

**Sigholtz Capital Chapter 1**  
**173d Airborne Brigade National Association, Incorporated**

**BYLAWS**

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**ARTICLE I. Name, Principal Office, Purposes**

**Section 1. Name**

This organization shall be called Sigholtz Capital Chapter 1 (the Chapter), and it shall be organized as an element of the 173d Airborne Brigade Association (the national association), previously known as the Society of 173d Airborne Brigade and the Society of the 173d Airborne Brigade (Separate).

**Section 2. *Principal Office***

The Principal Office of the Chapter shall be located the City of Alexandria, Virginia.\_\_\_\_\_

**Section 3. *Purposes***

- A. To serve as a permanent organization for persons who served with or were otherwise affiliated with the 173d Airborne Brigade Combat Team, the 173d Airborne Brigade, or the 173d Airborne Brigade (Separate), offering opportunities to maintain and strengthen their common bonds among those who were officially assigned or attached to the Brigade and those others who are closely affiliated with the Brigade.
- B. To further the goals and purpose of the 173d Airborne Brigade National Association (National Association and its constituent organizations and members.
- C. To represent the National Association in ~~in~~ ceremonies and at official functions within the greater Washington, D.C., area.
- D. To perpetuate the service and the memory of 173d Airborne Brigade soldiers, especially those who died in service to their country, and to provide support for wounded members or veterans of the Brigade who are in the Chapter's geographic area.
- E. To maintain contact among Sky Soldiers in the Chapter area (Delaware, District of Columbia, Maryland, Virginia, and West Virginia) to provide appropriate assistance to those in need whenever possible.
- F. To encourage and promote the spirit and tradition of the Airborne.
- G. To perform acts of charity and good will in keeping with the other purposes of the organization.

**ARTICLE II. *Membership***

**Section 1. *Types and Qualifications of Membership***

A. There shall be four categories of membership in the Chapter: Life Members, Regular Members, Associate Members, and Honorary Members.

- 1. Life Members and Regular Members, as defined in the bylaws of the national association, shall be full voting members of this Chapter if

otherwise qualified by payment of activity fees and, in the case of regular members, of dues.

2. Associate Members and Honorary Members as defined in the bylaws of the national association or as conferred by vote of this Chapter. Associate Members may be asked to pay activity fees.

B. Any person who qualifies for membership in the national association is eligible in the appropriate category for membership in the Chapter, provided that the Chapter elected officers by majority vote of those present may refuse membership in the Chapter for due cause, subject to the applicant's right of appeal, within 90 days, at a membership meeting.

C. The Chapter may elect to carry on its roles persons who have been Life or Regular Members but who are not current in payment of dues or activity fees based on the national organization's records.

## **Section 2. *Dues and Fees***

A. Chapter activity fees are in general to be used for general chapter operations and activities, and for activities to honor fallen Sky Soldiers, their survivors, and outstanding Chapter members.

B. Chapter annual activity fees will be set by the elected officers but may not be changed more than once in every twelve-month period unless such increase a change is approved by the majority of paid members present in attendance at a duly convened membership meeting.

C. The Chapter shall act on behalf of the national association to collect annual dues to that association as an intermediary for those members who are not Life Members of the national association.

D. The elected officers may establish event fees for particular Chapter functions on a cost-recovery or fund-raiser basis, to be properly advertised to the membership and accounted for in Chapter records. Such fees shall be established insofar as possible on a cost-recovery basis.

E. The Chapter's elected officers may by majority vote waive payment of fees for any member or prospective member who is otherwise qualified but cannot afford to pay such fees.

## **Section 3. *Termination of Membership***

Membership of an individual may be terminated by (a) the member upon written resignation mailed to the Chapter address or to the Chapter Secretary (b) a vote of Chapter elected officers based upon nonpayment of activity fees by the member for two or more years; or (c) for due cause by vote of the Chapter elected officers, providing the member has the right of appeal within 90 days at a general membership meeting.

## **Section 4. *Meetings of Members; Voting; Quorum***

A. Regular membership meetings will be held at least once per calendar quarter at a time, date, and location approved by the Chapter elected officers and announced in a

timely manner to the entire current membership via newsletter or special announcement. One of the regular general membership meetings must be held during the month of January and include the election of successors for officers whose terms are expiring.

B. Each Regular or Life Member of the Chapter who is current in dues and fees in the year in which the vote is taken and who are present at a general membership meeting shall be entitled to one vote per person on any matter presented to the membership for vote.

C. Associate and Honorary Members shall have the privileges of the floor and shall be entitled to speak in debate at membership meetings. They shall not have the right to vote at such meetings.

