

SPECTRE ASSOCIATION Inc.

Rewritten October 2017

BYLAWS

Ratified: May 1, 2018

PREAMBLE

The AC-130 Gunship, call sign "SPECTRE", evolved in South East Asia. Wise leadership at the time realized the need for and the value of an advanced side-firing weapons system. We band ourselves together to support the achievements of SPECTRE and to remember those comrades, both living and dead, who through their courage and determination, proved the side-firing gunship unique in the annals of special air warfare.

ARTICLE I
(NAME)

The name of this organization shall be "SPECTRE ASSOCIATION"

ARTICLE II
(PRINCIPLE OFFICE)

1. The principal office of the Spectre Association shall be located in Fort Walton Beach, Florida, or in such other place as may be determined later by the Board of Directors. The activities of the Spectre Association shall not be confined to any one place but may be conducted throughout the various states and locations of the free world.
2. The Spectre Association shall at all times have a designated agent in Fort Walton Beach, Florida. Authorized to accept service of process for the Association and notice to or service upon such agent shall be deemed notice to or service upon the Association. The agent shall be, under normal circumstances, the President of the Association.

ARTICLE III
(POWERS)

The detailed purposes set forth in these Articles shall at all times be subject to and in the furtherance of the provisions of these By-laws.

The Spectre Association shall have the power to:

1. Have succession by its Association name.
2. Adopt, use, and alter an Association seal.
3. Choose such Officers, Trustees, Managers, Agents, and employees as the business of the Spectre Association may require.
4. Adopt, amend, and alter the By-laws consistent with the laws of the United States and the regulations of the Department of Defense and the laws of any state or Country in which it is to operate, for the management of its property and the regulations of its affairs.
5. Contract, and be contracted with.
6. Take lease, gift, purchase, grant, devise or bequest, from any private corporation, association, partnership, firm, or individual.
7. Hold property, both Real, personal, or mixed, necessary or convenient for attaining the objectives and carrying out the purpose of the Spectre Association in accordance with the applicable provisions of the law.

Ratified May 1, 2018

ARTICLE IV
(OBJECTIVES)

The Spectre Association provides an organization through which its members unite to fulfill the responsibilities and purposes of the Association, specifically to:

1. Honor officer and enlisted personnel, rated and non-rated, who have helped make this nation great by their achievements in AC-130 Gunship operations.
2. Perpetuate the memory of such persons and record their achievements and contributions by suitable memorials.
3. Foster, promote, and encourage a better sense of appreciation of the origins and growth of the AC-130 Gunship and the part it has played in economic, political, humanitarian, and military operations.
4. Receive and maintain a fund or funds and to use and apply, the whole or any part of, the income there from and the principle thereof, exclusively for charitable, literary, or educational purposes, either directly or by contributions to organizations duly authorized to carry on similar activities in accordance with these By-laws.
5. Cooperate with other recognized organizations which are actively engaged and interested in similar objectives and activities.
6. Promote good fellowship and provide a reunion for its members.
7. Engage in any activities incidental thereto or necessary, suitable, or proper for the accomplishment of any of the aforementioned purposes.

ARTICLE V
(DEFINITIONS)

The following definitions specify the meaning of terms used in these Articles:

1. Spectre Association: The name of that body which has organized itself to promote the objectives previously listed. (hereafter referred to as the Association)
2. Member: Any individual who has satisfied the requirements for inclusion in the Association.
3. Member in good standing: Any member, who is not in arrears for any dues or any other financial obligations to the Association, shall be considered a member in good standing.
4. Officer of the Association: A member of the Association involved in the operations of the Association, by election or appointment, to include the President of the Association, Vice President, Treasurer, and all members of the Board of Directors.
5. Directors: Those Officers of the Association, elected or appointed as outlined in Article VIII, to serve as managerial board for the Association.
6. Board of Directors: Those Officers of the Association empowered and entrusted by the Articles in these By-laws, to carry out the objectives of the Association on behalf of its members. (hereafter referred to as the Board)
7. President of the Board of Directors: The president of the Association. (hereafter referred to as the President)
8. Nominating committee: A panel consisting of two Board members and one at large member appointed by the President to assemble a list of candidates from the membership to fill projected vacancies on the Board.
9. Quorum: Any six members of the Board and either the President or Vice President in attending a Board meeting.
10. Motion / Measure: An issue or action presented for consideration. In order for a motion or measure to be voted on it must be seconded by another eligible member.

