

BYLAWS

NIGHT STALKER ASSOCIATION, INCORPORATED

ARTICLE I – POWERS

Section 1. Through its Executive Board, Officers, Committees and other duly authorized representatives, the NSA shall have the power to carry out the stated purpose outlined in the Constitution, and to take appropriate action in connection therewith, in accordance with the Bylaws under which this Association is organized.

Section 1.1. The NSA shall have the power to purchase, lease, rent, or otherwise acquire real or other property to carry out the objectives of the Association and may dispose of said property.

Section 1.2. The NSA shall have the power to contract with outside agencies and to employ persons as necessary to acquire the services needed to accomplish the affairs of the Association.

Section 2. The President shall appoint the Quartermaster and one (1) other Officer, in the absence of the Quartermaster to endorse/execute checks. Such appointment shall be approved by the Board of Governors on behalf of the Association, and the approval shall be recorded in the minutes for the permanent records.

Section 3. The Board of Governors are authorized to expend or make a commitment to expend five thousand dollars (\$5,000) or not more than fifty percent (50%) of cash on hand, whichever is least, per item or action. Expenditures over \$5000 require the approval of the National Executive Board.

ARTICLE II – INCORPORATION

Section 1. The NSA is organized as a not-for-profit corporation without capital stock under the laws of the State of Kentucky. Chapters and any other elements of the Association are specifically prohibited from organizing as separate corporations, without approval of the National Executive Board.

Section 2. The National Office and its Chapters may operate and exist on military installations only with the consent of the Installation Commander. This consent is contingent on compliance with requirements and conditions of all Army Regulations.

ARTICLE III – MEMBERSHIP

Section 1. Categories of memberships. All members of the Night Stalker Association shall be referred to as “Night Stalkers”.

The membership categories include:

- a. Night Stalker Members
- b. Associate Members
- c. Corporate Members
- d. Honorary Members.

Section 2. Membership Descriptions

Section 2.1. General. Except for the anti-discrimination requirements cited in the NSA Constitution, the Membership Committee may refuse to approve the application of anyone it believes to be opposed to the Association's purposes.

Section 2.2. Night Stalker Members. Night Stalker members qualify for all privileges as long as they are members in good standing. Night Stalker members are entitled to the privilege of voting and the privilege to hold elected office.

Section 2.2.1. Qualification. Those who have successfully graduated Green Platoon, or have served honorably as a member of qualifying units as defined in Section 2.2.3. Other special circumstances, or those who served in a qualifying unit before Green Platoon was organized, will be considered and can be approved by the Membership Committee on a case by case basis.

Section 2.2.2. Application. Applicants for membership shall provide proof of service to the satisfaction of the Membership Committee. Applications disapproved by the Membership Committee will be forwarded to the Board of Governors for final disposition.

Section 2.2.3. Qualifying Units. The organizations in Figure 1 are considered qualification for membership. The unit designations listed include all subordinate units and elements. Due to the unusual manner in which the unit was formed and manned prior to designation as the 160th Special Operations Aviation Group (Airborne) and the 160th Special Operations Aviation Regiment (Airborne), the Membership Committee will consider for Night Stalker Membership other unit affiliations if the prospective member can provide documentation for verification of Night Stalker service in accordance with Section 2.2.1.

Unit Designations: May 1980 to present

Task Force 158

160th Assault Helicopter Battalion (Reinforced)

Task Force 160

160th Special Operations Aviation Group (Airborne)

160th Special Operations Aviation Regiment (Airborne)

Other Qualifying Organizations

Special Forces Group Aviation Detachments (to include 1/10th SFG, Bad Tolz Germany)

1-245th Aviation Battalion, Oklahoma Army National Guard

129th SOAC

617th SOAD

Figure 1

Section 2.2.4. This membership category shall consist of Annual and Lifetime members. Annual members are those Night Stalkers in good standing who have paid the appropriate dues for the current calendar year. Lifetime members are those Night Stalkers in good standing who have paid the appropriate dues for a Life membership, or who have been found 100% disabled from a service-related injury or ailment by the U.S. Department of Veterans Affairs.

Section 2.3. Associate Members

Section 2.3.1. Qualification. This category is defined as any individual who supports the ideals, principles, purposes, and objectives of the Night Stalkers and this Association. Associate membership is also accorded to all civilian personnel GS or Contractor who support the qualifying organizations at any location who are not former Night Stalkers qualifying under 2.2 above. Associate membership is not available to any person who could qualify as a Night Stalker member per 2.2 above.

Section 2.3.2. Application. Individuals may apply for membership and upon review and approval by the Membership committee, be accepted into the Association as an

Associate Member. Associate Member applications disapproved by the Membership Committee will be forwarded to the Board of Governors for final disposition.

Section 2.3.3. Privileges of Membership. Associate members qualify for all privileges, so long as they are members in good standing, except that they shall not have the privilege to vote or hold an elected office. Associate Members may hold an appointed office.

Section 2.3.4. This membership category shall consist of only Annual members. Annual members are those Associate Members in good standing who have paid the appropriate dues for the current calendar year.