D. Voting by proxy is not permitted at any meeting under any circumstances.

E. The presence of three regular members in good standing and one elected officer shall constitute a quorum for a general membership meeting.

F. Meetings of the elected officers and committees shall be convened by the President or the committee chairman, as appropriate. Such meetings shall be posted on the Chapter Web site if one is available.

G. All members eligible to vote must be notified of the time, date, place, and purpose of any special membership meeting for the purpose of removal of an elected officer.

#### **Section 5. *Order of Business***

A. The order of business at regular general membership meetings shall be as follows:

1. Call to order - moment of silence.
2. Approval of minutes of preceding meeting.
3. Reports of Officers.
4. Reports of Committees.
5. Unfinished business.
6. New business.
7. Adjournment.

B. The presiding officer may seek approval of the members present to deviate from the normal order of business.

### **ARTICLE III. Management: Officers**

#### **Section 1. *Management***

The affairs of the Chapter shall be governed by the elected Chapter officers.

#### **Section 2. *Officers***

- A. The elected officers of the Chapter shall include President, Vice President, Secretary, and Treasurer. Their rank and succession shall be in that order.
- B. The President may appoint, with the advice and consent of the other elected officers, additional officers including a Chaplain, Judge Advocate, a Membership Chairman, and a Master-at-Arms for the Chapter.

**Section 3.   *Qualification, Election, and Term***

- A. Candidates for elected office must be Regular or Life Members of the Sigholtz Capital Chapter who are current in their activity fees and, if applicable, dues.
- B. Election of officers shall be conducted at the membership meeting held in January of each year.
- C. Elected officers shall serve for a term of two years beginning at the January general membership meeting until the January general membership meeting two years later or until their successors are qualified.
- D. The President and Secretary shall be elected in odd-numbered years; the Vice-President and Treasurer shall be elected in even-numbered years.
- E. There shall be no limit on the number of terms an officer may serve.

**Section 4.   *Removal of Officers***

- A. An appointed officer may be removed by majority vote of elected officers.
- B. An elected officer may be removed from office by two-thirds vote of the Regular and Life Members of the Chapter who are present and voting at a special membership meeting convened for that purpose. Notice of such meeting (and election of a successor, if appropriate) must be provided at least 15 days in advance by mailed or e-mailed announcement to all Chapter members qualified to vote at such meeting.
- C. A special membership meeting for removal of an elected officer may be convened only upon receipt by the President (or Secretary, if the President is the subject of the proposed action) of a qualified written petition calling for such a meeting and specifying the purpose. To qualify, the petition must be signed by at least twenty members of the Chapter who would be eligible to vote at such a meeting.
- D. The President (or the Vice President, if the President is the subject of the petition) shall convene such a special membership meeting as promptly as possible, but in no event more than 30 calendar days after the qualified petition has been submitted.
- E. Quorum and voting rules shall be the same as those for regular general membership meetings.

### **Section 5.   *Vacancies and Resignations***

- A. An officer may resign by submitting a written statement of resignation to the ranking elected officer.
- B. In the event of the resignation or removal of the Chapter President, the Chapter Vice President shall succeed to that office for the remainder of the vacated term and his/her office shall be declared vacant.
- C. The elected officers shall by majority vote select a replacement for any office (except that of President) which is vacated by resignation or removal.

### **Section 6.   *Compensation***

No compensation shall be paid to any officer or member other than for reimbursement of necessary and reasonable expenses incurred on the Chapter's behalf and approved by the Chapter President.

### **Section 7.   *Meetings of Officers***

At the call of the President or at the request of any two officers, the Chapter officers will meet, in open session if possible, to consider whatever matters appropriately come before them. Notice of meetings shall be placed on the Chapter Web site, if one is operational, as soon as such meetings are scheduled.

### **Section 8.   *Committees***

The President may appoint any necessary committees, drawing from the membership of the Chapter.

### **Section 9.   *Duties of Chapter President***

- A. The Chapter President shall be the chief executive officer of the Chapter.
- B. The Chapter President shall preside at all chapter meetings and general membership meetings whenever possible. In the absence or disability of the President, the Vice President shall preside. In the absence or disability of the Vice President, the Secretary shall preside. In the absence or disability of the Secretary, the Treasurer shall preside.
- C. The Chapter President or the Chapter President's designated representative will represent the Chapter at all meetings of the national association.
- D. The Chapter President shall authorize payment by the Chapter Treasurer of any bills or other obligations.

