

# **BYLAWS**

OF

## **82<sup>ND</sup> AIRBORNE DIVISION ASSOCIATION WOUNDED WARRIOR FUND, INC.**

A NON-PROFIT CORPORATION ORGANIZED UNDER THE  
LAWS OF  
THE STATE OF NORTH CAROLINA

Original approved December 15, 2010  
Amended May 25, 2013

**BYLAWS OF THE  
82D AIRBORNE DIVISION ASSOCIATION  
WOUNDED WARRIOR FUND, INC.**

**ARTICLE I – NAME AND PURPOSE**

1. **Name:** The name of the organization shall be 82D AIRBORNE DIVISION ASSOCIATION WOUNDED WARRIOR FUND INC. It shall be a nonprofit organization incorporated under the laws of the State of North Carolina.
2. **Purpose:** 82D AIRBORNE DIVISION ASSOCIATION WOUNDED WARRIOR FUND INC. is organized exclusively for charitable, religious, educational and scientific purposes under and pursuant to section 501(c)(3) of the Internal Revenue Code or corresponding sections(s) of any future federal tax code.
3. **Eligibility:** 82D AIRBORNE DIVISION ASSOCIATION WOUNDED WARRIOR FUND, INC. DEFINES a Wounded Warrior not just as a Purple Heart recipient, but anyone that is an amputee, paraplegic or has severe burns or that is hospitalized at Bethesda, Walter Reed or Brook Army Medical Center or not fit for duty. A Wounded Warrior could also be someone in the Transition Battalion that is not fit for duty and awaiting discharge. However, an exception can be made on a case by case situation.

**ARTICLE II – MEMBERSHIP**

1. **Membership:** All members in good standing of the 82d airborne Division Association, Inc, are members of the Fund.

**ARTICLE III – BOARD OF DIRECTORS**

1. **Board Role, Size, and Compensation:** The Board is responsible for overall policy and direction of the association, and delegates responsibility of day-to-day operations to the staff and committees. The Board shall have up to ten (10), but not fewer than two (2) members.
2. **Terms:** All Board members shall serve one-year term, but are eligible for reelection for up to twenty consecutive years.

3. **Meeting and Notice:** The Board shall meet at least annually during the month of August at the 82d Airborne Division Association Convention, as part of the 82<sup>nd</sup> Airborne Division Association Board agenda. An official Board meeting requires that each Board member have written notice at least one week in advance.
4. **Board Elections:** During each annual meeting of the corporation, the Board of Directors shall hold elections to elect the Board of Directors for the coming year.
5. **Election Procedures:** New directors shall be elected by a majority of directors present at such a meeting, provided there is a quorum present. Officers and Directors may or may not be elected from the 82<sup>nd</sup> Airborne Division Association Board of Directors; they can be any member of the Association in good standing, which includes honorary members. Directors so elected shall serve a term beginning on the first day January until the last day December.
6. **Quorum:** A quorum must be attended by least twenty percent of board members for business transactions to take place and motions to pass.
7. **Officers and Duties:** There shall be five officers of the Board, consisting of a President, Vice President, Secretary, Treasurer and the Division DoD LNO and they must be current members of the Board of Directors of the 82d Airborne Division Association, Inc. The Treasurer, after being elected from the Board of Directors for his first year in office, may succeed himself as Treasurer after his term on the Board of Directors, 82d Airborne Division Association, Inc. has expired.

The President shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: Vice-President, Secretary, Treasurer.

The Vice-President shall chair committees on special subjects as designated by the board.

The Secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.

The Treasurer shall make a report at each board meeting. The Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public.

8. **Vacancies:** When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board members two weeks in advance of the board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.



9. **Resignation, Termination, and Absences:** Resignation from the board must be in writing and received by the secretary. A board member may be terminated from the board due to excess absences, more than two unexcused absences from board meetings in a year. A board member may be removed for other reasons by a three-fourth vote of the remaining directors.
10. **Special Meetings:** Special meeting of the board shall be called upon the request of the President, or one-third of the board. Notices of special meetings shall be sent out by the secretary to each board member at least two weeks in advance.

#### **ARTICLE IV – COMMITTEES**

1. **Committee Formation:** The board may create committees as needed, such as fundraising, creative, public relations, data collection, etc. The board President appoints all committee chairs.
2. **Executive Committee:** The four officers serve as the members of the Executive Committee. Except for the power to amend the articles of incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board. The Executive Director is on the Board of Directors as an advisor/representative from the National Office of the 82<sup>nd</sup> Airborne Division Association.
3. **Finance Committee:** The treasurer is the chair of the Finance Committee, which may include three other board members. The finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plan, and annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports may be required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to board members and the public.

#### **ARTICLE V – DIRECTOR AND STAFF**

1. **Executive Director:** The Executive Director with the approval of the 82d Airborne Division Association Wounded Warrior Fund, Inc. may assist when requested to help with making deposits or do other miscellaneous business. At no time shall any funds monies that have been donated to the Wounded Warriors Fund be used or transferred to any other fund without the full approval of the complete Board of Directors.

## ARTICLE VI – AMENDMENTS

- 2. Amendments:** These bylaws may be amended when necessary by two-thirds majority of the board of directors. Proposed amendments must be submitted to the secretary to be sent out with regular board announcements.

### CERTIFICATION

These bylaws were approved at a meeting of the board of directors by a two-third majority vote on December 15, 2010.

These bylaws were amended at a meeting of the board of directors by a two-third majority vote on May 25, 2013.