Section 2.4. Corporate Members

Section 2.4.1. Qualification. This category is open to those Corporations that support the ideas, principles, purposes and objectives of the Night Stalkers and this Association. Corporate membership is not available to any person who could qualify as a Night Stalker member per 2.2 above.

Section 2.4.2. Application. Corporations may apply for membership and upon review and approval by the Membership committee, be accepted into the Association as a Corporate Member. Corporate Member applications disapproved by the Membership Committee will be forwarded to the Board of Governors for final disposition.

Section 2.4.3. Privileges of Membership. All Corporate members qualify for all privileges, so long as the Corporation remains in good standing, except that they shall not have the privilege to vote or hold an elected or appointed office.

Section 2.4.4. This membership category shall consist of only Annual membership. Corporate Membership is for those Corporations in good standing who have paid the appropriate dues for the current calendar year.

Section 2.5. Honorary Members.

Section 2.5.1. Qualification. Honorary Members are persons who have accomplished a particular task of some acknowledged value to this association, or have made a contribution to Army Special Operations Aviation or the 160th SOAR (A), of such extraordinary magnitude, or in such an exemplary manner that it shows the nominee to be of Night Stalker caliber. No person who could qualify as a Night Stalker member may be an honorary member.

Section 2.5.2. Nomination. Any Night Stalker may make written nomination of such person for this category of membership. Honorary members shall have shown support for the ideals, principle, purposes, and objectives of the Night Stalkers and this Association. Applications will be turned into the Membership Committee and forwarded

with their recommendation to the Board of Governors who will approve or disapprove the award of membership.

Section 2.5.3. Families of Fallen Night Stalkers. A widow or widower of Night Stalker members may, if they choose, continue on as Honorary Members of the Association with the recommendation of the Membership Committee and approval of the Board of Governors.

Section 2.5.4. Privileges of Membership. Honorary membership is for life unless resigned or terminated per these Bylaws. All Honorary Members qualify for all privileges, so long as they are members in good standing, except that they shall not have the privilege to vote. Honorary members may not hold an elected office, but may hold an appointed office. Dues for Honorary Members will be waived.

Section 2.5.4. General

Section 2.5.4.1. The Honorary membership roster shall be reviewed biennially by the Membership Committee to assure continuing interest and status of the Honorary Members.

Section 2.5.4.2. Revocation of Honorary membership status will be adjudicated by the Board of Governors in accordance with Section 8.2.

Section 3. Chapter Membership. Local Chapters will be formed at the discretion of the National Executive Board. Local Chapters must have the minimum number of Annual or Lifetime members at the time of application in accordance with the NSA Constitution and must annually certify to the Membership Committee sustained membership at that level to retain Local Chapter status.

Section 4. Member in good standing. A member shall be considered to be in good standing when his dues are paid in full and are current, and the member has not resigned or brought discredit upon himself or the Organization.

Section 5. Membership year. The Membership year of this Association is defined as 1 January through 31 December.

Section 6. Privileges of Membership

Section 6.1. Every member may attend (this may not include the right to vote), when feasible, any meeting of, or within, this Association and/or of the National Executive Board, except that portion of a meeting which may be closed because of bona fide personal or sensitive considerations. While in attendance of a meeting in which the member has no vote, the member is encouraged, upon being offered the floor, to voice opinions, suggestions, advice, or recommendations. Visiting members, however, who, by their actions, attempt to disrupt a meeting, may be removed by the Chairperson. Notice to members of regularly scheduled meetings of the National Executive Board

shall be provided by either written notice or publication on the website. Notice of special meetings shall be provided to members, if practical, but lack of notice to the membership shall not limit in any way the conduct of Association business. Members, upon request, may obtain minutes of all NEB meetings, except for those portions of minutes of the portions of a meeting which may be closed because of bona fide personal or sensitive considerations.

Section 6.2. Night Stalker Members

Section 6.2.1. Each Night Stalker member is entitled to one vote per question and per each elected office during elections of the National Headquarters.

Section 6.2.2. Each Night Stalker member is eligible to hold office and appointments at any level, but may hold only one elected office per level at one time. Other than logic and reason, there are no restrictions on the number of appointments which may be held at one time.

Section 6.3. Associate and Honorary Members

Section 6.3.1. These members may be appointed to serve in special capacities by the President, the Board of Governors, and Committees of this Association as mutually deemed appropriate. Associate and Honorary Members have no voting power or right to hold elected office in this Association under any circumstance, regardless of position or status.

Section 6.4. All Night Stalker, Associate, Corporate and Honorary members in good standing shall have access to a copy of all authorized publications of this Association.

Section 6.5. All Night Stalker, Associate, Corporate and Honorary members, are eligible to receive, when they first join or at any time, a current copy of the Association's Constitution and Bylaws and may obtain additional or current copies of those or of the Articles of Incorporation from the National headquarters Office for a nominal fee. Notification of all amendments to the Constitution and Bylaws will be accomplished either through the mail or on the website as each is approved.

Section 6.6. All Night Stalker, Associate, Corporate and Honorary Members may also receive copies of any additional Association documents as they are developed. This may include, but is not limited to, Chapter Standard Operating Procedures and Items for Sale in the Night Stalker Store.

