

CODE OF REGULATIONS (BYLAWS)
OF

SKY SOLDIERS FOUNDATION, Inc.

Doing Business As (DBA) - Sky Soldiers Foundation

Previously DBA

173D Airborne Brigade Association Foundation, Inc.;
173D Airborne Brigade Foundation; and The Herd Foundation

ADOPTED January 17, 2019

ARTICLE I

MISSION STATEMENT

Sky Soldiers Foundation, Inc. (the "Foundation") is a non-profit corporation organized to operate as a facilitating organization to help the Sky Soldiers community and their families in time of need, support their education pursuits and for other purposes that the Board of Trustees (Directors) (and thereafter the "Board") may approve from time to time. The Sky Soldiers community comprises those who have served or serve with the 173d Airborne Brigade and direct support units under the Brigade command, as well as reserve units (the "173d Airborne Brigade"). Sky Soldier's family members are the spouses and their blood line and legally adopted children, it also includes the Sky Soldier's parents and grandparents who had direct legal verifiable responsibility for the Sky Soldier's upbringing. Family member designation and support can extend to the grandchildren and great grandchildren of those belonging to the Sky Soldiers community for purposes that the Board may approve from time to time.

The Foundation upon simple majority approval by the authorized and operating Board can also extend support to the benefit and functions of the Sky Soldiers while deployed and serving with the 173d Airborne Brigade.

The Foundation upon simple majority approval by the authorized and operating Board can also extend support to the Sky Soldier community when its members actively/physically join efforts, in time of natural or manmade disaster, supporting their communities and fellow citizens.

The Foundation upon simple majority approval by the authorized and operating Board can also provide and support responsible alternatives in the development of public policy and legislation to ensure its valid implementation in respect to benefits for the Sky Soldiers community, the United States military forces, the Veteran community as a whole and their respective families as well as other purposes that the Board may approve from time to time.

The Foundation will work as full partners with the 173d Airborne Brigade Association, its Chapters and members to execute its mission. The 173d Airborne Brigade Association will serve as the "boots on the ground" to best assess and verify the needs of the Sky Soldiers community and their families as well as deliver the sustained personal support that might be required to make those in need whole and help them remain independent once the Foundation fulfills its mandate.

ARTICLE II

MEMBERSHIP

Section A. Voting Members. Voting membership in the Foundation shall consist of its Board of Trustees (the “Board”). The Board shall be comprised of the President, Executive Vice President, Secretary, Treasurer, Assistant Secretary, Assistant Treasurer, Vice President for each of the Foundation’s Authorized Funds (the “Funds”) and Foundation’s Liaison to the 173d Airborne Brigade Association (the “Liaison”) and the Assistant Liaison. Change in the number and position of voting members can be only made by approval of 2/3 of authorized Board members existing at that time the change is proposed.

Section B. Authorized Funds. Funds are authorized upon simple majority approval by the authorized and operating Board. To participate in fundraising and distribution under the Foundation each Fund’s purposes and activities cannot be in conflict with the purposes, goals, laws and regulations governing the Foundation. Each Fund’s leadership structure beyond its Vice President is also subject to the Foundation’s established guidelines and agreements with the 173d Airborne Brigade Association (the “Association”). The General Assistance Fund Code of Regulations (Bylaws) will serve as the template for all other funds and will require Foundation Board approval. Each Fund is to have their own leadership structure, develop its own support members, but all actions cannot supersede the Code of Regulations (bylaws) of the Foundation and require Foundation Board approval.

Section C. Associate Members. Associate membership shall consist of non-voting members who have shown an interest in the aims and programs of the Foundation and they can be from beyond the Sky Soldiers community. Annual minimum financial/volunteer contribution shall be required of these members and it shall be used exclusively for the purposes of furthering the goals of the Foundation. The annual report shall be made available to associate members as well as reports covering the progress of the activities and goals of the Foundation.

ARTICLE III

TRUSTEES

Section A. Authority. The Board of Trustees shall exercise, conduct and control the powers, property and affairs of the Foundation, and formulate policy for the Foundation. The execution of the business of the Foundation rests with the Executive Committee and which consist of the President, Executive Vice President, General Fund Vice President, Secretary, Treasurer, Assistant Secretary, and Assistant Treasurer.

