

# NATIONAL PATHFINDER ASSOCIATION

## CONSTITUTION & BY-LAWS

### CONSTITUTION OF THE NATIONAL PATHFINDER ASSOCIATION

#### ARTICLE I – NAME

The name of this organization shall be the National Pathfinder Association (NPA) herein after referred to in the Constitution and By-laws as the *Association*.

The *Association* is established as a Not for Profit 501 (c) (19) veterans organization, subject to the Laws of the State of Nevada and the Nevada Revised Statutes.

#### ARTICLE II – OBJECTIVES

##### Section 1: **General:**

The objectives of the *Association* shall be to preserve in patriotic reverence the memory of the fame and glory of the Pathfinder; to maintain and strengthen the bonds of comradeship which distinguished the members of the Pathfinders; to provide for the gathering and dissemination of information concerning those members and for their periodic assembly in local and national reunions; to enhance the Pathfinder's prestige in all military and civilian circles; and to assist active duty, retired, family members of deceased and disabled Pathfinders in achieving a better quality of life for them and their families.

##### Section 2: **Policy:**

The *Association* shall be strictly non-political, and neither its name nor its influence may be used, directly or indirectly, in the furtherance of any national, state, or municipal political activity or for personal gain of any individual.

##### Section 3: **Representation:**

No individual, charter, group, organization, governor, officer, member or associate may represent or describe themselves as representing the *Association* without the prior written permission of the Board of Governors.

#### ARTICLE III – MEMBERS

The membership of this *Association* shall be composed of former or active duty members of the US Army Pathfinders (Pathfinder school graduates, individuals awarded the Pathfinder Badge, foreign graduates, and former or active duty members of any successor unit having the same lineage.) Associate membership will be offered from time to time as prescribed in the by-laws. All members shall hold membership in such a

manner and under such terms and conditions set forth in the by-laws. A minimum of 10 members must maintain membership in good standing in the *Association*.

## **ARTICLE IV – BOARD OF GOVERNORS**

### **Section 1: Duties:**

The business affairs of the *Association* shall be managed by the Board of Governors. Any decision of the Board may be reversed by a two-thirds vote of the entire voting membership.

### **Section 2: Composition:**

There shall be a Board of Governors consisting of the President, Vice-President, Past-President, Adjutant, Treasurer, and one Governor from each of the Pathfinder Units. All members of the Board of Governors must be current members in good standing with the *Association*.

### **Section 3: Term of Office:**

The term of office for each member of the Board of Governors is two (2) years.

Each member of the Board of Governors shall hold office until the next general membership meeting occurring prior to the expiration of his term of office or until such time as his membership in the *Association* is terminated.

### **Section 4: Ex-Officio Members:**

Ex-Officio Members are non-voting members and may be invited to serve in an advisory capacity at the discretion of the Board of Governors.

### **Section 5: Business Meetings:**

The Board of Governors shall meet every 2 years to dispose of any business which may be brought before it.

### **Section 6: Special Meetings:**

Special meetings of the Board may be held at the discretion of the President, provided that written notice setting forth the specific nature of the business to be conducted has been published to the current voting membership at least 90 days before the date of such special meeting to be held.

**Section 7: Quorum:**

A simple majority of the members of the Board of Governors shall constitute a quorum at a business meeting or any special meeting for transaction of all business prior to the *Association* meeting.

**Section 8: Voting:**

The voting members of the Board of Governors shall vote by “show of hands” or equivalent “visible” system.

The President will only exercise his vote in the case of a tie.

**Section 9: Electronic Meetings:**

Due to distance, travel expense and time constraints, *Association* business may be conducted at an Electronic Meeting at the discretion of the President. Any business conducted in this manner will require a normal quorum and copies of all electronic communications will be maintained by the Adjutant and presented in summary at the next general membership meeting.

**Section 10: Meeting Guidelines:**

Any and all meetings shall be conducted in an open atmosphere and notices of such impending meetings shall be made known to the general membership, regardless of whether any input from the general membership will be used or not. All such meetings will produce a report of the minutes or conclusions/actions which will also be made available to the general membership, without rebuttal or comment, unless specifically requested. This information shall be made available by the simplest and most economical methods available and will be made part of the message board/ website, pass word protected.

