Article I - Name

The name of the organization shall be the **AC-119 GUNSHIP ASSOCIATION**

**Article II** - **Purposes**

**Section II-1.** To perpetuate the existence and names of our three U. S. Air Force units that served in Southeast Asia (SEA) as effective combat forces during the Southeast Asia Conflict known as the 71st and 17th (Shadow) and 18th (Stinger) Special Operations Squadrons and to those involved in their establishment, development, training, support, and operations. (Expanded 10-2-04 Membership Meeting.)

**Section II-2.** To revere the memories of our fellow military ground and aircrew members whose lives were sacrificed in service to the United States of America and to comfort their survivors.

**Section II-3.** To renew and promote camaraderie among individuals who served in SEA with Shadow and Stinger and with other personnel who contributed to the establishment and support of gunship operations.

**Section II-4.** To promote reunions and engage in other activities approved by the members and consistent with the aim of promoting the general welfare and enjoyment of Association members and their families.

**Section II-5.** To promote such charitable projects as the Association may deem worthy. (Changed by Board 12-4-03 to comply with IRS requirements for Tax-Exempt status continuance)

**Section II-6.** To record, maintain, and preserve the history and details of Shadow and Stinger contributions in support of our Nation during the Southeast Asia Conflict.

**Article III** – **Association Area**

The Association is organized within the 50-states of the United States of America.

**Article IV** **- Membership**

**Section IV-1.** **Regular:** Regular membership is limited to persons who were directly associated with or supported the 71st, 17th or 18th Special Operations Squadrons or AC-119 missions, including their establishment, development, support, or training. Regular Members either pay annual dues or can become Life Regular Members, and can hold Association Officer positions.Regular Members shall have full voting rights in all Association matters including election of officers and the amending of these bylaws. (Amended 9-29-02 Membership Meeting, & clarified 10-2-04 Membership Meeting)

Section IV-2. Associate: Associate Membership may be conferred upon persons not qualified for Regular Membership but deserving of membership. This includes spouses or extended family. Applications or recommendations for Associate Membership in the AC-119 Gunship Association shall be submitted in writing to the Membership Coordinator by applicants or Regular Members of the Association. Associate Members either pay annual dues or can become Life Associate Members at fees commensurate with those of Regular Members. Associate Members can hold Association Officer positions, have Association voting privileges, and enjoy all other rights and privileges as Regular Members. (Added 9-29-02 Membership Meeting, expanded 10-2-04 Membership Meeting, and Life Associate Membership clarified 9-30-06 Membership Meeting, BoD Mtg 1-8-2012 deleted 2/3 affirmative vote by BoD for acceptance of Assoc Members – Secretary makes the call & elevates to BoD if questionable; BoD Proposal 9\_29\_18 align with new Membership Coordinator role); Assoc Mtg 9-7-2019attendee vote allows Associate Members to vote & hold BoD positions.

**Section IV-3.** **Life:** Life Members are Members who have elected to make a single payment of dues in the amount then set by the Board of Directors and as approved by the membership. A Life Member shall enjoy all of the rights and privileges of their respective Membership category. Both Regular and Associate Life Memberships automatically transfer to surviving spouses (both transfer as Associate Life Members). (Changed 11-23-03 by Board to provide consistency with approved changes from 10-4-03 Membership Meeting)

**Section IV-4. Honorary Life:** Honorary Life Memberships include the next-closest-kin of AC-119 personnel killed in action in Southeast Asia and other specific honorees who contribute significantly to the AC-119 Gunship Association, at the discretion and vote of the Board. Honorary Life Members have the same rights and privileges as Associate Life Members. (Clarified 10-4-03 Membership Meeting)

**Section IV-5. Charter:** Members who also attended the Year 2000 AC-119 Gunship Reunion have the added distinction of being designated as a Charter Member of our Association.

