

SPECTRE ASSOCIATION Inc.
BYLAWS

3 Dec, 2024

DRAFT

PREAMBLE

The Spectre Association is a membership organization which includes all generations of AC-130 crewmembers, maintainers, and support personnel who secured AC-130 Gunship operations its rightful place in military history.

ARTICLE I
(NAME)

The name of the organization shall be “SPECTRE ASSOCIATION“

ARTICLE II
(PRINCIPAL OFFICE)

The principal office of the Spectre Association shall be in Fort Walton Beach, Florida. The activities of the Association may be conducted elsewhere, as required.

ARTICLE III
(POWERS)

The Spectre Association shall have the authority to:

1. Achieve succession by Association name.
2. Adopt, use, and alter an Association seal.
3. Choose Officers, Managers, and trustees required to conduct business.
4. Adopt, amend, and alter Bylaws consistent with the laws and regulations of the United States, the Department of Defense, and any state which it is to operate.
5. Enter contracts with vendors.
6. Take lease, gift, purchase, grant, devise, or bequest, from any private corporation, association, partnership, firm, or individual.

ARTICLE IV
(OBJECTIVES)

The Spectre Association is a membership organization that performs that following tasks:

1. Plan, organize and conduct an annual reunion.
2. Honor all personnel involved in past and present AC-130 Gunship operations.
3. Record and publish the Spectre legacy and memorialize personnel for their contributions and achievements made during world-wide military operations.
4. Receive and maintain funds to use and apply exclusively for charitable, literary, or educational purposes.
5. Cooperate with other recognized organizations who support similar objectives and activities.
6. Promote good fellowship.
7. Engage in activities necessary to accomplish the purposes listed in these Bylaws.

ARTICLE V
(MEMBERSHIP)

1. **Membership Eligibility:** All personnel who operated, maintained or supported Gunship II, AC-130A, AC-130E, AC-130H, AC-130U, AC-130W and AC-130J gunship operations.
2. **Membership Categories:** Annual and Life Membership are based on the following qualifications.
 - a. **Legacy Member:** Personnel assigned/formerly assigned to an AC-130 squadron as crew member, maintainer or direct support of AC-130 operations.
 - b. **Associate Member:** Those who provided indirect support to AC-130 operations, including spouse, family member(s), and ground/air forces who organized, directed or received AC-130 fire support.
 - c. **Honorary Member:** Widow/Widower/Parent/Child of an AC-130 of deceased or POW/MIA/KIA.
3. **Applications:** Personnel applying for membership must be validated by the Board of Directors.
4. **Rights of Membership:** Members maintain the right to participate in Spectre Association activities.

ARTICLE VI

(COMPOSITION, RESPONSIBILITIES AND DUTIES OF THE BOARD OF DIRECTORS)

1. **Composition:** The BoD consists of a President, Vice President, Treasurer and eight Advisor/Action Officer positions (only Lifetime Legacy members are eligible to serve on the BoD.)
 - a. The President, Treasurer and Quartermaster, must reside in the Fort Walton Beach, Florida area.
 - b. BoD Members who reside in remote locations must be able to electronically voice/video connect for monthly BoD meetings. A minimum of six (6) BoD members are required to establish a quorum during any official meeting.
 - c. The BoD may be augmented by volunteer Action Officers/Committee members who are members of the Association, but not members of the BoD (example, Reunion planner, Quartermaster, etc.)
2. **Responsibilities:** The BoD shall be the governing body of the Spectre Association, responsible for leadership and management of policies, programs, and funds.
 - a. The BoD shall have full authority to determine, decide, and authorize Spectre Association business decisions.
 - b. Program decisions are based on simple majority vote during any formal meeting in which a quorum has been achieved.
3. **Duties**
 - President:**
 - a. Serves as BoD arbitrator using Roberts Rules of Order protocol.
 - b. Chairs monthly meetings and the annual business meeting during the reunion in October.
 - c. Conducts correspondence and maintains records of the Spectre Association.
 - d. Ensures roll call is taken prior to each meeting and minutes are documented.
 - e. Ensures budget as approved by the BoD.
 - f. Establishes committees as necessary.
 - Vice President:**
 - a. Augments the President as required.
 - b. Coordinates annual selection for the Gunner Jack Award.
 - c. Coordinates award of the Promiscuous Pachyderms.
 - d. Performs Master of Ceremonies duties during annual reunions.