The exception to this provision will be hearings/meetings of a personal nature or potential disciplinary action subject.

**Section 11: Committees of the Association:**

A member of the Board of Governors will be seated on each of the appointed committee groups.

**ARTICLE V – DUTIES OF THE BOARD OF GOVERNOR**

It shall be the duty of the Board of Governors to act as follows:

- A. To ensure that no one profits from membership in the *Association* by sales, or solicitation of sales, at *Association* meetings or reunions or through the website of

the *Association*; however, the *Association* may contract with members in their professional capacities.

- B. To ensure that the *Association* is being properly administered and its funds and physical property such as records, photographs, military memorabilia etc., are safeguarded. Furthermore, to ensure that all monies and donations, as previously described, has been received in full and properly recorded; to prescribe, scrutinize, and approve all expenditures and creditor relationships; to ensure that all disbursements are for the purpose which the funds are allocated; and to ensure that all financial obligations are paid promptly.
- C. To require a written report to be presented at the *Association's* meeting every 2 years - which will include the annual financial statement, a brief summary of the *Association* activities for the past 2 year period, any work or business remaining in progress, and recommendations for the future.
- D. To amend the By-Laws or the Constitution of the *Association* the Board of Governors will submit recommendations at any regular business meeting of the *Association* body for approval.

## **ARTICLE VI – BOARD OF GOVERNORS AND OFFICERS**

### **Section 1: Composition:**

The Board of Governors and Officers shall consist of the following:

President	Voting	Board of Governors
Vice-President	Voting	Board of Governors
Past-President	Voting	Board of Governors
Adjutant	Voting	Board of Governors
Treasurer	Voting	Board of Governors
Pathfinder Unit Rep(s)	Voting	Board of Governors
Judge Advocate	Non-Voting	
Historian	Non-Voting	
Chaplain	Non-Voting	
Sergeant-at-Arms	Non-Voting	

All Governors and Officers must be current members in good standing with the *Association*.

## Section 2: **Election or Appointment:**

*Association* Officers shall be elected or appointed every two years at the meeting as follows:

- A. President:** The President shall be elected by majority vote of those regular members participating in the ballot.
- B. Vice-President:** The Vice-President shall be elected by majority vote of those regular members participating in the ballot.
- C. Past-President:** The Past-President position will be filled by the outgoing President.
- D. Adjutant:** The Adjutant shall be elected by majority vote of those regular members participating in the ballot.
- E. Treasurer:** The Treasurer shall be elected by majority vote of those regular members participating in the ballot.

To be eligible for election to the Office of Treasurer the post holder must have prior appropriate experience or relevant qualification which will be made public to the membership and will be subject to verification by the Board of Governors before the appointment is ratified.

- F. Unit/Chapter Representative:** Each Unit/Chapter Representative shall be elected by majority vote of those regular members participating in the ballot.
- G. Judge Advocate:** The Judge Advocate shall be appointed by the Board of Governors and shall review all documents of the Association as to their legality and ensure that our Constitution and Bylaws are applied evenly throughout for each member. The Judge Advocate has no vote.
- H. Historian:** The Historian shall be appointed by the Board of Governors and shall keep records of events, collect history of the Pathfinder's and gather information on those Killed In Action, Missing In Action or Died of Wounds. The Historian will maintain accurate records of all donations and loans of memorabilia, equipment, photographs (both paper and electronic), and records as to donor, terms and location of said items. The Historian shall submit information to the Secretary for the records of the Association. The Historian has no vote.
- I. Chaplain:** The Chaplain shall be appointed by the Board of Governors and has no vote.

**J. Sergeant-at-Arms:** The Sergeant-at-Arms shall be appointed by the Board of Governors and has no vote.

**K: Pathfinder Unit's Alternate Representative:** There shall be elected for each Pathfinder Unit/Chapter an alternate representative whose duties will be to stand in for the Unit/Chapter Representative whenever the said Unit/Chapter Representative is, for whatever reason, unable to perform the duties of his office.