**Section IV-6. AC-47 Gunships**: All AC-47 Gunship personnel are eligible for AC-119 Gunship Association membership, using AC-47 experience for criteria eligibility per Sections IV-1 thru IV-4. (Added 10-6-07 Membership Meeting)

## Article V – Governing Body

**Section V-1. Board of Directors:** Officers elected to serve as President, Vice-President, Secretary, Treasurer, Prior President (if Board position is utilized) and up to three Board Members at Large comprise the Association Board of Directors (BoD). The President serves as Chairman of the Board, and in his absence the Vice-President assumes the Chairmanship. The Prior President is not a mandatory member of the next year’s BoD; BoD Membership is at the dual discretion of the incoming Board and the outgoing President. Board voting members include all elected Officers. Appointed Officers may also serve as voting members of the Board (as determined by BoD Elected members); e.g. Quartermaster. (Past Board Member position added 10-4-03 Membership Meeting; modified 9-25-12 Membership Meeting to allow immediate Past President to become a member of the incoming BoD, and allows “up to” three Board Member At Large positions to be elected to the BoD; BoD Proposal 9\_29\_18 to clarify past President position as “any” prior President); BoD clarification that some “Appointed Officers” identified in Sections X-8 thru X-10 are voting members of the Board.

**Section V-2. Board Authority:** The Board has the authority and responsibility to act for and manage the affairs of the Association. A two-thirds vote of members in attendance at reunion membership meetings can modify or reverse decisions of the Board.

**Section V-3.** **Board Voting:** BoD voting is by simple majority, with minimum quorum of President, Vice-President, Secretary, and Treasurer; and tie votes are decided by the President. (Added 1-8-12 Board Meeting to clarify voting requirements based on inclusion of up to three Board Members At Large and possibility of tied votes)

## Article VI – Elections and Appointments

**Section VI-1. Nominations:** Nomination of candidates for officer positions are made from the floor at reunion membership meetings or if such meeting is not held, through procedures established by the outgoing Board.

**Section VI-2. Election:** Officers comprising the Board are elected by majority vote of current dues-paid Regular Members in attendance at reunion membership meetings or if such meeting is not held, through procedures established by the outgoing Board.

**Section VI-3. Appointments:** The Association President may, as deemed proper, appoint officers to serve during his term of office as needed to conduct Association affairs..

## Article VII – Terms of Office

**Section VII-1. Elected Officers {Board members}:** Officers are elected annually for a one-to-three year term to serve from the first day following a reunion through the conclusion of their respective next Reunion Membership Meeting. Existing Officers may stagger replacement cycles to assure several Board Members have prior year experience.(Changed 9-29-01 Membership Meeting and clarified 10-6-07; BoD Proposal 9\_29\_18 to clarify elected BoD are Board Members)

**Section VII-2. Appointed Officers:** An appointed officer will continue in the capacity to which appointed from one administration to the next unless they request to be relieved or are removed by Board vote or a majority vote of current dues-paid Regular Members in attendance at reunion membership meetings. (Clarified 10-4-03 Membership Meeting)

## Article VIII – Meetings

**Reunion Membership Meetings:** Regular meetings of the membership will occur in conjunction with Association reunions. The frequency and location of reunions are determined by majority vote of members (see Article XII-1 for location criteria). (Changed 10-1-05 Membership Meeting)

## Article IX – Dues

**Section IX-1. Dues Period:** Dues cover a 12 month period ending at the end of the 12th month. Dues will be assessed annually at the end of that period. (Changed 10-4-03 Membership Meeting)

**Section IX-2. Regular and Associate Members:** Annual dues are reviewed at reunion membership meetings and the amount set will be established by majority vote of the members as recorded in the Secretary’s record.

**Section IX-3. Life Members:** Life Membership Dues are $119. (Added 9-29-01 Membership Meeting)

**Section IX-4. Non-Payment of Dues:** Dues of Regular and Associate members are delinquent for the following year if not paid by the end of the 12th month after payment. A grace period of 30-days is established after which such members are subject to loss of membership as determined by the Board of Directors. Members lost through dues delinquency may be reinstated to membership by payment of arrears in dues subject to approval of the Board. (Changed 10-4-03 Membership Meeting)

**Article X Elected** **Board of Directors Duties**

**Section X-1. President:** The President shall preside at all meetings of the Board and membership, have general supervisory authority over the affairs of the Association, and perform all duties incidental to that office. He will appoint, with Board approval, officers to serve during his term of office needed for the better functioning of the Association. By direction of the Board or majority membership vote, he will appoint Special Committees. He will sign legal documents with the Secretary. He shall be an ex-officio member of every committee and serve as the Chairman of the Reunion Committee.