Section 7. Application for Membership. All members must complete a written application to this Association in order to join. Honorary Members must be nominated per Article III, Section 2.5.2 above. Upon receiving the appropriate dues (not applicable for Honorary Members) and proof of eligibility, to the satisfaction of the Membership Committee, membership will be granted.

Section 8. Termination of Membership

Section 8.1. Voluntary. A member may resign his membership by writing to the Chapter President and tendering his resignation. No unused dues or portions thereof shall be refunded. In addition, a member will be removed from the membership roles for failure to pay the required annual dues.

Section 8.2. Involuntary. Members may be involuntarily terminated, suspended, or expelled from this Association only for cause. Such termination, expulsion, or suspension, shall require three-fourths vote in the affirmative of the Board of Governors.

Section 8.2.1. Members considered for termination shall be given at least a thirty day notice of the intended action and the reasons therefore before the date of the intended voting. Beginning with the receipt of notification, the member being considered for termination shall be given the opportunity to be heard orally or in writing up through the moment of vote.

Section 8.2.2. Date of termination, suspension, or expulsion, shall occur on the date of the vote on the minute of the declaration that the vote to terminate is official.

Section 8.2.3. Upon completing a vote for involuntary termination of a member, the President or Vice President of the Board of Governors, shall assure that the terminated member is officially notified of his termination and termination date by certified U.S. Mail. Such official termination shall be sent to the terminated member's last known address and signed by the President of the NSA.

Section 8.2.4. A former NSA member may re-submit an application to rejoin this Association and, when found deserving and fully qualified, shall be re-admitted, upon payment of appropriate dues.

ARTICLE IV – GOVERNANCE AND OFFICERS

Section 1. General

Section 1.1. Eligibility to Hold Office. All Night Stalker Members (per Article III, Section 2.2) holding a membership in good standing shall be eligible to hold elected office. All Association Members in good standing shall be eligible to hold appointed office at any level. Candidates seeking Chapter office must appear on the Chapter Roster in use at the time of ballot preparation.

Section 1.2. Terms of Office

Section 1.2.1. The term for elected National Office shall be two years. The President may serve two consecutive terms of two years each. He is eligible to hold the position of

President again only after a two-year period following two consecutive terms in office. There is no term limit on the other National elected offices.

Section 1.2.2. The term for Local Chapter elective office is two years maximum (may be one year at the discretion of the Local Chapter).

Section 1.2.3. The term for appointive office is one year, but may be extended by the President after ratification by the National Executive Board.

Section 2. The Officers

Section 2.1. National Officers. The elected National Officers of the Association are the:

- (1) President
- (2) Vice President
- (3) Quartermaster
- (4) Secretary

Section 2.2. Appointive Officers. Qualified members shall be appointed by the President, as required, and ratified by the National Executive Board to serve in the positions of Sergeant Major, Chaplain, and Historian. Qualified members may be appointed to other appointive positions at the discretion of the President and ratified by the National Executive Board as is necessary to administer the affairs of the Association in the best interests of the membership.

Section 2.3. Chapter Officers. The elected officers at Chapter level shall include:

- (1) President
- (2) Vice President
- (3) Quartermaster/Secretary

The Chapter Executive Board may separate the Quartermaster/Secretary responsibilities between two positions: a Quartermaster and a Secretary.

Section 2.4. Unit Trustees. Each Battalion and separate Company, organized as a Local Chapter (Unit), may elect one Unit Trustee to represent the unit on the National Executive Board and disseminate information to the unit. The Unit Trustee will be a voting member of the National Executive Board.

Section 3. Executive Boards

Section 3.1. General Duties of Executive Boards

Section 3.1.1. Executive Boards shall enforce the Bylaws of the Association.

Section 3.1.2. Executive Boards shall implement the desires of the membership by a legal vote.

Section 3.1.3. Executive Boards may create such committees as is necessary to administer the affairs of the Association in the best interests of the membership.

Section 3.1.4. Executive Boards may establish and maintain desirable relationships with other organizations, societies, and associations. Such participation in the name of the Association shall be governed as hereinafter provided.

Section 3.1.5. Executive Boards shall publicize and promote the activities, programs, and policies of the Association and the activities, programs, and policies of other organizations, societies, and associations that are in the best interests of the membership.

Section 3.1.6. Executive Boards shall perform other such acts as is necessary to administer the affairs of the Association in the best interests of the membership.

Section 3.2. National Executive Board. The National Executive Board of the Association shall consist of the following with voting privileges: 1) Board of Governors a) President, b) Vice President, c) Quartermaster, d) Secretary; 2) all Local Chapter Presidents; and 3) Unit Trustees. The following are non-voting members of the NEB: Honorary Colonel, Honorary Warrant Officer and Honorary Sergeant Major of the Regiment.

Section 3.2.1. The National Executive Board provides the guidance and approves the policies, procedures and plans under which the Board of Governors executes the day to day operations of the Association.

Section 3.3. Board of Governors

Section 3.3.1. The Board of Governors shall consist of the following with voting privileges: (1) President, (2) Vice President, (3) Quartermaster, and (4) Secretary. The Board of Governors shall also be voting members of the National Executive Board.