ARTICLE VI
(MEMBERSHIP)

1. There shall be only six categories of membership which are individually defined as follows:
 - a. Active Duty and Spouses Members: Active duty military personnel and their spouses who have an interest in Side-Firing Gunships.
 - b. Retired / Separated and Spouses Members: Former active duty military personnel and their spouses who have an interest in Side-Firing Gunships.
 - c. Widow / Widower Members: Spouses of deceased military personnel who have an interest in Side-Firing Gunships.
 - d. POW / MIA / KIA, Spouses / Parents Members: Spouses or parents of, active duty, retired or separated, prisoner of war or missing in action, military personnel who have an interest in Side-Firing Gunships.
 - e. Associate Members: Any individual otherwise not eligible for membership who must be sponsored by a member in good standing and be presented to the Board for consideration. If, in the opinion of the Board, the candidate has a true interest in Side-Firing Gunships and the objectives of the Association, the candidate will be eligible under this category.
 - f. Honorary Members: A membership awarded, by a simple majority vote of the Board, at the discretion of the Board, to a person not otherwise eligible for membership. (see Article VIII)
2. Change of Membership: In the event the eligibility of any member in any category should change, the member shall be transferred to the category that is most appropriate.
3. Rights of Members: Members in good standing of any category shall have the right to participate in any and all Association activities. (see Article VIII)
4. Member in Good Standing: Any member who is not in arrears for any dues or other financial obligations to the Association shall be considered a member in good standing.
 - a. Any member NOT in good standing shall forfeit all the rights of membership until such time as their dues, fees, and other financial obligations are paid and current for the coming year.
 - b. In order to re-establish good standing, the member must pay the current year's dues plus the dues for the coming year, and any outstanding fees or financial obligations to the Association.

ARTICLE VII
(Officers of the Board; Composition, Responsibilities)

The Board shall be the governing body of the Association. The Board shall be responsible for the general policies and programs of the Association and for control of all funds of the Association.

1. The Officers of the Association shall be elected or appointed only from the membership categories of Active Duty and or Retired / Separated members.
2. The Directors are those Officers of the Association elected, by the membership in a general election, to be members of the Board of Directors.
 - a. In the event a candidate that has been elected cannot fill the position that they were elected for, the position shall be filled by the runner up with the most votes and following in that order. If all previous candidates are unavailable the Board may select an Interim Director.
 - b. In the event a Director cannot complete their full term of office, the vacancy shall be filled by an interim Director appointed by the Board. The interim Director may fill the vacancy for the remainder of the term of the Director being replaced or until the next general election.
 - c. Interim Directors are eligible to succeed themselves. The partial term shall not count towards the maximum

ARTICLE VII
(Continued)

number of consecutive terms served.

- d. The Board, qualified to hold office, elected or appointed, shall be comprised of a total of eleven (11) members, including the President and Vice President.
 - e. At least five (5) of the Directors and the President and Vice President shall be assigned to or reside in the area of Fort Walton Beach, Florida. The remaining, up to a total of four (4), members may be assigned to or reside in remote locations.
3. The term of office and length of terms for Directors of the Board, including the President and Vice President, shall be for three (3) calendar years, with no more than one third (1/3) of the Board members terms expiring in any one calendar year.
 4. All motions brought before the board will be settled by a simple majority vote of a Quorum of the Board.
 5. The President of the Board shall be the President of the Association.
 - a. In the event a candidate that has been elected cannot fill the position, the position shall be filled by the runner up with the most votes and following in that order. If all previous candidates are unavailable, the Vice President shall assume the office of President.
 - b. In the event that a President cannot complete their term of office, the Vice President shall assume the office of President.
 6. The President shall be responsible to:
 - a. Call an annual business meeting of the Association, to coincide with the annual reunion, if one is held, or at some other time when a large number of members will be assembled.
 - b. Convene a monthly business meeting of the Board or any meeting he may deem necessary.
 - c. Conduct the correspondence and maintain the records of the Association.
 - d. Give notice of and attend all meetings of the Association and maintain the minutes of such meetings.
 - e. Limit the expenditures of the budget as approved by the Board.
 - f. Supervise or appoint a supervisor for all the employees of the Association.
 - g. Execute all of the duties and orders prescribed by the Board.
 - h. Submit at each annual meeting a report of the affairs of the Association. 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.
 7. The President will establish committees as necessary. Normally Board members will head these committees but it is not mandatory.
 8. The President shall appoint a Treasurer and a Secretary for the Association. The Treasurer and Secretary may be paid a fee as determined by the Board.
 9. The Treasurer shall be a member of the Board.
 10. The Treasurer shall be responsible to:
 - a. Collect all fees, dues, and other funds of the Association.
 - b. Invest or deposit the funds as directed by the Board.
 - c. Have custody of the funds of the Association and make disbursements as authorized by the Board.
 - d. Keep the accounts of the Association and report thereon at the meetings of the Board.
 11. The Secretary may be either, a Board member, an Associate member, or a non-member, who is fulfilling the requirements of the position which include, but are not limited to, Recording, transcribing, and producing the minutes of the business meetings of the Board.
 - a. If the Secretary is not a member of the Board they shall not be entitled to vote on any matter that requires a vote by the Board.