**Section X-2. Vice President:** In the absence of the President, the Vice President will assume Presidential duties. He will assume the office of the President should a vacancy occur. He may serve as signatory of checks. He shall serve as ex-officio member of committees and perform other duties at the request of the President. He will serve as a member of the Board. (BoD Mtg 1-8-2012 deleted check co-signature requirements)

**Section X-3. Secretary:** The Secretary will help prepare meeting agendas and distribute them to participants. He will record minutes of Board meetings and membership meetings. He will furnish Board members with records of such meetings. He will coordinate with the Treasurertomaintain and forward an accurate record of all bank transactions at the end of each month to the board. He will perform such other duties as delegated by the President. He will serve as a member of the Board. (Changed by Board 11-23-03 to reduce redundancy and increase efficiency; BoD Mtg 1-8-12 deleted requirement for Secretary to co-sign checks with the Treasurer and/or Vice President; BoD Proposal 9\_29\_18 to assign primary financial role to Treasurer with Secretary as 2nd set of eyes)

**Section X-4. Treasurer:** The Treasurer shall be the association’s chief financial officer and he will be responsible for all association accounts- examples: PayPal, Teleconference, e-mail, debit cards, etc. He will deposit dues, payments, and other donations and funds in to the associations Checking Account #8815. He will prepare checks for payment of debts, maintain a record of receipts, and payments to include date, check number, payee, amount, and purpose and provide the Board with a report to include this data at the end of each month. He will compare his records with that of the Secretary to insure its accuracy (BoD Proposal 9\_29\_18 to clarify & simplify tracking & reporting).

He will receive periodic financial reports of receipts and debits from the Secretary and post them to Association financial records. He will on a continuing basis compare his financial records with that of the Secretary to assure that all financial transactions have been properly recorded. He will sign checks and is responsible for submission of tax returns. He will work with the Reunion and Membership Coordinator to document and track Reunion registrations, costs, and payments; as well as Association Memberships. He will submit a verbal financial report to members at reunion membership meetings. He will serve as a member of the Board. (Changed by Board 11-23-03 to reduce redundancy and increase efficiency; BoD Mtg 1-8-2012 deleted check co-signature requirements; BoD Proposal 9\_29\_18 add Membership Coordinator coordination.)

**Section X-5. Prior President:** Either the immediate past President or a prior past President will serve to assist the President and BoD in whatever capacities the current President, BoD, or Prior President agree on. He will serve as a member of the Board. (BoD Proposal 9\_29\_18 adding Prior President position)

**Section X-6. Board Members At Large:** Up to three Board Members At Large will perform such duties as delegated by the President. These positions may be selected by the incoming Board or elected by the Membership and will serve as a BoD member. (Past Board Member position added 10-4-03 Membership Meeting; modified 9-25-12 Membership Meeting to allow immediate Past President to become a member of the incoming BoD, and allows “up to” three Board Member At Large positions to be elected to the BoD)

**Appointed Officers** (BoD Proposal 9\_29\_18 to clarify Appointees & roles).

**Section X**-**7**. **Quartermaster**: The Quartermaster will manage the stores for all memorabilia, supplies necessary for buying and selling thereof. He can sign checks for the Quartermasteraccount #1106 andcoordinate funds with the Treasurer.The Quartermaster is a designated voting member of the Board. (Added to reflect Membership Meeting actions from 2004; BoD Proposal 9\_29\_18 to clarify Checking Account & role).

**Section X-8. Newsletter Editor:** The Editor will create and distribute the AC119 Gunship Association Newsletter to the POCs, Facebook Administration, and Webmaster, and maintain and manage the AC-119 Gunship Association Newsletter titled "Firing Circle" and is produced at a frequency sufficient to provide detailed information relative to Association activities on a timely basis to the membership. (Added 10-4-03 Membership Meeting; (BoD Proposal 9\_29\_18 to clarify responsibilities)

**Section X-9. Webmaster:** The Webmaster will maintain and manage the AC-119 Gunship Association website. (Added 10-4-03 Membership Meeting) NOTE: This requires commitments from the Board Members and Appointed Officers to provide timely inputs on President Messages/Flashes, Board/Association Meeting agenda/minutes, Firing Circle, and Reunion/Final Flight Facebook information/postings. (BoD Proposal 9\_29\_18 to clarify website responsibilities)

**Section X-10. Chaplain:** The Chaplain will provide spiritual support, including opening and closing ceremony prayers at all formal Association Meetings or functions. (Added 10-4-03 Membership Meeting)

