

BY-LAWS OF THE
517th PARACHUTE REGIMENTAL COMBAT TEAM ASSOCIATION

ARTICLE I. NAME AND OBJECTIVES

Section 1. NAME. The name of the Association shall be the **517th Parachute Regimental Combat Team Association** (hereinafter called the "Association").

Section 2. OBJECTIVES. The Association is a nonprofit organization incorporated under Chapter 180 of the Massachusetts General Laws and is formed for the purposes enumerated in its Articles of Organization, as they may be amended from time to time. Its objectives shall be to preserve, in patriotic reverence, memory of those men who served in the 517th Parachute Regimental Combat Team; to support and enhance the fame and glory of the Combat Team; to maintain and strengthen the bonds of comradeship which distinguished the men of the Combat Team; to provide for the gathering and dissemination of information concerning these men; to provide for their patriotic assembly in local and national reunions; and to perpetuate the heritage and tradition of the Airborne Spirit for future generations.

ARTICLE II. MEMBERSHIP

Section 1. MEMBERSHIP. There shall be three classes of Membership: Active, Associate and Honorary Members.

Section 2. ACTIVE MEMBERS. Active membership is limited to those men who served honorably with the 517th Parachute Regimental Combat Team. Members shall have the right to vote and to elect the Directors. Subject to the foregoing and except as otherwise limited by the Articles or By-Laws of the Association, the Active Members shall have such additional rights, including (without limitation) the right to make, amend and repeal By-Laws and to authorize an amendment or restatement of the Articles of Organization and to authorize consolidation or merger as is conferred upon the Voting Members by statute.

Section 3. ASSOCIATE MEMBERS. Associate membership is limited to immediate next of kin and descendants of Active or deceased Members

of the Board of Directors, may appoint as Honorary Members individuals who have contributed outstanding service to the Association.

Section 4. HONORARY MEMBERS. Honorary membership: The President, with the approval

Section 5. LIABILITY FOR ASSOCIATION'S OBLIGATIONS. Members of the Association shall not be liable for any debts or obligations of the Association and shall not

be subject to any assessment therefore. However, Members at any annual meeting or any special meeting called for the purpose may fix reasonable annual dues to become effective after not less than 90 days' notice to all Members of such action.

ARTICLE III. OFFICERS AND DIRECTORS

Section 1. DIRECTORS AND OFFICERS. The Association shall be governed by the Board of Directors, the membership of which shall be composed of 6 (six) Directors, the President and the First and Second Vice Presidents, each of whom shall be elected by majority vote of the Active Members. The Directors shall have, the general direction, control, and management of the activities of the Association. When the Board of Directors is in session, each member shall have one vote and four of the members of the Board shall constitute a quorum for the transaction of business. The President shall act as Chairman of the Board. A secretary, a clerk who shall reside in the Commonwealth of Massachusetts, and a treasurer shall also be elected by majority vote of the Active Members, who with the President and Vice Presidents shall be the officers of the Association (hereinafter called the "Officers"). The board of Directors may, by majority vote, increase the number of vice presidents, who shall, when elected, be members of the Board.

Section 2. TERMS OF OFFICE. The terms of office of the Officers and Directors shall be two (2) years or until their successors have been elected and have taken office. No Director shall serve more than two (2) consecutive terms. The President and Vice Presidents may serve not more than one consecutive term in each office.

Section 3. REMUNERATION. Each Officer and Director shall serve without remuneration and shall pay his own expenses for attending meetings and otherwise conducting the business of the Association, except for expenses incurred in support of activities authorized by the Board of Directors such as publication and circulation of the Thunderbolt and other activities that support the objectives of the Association.

Section 4. VACANCIES. Any vacancy in the Board of Directors may be filled by vote of a majority of the remaining Directors present at a meeting of Directors at which a quorum is present or by appointment of all of the Directors if less than a quorum shall remain in office.

Section 5. OTHER POWERS AND DUTIES. Each officer shall, subject to these By-Laws, have in addition to the duties and powers specifically set forth in these By-Laws, such duties and powers as are customarily incident to his or her office, and such duties and powers as the Directors may from time to time designate.

Section 6. BOARD MEETINGS. The Board of Directors shall convene during National Reunions and at such other times as the President may direct.

ARTICLE IV. NATIONAL REUNIONS

National reunions shall be held at intervals, times, and places determined by a majority vote of the Active Members attending the National Reunion.

ARTICLE V. ELECTIONS AND VACANCIES

Section 1. ELECTIONS AND DECISIONS. The Officers and Directors shall be elected, and decisions of the Association shall be decided, by a majority vote of the Active Members attending the general Membership Business Meeting at the National Reunion or as prescribed in Article XI and XII.

Section 2. FILLING VACANCIES. In the event a vacancy occurs in the office of the President, the Vice President shall succeed to that office for the unexpired portion of the term.