ARTICLE VII
(Continued)

- b. If the Secretary is not a member of the Association they shall have no rights entitled to an Association member.
12. The President may appoint a National Chaplain with the approval of the Board. The National Chaplain may be an ordained minister and, or, a member of the Association.

ARTICLE VIII
(Elections, Nominations, Voting)

Every member (except Honorary) shall be entitled to one vote for each Officer of the Association. These Officers include, but are not limited to, the President, Vice President, and the Directors of the Board, and, or, upon any proposition submitted to the membership.

1. Each member shall receive a ballot, either by mail, or at the annual business meeting, or by other method acceptable to the Board, for an election of Officers or upon any proposition submitted to the membership. Tellers or other personnel handling the ballots, upon receipt, shall not divulge their contents, except as required by the business of the Association.
2. The Board may submit, for a vote of the full membership, such propositions as it may desire and must submit, within a reasonable time, any proposition brought to the Board by a member, in writing and having the signed endorsements of at least twenty-five (25) other Members in good standing.
3. Any proposition submitted to the membership for a vote shall be considered carried if a simple majority of those votes received vote in the Affirmative. In order for a vote of the membership to be valid at least fifteen (15) percent of the total membership must have voted.
4. In submitting a proposition to the membership for a vote, the Board shall state the date by which the votes must be received, by the Board, in order to be counted. This date shall in no way be less than thirty (30) or more than sixty (60) days from the time the ballots are submitted to the membership.
5. In order for any vote of the Board to be valid, at least a Quorum of the Board members must be attending the meeting. (see Article V)
6. A designated nominating committee shall present a slate of proposed candidates to fill projected vacancies, to the board for approval, prior to the Annual Business meeting. The names of the eligible candidates shall be presented to the membership at the Annual Business meeting. All nominations, in order to be accepted for the ballot, must be seconded by another member.
7. Nominations for vacancies of the Board may be made by a member of the Association in writing and seconded in writing by another member or at the Annual Business meeting and seconded by another member.

ARTICLE IX
(Amendments)

1. Changes to the By-laws shall be proposed by a vote of the Board.
2. The By-laws may be amended, altered, or replaced by a simple majority of the votes cast by the Membership. (see Article VIII)
3. The By-laws are in affect when they have been ratified by an affirmative vote of a simple majority of the membership votes received. (see article VIII)

ARTICLE X
(Discipline)

1. The Board is empowered to, deny, revoke, or remove from membership, any individual that is considered to be ineligible for or a discredit to the Association and its Members, by a simple majority vote of the board.
2. Any Officer of the Board, including the President, who misses three (3) or more Board meetings, consecutively or in a single calendar year, without providing a legitimate reason, may be removed from Office by a simple majority vote of the Board.
3. The Member or Officer that is the subject of a disciplinary action shall not be entitled to vote on any disciplinary action that directly or indirectly affects them.

ARTICLE XI
(Management)

1. It is the duty of the Board to carry out the objectives of the Association in accordance with these By-laws and to be responsive to the needs and desires of the Membership.
2. The Board shall have full authority to determine, decide, and authorize all acts and business of the Association.
3. A Member of the Association shall hold only one Association at any given time.
4. A meeting of the Board may be called, after seventy-two (72) hours, if notice has been given by the President, Vice President, or a majority of the Members of the Board.
5. The Association as such shall not contribute to, support, or assist, any political party or individual candidate for public office.

