Awards and Honors

Section 1. General

The Association of the 173d Airborne Brigade shall administer awards programs established by the Association, or act as agent for other organizations and entities in selecting candidates from the Association for honors and awards established by those organizations and entities or awards established by the Department of the Army.

Section 2. Purpose

To provide recognition of achievement and service to the Association, the Airborne, the Army, or the United States of America by either members of the Association or, when appropriate, by distinguished persons who are not members of the Association.

Section 3. Implementation

A. The 173d Airborne Brigade Sky Soldier of the Year Award

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Any duly constituted Chapter of The Association may recommend a candidate for this award through the Secretary. The Secretary will perform administrative functions pertaining to the selection of this nominee as directed by the President.

B. The Sigholtz Award

1. The Sigholtz Award was established by Chapter I of the Association in memory of CPT Robert H. Sigholtz, Jr. who was killed in action while serving in the Brigade. The award shall be administered by the Active Duty Brigade. The Sigholtz Award is presented annually to the outstanding Non-Commissioned Officer Grade of SGT E-5 or SSGT E-6, serving in the 173D Airborne Brigade Combat Team. The Award shall be administered by the Active Duty Brigade.
2. The Association shall fund the transportation of the Award Recipient and the Recipient's spouse to the Annual Meeting and Reunion of the Association. The Association Host Chapter shall provide hotel accommodations and \$200.00 expense money for the Award Recipient.

C. President Emeritus

1. The Association may recognize past Association Presidents for their outstanding past achievements and continuing contributions to uphold the ideals of The Association by conferring the accolade "President Emeritus".
2. The member may be accorded the honorific by the President after consultation with and consent of a majority of the Board of Directors.
3. Announcement of the accolade will be made by the President at the Annual Meeting and subjected to a vote by the general Membership. Public announcement will be made at the Annual Banquet following the General Membership Meeting.
4. The "President Emeritus" may serve in any position within a chapter or the national organization, in accordance with these Bylaws, but not be entitled to any position or vote because of the title "President

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Emeritus”.

D. 173d Airborne Brigade Association Medal

1. This medal was created by the Association and may be awarded to any Sky Soldier as recognition for continued superior service to the Association. Approval of the award to any Sky Soldier will be made by the Board of Directors of the Association.
2. ROTC Cadets may be awarded the medal for continued superior service and/or achievement. Chartered Chapters may approve this award to be presented at local ROTC award ceremonies.
3. The 173d Airborne Brigade Association Medal shall be awarded to all Sky Soldiers who have received the Medal of Honor. The Association shall present the award at a time and place set by the recipient.

ARTICLE X Amendments

Section 1. Bylaws Committee

There shall be a Bylaws Committee appointed by the President.

Section 2. Amendment at Annual Meeting

- A. Bylaws may be adopted, amended, or repealed by two-thirds vote of the Membership at any Annual Membership Meeting.
- B. The proposed changes will be communicated to the Bylaws Committee at least sixty (60) days prior to the Annual Membership Meeting.
- C. The Bylaws Committee shall put such proposals in proper form. The Committee shall then communicate the proposals to the Board of Directors at least thirty (30) days prior to the Annual Membership Meeting.
- D. The Membership may, by two-thirds vote, agree to waive the notice requirements and vote on any such proposals.

Section 3. Amendment by Directors

Bylaws may be adopted, amended, or repealed by three-fourths of those present and voting at a meeting of the Board of Directors, provided that any such action

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shall be ratified by a two-thirds vote of the Members present at the next Annual Membership meeting.

ARTICLE XI Rules of Order

Except wherein provided, Roberts Rules of Order, Newly Revised, shall determine parliamentary procedure.

ARTICLE XII Construction

If there is any conflict between the provisions of the Certificate of Incorporation and these Bylaws, the provisions of the Certificate of Incorporation govern.

Amended May 6, 2015 at San Diego, CA