Section 3.3.2. The Board of Governors shall execute the day to day operations of the Association based on the guidance, policies, procedures and plans approved by the National Executive Board. The Board of Governors is accountable to the National Executive Board for the efficient and effective operation of the National Office, programs, and activities of the Association.

Section 3.3.3. The Board of Governors is the executive arm of the Association. It is a small group designed for the efficient execution of the day to day operations of the organization. It assists the President with formulating policy and deciding issues. It directs and controls the operation of all financial, social, and business affairs of the Association within the scope of the Constitution and Bylaws. It ensures the Association

is properly administered. The Board shall render a “State of the Association” report at the Annual Meeting/Reunion. The report will include a financial statement, a summary of Association activities for the past year, and recommendations for future Association activities.

Section 3.4. Local Chapter Executive Board. Each Local Chapter Executive Board of the Association shall consist of the following with voting privileges: 1) President, 2) Vice President, and 3) Quartermaster/Secretary. For Local Chapters that have separated the Quartermaster/Secretary responsibilities into two positions, both officers shall be voting members of the Chapter Executive Board.

Section 4. National Standing Committees. The eight National Standing Committees of the Association shall be: Scholarship Committee, Awards Committee, Strategic Communications Committee, Strategic Planning Committee, Membership Committee, Nominating Committee, Finance Committee and Annual Reunion/Meeting Committee.

Section 4.1. The membership of the standing committees should reflect the composition of the NSA membership and the 160th Special Operations Aviation Regiment (Airborne) Community. Members need not be members of the NSA NEB and shall be appointed by their respective Chairperson. Subcommittees may be organized as necessary. Except where otherwise established by the Bylaws, all Standing Committee Chairpersons shall be appointed by the President and ratified by the National Executive Board.

Section 4.2. Each standing committee shall present to the National Executive Board at the Association Annual Meeting a report of its activities since the previous Annual Meeting. A written charter delineating Committee duties and responsibilities shall be developed and made subject to periodic review and revision.

Section 4.2.1. The **Scholarship Committee** shall develop and implement a plan for the award of scholarship funds, with the approval of the National Executive Board. The committee does not have the authority to disburse those funds. The plan includes, but is not limited to, publishing applications, accepting applications, and selecting and notifying the winners.

Section 4.2.2. The **Awards Committee** shall develop and implement a plan for the nomination and selection of the various NSA Awards, with the approval of the National Executive Board. The plan includes, but is not limited to, publishing nomination guidelines and criteria, accepting nominations, and selection and notification of the winners.

Section 4.2.3. The **Strategic Communications Committee** shall be responsible for publicizing and promoting the activities, programs, and policies of the Association and the activities, programs, and policies of other organizations, societies, and associations that are in the best interests of the membership. It will coordinate closely with Industry Partners to keep them informed of issues pertaining to the Association. The Strategic

Communications Committee shall also responsible for the content and publication (on the web) of the Night Stalker Newsletter. The Newsletter shall be published semi-annually and it shall contain articles about the 160th SOAR (A), Association members, and Association events. An annual report will also be prepared for viewing by all members that will delineate the disbursement of funds, special projects, events, etc.

Section 4.2.4. The **Strategic Planning Committee** shall, under the guidance of the NSA President, establish mid and long term goals and objectives for the Association, review Army Special Operations Aviation issues, and serve as forum for new NSA programs and initiatives to better serve the needs of the Army Special Operations Aviation Soldier and all NSA members.

Section 4.2.5. The **Membership Committee** shall advise the NEB on trends in membership enrollment and retention; propose and implement policies, programs, and procedures, to insure healthy growth of the Association. It will coordinate with all Chapters and maintain contact with unaffiliated members. It shall maintain a close liaison with the Association Secretary. The Committee shall ensure that the Association membership meets the requirements of IRC 501 (c) (19).

Section 4.2.6. The **Nominating Committee** shall develop a slate of nominees for elected offices and process petitions for nomination from the Association's membership for presentation during the annual elections.

Section 4.2.7. The **Annual Reunion/Meeting Committee** shall formulate plans for the Annual Reunion/Meeting under the guidance of the National Executive Board. They shall advise and assist the President in the preparation of the schedule of events and in the successful execution of the event. The President, with the Board of Governors, shall coordinate the dates of major events with the Regimental staff. The President shall solicit volunteers to coordinate these events from the National Executive Board. A member of the National Board should be appointed overall responsibility to assist and coordinate these events from the initial planning and preparation through the execution and wrap up of the event. Chapter events shall be coordinated through the President and Board of Governors with notification and input from the National Executive Board as needed or required.

Section 4.2.8. The **Finance Committee** shall monitor the fiscal health of the Association and the Association's investments. No member of the Finance Committee shall be an Association officer having check-signature authority.

Section 5. Duties of Officers

Section 5.1. National Level Officers

Section 5.1.1. The **President** shall be the chief executive officer of the Night Stalker Association and shall preside at all general membership meetings, all meetings of the Board of Governors, and all meetings of the National Executive Board. With the

approval of the National Executive Board, he shall appoint all Appointed Officers and the Chairman of Standing and Special Committees. He shall advise other officers and committee members in the performance of their duties. He shall be responsible for carrying out the policies of the National Executive Board, and acting upon the recommendations of the committees. He shall make an Annual Report at the Annual Reunion/Meeting covering the significant events and programs during his tenure of office; and perform such other duties as are normally attached to this office and such duties as are in the best interest of the National Executive Board and the membership.