Treasurer:

- a. Collects fees, dues, and other funds of the Spectre Association.
 - b. Invest or deposit the funds as directed by the BoD.
 - c. Take custody of Spectre Association funds and make disbursements as authorized by the BoD.
 - d. Maintains Spectre Association financial accounts and report status during BoD meetings.
4. **Secretary:**
- a. Records and transcribes and publishes minutes of all BoD meetings.
 - b. Provides electronic copies of minutes to the web site manager and ensures they are posted on the web site.
5. **Committees:**
6. **Quartermaster/Spectre Store Manager**
- a. Operates the Spectre Store.
 - b. Requests funds to order merchandise, maintains and controls security of inventory items.
 - c. Processes membership requests and corresponds with customers.
 - d. Ships orders to customers.
 - e. Maintains the Spectre Store web site.
7. **Membership, Public Affairs, and History Preservation:**
- a. Maintains and updates membership list.
 - b. Monitors and advises BoD of the passing of life and annual members.
 - c. Engages with public via personal interaction and electronic media to promote the Spectre Association.
 - d. Maintains the Spectre Web Site and Social Media platforms.
8. **Reunion Planning:**
- a. Responsible for planning, organizing and execution of the annual reunion.
 - b. Coordinates with President and Treasurer as required.
9. **BoD Officer Mandates**
- a. All BoD members are required to attend the annual reunion unless granted an excuse for medical or other valid circumstances which prohibit participation.
 - b. All will attend regularly scheduled monthly meetings either in person or electronically. NOTE: If there is a need for an emergency meeting, BoD members will be notified by the President or Vice President via email or phone call at least 24 hours prior to the meeting time/date.

ARTICLE VII

(NOMINATIONS, VOTING)

10. BoD members serve three years terms but are eligible to serve consecutive terms if nominated and elected for another term. There are no limit of terms served if any BoD member is re-elected in accordance with these bylaws.
 - a. **Nominations:** Will occur during the October annual business meeting or by mail prior to 1 November.
 - b. **Voting:** A ballot will be posted on the Spectre Association web site no later than 1 December. Votes recorded via ballot may be returned electronically via email or by mail until 31 December.
 - c. **Results:** BoD members will be chosen by simple majority of votes received, winners will be notified, and results will be posted on the Spectre web site.

11. **Terms of office:** BoD member terms begin on 1 Jan. Note: For management continuity reasons, the end term of the President and Vice President will not occur during the same calendar year.
 - a. **Contingency management:** If President, Vice President, Treasurer or Advisor/Action Officer is unable to finish a term, a Representative may be appointed by the BoD to temporarily fill the vacancy until the next election.

ARTICLE VIII (AMENDMENTS)

1. Changes to bylaws will be proposed during the annual business meeting.
2. Members will be heard in an open forum concerning rationale for proposed changes.
3. The President is responsible to coordinate proposed changes and rationale to enable the BoD to make an informed decision to either accept or reject changes.
4. The President will prepare a draft copy of BoD approved bylaws and post a notice on the Spectre Web Site with contact instructions.
5. Draft Bylaws will be sent via email to current members upon request.
6. Members may comment and suggest changes, modifications or edits as they deem appropriate.
7. Members must submit comments to the BoD in accordance with instructions provided in the original email by January 31st.
8. Comments will be recorded, addressed and presented to the BoD for implementation or rejection by simple majority vote.
9. Amended bylaws will be ratified by simple majority vote during the February business meeting.
10. Ratified bylaws will be signed by the President and posted on the Spectre Association web site no later than March 1st.

ARTICLE IX (DISCIPLINE)

The Board is empowered to, deny, revoke, or remove from membership, any individual considered to be a discredit to the Spectre Association, by a simple majority vote of the BoD.

ARTICLE X (LIABILITIES FOR ACTS OF OFFICERS)

The Association shall be liable for the acts of its Officers and Agents when they are acting within the scope of their authority on behalf of the Association.

ARTICLE XI (REUNION POLICY)

1. The annual reunion will occur on Columbus Day weekend of each year.
2. Fort Walton Beach, Florida, shall be the primary site for the reunion.
3. Potential for alternate reunion sites may be proposed during the annual business meeting. All recommendations must comply with the following mandates:
 - Legacy members suggesting an alternate reunion location must act as primary coordinators.
 - They must travel to the proposed site for “eyes on” site survey.
 - They must report estimated cost, availability of venue/hotel and meal arrangements to the BoD.
 - They must also act as the location Point of Contact for the BoD and are required to organize set-up activities and coordination with the venue prior to the reunion.