Section B. Number, Term of Office, Election, and Filling of Vacancies of Trustees. Trustees shall not be less than five (5) in number, or as shall be determined by the Board of Trustees from time to time. The initial trustees shall be those board members listed on the exhibit incorporated herein by reference, to hold office until election and qualification of their respective successors. Thereafter, the Board of Trustees shall be self-perpetuating and shall be those persons elected at an annual meeting of the Board of Trustees or at such other time as shall be determined by the Board of Trustees from time to time, by simple majority vote, upon their nomination by the

President or the Nominating Committee. Trustees shall serve for a term of two (2) years or until their successors are elected. Vacancies in the Board of Trustees shall be filled for the balance of the term from candidates nominated by the President or the Nominating Committee and confirmed by the remaining Trustees. All members of the Foundation's Board of Trustees have to be members in good standing of the 173d Airborne Brigade Association. Only one exception with special skill appointment of a Trustee from outside the membership of the Association can only be approved by a vote of 2/3 of the actual members of the Foundation Board.

Section C. Annual Meetings. Annual meetings of the Board of Trustees for the purpose of election of Trustees and officers, and for the consideration of any other business that may be properly brought before it, shall be held at such time and place as the Board may designate, during the first quarter of the calendar year with priority for the Foundation annual meeting to coincide with Mid-Winter Association Leadership Conference dates and location. Teleconference or videoconference participation is allowed in the annual and other meetings of the Foundation.

Section D. Regular Meetings. Regular meetings of the Board of Trustees shall take place at least biannually and may be held at such time and place as the Board may from time to time determine. Teleconference or videoconference participation is allowed.

Section E. Special Meetings. Special meetings of the Board of Trustees may be called by the President, or upon written request of at least four (4) Trustees.

Section F. Notice of Annual, Regular and Special Meetings. Notice of annual and regular meetings shall be given to each Trustee (personally, by regular or electronic mail, telephone, fax, messenger, or telegraph) at least fourteen (14) days prior to the date designated for such meeting. Such notice shall state the time, place and purpose of the meeting subject thereto. In the case of special meetings, seven (7) days notice shall be required.

Section G. Waiver of Notice. Before or at any meeting of the Board of Trustees, any Trustee may, in writing via email, waive notice of such meeting, and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Trustee at any meeting of the Board shall be a waiver of notice by such Trustee of the time and place thereof.

Section H. Quorum and Vote. At all meetings of the Board of Trustees a majority plus one shall be necessary to constitute a quorum for the transaction of business. At a meeting at which a quorum is present, the affirmative vote of at least a majority of Trustees present shall be necessary to constitute action of the Board of Trustees. Each Trustee shall have one (1) vote. Attending or voting by proxy shall not be permitted.

Section I. Compensation. Trustees shall not be compensated for services provided to the Foundation in their capacities as Trustees. Trustees may be compensated for the reasonable value of any other services authorized by and provided to the Foundation. Trustees may be reimbursed for actual expenses incurred by them in the performance of their duties, when such expenses had been authorized by the Board of Trustees and are appropriately documented by receipts or other evidence of payment. Paid employees of the Foundation (if any) shall not be elected as Trustees of the Foundation.

Section J. Removal of Trustees. Trustees may be removed from the Board after three successive unexcused absences from meetings of the Board of Trustees, or five (5) unexcused absences from annual, regular or special meetings during a calendar year, or for cause. The affirmative vote of two-thirds (2/3) of the whole number of authorized Trustees, taken at a meeting of the Board of Trustees, shall be necessary for removal. Written notice shall be mailed or emailed or faxed to all Trustees at least fourteen (14) days prior to the date of the meeting at which the name of such individual Trustee is to be presented for removal by the Board, stating the particulars giving rise to such action. Each Trustee shall be entitled to one (1) vote.