Section 5.1.2. The **Vice President** understudies and assists the President. In the absence of the President he shall perform the duties of that office. In addition, he shall be primarily responsible for Association administration. This includes responsibility for coordinating current membership, elections, recruiting, and supervising the Association financial and administrative records. He shall perform other duties as assigned by the President.

Section 5.1.3. The **Quartermaster** is the principal financial officer of the Association. He shall account for all membership fees and other sources of funds. He shall disburse funds as directed by the President and the Board of Governors. He shall prepare a quarterly financial statement for the President, the Board of Governors, and the Finance Committee showing all funds received, disbursed, and the purpose for which disbursed. He shall also render a balance sheet to the President, the Board of Governors, the National Executive Board, and the Finance Committee showing the assets, liabilities, and net worth of the Association. He shall be responsible for the procurement of supplies and services for the Association, and for the proper accountability of all Association property.

Section 5.1.4. The **Secretary** is the principal administrative officer of the Association. He shall record minutes at the meetings of the general membership and the Board of Governors. In concert with the Membership Committee he shall be responsible for the maintenance of membership records. He shall be responsible for correspondence, records, proxies, newsletters, and matters of administrative routine. He shall notify the general membership, the Board of Governors, and the National Executive Board of meeting dates, times, and locations.

Section 5.1.5. A **Sergeant Major** may be appointed. If so, he assists the Secretary in the administration of the Association. He shall assist the Vice President in determining the qualification of membership applicants, and assist in the preparation of correspondence.

Section 5.1.6. A **Chaplain** may be appointed. If so, he acts as the Association's spiritual advisor. He shall give the invocation and benediction at Association meetings, and provide spiritual advice as directed by the President and Board of Governors.

Section 5.1.7. A **Historian** may be appointed. If so, he shall be responsible to the President and the Board of Governors for the preparation and maintenance of the history of the Association.

Section 5.1.8. The **Honorary Colonel, Warrant Officer** and **Sergeant Major** of the Regiment are appointed by the Regiment and may serve the NSA as liaisons and advisors.

Section 5.2. The **Unit Trustees** attend to all matters relating to their units and are voting members of the National Executive Board.

Section 5.3. Local Chapter Officers

Section 5.3.1. The **President** shall serve as Chairman of the Chapter Executive Board and shall preside at all Chapter membership meetings, and all meetings of the Chapter Executive Board. He shall advise other officers and committee members in the performance of their duties. He shall be responsible for carrying out the policies of the National Executive Board, and acting upon the recommendations of the committees. He shall make an annual report to the Chapter membership covering the significant events and programs during his/her tenure of office; perform other duties as are normally attached to this office and such duties as are in the best interest of the Chapter membership. He may establish and maintain desirable relationships with other organizations, societies, and associations.

Section 5.3.2. The **Vice President** understudies and assists the President. In the absence of the President he shall perform the duties of that office. In addition, he shall be primarily responsible for Chapter administration. This includes responsibility for coordinating current membership, elections, recruiting, and supervising the Chapter financial and administrative records. He shall perform other duties as assigned by the President.

Section 5.3.3. The **Quartermaster/Secretary** is the principal financial officer and the principal administrative officer of the Chapter. He shall account for all membership fees and other sources of funds. He shall disburse funds as directed by the President and the Chapter Executive Board. He shall prepare a quarterly financial statement for the President and the Chapter Executive Board, showing all funds received, disbursed, and the purpose for which disbursed. He shall also render a balance sheet to the President and the Chapter Executive Board showing the assets, liabilities, and net worth of the Chapter. He shall be responsible for the procurement of supplies and services for the Chapter, and for the proper accountability of all Chapter property. He shall provide the National Office with a statement of Chapter income and expenditures, countersigned by the President. He shall record minutes at the meetings of the general membership and the Chapter Executive Board. He shall be responsible for the maintenance of Chapter membership records. He shall be responsible for correspondence, records, proxies, newsletters, and matters of administrative routine. He shall notify the general membership and the Chapter Executive Board of meeting dates, times, and locations.

He shall provide the National Office with a file copy of the minutes of each Chapter business meeting.

ARTICLE V – FINANCE

Section 1. Financial Responsibility. NSA is a single non-profit, established under IRC 501(c)(19), organized by National HQ with Local Chapters established IAW its Constitution, all NSA income and expenditures are reportable to the IRS under its single Tax Identification Number (TIN/EIN). Non-compliance with statutes will result in loss of IRC status to the NSA, as such the following business practices apply.

Section 1.1. Sources of Revenue. The primary sources of Association revenue are membership dues and the Night Stalker Store. Additional revenue sources are donations and contributions.

Section 1.2. Financial Management and Auditability.