**Section 3: Vacancy:**

In the event that a vacancy shall exist in any Office named in this Article, said vacancy shall be filled in the manner prescribed below.

President: Replaced by the Vice-President.

Vice-President: Replaced by an elected member of the Board of Governors and approved by the body at the following meeting.

Adjutant: Appointed by the Board of Governors for balance of term and approved by the body at the following meeting.

Treasurer: Appointed by the Board of Governors for balance of term and approved by the body at the following meeting.

Unit/Chapter Representative: Replaced by the elected Alternate (IAW Section 2, above) for the duration of the term and approved by the body at the following meeting.

Judge Advocate: Appointed by the Board of Governors for balance of term and approved by the body at the following meeting.

Historian: Appointed by the Board of Governors for the balance of term.

Chaplain: Appointed by the Board of Governors for the balance of term.

Sergeant-at-Arms: Appointed by the Board of Governors for the balance of term.

**Section 4: Term of Office:**

Each Officer defined in this Article shall hold office for the prescribed term until such time as unable to serve. The Terms of Office shall be two years:

President            2 years

Vice-President    2 years

Past-President 2 years

Adjutant 2 years

Treasurer 2 years

All other Offices will be for as outlined in Art IV Sect 3.

**Section 5: Consecutive Terms of Office:**

The President may serve only 3 consecutive terms of office and then will be ineligible for re-election until 2 years has elapsed.

The Vice-President may serve only 3 consecutive terms of office and then will be ineligible for re-election until 2 years has elapsed.

For all other positions there shall be no limit to the number of consecutive terms of office that the office holder may serve.

**Section 6: Eligibility for Election and Appointment:**

To be eligible for election to the Offices of President, Vice-President, Adjutant, Treasurer, and Unit/Chapter Representative, and to be eligible for appointment to the offices of Judge Advocate, Historian, Chaplain and Sergeant at Arms, the candidate must be a current Regular Member of the *Association* in good standing. All Officers must be current members in good standing with the *Association* and be authorized to wear the Pathfinder Badge either through documented school attendance or documented on the job training.

**Section 7: Compensation:**

No *Association* Officer shall be paid any compensation for services except for actual legitimate expenses authorized by the Board of Governors. All expenses paid to individuals will be recorded by the Treasurer and published in the financial report of the *Association*.

**ARTICLE VII - COMMITTEES & WORKING PARTIES**

**Section 1: Appointment:**

Standing Committees and Working Parties of the *Association* shall be appointed by the Board of Governors.

Section 2: **Operation:**

Committees shall be operated by US Mail, Electronic Mail, Electronic Messaging, by telephone, or in person.

Section 3: **Chairman:**

It shall be the responsibility of each Committee of the *Association* to appoint a Chairman from within its membership. Each Chairman will be responsible to the Board of Governors for the efficient and proper conduct of the business of the Committee.

Section 4: **Standing Committees:**

The following standing committees will be established and will submit a report on their activity over the last 2 year period to the members of the *Association*.

**a. Reunion Committee:**

It shall have the responsibility of planning of all events and activities of the Reunion.

The Treasurer shall be a member of the Reunion Committee.

**b. By-Laws Committee:**

It shall be responsible for reviewing the by-laws on an as needed basis and making recommendations on the by-laws where appropriate. The Adjutant shall be a member of the By-Laws Committee.

**c. Historical Committee:**

It shall be responsible for tracing the history of the Pathfinders, its members, casualties, and updating the Memorial Book, as required. The Historian shall be a member of the Historical Committee.

**d. Membership/Nominations Committee:**

It shall present a slate of nominees for election to the Board of Governors. It shall be sent to members of the Board no later than 90 days prior to the 2 year meeting of the Members of the *Association*. The Adjutant shall be a member of the Membership/Nominations Committee.

**e. Killed in Action/Missing in Action/Died of Wounds (KIA/MIA/DOW) Flower Fund Committee:**

It shall be responsible for continuing the search for KIA/MIADOW burial sites and the locations of their families, and for ensuring that, *Association* funds permitting,



flowers are placed each year on Memorial Day at each known KIA/MIA/DOW burial site, with prior approval of the Board of Governors. A report will be submitted identifying located sites and families found, and details of who has adopted particular burial sites and a 2 year written Financial Report of funds expended for flowers.