Section 3. APPOINTMENTS. A vacancy in the office of the Vice President, Secretary, Treasurer, or Director shall be filled for the unexpired term by appointment by the Board of Directors.

ARTICLE VI. FUNDS AND PROPERTY

Section 1. FUNDS. The Association Fund shall consist of monetary assets derived from voluntary contributions from the members and from such other sources as may be approved by the Board of Directors.

Section 2. ACQUISITION AND DISPOSITION. The acquisition and disposition of the Association Fund and property shall be subject to authorization and approval by the Board of Directors.

ARTICLE VII. AMENDMENT

Section 1. VOTE. Except as provided in Article XI, the By-Laws may be amended only by a majority vote of the Active Members at the General Membership Business Meeting at the National Reunion.

Section 2. NOTICE. No proposal for amending the By-Laws shall be considered unless the text of the proposed amendment has been published in the Association's quarterly newsletter, the Thunderbolt, not less than 90 days prior to the National Reunion Business Meeting. This restriction may be waived by a two thirds vote of the Active Members at the National Reunion Business Meeting.

ARTICLE VIII. COMMITTEES

Section 1. EXECUTIVE AND OTHER COMMITTEES. The Directors may elect an Executive Committee from their number, at any regular or special meeting of the Directors, provided that the President and the Treasurer of the Association shall, for their respective terms of office, be members of any Executive Committee and shall be entitled to vote equally with the other members of such Executive Committee.

The Directors may, from time to time, appoint one or more other committees, such as an Advisory Committee, for such special purposes and, consisting of such Directors, Members or other persons, as the Directors shall determine. The Directors may delegate such authority and duties to such committee not in excess of those required for it to function for the special purpose it was created.

Section 2. HISTORIC COMMITTEE. The President shall appoint the chairman of the Historic Committee who shall be the official Historian of the Association and may select other members to serve with him on the committee. The committee shall gather and preserve statistical data, records, publications, archival items, artifacts, narratives, photographs, historical information, and other memorabilia. With the approval of the Board of Directors, the Historical Committee may publish, display and otherwise disseminate information thought to be of interest to our members or to the public at large. This committee may make recommendations to the Board of Directors concerning memorial markers, monuments, or special recognitions that they deem worthy of consideration.

ARTICLE IX. MISCELLANEOUS PROVISIONS

Section 1. FISCAL YEAR. Except as otherwise determined by the Directors, the fiscal year of the Association shall begin on January 1, and end on December 31.

Section 2. CORPORATE RECORDS. The original, or attested copies, of the Articles of Organization, By-Laws and records of all meetings of the Members shall be at the office of the Association's Clerk. Copies shall be available at all reasonable times for inspection by any Member for any proper purpose, but not to secure a list of Members for a purpose other than those which are relevant to the affairs, purposes and objectives of the Association.

Section 3. EVIDENCE OF AUTHORITY. A certificate by the Clerk or an Assistant Clerk, or a temporary Clerk, as to any action taken by the Members, Board of Directors or any officer or representative of the Association shall as to all persons who rely thereon in good faith be conclusive evidence of such action.

Section 4. ARTICLES OF ORGANIZATION. All references in these By Laws to the Articles of Organization shall be deemed to refer to the Articles of Organization of the Association, as amended and in effect from time to time.

Section 5. TAX EXEMPTION. It is intended that the Association be treated as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and notice shall be given to the Secretary of the Treasury or his delegate as provided in Section 508(a) of said Code. Notwithstanding any other provision in these By-Laws to the contrary, for so long as the Association constitutes a private foundation as defined under Section 509 of said Code, all requirements and prohibitions described in Section 508(e)(1) of said Code are incorporated herein by reference and hereby made applicable to the Association, and, without limitation of the foregoing, the Association shall act or refrain from acting so as not to subject itself to the taxes imposed by the following sections of the Code, to wit: 4941 (relating to taxes on self dealing), 4942 (relating to taxes on failure to distribute income), 4943 (relating to taxes on excess business holdings), 4944 (relating to taxes on investments which jeopardize charitable purpose), and 4945 (relating to taxable expenditures).

Section 6. INDEMNIFICATION. The Members shall indemnify and hold the Directors and Officers harmless in accordance with the provisions set forth in the Articles of Organization.

ARTICLE X. DISSOLUTION OF ASSOCIATION

Section 1. VOTE REQUIRED. Dissolution of the Association and disposal of any remaining funds and property of the Association shall require a recommendation of the Board of Directors and a majority vote of the Active Members at the National Reunion Business Meeting or as prescribed in Article XI.

Section 2. SALE OF ASSETS - PAYMENT OF ACCOUNTS. Upon dissolution, all of its property, except items set forth in Section 4 of this Article, shall be sold and the monies derived therefrom shall be combined with the remaining funds of the Association. All accounts payable shall first be acted upon for payment prior to disposal of such remaining funds. Any disposal of the Association's property or funds shall be carried out in strict compliance with the requirements of the Federal Government, and particularly those of the Internal Revenue Service, prescribed for disposal of the funds and property of an association, donations to which may be deducted as a contribution on the income tax returns of donors.

