

## BY-LAWS OF THE NATIONAL PATHFINDER ASSOCIATION

## ARTICLE I - DUTIES OF THE BOARD OF GOVERNORS

## Section 1: President:

A. The President will 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. The President is the Flag Bearer of the National Pathfinder Association and as such provides a written direction and intent for the Association, annually, which addresses where he plans to place his efforts and the Association's resources in the short term and those important growth needs for the long term.
B. The President will provide an in-progress review every quarter and provide his analysis to every member of the Association.
C. The President or his representative will represent the NPA at all events.
D. The President, with Board approval, may provide assistance to any active, retired, separated Association member or Pathfinder and their families as needed, or as legitimately requested.
E. In all matters, the President will stand for the preservation of the unselfish, voluntary patriotism and valor of the Pathfinder and strengthen the bonds of friendship and camaraderie among its ranks and family members.
F. The President will not compromise or dilute his moral duty to every Pathfinder and their family.

## Section 2: Vice-President:

A. The Vice-President shall serve as assistant and advisor to the President and shall perform such specific duties as may be required or assigned by the President. In the absence of the President, the Vice-President shall preside.
B. The Vice-President will perform duties as the Chief of Staff for the Board of Governors. As such, the Vice-President will set the tone and working relationship of the Board of Governors. The Vice-President will ensure that each member of the Board of

Governors is always prepared to provide information, within their respective purview, to the President, Board of Governors, or membership.
C. The Vice-President will direct the Secretary to produce for the Vice-President's approval and distribute to every member of the Association (with restrictions for Disciplinary Board meetings), minutes of all meetings.
D. The Vice-President will be the lead, and Committee Chair, of the Reunion Committee for the bi-annual NPA Reunion, and a sitting member of the Membership Committee.

## Section 3: Past-President:

A. The Past President shall serve as a member of the Board of Governors, as a nonvoting member, and advise the President and the Vice-President, with good council and shall perform such specific duties as may be required or assigned [ delete to him] by the President.
B. The Past President, at the direction of the President, will represent the Association at events.
C. With permission of the President, the Past President will assist Board members with duties as needed.

## Section 4: Secretary/Adjutant:

A. The Secretary/Adjutant will 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 their 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. Such minutes will be provided to each Board Member to review for completeness before they are officially archived and offered to members.
B. The Secretary/Adjutant will keep or cause to be kept, 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 level of their membership held by each.
C. The Secretary/Adjutant will give, or cause to be given, notice of all meetings of the Board of Governors as directed by the Vice-President.
D. The Secretary/Adjutant shall have such other powers to perform such other duties as may be prescribed by the Board of Governors or these By-Laws.
E. The Secretary/Adjutant will be the Association's document repository, As such, the Secretary will maintain in a usable manner all documents associated with the Association.
F. The Secretary/Adjutant will maintain and insure the validity of the Association's Charter, 501 (c)3 status, Employee Identification Number (EIN), and Logo Copyright.
G. The Secretary/Adjutant will maintain the Association's planning calendar, in coordination with the Vice-President.
H. The Secretary/Adjutant will present a report at every Quarterly Board meeting and the Biennial General Membership Meeting.
I. The Secretary/Adjutant shall collect membership dues, donations, bills unless they are completed via electronic banking, and transfer monies to the Treasurer within 5 business days.

## Section 5: Treasurer:

A. 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 arears 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.
B. The Treasurer shall receive all Association financial transactions, 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.
C. The Treasurer will complete and submit, annually, all IRS, federal, state, local documentation and payments.
D. The Treasurer will obtain from a bank or lending institution who is securing the funds of the NPA a Signature Card or Form authorizing that three (3) Members of the Board of Governors which will include the Treasurer, Adjutant, and Vice-President 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. Checks written against the Association's bank account(s) require signature of the Treasurer and one other listed on the Signature Card. Any use of the Association's Debit Cards or electronic bank payments must be formally documented and approved by all three signatory members.
E. The Treasurer will work closely with every member of the Board of Governors for the conduct of the Association's business. Further, the Treasurer will be a member of the Reunion Committee and work closely with the Vice-President for planning and properly funding reunions.
F. The Treasurer will present a report at every quarterly Board meeting and at the BiAnnual General Membership meeting.