**f. Property Committee:**

The Board shall appoint a Property Committee at such time as deemed appropriate. The Property Committee shall be responsible for overseeing the efficient and sound management of any property assets of the *Association*, ensuring compliance with all relevant County, State and Federal Laws and Regulations including public liability, and health and safety, and ensuring that any such property assets are kept in a clean, safe sound and secure condition and adequately maintained so as to protect the value of such property assets. The Property Committee shall report every 2 years to the Membership on the property assets of the *Association* including the general condition of such assets, works undertaken and any matters arising.

**Section 5: Working Parties:**

Ad hoc working parties will be appointed from time to time by the Board of Governors in order to assist the Board and/or a Standing Committee in the conduct of the business of the *Association*.

**ARTICLE VIII – PROCEEDS**

No part of the proceeds of the corporation (the *Association*) shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation (*the Association*) shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II - Objective hereof. No substantial part of the activities of the corporation (*the Association*) shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation (*the Association*) shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these article, the corporation (*the Association*) shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c) (19) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## **ARTICLE IX – MERGER OF THE ASSOCIATION**

The *Association* will only be capable of becoming merged with or incorporated into, or formally associated in any way with any other Military Veterans *Association* (however so organized) by a majority decision of all current voting members of the *Association*.

Any motion proposing a merger or incorporation etc with another association must be put to the *Association* and must be published to all members of this *Association* no less than 90 days prior to the date of the 2 year meeting of this *Association*.

To be carried, any such motion must receive a vote in favor equal to no less than two-thirds of those entitled to vote.

## **ARTICLE X – DISTRIBUTION OF ASSETS (I)**

Upon the dissolution of the corporation (the *Association*), assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) (19) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the Federal Government, or to a State or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation (the *Association*) is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE XI – DISTRIBUTION OF ASSETS (II) (DONATED ITEMS)**

In the event of dissolution of the *Association*, the net assets of the *Association*, such donated Items shall be distributed to the museum at Fort Campbell, Kentucky, or as specified by the Donor. If not specified by the Donor, any non profit, tax exempt donated asset is to be distributed as directed by the Board of Governors.

## **ARTICLE XII – INITIAL BOARD OF GOVERNORS**

The number of Regular Members constituting the initial Board of Governors of-the *Association* is five (5). Their names and addresses are as follows:

Office:	Name:	Address:
President	William T. Anton	4129 Karma Drive, North Las Vegas, NV 89032-5009
Vice President	William Blankenburg	314 Main Street, Townsend, MA 01469-1028
Adjutant	Dean R. Nelson	2420 12 <sup>th</sup> Avenue, Greeley, CO 80631
Treasurer	John Norton	307 Ashby Court, Berryville, VA 22611

101<sup>st</sup> First In Carl Lagle  
Last Out Chapter

1529 Lincoln Road, #19, Yuba City, CA 95993



# BY-LAWS OF THE NATIONAL PATHFINDER ASSOCIATION

## ARTICLE I – DUTIES OF THE BOARD OF GOVERNORS AND OFFICERS

### Section 1: **President:**

The President shall preside at all meetings of the *Association*, and shall perform such other duties as are necessary and incidental to the proper administration of the affairs of the *Association*, except such duties as are specifically delegated herein to other Officers.

### Section 2: **Vice-President:**

The Vice-President shall serve as assistant to the President, and shall perform such specific duties as may be required or assigned to him by the President. In the absence of the President from meetings of the *Association*, the Vice-President shall preside.

### Section 3: **Past-President:**

The Past President shall serve as a member of the Board of Governors and advise the President and the Vice-President.

### Section 4: **Adjutant:**

(a) The Adjutant shall keep or cause to be kept, at a place the Board of Governors may direct, a book of Minutes of all meetings and actions of the Board of Governors, Committees of the *Association*, and Meetings of the Membership, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at such meetings, the number of members present or represented at members' meetings, and the proceeding of such meetings.