Section 1.2.1. Accounting. Each chapter shall maintain its own account(s), single or multiple as necessary, reporting with the Night Stalker Association's TIN. Separate chapter TIN/EIN within the NSA is prohibited. Any entity establishing a separate/ unique TIN/EIN from the NSA except for the Night Stalker Foundation (NSA's scholarship arm), shall not be part of the NSA and will result in dissolution and loss of permission to use NSA or Night Stalker Association in whole or in part of the name of that entity.

Section 1.2.2. Disclosure. All local chapter funds and accounts will be reported / disclosed. (e.g. investments, CD's Annuities, scholarship accounts, etc.)

(1) Provide and maintain current copies of bank document issued signature authority for each Chapter's bank account(s) to the National Quartermaster. Upon change, provide notice and within 10 business days, provide copy to National HQ Quartermaster.

(2) Each Chapter will provide a copy of the monthly bank statement(s), sent to quartermaster@nsa160.com. The Chapter's banking institutions can often e-mail the copy on the last day of the month directly.

Section 1.2.3. Reporting. QuickBooks software must be used for accounting of all Chapter financial transactions: accounts receivable or payable to include orders, stock and sales of Night Stalker Memorabilia, donations, dues etc.

(1) National HQs will provide resources for license and install of QuickBooks retail and accounting software if not already implemented at the Chapter level. No alternate software or means is acceptable.

(2) NSA national will coordinate with the chapters to establish and maintain a catalog of the merchandise within Quicken Point of Sale (POS).

(3) Annual Reports will be prepared and submitted NLT 1 March

(4) Each Local Chapter, including Unit Chapters, will submit a quarterly spreadsheet "profit and loss" statement. Quarterly statements are due not later than the

15th calendar day following the last day of the calendar year quarter. (e.g. 1st Qtr is Jan-Mar, so the quarterly is due to the National Board of Governors NLT the 15th of April).

Section 1.2.4. NSA Sales and Gifts of NS Memorabilia and Associated Financial Reporting

(1) Chapters that sell Night Stalker Memorabilia will provide annual statement of inventory, (stock valued at COST) in conjunction with annual financial statement.

(2) Chapters will provide monthly inventory adjustment report, merchandise sold, membership dues, contributions/donations to include name, address, date, amount, check number, and any special instructions from the donor (general fund, scholarships, events) no later than the 15th day of the following month.

(3) Chapters that conduct retail sales of Night Stalker Memorabilia will sell the product at the equivalent Fort Campbell Store's retail prices.

(4) FTCKY Store will cover shipping cost for one shipment per calendar month for memorabilia shipped to the outlying chapters.

Section 1.2.5. Receipts for Donations. Contributors to the NSA shall be given a receipt for their tax deductible contributions. Receipts for contributions equal to or greater \$250 must state that "no service has been provided".

Section 1.2.6. Collection of State Sales Tax on NSA Sales and Gifts of NS Memorabilia. The only licensed store is NSA – National HQ, Oak Grove, KY (Fort Campbell) and is required and does pay Kentucky sales tax by law. Chapters not located in Kentucky are NOT required to collect state sales tax for the Commonwealth of Kentucky nor are the Chapters required to collect state sales tax in their home states for items resold / received from National HQ- NSA Store inventory.

Section 1.2.7. Annual NSA Budget Estimate. Annually, not later than 15 November or if a non-business day, the first business day thereafter, each Chapter will provide NSA National HQs with a yearly budget estimate for the following calendar year.

Section 1.2.8. Reports and Audits. An annual audit or financial review of all fiscal activities of the Association shall be conducted by an independent agency (either a Certified Public Accountant or by a Financial Review Committee of at least three (3) Association members), selected by the Association Officers. No member of the Financial Review Committee shall be a member of the Association Officers having check-signature authority. This audit, if economically feasible for the Association, or if not, this financial review, shall be conducted NLT 15 March each year and rendered to the President and the Finance Committee for their review, corrective action, and/or approval.

Section 2. Solicitations for Donations and Contributions. All solicitations for donations, contributions, or event sponsorship must be approved by the Board of Governors. All such solicitation letters will be signed by a National Level Officer or Local Chapter President (with Board of Governors approval). Planning for solicitation should be coordinated with the Strategic Planning Committee during the first quarter of each year.

Section 3. Dues. Dues are characterized in two categories: Annual and Lifetime. Members in the NSA pay these dues in the amount specified and approved by the NSA National Executive Board. All membership dues will be remitted to the National Office.

Section 3.1. Payment of Dues

Section 3.1.1. Lifetime Membership. Due to the dollar amount for Lifetime membership, four (4) incremental payments can be accepted. The time interval between these payments will be determined and approved by the NEB. Lifetime membership status will be activated only upon full payment of the Lifetime dues. Less than full lifetime membership dues paid, results in annual membership lasting duration of prorated payment value. Payment of Dues can be in the forms of cash / personal check / credit card.

Section 3.1.2. Annual Membership. Annual dues will be paid in one (1) increment. The Annual Membership period is 365 calendar days.

Section 3.2. Return of Dues. No membership dues will be returned unless request for reimbursement is approved by the Finance Committee.