ARTICLE XII
(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 XIII
(Reunion Policy)

1. There will be an Annual National Convention of the Association at such time and place to be announced by the Board.
2. Fort Walton Beach, Florida, shall be the primary site for the Annual Reunion. Every fourth (4) year the Annual Reunion shall be held at an alternate site which will be selected by the Board. Normally, the Board will poll the Membership and produce a slate of locations for the Membership to vote on. Ideally, the location receiving the most votes will be the alternate Reunion site. In the event that the logistics or other factors prevent the first alternate location from being the site of the Reunion, the Board will proceed with the site receiving the next highest number of votes, and in that order, until an alternate site can be selected.
3. In the event that none of the locations that were selected by the Membership can be selected, the Board will select a location for the alternate Reunion site.

ARTICLE XIV
(Dues, Fees, Contributions)

1. The Board is authorized to accept dues, fees, contributions, or bequests to the Association from any appropriate source. Monies so received shall be placed in the proper funds or accounts as directed by the Board.
2. Persons eligible for Membership (see Article VI) may attain Membership by completion of those requirements established by the Board. Membership fees established by the Board shall preclude any additional fees or contributions during the year of Membership.
3. Annual Member dues are due and payable on the first day of October of each year for the coming year. Any Membership dues not paid by the first day of October for the coming year shall be considered in arrears and the Member shall be considered "Not in Good Standing". (see Article V)
4. The following membership categories are listed with the corresponding type of dues. For up to date amounts of dues, the amount, determined by the Board, shall be posted on the Association website. Members may also obtain up to date amounts by contacting the Board.
 - a. Active Duty and Spouses; = annual
 - b. Retired / Separated and Spouses; = annual
 - c. POW / MIA / KIA, Spouses / Parents; = none
 - d. Widow / Widower; = annual
 - e. Associate; = annual
 - f. Honorary; = none
5. Lifetime Membership
 - a. Any eligible candidate or current annual dues paying Member, under the age of fifty-five (55), may purchase or convert their membership to a Lifetime membership for a one-time fee.
 - b. Any eligible candidate or current annual dues paying Member, over the age of fifty-five (55), may purchase or convert their membership to a Lifetime membership for a one-time fee.
 - c. Any Member or candidate who has a Veterans medical disability of thirty (30) percent or greater may purchase or convert their Membership for a discounted one-time fee.
6. Any Member whose dues are in arrears shall pay the current year's dues plus the coming year's dues in order to reestablish their membership.

ARTICLE XV
(Uses of Income)

1. The Association shall not make loans to its Members, Officers, Trustees, Agents, or Associates. In short, The Association shall not make loans.
2. The Association shall not contribute any income or any part of any income to any organization, or individual, whose net earnings, or any part thereof, inure to the benefit of any private shareholder or individual, or any part of which is involved in any type of propaganda or otherwise attempting to influence legislation.
3. The Association shall not contribute to any political party or candidate for public or private office.
4. 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.
5. 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 Board.
6. The Association shall sponsor a minimum of one (1) scholarship of higher education each year for children and, or, grandchildren of Members in Good Standing. Children and grandchildren of Honorary Members are not eligible.

ARTICLE XV
(Continued)

7. 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 be in compliance with the I.R.S. definition of Dependency and the dependent shall be enrolled in or accepted at an accredited University, College, Junior College, or Trade School. 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.
8. 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.

ARTICLE XVI
(Non-Issuance of Stock)

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

ARTICLE XVII
(Books, Records of Inspection)

1. The Association shall maintain correct and complete records of account and shall maintain the records of the proceedings of its Members, Board, and Committees / Sub Committees conducting any business of the Association.
2. The Association shall maintain, at its principal office, a record of the names and addresses of its Members.
3. All books and records of the Association may be inspected by any Member entitled to vote, or their agent, or attorney, for any proper purpose as determined by the Board, and access to such records shall be provided within a reasonable amount of time.
4. 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.
5. 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 XVIII
(Dissolution, Liquidation of Assets)

Upon Dissolution of the Association, after discharge or satisfaction of all outstanding obligations and liabilities, the liquidation of any and all remaining assets of the Association shall be distributed in accordance with the determination of the Board and in compliance with the Charter and By-laws of the Association and all applicable Federal and State Laws thereto. Such distribution shall be consistent with the purposes of the Association.



Bernard "Bernie" Frakes
President, Spectre Association

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