Section 3. CONTRIBUTION OF FUNDS. Upon dissolution, the Officers, at the direction of the Board of Directors, shall transfer and contribute all remaining funds to governmental or charitable Associations or organizations, including but not limited to the Government of the United States of America, in a manner that will further the objectives of the Association set forth in Section 2 of Article I. In this regard, the Board shall consider all worthy candidates, including but not limited to one or more Airborne Associations or Museums, and/or an organization that will assume the responsibility for maintaining the Internet facilities presently established and maintained by Active Member Ben Barrett and his son, Bob Barrett, or similar facilities that perpetuate the memory of, and World War II sacrifices and contributions made by, the members of the 517th Parachute Regimental Combat Team.

Section 4. ASSETS CONTRIBUTED TO AIRBORNE MUSEUMS. Memorabilia, records, rosters, colors, books, guidons, trophies, awards, and such other related articles will be contributed to one or more Airborne Museums to be selected at the time by the Officers and Directors of the Association

Section 5. RESPONSIBILITY FOR IMPLEMENTATION. It shall be the responsibility of the President to ensure that the foregoing provisions of this Article X are complied with.

ARTICLE XI. ACTION OF THE MEMBERS WITHOUT A MEETING

Notwithstanding any other provision hereof, any action required or permitted to be taken at a meeting of the members, including amendment of the by-laws, may be taken without a meeting, if the Board of Directors vote to have the text of the action and a solicitation of its approval published in the Thunderbolt at least ninety (90) days before its enactment and seventy-five percent (75%) of the voting members who respond to the solicitation consent to it. Such consents shall be treated for all purposes as a vote at a meeting. The Board of Directors shall publish the results of such a solicitation in the next issue of the Thunderbolt following enactment or rejection of such action.

ARTICLE XII. ACTION OF THE BOARD OF DIRECTORS WITHOUT A MEETING

Notwithstanding any other provision hereof, any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if all the directors consent to the action in writing and the consents are filed with the records of the meetings of the Board of Directors. Such consents shall be treated for all purposes as a vote at a meeting.

Section headings have been included for reader's convenience

AMENDMENT NO. 1

TO THE BYLAWS OF THE 517TH PARACHUTE REGIMENTAL COMBAT TEAM ASSOCIATION, INC.

The bylaws of the 517th Parachute Regimental Combat Team Association, Inc. are hereby amended by deleting therefrom ARTICLE II, entitled "MEMBERSHIP" and substituting therefore the following:

ARTICLE II. MEMBERSHIP

Section 1. MEMBERSHIP. There shall be two classes of membership: Active and Honorary Members.

Section 2. ACTIVE MEMBERS. Active membership is limited to those men who served honorably with the 517th Parachute Regimental Combat Team (the "Combat Team"). Active Members shall have the right to vote and to elect the directors. Subject to the foregoing and except as otherwise limited by the Articles of Organization or Bylaws of the Association, the Active Members shall have such additional rights, including (without limitation) the right to make, amend and repeal the Bylaws and to authorize an amendment or restatement of the Articles of Organization and to authorize consolidation or merger as is conferred upon Voting Members by statute.

Section 3. HONORARY MEMBERS. Honorary membership: The President, with the approval of the Board of Directors, may appoint as Honorary Members individuals who have contributed outstanding service to the Association.

Section 4. AUTHORIZATION FOR AUXILIARY MEMBERSHIP.. The President may recommend, with approval of the Board of Directors, the establishment of an auxiliary organization of the Association (the "Auxiliary"). Membership in the Auxiliary shall be limited to wives, widows, descendants, brothers, sisters, nieces and nephews of men who served honorably with the Combat Team. Honorary Members also shall be eligible for Auxiliary membership. The purpose of the Auxiliary is to assist the Members in achieving the Goals of the Association set forth in Article I Section 2 of these Bylaws. The Auxiliary shall establish its own board of directors and officers who shall work in concert with the Officers and Board of Directors of the Association in the achievement of those Goals. The Auxiliary and the Association shall make plans for continuing to preserve the memory of those who served in the Combat Team beyond the lives of the Active Membership, including for example, continuation of Mail Call and the Website referred to in Article X, Section 3, and publications such as the Thunderbolt.

Section 5. LIABILITY FOR ASSOCIATION'S OBLIGATIONS. No member of the Association or the Auxiliary shall be liable for any debts or obligations of the Association or the Auxiliary, nor shall they be liable for any assessment therefore. However, Members at any National Reunion, or any special meeting called for the purpose, may fix reasonable annual dues to become effective after not less than ninety (90) days notice to all Members of such action.