(b) The Adjutant shall keep or cause to be kept, at the office, as determined by resolution of the Board of Governors a record of the Membership of the *Association*, showing the names of all members, their postal and e-mail addresses and other contact details and the class membership held by each.

(c) The Adjutant shall give, or cause to be given, Notice of all Meetings of the members and of the Board of Governors required by the by-laws to be given. The Adjutant shall have such other powers and perform such other duties as may be prescribed by the Board of Governors or these by-laws.

(d) The Adjutant shall collect all monies, record all monies, and keep accurate records of the same. The Adjutant will issue Pay Orders to the Treasurer for the legitimate bills of the Association. The Adjutant shall then transfer all monies to the Treasurer for deposit in the name of the National Pathfinder Association.

The Treasurer will obtain from bank or lending institution who is securing the funds of the NPA a Signature Card or Form authorizing that Three Members of the Board of Governors which include the Treasurer to endorse checks from NPA accounts for the purpose of payment of debts, contributions or other financial transactions authorized by the NPA Board of Governors.

**Section 5: Treasurer:**

The Treasurer shall have custody of the funds of the *Association*, and shall be responsible for accounting as to the condition of the funds, including income, expenditure, cash at bank, amounts owed to the *Association* (including any arrears in membership dues) and amounts owed by the Association, and to report on such to the *Association* at each meeting and at such other times as may be prescribed by these by-laws.

**Section 6: Judge Advocate:**

The Judge Advocate shall review all documents of the Association as to their legality and ensure that our Constitution and Bylaws are applied evenly throughout for each member.

**Section 7: Chaplain:**

The Chaplain shall attend to the spiritual needs of the members in a non-sectarian manner.

**Section 8: Historian:**

The Historian shall research and maintain the history of the *Association*, and maintain and secure Pathfinder memorabilia.

**Section 9: Sergeant-at-Arms**

The Sergeant-at-Arms shall preserve order at the meetings of the *Association*, supervise reception at meetings and perform such other duties as assigned by the President or Secretary.

**Section 10: Board of Governors – Unit/Chapter Governors**

Each individual group consisting of ten (10) or more Regular Members from the same Pathfinder Unit shall be considered to be a separate and distinct Unit/Chapter within the *Association*. Each Unit/Chapter will have one elected representative on the Board of Governors. The Unit/Chapter Governor will be elected by the general membership and serve a two (2) year term in accordance with Article VI, Section 7 of the *Association* Constitution. The duty of the Unit/Chapter Governor is to represent on the Board of Governors the majority view of his or her on Unit/Chapter members. If a Unit/Chapter is

formed in between Board Elections/Reunions, the current elected Board of Governors may appoint the Unit/Chapter Governor to the Board of Directors for the remainder of the term, and the Unit/Chapter Governor must stand for election at the Reunion.

## **ARTICLE II – MEMBERSHIP**

### **Section 1: General:**

Membership shall be voluntary and shall be extended to all present and former members of all present or former members who were themselves assigned or attached to a Pathfinder Unit and were awarded the Pathfinder Badge. Such membership, once created, shall continue until membership expires for non-payment of dues, or such member signifying in writing his desire to withdraw from the *Association*, or he has been notified by the Board of Governors that he has been terminated from the rolls for conduct of a nature to bring discredit upon the *Association*.

### **Section 2: Classification of Membership:**

#### **A. Charter Members:**

The following members who were present at the establishment of the National Pathfinder Association are and will be Charter Members: William T. Anton, William Blankenburg, Troy Brin, John Crowden, Patrick W. Dougherty, Raymond Dunn, Henry Fellerman, Robert J. Fogarty II, Don Hersberger, Jimmy Howton, Shawn Jones, Larry Kotoff, Carl Lagle, James Leonard, Donald B. Mansell, Kenneth Maynard, David McKee, Dean R. Nelson, John Norton, Reed Pelfrey, Nicholas Posatiere, Danny L. Rozier, William Schmutz, and Alfred Tello.