Section K. Access to Records. Any Trustee shall be entitled to inspect any records of the Foundation after serving reasonable notice upon the officer, employee, agent or individual charged with the responsibility of keeping such records or is in possession of them.

Section L. Order of Authority. The ultimate authority rests with the Board of Trustees. The execution of the business of the Foundation rests in the following order in case of absence or inability to perform their duties by any officer, President, Executive Vice President, General Assist Fund Vice President, Secretary, Treasurer, Assistant Secretary, Assistant Treasurer. If no officer of the Foundation is present and the Board of Trustees is convened with sufficient members to meet the quorum requirements per these regulations, the voting members present may elect a Chairperson and a Secretary for that meeting from amongst its voting attendees and conduct the business of the Foundation as long as notice of said meeting was executed according to these regulations.

Section M. Association Board representatives to the Foundation Board. The President of the 173d Airborne Brigade Association can appoint up to two representatives to the Foundation Board of Trustees. These representatives have to be approved by a simple majority of the Foundation Board of Trustees and without justification rejected, they cannot become an officer of the Foundation. Under special circumstances with the concurrence of 2/3 of the Foundation Board only one (1) of the Association representatives can be elected to hold the positions of Secretary or Treasurer or Assistant Secretary or Assistant Treasurer.

ARTICLE IV

ADVISORS

Advisors shall be such persons as have attained such positions within 173d Airborne Brigade Association or the Sky Soldier community and/or have such expertise that their service to the Foundation would be beneficial. Advisors are elected to the Foundation's Advisory Board by the Board of Trustees, upon their nomination for election by the President or the Nominating Committee. The term "Advisors" may also mean persons designated by other organizations within the community whose purposes and activities are such that the Board of Trustees of the Foundation determine their participation by means of an Advisor to be important, necessary and beneficial to the Foundation. The term of each Advisor shall expire at the close of the next annual meeting of the Board of Trustees following his or her election. There shall be no limit on the number of terms which an Advisor may serve, and each such Advisor shall be considered for re-election so long as he or she continues to demonstrate substantial interest in the activities and welfare of the

Foundation. Advisors shall not be entitled to vote.

ARTICLE V

OFFICERS

Section A. Designation, Qualification and Election. The elected officers of the Foundation shall be the President, Executive Vice President, General Assist Fund Vice President, Secretary, Treasurer, Assistant Secretary, and Assistant Treasurer, and such other officers as the Board of Trustees may deem necessary. Each officer shall be elected by the Board of Trustees for a term of two (2) years. No person shall hold more than one elected office at any given time. The officers shall serve until their successors are elected and qualified, and shall have the powers and perform the duties as are authorized from time to time by the Board of Trustees and subject to the supervision and control of the Board of Trustees. Officers must be Trustees of the Foundation. Positions will be filled with nominations of individuals with best backgrounds, communications ability and skills set for the duties at time of the position's vacancy. When possible, priority will be given to interested members in good standing of the 173d Airborne Brigade Association, Sky Soldiers (past and present). For continuity and managed transition the election of officers will be staggered: (1) On even years the President, General Assist Fund Vice President, Treasurer and Assistant Secretary (2) On odd years the Executive Vice President, Secretary, and Assistant Treasurer.

Section B. Designated Officers. The dedicated Fund Vice Presidents and the Liaison to the 173d Airborne Brigade Association will be nominated by the President or Executive Vice President in concert with the Nomination Committee. Selection will be based on their background and skill set to execute their Funds or functions purpose/mission, and approved by the President and the Board of Trustees. Their term of service will be at the recommendation of the Executive Committee and approval of the Board of Trustees and can be renewed yearly.

Section C. "Honorary" Chairman. The position of Chairman will be an honorary office and the Board of Trustees may elect one of the members of the board of trustees to that office who has standing in the community. The Chairman will upon request and authorization from the Board of Trustees represent the Foundation as the Board of Trustees sees fit.

Section D. President. The President shall be the chief executive officer of the Foundation, conduct and manage all day to day operations of the Foundation to implement this Code of Regulations. He or she shall preside at all meetings of the Board of Trustees.

