

SPECTRE ASSOCIATION Inc.

11 June, 2024

BYLAWS

DRAFT

PREAMBLE

A team of professional AC-130 crewmembers, maintainers, and support personnel band together to celebrate the legacy of the “Fabulous Four-Engine Fighter.” The Spectre Association includes all generations of AC-130 personnel who through courage, determination, and tenacity secured the AC-130 Gunship in its rightful place in military history.

**ARTICLE I
(NAME)**

The name of this 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 provides formal organization through which its members unite specifically to:

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

**ARTICLE V
(MEMBERSHIP)**

1. All membership applications must be vetted/validated by the Board of Directors.
2. Membership categories are based on the following qualifications.
 - a. **Legacy Member:** Personnel who served as AC-130 crew member, Maintainer or Direct Support at any time during AC-130 operations.
 - b. **Associate Member:** Those who were supported by AC-130 Gunship operations and/or provided indirect support to AC-130 operations.
 - c. **Honorary Member:** Spouse, Widow/Widower/Parent/Child of deceased or POW/MIA/KIA of a Legacy Member.
3. Rights of Membership: Qualified members in good standing, regardless of category, have the right to participate in all Association activities.

**ARTICLE VI
(RESPONSIBILITIES AND COMPOSITION OF THE BOARD OF DIRECTORS (BoD))**

The BoD shall be the governing body of the Spectre Association, responsible for leadership and management of policies, programs, and funds.

1. The BoD shall be composed of President, Vice President, Treasurer, Secretary, and seven representatives.
 - a. The President, Vice President, Treasurer, and at least three BoD members shall reside in the Fort Walton Beach, Florida area.
 - b. Four (4) BoD Officers may reside in remote locations provided they are able to electronically voice/video connect for monthly BoD meetings.
 - c. A minimum of six (6) BoD members are required to establish a quorum during any official meeting.
2. **Duties and Responsibilities of the President:**
 - a. Serves as BoD arbitrator using Roberts Rules of Order protocol.
 - b. Chairs a business meeting coinciding with the annual reunion in October.
 - c. Chairs scheduled monthly BoD meetings (or unscheduled meetings as necessary).
 - d. Conducts correspondence and maintains records of the Spectre Association.
 - e. Ensures roll call is taken prior to each meeting and minutes are documented.
 - f. Ensures budget as approved by the BoD.
 - g. Submits annual business and status report to the general membership during the annual business meeting. The report shall include, but not be limited to, the progress of the Associations programs, the results of any special programs or activities, suggestions for additional regular or special programs, and a summary of the report of audit of the accounts of the Association.
 - h. Establishes committees as necessary.
 - i. Shall appoint a Treasurer and a Secretary from the BoD.
3. **Duties and Responsibilities of the 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.
4. **Duties and responsibilities of the Treasurer.**
 - a. Collect all 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. Maintain Spectre Association financial accounts and report status during BoD meetings.

5. Duties and Responsibilities of Quartermaster

- 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.

6. Duties and Responsibilities of BoD Officers

- a. The BoD shall have full authority to determine, decide, and authorize Spectre Association business decisions by a simple majority vote during any formal meeting in which a quorum has been achieved.
- b. BoD Officers will attend regularly scheduled monthly meetings either in person or electronically.
- c. 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.

7. Duties and Responsibilities of the 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.

ARTICLE VII

(NOMINATIONS, VOTING, VOLUNTEERS)

8. The President, Vice President, and Treasurer and BoD members are elected positions, who are nominated by regular members in attendance during the annual business meeting. Current BoD members and prospects may self-nominate. Nominees are validated by a simple majority vote of the membership at large during the annual business meeting.
- a. Terms of office for all BoD members shall be three years. For management continuity reasons, the end term of the President and Vice President will not occur during the same calendar year.
 - b. Nominations for President, Vice President, Treasurer and BoD members will occur during the October annual business meeting.
 - c. A ballot will be posted on the Spectre Association web site no later than 1 December of an election year.
 - d. Regular members in good standing can vote electronically until 31 December of the same year.
 - e. If unable to vote electronically, members are encouraged to contact the President to cast a vote by either letter or phone call.
 - f. The President, Vice President and Treasurer and BoD members will be chosen by simple majority of votes received.
 - g. Results will be posted on the Spectre web site and winners will be notified.
 - h. Newly elected officers will assume positions on 1 January of the following year.
 - i. In the event the President, Vice President or Treasurer is unable to finish a term, a BoD member will be appointed by a quorum of BoD members by a simple majority vote.
 - j. Appointees will fill the vacant position until annual October business meeting and formal nomination, appointment or vote can be made.
 - k. All BoD positions, may assume additional responsibilities as required (example; Quartermaster, Secretary).

ARTICLE VIII

(AMENDMENTS)

1. Changes to ratified bylaws shall be proposed during the annual business meeting.
2. All regular 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 and conduct a BoD vote concerning proposed changes.
4. The President will prepare a BoD approved draft copy of the bylaws for posting on the Spectre Association Web site.
5. Draft bylaws will be available for member viewing and comments until 1 February. Comments will be recorded, addressed and presented to the BoD for consideration and/or

implementation.

6. Amended bylaws will be either ratified or rejected by simple majority vote during the February business meeting.
7. Ratified By-Laws 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. A Spectre Association reunion will occur on Columbus Day weekend of each calendar year.
2. Fort Walton Beach, Florida, shall be the primary site for the reunion.
3. Potential for alternate reunion sites may be discussed and voted upon during the October business meeting.

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 will be assessed a registration fee equal to the amount of an annual membership.
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 auditors 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.

--- END---