#### **B. Regular Members:**

Regular members are those individuals who were assigned, attached, or are presently assigned to a Pathfinder Unit in its various configurations, served honorably and awarded the Pathfinder Badge. All Regular Members are eligible for election or appointment to the Offices of the *Association*, subject to acceptance of the position and also meeting any professional qualifications or experience requirements of the particular Office.

#### **C. Associate Members:**

Those who do not qualify for Regular Membership, but who may have contributed to the accomplishment of a Pathfinder Units combat mission or those who wish to further the *Association's* aims and traditions, may be accepted as Associate Members of the *Association*. They may enjoy all benefits of the *Association* except the privileges of voting and holding office.

**D. Honorary Members:**

Those persons deemed to be deserving of special honors may be appointed as Honorary Members by the Board of Governors. They may enjoy all benefits of the *Association* except the privileges of voting and holding office. Any widow or family member of a KIA/MIA/DOW from the *Association* may be accepted by the Board of Governors after showing interest in the *Association*. In addition, at the Board's discretion, an Honorary Life Membership may be awarded to a family member of those killed in the line of duty while serving as a Pathfinder and who has performed an outstanding service to the *Association*.

**E. Life Member:**

Any veteran of a Pathfinder Unit who has contributed a donation of \$250 (or the Life membership amount established by the Board of Governors) may become a Life Member. Life Members shall hold Active membership in perpetuity (MIP). Members will be designated on the membership roles with the letter "L" before their membership number. A Charter Life member will have the letter "C" placed before the letter "L".

**F. Voting Member:**

Voting Members are those Regular Members who have been actively participating during the past year by donating to our charitable projects, holding office, attending our reunions and business meetings and meet all other membership requirements.

**G. Association Donors:**

An *Association* donor is someone who does not qualify as a Regular, Associate, or Honorary member. They may be voted on by the membership for significant contributions to the *Association*. There shall be four (4) classes of *Association* Donor: - Donor, Sponsor, Supporter, and Patron. The term *Association* Donor is intended to comprise all four (4) classes of donor.

Donor: Any individual or business who significantly contributes in time or actions for the benefit of the *Association*.  
Sponsor: Any individual or business making a single donation of \$5,000.  
Supporter: Any individual or business making a single donation of \$3,000.  
Patron: Any individual or business making a single donation of \$1,000.

A donation may be financial, a tangible asset or real property. In addition and as determined by the Board of Governors and approved by the members at the 2 year meeting of the *Association*, an equivalent amount of time and/or energy expended on *Association* business may be considered equivalent to a donation.

### Section3: **Charter Member:**

Any person eligible for Regular or Associate Membership of the *Association* who by completion of a Membership Application Form and the making of a donation of a minimum of \$20, and who does so while physically present at the establishment of the National Pathfinder Association will be designated as a Charter Member of the *Association*. Charter Members will be designated on the membership roles with the letter "C" before their regular or life membership number.

### Section 4: **Privileges:**

All members shall be entitled to receive official publications of the *Association*, to participate in social functions, and to enjoy the privileges of any activity, benefit or facility sponsored by the *Association*, in such a manner and subject to rules as may be prescribed from time to time by the Board of Governors.

### Section 5: **Commercial Activities:**

- A. It is incumbent upon the *Association* to discourage members with retail tax numbers from exploiting the membership for their own financial gain. In any case direct sales will not be conducted at meetings of the *Association* unless a contract has been approved by the Board of Governors and issued to the retailer to provide wares for a particular meeting or reunion. Fairness is an important issue, and will be taken into consideration by the Board of Governors.
- B. Proceeds from any items sold at meetings or reunions, or by the *Association* in direct Sales or on the web page, to include registration and banquet fees, shall go directly to the *Association*. All items must be approved by the Board of Governors with the exception of distinctive unit insignia or shoulder sleeve insignia, which must be approved by the Commanding Officer concerned.
- C. Conflict of Interest: Where a Governor or Officer of the *Association* or Committee Member for themselves or for, by, with, or through another, has any pecuniary or personal interest, direct or indirect, in any matter, or otherwise has a conflict of interest, he:

Shall disclose his interest fully at a meeting of the Board of Governors in the manner prescribed by the United State Corporation Act (or other legislation under which the corporation is incorporated);

Shall disclose his interest and the general nature thereof prior to any consideration of the matter in the meeting;



Shall not take part in the discussion of or vote on any question in respect of the matter; and

Shall not in any way whether before, after, or during the meeting attempt to influence the voting on any such question.