Section E. Executive Vice President. In the absence or disability of the President, the Executive Vice President shall perform the duties and exercise the powers of the President. The Executive Vice President will coordinate between all Funds their fundraising and support activities. The Executive Vice President shall coordinate the internal and external Foundation's communications and such other duties as may be prescribed by the President and the Board of Trustees.

Section F. General Assist Fund Vice President. This officer will be responsible for the day to day operations of the General Assist Fund including fundraising in coordination with

the leadership of the Foundation and per the adopted organizational structure of the fund and its Foundation Board of Trustees approved fund Code of Regulations. In the absence or disability of the President and Executive Vice President, the General Assist Fund Vice President shall perform the duties and exercise the powers of the President. The General Assist Fund Vice President shall also perform such other duties as may be prescribed by the President and the Board of Trustees.

Section G. Secretary. The Secretary shall keep the minutes of all meetings of the Board of Trustees. He or she shall have custody of such books and records of the Foundation as the Board of Trustees may provide or as is required by law to provide. He or she shall perform such duties as may be prescribed by the President and the Board of Trustees.

Section H. Assistant Secretary. An Assistant Secretary may be elected to assist the Secretary. He or she shall be elected by the Board of Trustees and shall perform such duties as the Board of Trustees and Secretary may prescribe.

Section I. Treasurer. The Treasurer shall have custody of the Foundation's funds and securities, and shall keep full and accurate accounts of all receipts and disbursements in books belonging to the Foundation, and shall deposit all monies and other valuable assets in the name of and to the credit of the Foundation in such depositories as may be designated by the Board of Trustees. He or she shall be signatory on all checks and shall disburse the funds of the Foundation as may be ordered by the Board of Trustees, taking proper vouchers for such disbursements, and render an account of all his transactions as Treasurer of the financial condition of the Foundation whenever called upon to do so. He or she shall be bonded by the Foundation if assets of the Foundation and its constituent Funds exceed \$ 10,000.00

Section J. Assistant Treasurer. An Assistant Treasurer may be elected to assist the Treasurer. He or she shall be elected by the Board of Trustees and shall perform such duties as the Board of Trustees and the Treasurer may prescribe. He or she shall be bonded by the Foundation if assets of the Foundation and its constituent Funds exceed \$ 10,000.00

Section K. Dedicated Assist Funds Vice Presidents. These officers will be responsible for the day to day operations of their respective Funds including fundraising in coordination with the leadership of the Foundation and per the adopted organizational structure of their particular Fund. In the absence or disability of the General Assist Fund Vice President, by direction of the President and approval of the Board of Trustees, one of the dedicated funds Vice Presidents, upon acceptance, shall perform the duties and exercise the powers of the General Assist Fund Vice President and their charged dedicated Fund. The Interim General Assist Fund Vice President shall also perform such other duties as may be prescribed by the President and the Board of Trustees.

Section L. Removal of Officers Any officer may be removed with or without cause at any annual or regular meeting, or at a special meeting duly called for that purpose, by the affirmative vote of two-thirds (2/3) of the Trustees present and voting. Written notice via mail or email or fax to such officer shall be given at least ten (10) days prior to the date of the meeting at which the name of the officer is to be presented for removal by the Board.

Section M. Filling of Vacancies. Vacancies in any elected office shall be filled by the President with the advice of the Board of Trustees, such appointment will stand unless rejected by the Board of Trustees within 90 days. When a vacancy occurs, notice of such vacancy shall be made to each Trustee by written notice via mail or email or fax.

Section N. Foundation's Liaison to Association and the Assistant Liaison. The President with approval of the simple majority of the Board of Trustees will appoint these positions from within the members of the Board of Trustees. Their duties will include developing policies for interaction with the Association in concert with the Trustees appointed as representatives of the Association and any other duties prescribed by the President and the Board of Trustees.