Section 4. Dues by Membership Rank Structure. Dues amounts will be established and approved by the National Executive Board. The categories and annual memberships dues include Enlisted Night Stalker (\$12); Warrant Officer Night Stalker (\$20), Officer Night Stalker (\$25), Associate (\$25), and Corporate Night Stalker (\$ 500). The Night Stalker Lifetime membership is \$160.

Section 5. – Removed -

Section 6. Chapter Annual / Other Reports

Section 6.1. Annual Reports will be prepared for review by the appointed Financial Committee and due NLT 60 days following the end of the calendar year. Is this the same as para 1.2.3

Section 6.2. Financial Assistance disbursements, decisions will remain at the Chapter level and be recorded and tracked. These activities are auditable. A report covering Financial Assistance activities will be part of the Annual Report submitted IAW Section 1.2 of Article V.

Section 7. Financial Assistance Disbursements. Loan or Grant requests will be initiated (using accepted loan / grant request document), vetted through the Finance Committee, and processed (funds dispersal) by the Quartermaster (or designated representative).

Section 7.1. Process Guidelines (disbursement from National Office)

Section 7.1.1. A soldier approaches his / her Chain of Command (COC) or the Soldier's COC determines that a need for Financial Assistance exists. The Soldier's Commander or First Sergeant contacts the local NSA Chapter officer or unit Trustee.

Section 7.1.2. The Chapter leadership should ask the COC to review the request. The COC is advised that before the NSA will agree to the loan / grant, other available existing Army Support agencies must be contacted and utilized. The Contact validation for both the Red Cross and AER will be annotated on the NSA agreement form.

Section 7.1.3. If the Red Cross or AER can't / won't support the request, the Chapter leadership will request a financial status (income vs. expenditures). This review assists with the loan or grant determination process.

Section 7.1.4. Based on the review, the requesting COC will be contacted with the recommendation for support / non-support and, if supported, whether the funds should be in the form of loan or grant.

Section 7.1.5. If a consensus for support exists, the local Chapter leadership will meet with the requestor to discuss the terms of the loan / grant and annotate the details for amount and repayment if applicable.

Section 7.1.6. The local Chapter notifies the National Office in order to obtain disbursement of the funds. The disbursement is IAW the agreement and a record maintained for audit purposes.

Section 7.2. Process Guidelines (disbursement from Chapter Office). Procedures in this instance remain the same as Section 7.1, but in this case the local Chapter has sufficient funds in which to execute the disbursement. If the need is verified, and the Chapter has funds available, the local Chapter will disburse the funds IAW the agreement and a record maintained for audit purposes.

Section 7.3. Loan / Grant Agreement. See Tab A.

ARTICLE VI – MEETINGS

Section 1. National Executive Board. Meetings of the National Executive Board shall be held at least annually and/or at the call of the President, as required. One of these meetings will be held in conjunction with the Annual Meeting and the other(s) as the discretion of the President. Meetings may be conducted in person, or via Teleconference.

Section 2. Board of Governors. Meetings of the Board of Governors shall be held at least quarterly and/or at the call of the President, as required. Meetings may be conducted in person, or via Teleconference.

Section 3. Open Meetings. All National (NEB or Board of Governors) meetings are open to anyone wishing to attend. Members who have suggestions, ideas, recommendations, or complaints must bring them before their Chapter Officers, who will in turn forward them to the National Office for study and research. All resolutions to be made at the General Membership Meeting must be submitted in writing to the National Board of Governors sixty (60) days prior to the scheduled meeting so that the proper study and research may be made of the resolution and the information disseminated to all members advising them of the resolution's contents and implications.

Section 4. Record of Meetings. Minutes of all Association meetings will be recorded by the Secretary and will indicate members in attendance by number, a summary of business, transactions, and any pertinent documents considered when applicable. The Association officers and chapters are provided with a copy of the minutes of the

meetings by the Secretary.

Section 5. WONSA (Annual Reunion). In accordance with Article III, Section 2 of the NSA Constitution, an NSA General Membership meeting will be convened during the Annual Reunion. The date and time will be coordinated with 160th SOAR (A) leadership and disseminated as soon as possible to allow for maximum attendance.

ARTICLE VII – ELECTIONS

Section 1. National Elections

Section 1.1. Elections to the National Executive Board office shall be so conducted as to provide for new officers every two years. The elections will be staggered with President and Secretary being elected in even years, and Vice President and Quartermaster being elected in odd years. All will assume office effective January 1 of the following year.

Section 1.2. The Nominating Committee shall request names of candidates to be considered for election and, as it deems appropriate, contact individual Association members for recommendations. Qualified candidates will be asked to submit a statement of availability. The Nominating Committee will propose to the General Membership for vote, nominees to fill specific officer positions on the NEB.

Section 1.3. Conduct of Elections

Section 1.3.1. Elections will be held in November each year via electronic and paper balloting, and shall be open to all Night Stalker members in good standing. Election to office shall be by majority vote of those voting.

Section 1.3.2. Ballots

Section 1.3.2.1. Ballots will be provided in such manner as to reach the eligible voting membership by the first day of the month of the election.