- D. The pecuniary or personal interest, direct or indirect, of an immediate family member shall, if known to the Governor, Officer or Committee Member, be deemed to be also the pecuniary interest of the Governor, Officer or Committee Member.
- E. The *Association* is only liable for actions and/or grievances related to the conduct of the Board of Governors or any officers representing the *Association*.

### F. ARTICLE III – MEMBERS DUES

#### Section 1: Dues:

- A. Active membership shall be granted to those eligible who pay the dues as prescribed by the Board of Governors.
- B. Regular Members shall pay the dues as determined by the Membership of the *Association*.
- C. Associate Members shall pay the same dues as Regular Members.
- D. Honorary Members may be charged dues at the discretion of the Board of Governors.
- E. The annual dues for membership shall initially be set for the year 2009 at \$20.
- F. Life membership shall be initially set for the year 2009 at \$250.
- G. The future rate of annual dues will be proposed by the Board of Governors and determined at each subsequent Annual Meeting of the Membership.

### ARTICLE IV – PARLIAMENTARY AUTHORITY

The rules contained in the current edition of “***Robert’s Rules of Order Newly Revised***” shall govern the *Association* in all cases to which they are applicable and in which they are not inconsistent with these by-laws and any special Rules of Order the *Association* may adopt.

## ARTICLE V – DISCIPLINARY RULES & PROCEDURE

- A. It shall be a condition of Membership of the *Association* that the member agrees to be bound by the Disciplinary Rules & Procedure of the *Association*.
- B. The Disciplinary Rules & Procedure of the *Association* will at all times be internal to the *Association* and not capable of resolution by any external person, group, organization, body or court.
- C. The Disciplinary Procedure of the *Association* will at all times be conducted in a manner consistent with the principles of natural justice including strict confidentiality.
- D. The Disciplinary Rules of the *Association* will be drafted by an ad hoc Rules Working Party which shall submit recommendations to the By-Laws Committee. The Board of Governors will present proposals for the Disciplinary Rules of the *Association* to the next Meeting of the Members for ratification.
- E. The Disciplinary Procedure of the *Association* will be conducted by an ad hoc Disciplinary Panel comprising a member from each Pathfinder Unit, current Regular Members of the *Association* who themselves are not the subject of the matter under consideration and where there is no conflict of interest.
- F. Any Member, Officer or Governor of the *Association* subject to disciplinary action will have the right of appeal to an ad hoc Appeals Panel comprising a quorum of Regular Members of the *Association* who are not members of the Disciplinary Panel and who are not themselves the subject of the matter under consideration and where there is no conflict of interest.
- G. It shall be the responsibility of the Adjutant of the *Association*, or in the event of their non- availability the President, to seek nominations from the membership for the ad hoc Disciplinary Panel and ad hoc Appeals Panel, as and when required.
- H. Any Member, Officer or Governor being the subject of a matter to be considered by a Disciplinary Panel of the *Association* or an Appeals Panel of the *Association* will have the right to be informed in writing at least 15 days in advance of any hearing of the nature of the matter to be considered and will have the right to be accompanied by another current Member of the *Association* if appearing in person before a Disciplinary Panel or Appeals Panel of the *Association*.
- I. Formal or informal external professional legal representation will not be permitted at any stage in the internal Disciplinary Procedure of the *Association*.
- J. The *Association* shall have no liability to cover any costs or any loss financial or otherwise that may be incurred by a Member or anyone accompanying a Member, who may be the subject of a matter under consideration.

**ARTICLE VI – FISCAL YEAR**

The fiscal year of the *Association* shall be from 1 July until 30 June the following year.

The first draft Constitution and By-Laws were approved by the National Pathfinder Association on the 19th day of June 2009 in Hopkinsville, Kentucky, and amended and approved by the members on the 14<sup>th</sup> of August 2009.

Attest:



William T. Anton  
President



Dean R. Nelson  
Adjutant