ARTICLE VI

EXECUTIVE COMMITTEE

The executive Committee shall consist of the Officers of the Foundation, and such other Trustees as shall be nominated by the Nominating Committee and elected by the Board of Trustees. Each member of the Executive Committee shall serve a term of one (1) year or until his or her successor is elected. The President shall serve as the Chairman of the Executive Committee. Any vacancies in the Executive Committee may be filled for the unexpired term by the President, subject to the approval of the Board of Trustees. The Executive Committee shall act in the intervals between meetings of the Board of Trustees and shall, except to the extent otherwise determined by the Board of Trustees, have all authority of the Board of Trustees. Subject to the aforesaid exceptions, any person dealing with the Foundation shall be entitled to rely upon any act or authorization of an act by the Executive Committee to the same extent as an act or authorization of the Board of Trustees. The Executive Committee shall keep full and complete records of all meetings and actions, which shall be reported to and open to inspection by the Board of Trustees. Unless otherwise ordered by the Board of Trustees, the Executive Committee may subscribe to its own method of procedures. A quorum of the Executive Committee shall consist of one-half (1/2) of its members. At each meeting of the Executive Committee, all questions of business shall be determined by a majority vote of those present.

ARTICLE VII

NOMINATING SUB-COMMITTEE

The Nominating Sub-Committee shall consist of no fewer than three (3) and no more than (5) members of the Board of Trustees. The Nominating Sub-Committee shall be elected by the Board of Trustees at the annual election meeting, and shall serve until a successor Nominating Sub-Committee has been elected the following year. The Nominating Sub-Committee shall announce no later than sixty (60) days prior to the election meeting the offices that are to be filled. This notice will include the names of all Board of Trustees members who are eligible for re-election, and who have indicated their desire to stand for re-election. Written nominations for all offices to be filled will be accepted by the Nominating Sub-Committee at this time. At the Board of Trustees meeting held no later than thirty (30) days prior to the election meeting, the names of nominated candidates will be announced. The Nominating Sub-Committee will then propose a slate from the names thus nominated and present it for adoption at the election meeting. Additional

nominations from the floor will be accepted at this time; and if there are such nominations, the Nominating Sub-Committee will then conduct a written, secret election for all offices to be filled.

ARTICLE VIII

OTHER SUB-COMMITTEES

Section A. Finance Sub-Committee. The Finance Committee shall consist of the Treasurer and at least four (4) members of the Board of Trustees, primarily the various Funds' Vice Presidents. The duties of the committee shall be to prepare a budget for the Foundation each calendar year based on anticipated income; to review all contracts prepared by the Executive Committee as to accuracy and completeness, and compliance with current directives; and to assist and advise the Board of Trustees, the Executive Committee and the Treasurer in assuring the financial soundness of the Foundation.

Section B. Audit Sub-Committee. The Audit Committee shall consist of no fewer than three but not more than five (5) members of the Board of Trustees, none of whom shall be an officer or committee chairperson of the Foundation. The duties of the Committee shall be to review from time to time the financial records of the Foundation as to their accuracy, completeness and compliance with the actions of the Board of Trustees and Executive Committee, and that they are in accordance with generally accepted accounting principles. The Committee shall also present a written report of their findings to the Board of Trustees no less often than once each calendar year.

Section C. Foundation Operating Sub-Committees. The Board of Trustees may create other Sub-Committees as in its judgement it may deem necessary or advisable, and fix the powers and duties of such Sub-Committees. All members and chairmen of such Sub-Committees shall be nominated by the President and approved by the Board of Trustees.

Section D. Quorum and Bylaws. A simple majority of Sub-Committee members shall constitute a quorum, unless otherwise specified in these Regulations, or in Bylaws as approved by the Board of Trustees.

ARTICLE IX

INDEMNIFICATION AND INSURANCE

Section A. Authorization.

1. In the event that any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, seeks indemnification from the Foundation against expenses (including attorneys' fees), and in the case of actions other than those by or in the right of the Foundation, judgments, fines and amounts paid in settlement, incurred by such person in connection with such action, suit or proceeding by reason of the fact that such person is or was a trustee, officer, employee or agent of the Foundation, or is or was serving at the request of the Foundation as a trustee, director, officer, employee or agent of another corporation (domestic or foreign, nonprofit or for profit), partnership, joint venture, trust, or other enterprise, then, unless such indemnification is ordered by a court, the Foundation shall determine or cause to be determined whether or not

indemnification is proper in the circumstances, to the extent that it is determined that such indemnification is proper, the person claiming indemnification shall be indemnified.