Section 1.3.2.2. Ballots shall be provided to the voting membership electronically. Included with the ballot may be a statement by each candidate of up to two-hundred-and-fifty (250) words. Instructions for filling the ballot out properly shall be included with the ballot. No official or unofficial endorsement by any other person may be included with the ballot.

Section 1.3.2.3. Completed returned ballots must be returned to the National Office by 2400 hours CST the last day of the month of the election. Ballots shall be signed and properly filled out to be counted. The President shall assure that accurate and proper counting and tabulation of the election is made.

Section 1.3.3. Electronic Voting. Electronic voting includes signed Facsimile or Email from the address specifically identified to the voter. It does not include telephone or radio communication. Members may cast their votes electronically during the month of the election until 2400 hours CST of the last day of the month of the election.

Section 2. Chapter Elections

Section 2.1. Elections to offices on each Chapter Board shall be so conducted as to provide for new officers at most every two years (may be conducted annually if the Chapter chooses). Term limits will be at the discretion of the Chapter leadership.

Section 2.2. Procedures for Chapter elections will be at the determination of individual chapters.

Section 3. In the event two or more candidates for any office in any activity receive an equal number of votes for that office, the tie shall be resolved by a run-off election.

Section 4. An Acceptance Form provided by the National Office signed by all elected officers shall constitute acceptance of office, and shall be returned to the National Office.

Section 5. Upon the completion and return of the Acceptance Form, the National Office shall publish a general announcement of the election results in the next issue of the authorized publication of the Association as well as on the NSA website.

Section 6. Should an elected officer be incapable or unwilling to complete their term of office, the President shall appoint an interim replacement to serve until the next election. The appointment will be confirmed by a two thirds vote by the NEB. Should the President be unable to complete the term of office, the Vice President will assume all duties and responsibilities until the next election.

ARTICLE VIII – PARLIMENTARY AUTHORITY

Section 1. The NSA shall, in all its activities, programs, and policies, be governed by its Constitution and these Bylaws and the laws of the State of Kentucky. In any instance not addressed specifically in the Bylaws, the guidance of *ROBERT'S RULES OF ORDER, Latest Edition* shall prevail.

Section 2. The parliamentary procedures, as specified in Roberts Rules of Order, Latest Edition, shall govern business meetings of the Association when they are applicable and consistent with the governing documents.

ARTICLE IX – AMENDMENTS TO BYLAWS

Section 1. Any Member, Chapter, or other entity within the Association may propose an amendment to the Bylaws of the NSA by submitting to the National Office a petition bearing the desired language of the amendment and the signatures of twenty (20) Association Members 30 days prior to the next regular meeting of the National Executive Board. A petition shall not be needed for amendments initiated in the NEB deliberations.

Section 2. The petition outlining the proposed amendment and containing the required signatures thereon shall be submitted to the National Office where it shall be placed on the Business Agenda of the next meeting of the National Executive Board

Section 3. A proposal to amend the Bylaws of the Association, whether or not it arises by petition or by deliberations of the National Executive Board, shall be eligible for a vote after it has been on the agenda for one additional meeting of the NEB. Approval by two-thirds of the NEB shall be sufficient to amend the NSA Bylaws.

Section 4. The National Office shall publish approved amendments in the authorized publication of the Association and shall furnish copies of the amendments to members of the National and Chapter Executive Boards.

Section 5. Administrative corrections and typographic errors, which do not materially adjust these Bylaws, may be made by approval of the Board of Governors.

Tab A

NSA LOAN / GRANT AGREEMENT

An objective of the Night Stalker Association is to assist the Soldiers of the 160th SOAR (A) when they reach out or are determined to be in need. The NSA is proud to be able to give this assistance but must be prudent with the resources available, and must ensure that the distribution of these resources is handled in an equitable and expeditious manner. Therefore, the NSA requests the agreement below be completed, signed and hence acknowledged by the requestor and that he / she has a responsibility to repay the agreed upon loan so as to ensure that sufficient resources are available to all of the Soldiers and or family members of the 160th. If these funds are issued as a grant, that will be established during initial conversations between the requestor and the NSA.

Financial Status Roll-Up: (Circle one) Attached / Not attached / N / A

AER POC: Name: _____ Phone: _____

Red Cross POC: Name: _____ Phone: _____

Designated authority requesting assistance

Commander: (Name and Signature) _____ Unit: _____

or

Unit 1SG: (Name and Signature) _____ Unit: _____

(Complete 1 or 2 below)

1. I (Rank) _____, (Name) _____, (SSN) _____, (Unit) _____, Phone (Work) _____ / (Home) _____ understand that I am receiving financial assistance (loan) due to a need that has been acknowledged by my Chain of Command. I further understand that I will repay this loan as per the terms discussed with the NSA agent who distributes the funds I am receiving. Failure to meet the terms as agreed upon will cause my Chain of Command to become involved with the recouping of these funds.

Amount: \$ _____

2. I (Rank) _____, (Name) _____, (SSN) _____, (Unit) _____, Phone (Work) _____ / (Home) _____ understand that I am receiving financial assistance (grant), and have no obligation to repay these funds.

Amount: \$ _____

3. Additional Instructions:

4. NSA representative: (Print) _____

5. Signature of SM receiving fund: _____

6. Date: _____