**Section 10. *Duties of Chapter Vice-President***

- A. In the temporary absence or disability of the Chapter President, the Chapter Vice President will perform the duties of the Chapter President.
- B. The Chapter Vice President will perform such other duties as prescribed by the Chapter President.

**Section 11. *Duties of Chapter Secretary***

- A. The Chapter Secretary will serve as custodian of the Corporate Seal and Chapter records and will affix the seal to all official documents.
- B. The Chapter Secretary will keep (or cause to be kept) accurate minutes of all Chapter meetings.
- C. The Chapter Secretary will receive, prepare and transmit correspondence on behalf of the Chapter, as directed by the Chapter President.
- D. The Chapter Secretary will ensure that a Chapter newsletter is published at least quarterly and will ensure its timely distribution to all Chapter members.
- E. The Chapter Secretary will perform such other duties as prescribed by the Chapter President.

**Section 12. *Duties of Chapter Treasurer***

- A. The Chapter Treasurer will 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 have charge of and be responsible for all fiscal assets of the Chapter.
- C. The Chapter Treasurer shall pay all bills and obligations of the Chapter upon authorization of the Chapter President.
- D. The Chapter Treasurer shall submit not later than 60 days following the end of the Chapter fiscal year a financial report covering the fiscal year to the Chapter President and other elected officers.
- E. The Chapter Treasurer shall perform all duties incidental to this office and other duties as prescribed by the Chapter President.
- F. No monies may be borrowed or loaned without the approval of the President and the consent of a majority of the elected officers.

**Section 13. *Duties of Chapter Chaplain***

The Chapter Chaplain shall perform all duties incidental to this office and other duties as prescribed the Chapter President.

**Section 14. *Duties of Chapter Judge Advocate***

The Chapter Judge Advocate shall advise the Chapter on interpretation of its Bylaws and assist in securing appropriate advice on all legal questions.

**Section 15. *Duties of Chapter Master-at-Arms***

The Chapter Master-at-Arms shall maintain order at all chapter meetings and perform such other duties as prescribed by the Chapter President.

**Section 16. *Duties of the Membership Chairman***

The Membership Chairman shall will manage the Chapter rolls and ensure it accuracy and currency.

**ARTICLE IV. Management: Communications**

**Section 1. *Active Communications Vehicles***

Written communications to the members of the Chapter, including notices required by these Bylaws shall be provided via either the newsletter or by special announcement to the most current electronic (“e-mail”) addresses available for such members. In the absence of current e-mail addresses for members, such notice shall be mailed by timely first class U.S. mail to such members. General notice shall also be placed on the Chapter Web site if one is available.

**Section 2. *Chapter Web Site***

The Chapter shall endeavor as a priority to maintain a Web site for provision of general notice, archive records, national and chapter communications, and such other materials as may be deemed appropriate by the Chapter elected officers.

**ARTICLE V. FISCAL YEAR**

The Chapter fiscal year will begin on January 1 and end on December 31, to conform with the requirements of the jurisdiction in which the Chapter is incorporated and with requirements of reporting to the national association.

**ARTICLE VI. AMENDMENTS**

**Section 1. *Bylaws Committee***

In years ending in zero (0) and five (5), , the President will appoint a Bylaws Committee to review the existing Chapter Bylaws and make recommendations for change thereto. The Committee shall report at a general membership meeting. Any voting Member may propose an amendment of the By-Laws, under the terms provided in Section 2, below. This proviso shall not limit the amendment of these Bylaws as may from time to time be required, provided that all other terms of this article shall apply to such amendment.

**Section 2. *Consideration and Adoption of Amendments***

These Bylaws may be amended by two-thirds vote of the Life and Regular Members present and voting at a duly called general membership meeting, provided that notice of the proposed amendment action and the substance of the proposed amendment(s) was communicated in writing at least 15 days in advance of the meeting to all members eligible to vote.

**ARTICLE VII. PARLIAMENTARY AUTHORITY**

Except when herein provided, *Robert's Rules of Order, Newly Revised*, will govern the operations of the Chapter.

**ARTICLE VIII. CONSTRUCTION**

**Section 1. *Bylaws Versus Certificate of Incorporation***

In event of conflict between the provisions of the Certificate of Incorporation and these Bylaws, the provisions of the Certificate of Incorporation shall govern.

**Section 2. *Chapter Bylaws Versus National Bylaws***

If there is any conflict between the Bylaws of the national association and these Bylaws, the provisions of Bylaws of the national association shall govern.

**Section 3. *Governing Jurisdiction***

These Bylaws shall be otherwise construed pursuant to the laws of the Commonwealth of Virginia, in which the Chapter is incorporated.

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