2. Expenses, including attorneys' fees, incurred in defending any action, suit or proceeding referred to in paragraph 1 of this Section may be paid by the Foundation in advance of the final disposition of such action, suit or proceeding, as authorized by the Trustees in the specific case, upon receipt of an undertaking by or on behalf of the trustee, officer, employee or agent to repay such amount, unless it shall ultimately be determined that such person is entitled to be indemnified by the Foundation as authorized in this Article.

3 The indemnification provided in Paragraph 1 of this Section shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the law or any agreement, vote of members or of disinterested trustees, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a trustee, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section B. Insurance. The Foundation, may purchase and maintain insurance on behalf of any person who is or was a trustee, officer, employee or agent of the Foundation, or is or was serving at the request of the Foundation as a trustee(director), officer, employee or agent of another corporation (domestic or foreign, nonprofit or for profit), partnership, joint venture, trust or other enterprise.

ARTICLE X

RULES OF ORDER

The 2011 11th Edition of Robert's Rules of Order Newly Revised, Edited by Sarah Corbin Robert, Henry M. Robert III, William J. Evans, Daniel H. Honemann and Thomas J. Balch and published by Perseus Publishing, shall govern the transaction of all business, unless otherwise provided in the Regulations or by resolution of the Board of Trustees.

ARTICLE XI

NON-DISCRIMINATION POLICY

The Foundation has a non-discrimination policy and does not discriminate against individuals on the basis of race, creed, gender, handicap, color, national or ethnic origin.

ARTICLE XII

AMENDMENTS

These regulations may be amended or repealed by the affirmative vote of two-thirds (2/3) of the Board of Trustees of the Foundation at an annual meeting, or a special meeting called to consider the same; provided that advance notice of fourteen (14) days has been given in writing of the purpose of the meeting; and further provided that no amendment shall authorize the members to act in any manner or any purpose contrary to the provisions of Section 501 (c)(3) and 509 (a)

(a) of the Internal Revenue Code, as amended.

ARTICLE XIII

ADMINISTRATIVE STAFF AND EMPLOYEES

The Foundation through action of the Board of Trustees may hire an Executive Director to manage the day to day operations of the Foundation. The duties of the Executive Director and any other staff authorized to manage and execute the activities of the Foundation and delegated to them by the Board of Trustees shall be outlined in written form and modified from time to time by action of the Board of Trustees. The Executive Director shall be bonded by the Foundation if assets of the Foundation and its constituent Funds exceed \$ 10,000.00

ARTICLE XIV

OPERATING FUNDS

Section A. Authority of Trustees The Foundation's Board of Trustees may modify the nature and number of funds hereby listed.

Section B. Authorized Distribution of funds

1. The distribution from these funds is authorized to spouses, children and parents of a Sky Soldier Killed in Action
2. The distribution from these funds, except where it is otherwise defined, is authorized to Sky Soldiers who are members in good standing of the Association and the family members living in the Sky Soldier residence. Support is also extended to the family members when the Sky Soldier is living in their residence.

Section C. Donations to Funds No donations to any of the funds will be accepted by the Foundation that have a stipulation that the donation or any part thereof be directed to a particular individual.

GENERAL ASSIST FUND

This fund will receive all non-designated donations

It is used to: fund support for stateside families of the active duty Sky Soldiers of the 173d Airborne Brigade; cover the operational expenses of the organization; fulfill all requests for support that do not fall under any other fund; have dedicated fundraising subaccounts in case of catastrophic Sky Soldier or family member illness/accident, natural/manmade disasters, income generating events. Distribution can be made to other funds in case of unusual demand on them.

GOLD STAR ASSIST FUND

This fund is dedicated to supporting a Sky Soldier's Gold Star family members in a variety of forms. It will be used to support them in their immediate time of need and beyond, keep them embraced by the Sky Soldier community. It will create opportunities to attend Association events, where they can find some closure when meeting Sky Soldiers who had served with their loved ones as well as becoming members of the Gold Star families network.

