



## CONSTITUTION NIGHT STALKER ASSOCIATION, INCORPORATED

### ARTICLE I - NAME AND LOCATION

The name of this Association shall be the **NIGHT STALKER ASSOCIATION, INCORPORATED**, hereafter referred to as the NSA or Association with its National Office located in Oak Grove, Kentucky.

### ARTICLE II – PURPOSE

**Section 1.** The overarching purpose of the Association is to support the Night Stalker Soldier and their families: this object becomes the touchstone for National and Chapter decisions, actions, and activities.

**Section 2.** The following Sections reflect no established priority but all support or reinforce the core priority stated in Section 1.

**Section 2.1.** To render assistance to worthy members, their widows, and orphans by means of loans and/or gifts, camaraderie and personal assistance.

**Section 2.2.** To provide scholarships for the pursuit of higher education.

**Section 2.3.** To provide for the gathering and dissemination of information concerning the organization and its members.

**Section 2.4.** To provide for the patriotic assembly of its members in local and national reunions.

**Section 2.5.** To provide annual awards that recognize outstanding accomplishments within the 160th SOAR (A), family groups, and corporate sponsors.

**Section 2.6.** To commemorate in an appropriate manner, the memory of all Night Stalkers who have given, or will give, their lives in the defense of freedom.

**Section 2.6.** To perpetuate the **“NIGHT STALKERS DON'T QUIT”** spirit and tradition for future generations.

## ARTICLE III - MEMBERSHIP

**Section 1. Eligibility:** Membership shall be open to all individuals who meet the requirements and qualifications as established in the Bylaws of this Association.

**Section 2. Categories of Membership:** Membership categories will be established as provided in the Bylaws of this Association.

**Section 3. Anti-Discrimination:** The Association shall not discriminate in membership on the basis of race, color, sex, national origin, religion, age, or physical disability.

## ARTICLE IV - GOVERNANCE AND OFFICERS

### Section 1. General

**Section 1.1:** The Association shall, in all of its activities, programs, and policies, be governed by its Constitution and Bylaws.

**Section 1.2.** The Constitution, Bylaws and Amendments shall be made available to all Members electronically on the Association website.

### Section 2. Organizational Structure

**Section 2.1.** The Association shall include a National Office (National Executive Board and Board of Governors) and Local Chapters.

**Section 2.2. National Office:** The National Office is established to serve the entire Association Membership and to coordinate and support the functions, programs and activities of the Association as directed by the National Executive Board.

**Section 2.2.1. National Executive Board (NEB):** The National Executive Board consists of the elected National Officers, Local Chapter Presidents (meeting membership requirements) and Unit Trustees. The NEB shall provide the guidance and approve the policies, procedures and plans under which the Board of Governors executes the day to day operations of the Association.

**Section 2.2.2. Board of Governors (BOG):** The Board of Governors is accountable to the National Executive Board. The day to day operations of the Association will be accomplished by the Board of Governors. The Board of Governors is comprised of the elected National Officers. These officers are the President, the Vice President, the Secretary, and the Quartermaster.

**Section 2.3. Local Chapters:** Local Chapters are established to promote the activities, programs, and policies of the Association at the local level. A Local Chapter is established by approval of the National Executive Board.

**Section 2.3.1.** Local Chapters may be organized in one of three categories.

**Section 2.3.2. Local Chapter (Unit).** Any Battalion or separate Company of the 160th SOAR (A) may qualify as a Local Chapter (Unit). It may elect a Unit Trustee who will be a voting member of the National Executive Board.

**Section 2.3.3. Local Chapter (Auxiliary).** A Local Chapter (Auxiliary) may be established, with approval of the National Executive Board, if it has at least twenty-five (25) members (Annual or Lifetime) within a reasonable commuting range of the Chapter office.

**Section 2.3.3.1.** A Local Chapter (Auxiliary) may be separately organized in the United States or any of its possessions.

**Section 2.3.3.2.** A Local Chapter (Auxiliary) must meet the requirements of IRC 501 (c) (19).

**Section 2.3.3.3.** The Local Chapter (Auxiliary) President may be a voting member of the National Executive Board if the membership of the Chapter is at least fifty (50).

**Section 2.3.4. Local Chapter (Society).** A Local Chapter (Society) may be established, with approval of the National Executive Board, if it has at least twenty-five (25) members (Annual or Lifetime) within a reasonable commuting range of the Chapter office.