ARTICLE XII
(DUES, FEES, CONTRIBUTIONS)

1. The Spectre Association BoD is authorized to accept dues, fees, contributions, or bequests from any appropriate source. Monies received shall be placed in accounts as directed by the BoD.
2. Annual and Lifetime membership fees established by the BoD will be posted on the Spectre Association Web Site.
3. Annual members registering for a reunion with expired membership and guests will be assessed a registration fee equal to the amount of an annual membership (\$25).
4. Lifetime members are eligible to attend annual reunions without payment of a registration fee.

ARTICLE XIII
(USES OF INCOME)

1. The Spectre Association shall not make loans to anyone, regardless of status.
2. The Spectre Association shall not contribute any income or any part of any income to any organization, or individual.
3. The Spectre Association will not benefit any private individual or take part in any type of propaganda to influence legislation.
4. The Spectre Association shall not contribute to any political party or candidate for public or private office.
5. Income, assets, or property of the Association shall not revert to any of its Members, Officers, Trustees, Agents, or Associates or be distributed to them during the life of the Association or upon its liquidation.
6. Nothing in these By-laws shall be interpreted or construed to prevent the payment of reasonable compensation to Officers and employees of the Association in amounts approved by the BoD.
7. The Association shall sponsor a minimum of one (1) scholarship of higher education each year for children or grandchildren of members in good standing. Children and grandchildren of Honorary Members are not eligible.
 - a. The selection shall be made from a blind draw of eligible candidates, who have been submitted by the Members prior to each annual reunion. Eligibility shall follow the I.R.S. definition of Dependency.
 - b. The dependent shall be enrolled in or accepted at an accredited University, College, Junior College, or Trade School.
 - c. The student or candidate must be enrolled for at least three (3) quarters of time as defined by current Veterans Administration standards. As funds allow, the Association may award more than one scholarship each year.
 - d. Upon being awarded a scholarship the Member and student must provide the Association Secretary with the Schools name and address in sufficient time for the monies to be transmitted, in the name of the student, to the school, before January (15th) of the coming year.
 - e. Scholarship awards will not be awarded to the same student for two consecutive years. Eligibility will return during the second year of the student's initial scholarship award.

ARTICLE XIV
(NON-ISSUANCE OF STOCK)

The Association shall have no power to issue shares of stock or to declare or pay any dividends.

ARTICLE XV
(BOOKS, RECORDS OF INSPECTION)

- a. The Spectre Association shall maintain correct and complete records of account and shall maintain the records of the proceedings of its members, BoD, and committees conducting any business of the organization.
- b. The Association shall maintain, at its principal office, a record of the names and addresses of its members.
- c. All books and records of the Association may be inspected by any regular member, or their agent, or attorney, for any proper purpose as determined by the BoD.
- d. Access to such records shall be provided within a reasonable amount of time.
- e. The accounts of the Association shall be audited annually, in accordance with generally accepted auditing standards, by an independent certified, and or, licensed public accountant who is certified or licensed by a state or governmental subdivision of the United States of America. The audit shall be conducted at the primary office of the association or wherever the books and records of account of the association are being maintained. All books, accounts, files, financial records, and reports, and all other papers and property belonging to and in use by the association, and necessary to facilitate the audit, shall be made available to the person or persons conducting the audit. full facilities for verifying transactions and balances of securities and funds held by depositories, fiscal agents, and custodians shall be afforded to such person or persons.
- f. A report of the audit shall be made to the membership on an annual basis normally to take place at the business meeting of the annual reunion. The report shall set forth the scope of the audit and shall include such statements, along with the independent auditor's interpretation of those statements, as necessary to present fairly the Associations assets, liabilities, surpluses, and deficits, with an analysis of the changes therein during the year, supplemented in reasonable detail, by a statement of the Associations income during the year.

ARTICLE XVI
(DISSOLUTION, LIQUIDATION OF ASSETS)

Upon dissolution of the Spectre Association, after discharge or satisfaction of all outstanding obligations and liabilities, the liquidation of all remaining assets shall be distributed in accordance with the determination of the BoD and in compliance all applicable federal and state laws. Such distribution shall be consistent with the purposes of the Spectre Association.

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