SCHOLARSHIP FUND

This fund reaches out across generations of Sky Soldiers and delivers our gratitude to active duty or separated Sky Soldiers themselves as they pursue a path to grow in their careers and it also extends to their immediate families. Earnings from a Vietnam Generation Sky Soldier endowment donation are dedicated to fund scholarships for Twenty-first Century Sky Soldiers and their families.

SKY SOLDIER ASSIST FUND

This fund is dedicated to support the Sky Soldiers on active duty and their families who reside wherever the 173d Airborne Brigade is headquartered. The fund is directed by a Foundation Vice President who themselves are with the Brigade HQ, either on active duty or who had served with the 173d Airborne Brigade and now work in direct support of the Brigade HQ and live nearby.

VETERAN SKY SOLDIER ASSIST FUND

This fund supports members of the Association and Sky Soldiers who left active duty service and their families. The Foundation provides support during their challenging times and as an extension of the local Chapter's functions and its members' participation. It is a long term relationship through the cycle of life, living the commitment to never abandon each other.

WOUNDED SKY SOLDIER FUND

Once a Sky Soldier is wounded and evacuated out of the Combat Theater, when the Unit notifies the family and the Association, the Foundation comes on board. This fund is dedicated to facilitate resources not otherwise provided in the care of the Sky Soldier or his immediate family. The Foundation comes in as a partner to the Association, in particular the local Chapter and its members, in contributing to the Sky Soldier's healing and recovery plus their family's ability to support their loved one. The families also have access to direct assistance from the Foundation.

ARTICLE XV

DISSOLUTION AND DISPOSITION OF ASSETS

The Foundation through action of the Board of Trustees, upon determining that the Foundation will cease operations at a predetermined date, upon dissolution the Foundation will transmit all assets to a 501(c)(3) organization that has a mission consistent with the aims and goals of this Foundation. First priority for the receipt of the assets will be given to the 173d Airborne Brigade Association (or its successor). Second priority will be given to the 173d Airborne Brigade National Memorial Foundation (or its successor). Third priority will be given other military and veteran supporting organization and all being qualified charitable and/or non-profit entities as defined by Internal Revenue Service 501(c)(3) guidelines.

ARTICLE XVI

CONFLICT OF INTEREST PROCEDURES

Section A - Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

Section B - Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

Section C - Procedures for Addressing the Conflict of Interest

Part C1 - An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

Part C2 - The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

Part C3 - After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

Part C4 - If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

SECTION D - Violations of the Conflicts of Interest Policy

Part D1 - If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

Part D2 - If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE XVII

CURRENT DBA and PREVIOUS NAME AND ACRONYMS SAFEGUARD

The Corporation Officers and Board will assure the names "Sky Soldiers Foundation", "173d Airborne Brigade Association Foundation", "173d Airborne Brigade Foundation" and "The Herd Foundation" will continue to be registered under "Fictitious Name Law" pursuant to Section 865.09 or its equivalent of Florida Statutes in order to protect the corporation's history as well as current and previous alternate identities.

ARTICLE XVIII

ADOPTION BY BOARD OF TRUSTEES (DIRECTORS)

On this day, the 17th of January of 2019, the Corporation through its Board of Trustees (Directors) hereby amended and adopted this code of regulations.

Rimantas (Ray) Saikus, President

John Barthelemy, Secretary

CODE OF REGULATIONS (BYLAWS)
OF
SKY SOLDIERS FOUNDATION, INC.

EXHIBIT A

INITIAL BOARD OF TRUSTEES

July 25, 2018

President – Rimantas (Ray) Saikus

Secretary – John Barthelemy

Treasurer – David Williams

representative from/Treasurer of - 173d Airborne Brigade Association

Assistant Treasurer – Harold Brent

Trustee – Eric Hitchcock

Trustee – Thomas Hummell

Trustee – William C. Vose

Trustee – Terry Aubrey

representative from/President of - 173d Airborne Brigade Association