**Section 2.3.4.1.** A Local Chapter (Society) will be organized and operate within the NSA Constitution/Bylaws.

**Section 2.3.4.2.** The Local Chapter (Society) President may be a voting member of the National Executive Board if the membership of the Chapter is at least fifty (50).

**Section 2.3.5.** A Local Chapter (Auxiliary or Society) is governed by a Chapter Executive Board and is representative of the members domiciled within the commuting range of the Chapter office.

**Section 3. Officers:** All Officers of the Association shall serve without compensation.

**Section 3.1.** The elected Officers at National Level shall include:

- President
- Vice President
- Secretary
- Quartermaster

**Section 3.2.** The elected Officers at Local Chapter (Auxiliary or Society) Level shall include:

- President
- Vice President
- Quartermaster / Secretary

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

**Section 3.3. Unit Trustees:** Each Battalion and separate Company of the 160th SOAR (A) may elect one Unit Trustee, if the unit is not organized as a Local Chapter (Auxiliary/Society). The Unit Trustee will be a voting member of the National Executive Board

**Section 3.4.** The President shall have the authority to appoint Officers and establish Committees as required to accomplish the business of the Association. The appointed Officers and established Committees will be ratified by the National Executive Board.

**Section 3.5.** Terms of office for all Officers at both National and Chapter Level shall be two (2) years. The National Level President may serve consecutive terms totaling four years. Individuals are eligible to hold the position of President again only after a two (2) year period following four (4) years in office. This restriction does not apply to other elected offices.

## ARTICLE V - MEETINGS

**Section 1.** NSA General Membership meetings shall be held at least once per year, normally at the Annual Reunion. Additional meetings may be convened upon the decision of the National Executive Board.

**Section 2.** Local Chapter meetings shall be conducted at the discretion of the Local Chapter Leadership. A minimum of two (2) Local Chapter meetings shall be conducted annually.

**Section 3.** The Board of Governors shall meet not less than once each calendar quarter to dispose of presented business. Members may attend any regular scheduled meeting. Special meetings of the Board may be called by the President at any time.

**Section 4.** The National Executive Board shall meet at least annually (routinely during WONSA).

## ARTICLE VI – QUORUM/ELECTIONS

### **Section 1. Quorum**

**Section 1.1.** Two-thirds of the membership of the National Executive Board present in person, or by proxy, or two-thirds of the membership of any Committee present in person, or by proxy, shall constitute a quorum for action.

**Section 1.2.** Votes involving the General Membership will be conducted allowing for electronically submitted or paper ballots. Notice of such votes will be announced via the website and allow for timely discussion (30 days) and balloting (30 days).

**Section 2. Elections:** Elections shall be conducted annually. Date of elections, nomination of candidates, conduct of the elections, and announcement of the results will be delineated in the Bylaws of this Association.

## ARTICLE VII – DISSOLUTION

**Section 1.** Upon the dissolution of the Association, its assets shall be distributed for one or more tax exempt purposes within the meaning of Section 501 (c) (19) of the Internal Revenue Code, or corresponding section of any future U.S. Tax Code.

**Section 2.** The assets of the Association shall not accrue to any individual officer or member of the Association, but shall be used to satisfy any outstanding debts, liabilities, or obligations. Any remainder shall be donated in their entirety to a not-for-profit, tax-exempt charitable organization, preferably an aviation related organization. Any such assets not disposed of shall be disposed of by the Courts of the county in which the principal office of the Association is then located, exclusively for such purposes or to such exempt veterans organization or organizations as the courts shall determine for such purposes.

## ARTICLE VIII - AMENDMENTS

**Section 1.** Any Member, Chapter, or other entity within the Association may propose an amendment to the Constitution 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 thirty (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 Constitution 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.

**Section 4.** The voting members of the Association may amend (or repeal) the Constitution of the Association by a two-thirds (2/3) vote of all votes cast by members in good standing, with proper notice (30 days), proper time duration (30 days), and fair discussion of issues. This action shall occur at a specifically designated meeting of the general membership with the expressed purpose to amend (or repeal) the Constitution of this Association.

**Section 5.** The vote may be conducted by means of a virtual meeting (web based discussion) and balloting as described in the Bylaws.

**Section 6.** 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 7.** Administrative corrections and typographic errors, which do not materially adjust the Constitution, may be made by approval of the Board of Governors.

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<sup>iiii</sup> The Original Constitution was effective on 1 January 2009  
Change 1 was updated IAW Article VIII, Section 7 on 15 Apr 2017