**Section X-11. Membership Coordinator:** The Membership Coordinator will maintain membership records and mailing lists of potential members. He will also mail membership cards to members. He will create and distribute Life Membership Certificates. He will perform such other duties as delegated by the President. (BoD Proposal 9\_29\_18 – added to reflect 2017 Membership Meeting actions)

## Article XI – Financial Management

**Section XI-1. Operating Checking Account #8815:** Life Member and Annual Membership donations received as dues will be deposited in an Operating Checking Account for use in day-to-day operations. The Treasurer, President, or Vice-President may sign checks drawn on this account. The President must approve all major expenditures over $300. (BoD Mtg 1-8-2012 deleted check co-signature requirements; (BoD Proposal 9\_29\_18 to clarify Operating Account & include Presidential oversight for defined larger expenditures)

**Section XI-2. Quartermaster Account #1106:** Funds may be transferred to and from the Quartermaster Account into and from the Operating Checking Account as needed for current and anticipated expenditures. The President must authorize major expenditures over $300. (BoD Proposal 9\_29\_18 to change from Reserve Account to Quartermaster Account & include Presidential oversight for defined larger expenditures)

**Section XI-3**. **Record Keeping:** All records of approved funds by e-mail records shall be kept for one year. (BoD Proposal 9\_29\_18 to assure adequate financial documentation)

## Article XII – Reunions

**Section XII-1. Frequency and Location:** Reunions are the glue that binds our Association together. With members living in far-flung places and with the advancing age of members, it is essential to come together at our reunions to reestablish ties with comrades with whom we served side-by-side and to establish new ties. For those reasons, it is proposed that our Association should hold annual reunions so long as the membership desire and are able to attend. Due to the extensive planning and preparation requirements for a reunion, reunion coordinators, dates, and locations will be identified two years prior to the event, as decided by majority vote of the membership at the reunion. This vote replaces the requirement to return to Fort Walton Beach area every second or third year, with no mandatory location, or return. (Changed 10-1-05 Membership Meeting)

**Section XII-2. Reunion Coordinator:** The Coordinator roles will include duties identified in the Reunion Coordinator’s Checklist, such as lodging, banquet facilities, meals, program, transportation, hospitality, protocol, and memorabilia. (Added 10-1-05 Membership Meeting) He will receive and document the sign-up records for all Reunion activities. Role includes cost determinations, hotel and food payments coordinated with Treasurer, registration tracking, tour tracking (if applicable), and responsibility to provide reunion overview and details to the Webmaster for current reunion web and online registration. The coordinator will also coordinate with the reunion hotel to manage and document hotel room reservations. (BoD Proposal 9\_29\_18 to clarify role & responsibilities)

**Section XII-3. Reunion Proposals:** Proposals must include the following, or they will not be accepted for discussion or vote at membership meetings: (Added 10-1-05 Membership Meeting; Clarified 9-30-06 Membership Meeting)

1. A named volunteer Reunion Coordinator who can do, and who has agreed to, the scope of duties outlined in the Reunion Coordinator’s Checklist.
2. No later than "before" the prior reunion, the proposer must provide the Board with a ready-to-sign hotel contract agreement that:

A . Accommodates a Hootch where we will provide our own beer, other beverages, and snacks (or prices that match those costs).

B . Provide a banquet area for the forecast attendance between 200 and 350 persons {dependent on reunion attendance}.

C . Includes lodging and meal costs agreed to by the hotel or another designated provider.

3. The intent is to present the board and membership with approval details at the reunion prior to the proposed one. (BoD Proposal 9\_29\_18 for this Section: to change requirement from a “pre-agreed hotel” at time of proposed location to requirement to “have hotel details the reunion prior”)

## Article XIII – Dissolution

Upon dissolution of the Association, net assets will be donated to an appropriate charity as selected by majority vote of remaining Regular and Life Members.

## Article XIV – Amendments

These By-Laws may be amended by majority vote of members present at a ReunionMembership Meeting. (Changed 9-29-01 Membership Meeting)

These by-laws were proposed to the board on\_\_\_\_\_\_\_\_\_ and submitted to and approved by the membership on \_\_\_\_\_\_\_\_\_\_\_\_.

 Prepared by RL 9/29/2018