## Section 6: Judge Advocate:

A. The Judge Advocate will provide guidance to the President and Board of Governors to protect the legal standing of NPA, or NPA supported activities.
B. The Judge Advocate shall review all documents, as necessary, of the Association as to their legality and ensure that the NPA Constitution and By-Laws are applied equally throughout for each member.
C. The Judge Advocate will present a report at every quarterly Board meeting and at the Bi-Annual General Membership meeting.
D. Section 7: Quartermaster:
A. The Quartermaster will account for all NPA property.
B. The Quartermaster shares accountability and preservation responsibility with the Historian to include obtaining insurance at reasonable rates.
C. The Quartermaster shall maintain liaison with vendors, and the Board of Governors concerning NPA logoed items, to ensure the integrity of the Logo as applied to clothing, pins, mugs, caps, etc. The Quartermaster will also ensure the Pathfinder Torch is displayed properly and the colors are historically correct.
D. The Quartermaster will develop a short range and long-range plan to develop designs and produce product sales and distribution methods for Pathfinder products.
E. The Quartermaster will work closely with the Secretary to ensure the Pathfinder population is aware of product available, pricing (including mailing, sales Taxes and packaging) and method to purchase, produce, and continue to liaison with the Treasurer concerning costs associated with purchase of product to front purchases from vendors.
F. The Quartermaster will present a report at every quarterly Board meeting and at The Biennial General Membership meeting.

## Section 8: Chaplain:

A. The Chaplain will provide invocation and benedictions at all meetings and social gatherings.
B. The Chaplain will provide for the spiritual wellness of the NPA, and all Pathfinders as needed.
C. The Chaplain will attend or coordinate the attendance of a Board member or appropriate representative(s) of the NPA at funerals, or at bedside, of needy Pathfinders or Members.
D. The Chaplin will insure flowers, cards, or representatives at such events as funerals, memorials, remembrance.
E. The Chaplain will acknowledge the sanctity of all Pathfinder religions as necessary to sustain Pathfinders, no matter what their religious affiliation.
F. The Chaplain will avoid the invocation of specific deities at the expense of other Pathfinder beliefs.
G. The Chaplain will submit a detailed expense record, with receipts, for expenses to the Treasurer for reimbursement.
H. The Chaplain will present a report at every quarterly Board meeting and at the Biennial General Membership meeting.

## Section 9: Historian:

A. The Historian shall research and maintain the history of the Association, and maintain, ensure artifacts and secure Pathfinder memorabilia.
B. The Historian shares accountability and preservation responsibility with the Quartermaster.
C. The Historian maintains physical and electronic records on every Pathfinder unit and school. Maintains historical Pathfinder calendar events, dates.
D. The Historian will act as the editor of the Association's Newsletter, The Torch, and is required to solicit articles or input, organize the layout, cause to have printed and mailed. The Historian will work closely with the Membership Committee to ensure the mailing list is viable.
E. The Historian will present a report at every quarterly Board meeting and at the Biennial General Membership meeting.

## Section 10: Sergeant-at-Arms

A. The Sergeant-at-Arms will be the subject matter expert (SME) for application of Robert's Rules of Order and will remain updated by researching the newest editions of Robert's Rules of Order.
B. The Sergeant-at-Arms will be the subject matter expert (SME) for military and Army protocol, to include Drill and Ceremonies.
C. The Sergeant-at-Arms will ensure adequate meeting space is located and reserved, the space is arranged to accommodate the principles, audio/visual needs are arranged and ready for use and prepare contingency plans.
D. 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.
E. The Sergeant-at-arms will screen participants to ensure each is allowed to attend a specific meeting.
F. The Sergeant-at-Arms will ensure every meeting is conducted in a safe and secure environment, and the meeting is conducted in a smooth manner.
G. The Sergeant-at-Arms will maintain control and possession of all official Association Flag, indoor and out-door, the flag poles and stands, and Association table coverings.

## Section 11: Unit/Chapter Governors

Each individual group which represents a specific unit (i.e., $1^{\text {st }}$ Aviation Brigade, $11^{\text {th }}$ Airborne Division, 25 ${ }^{\text {th }}$ Infantry Division, 82d Airborne Division. 101 ${ }^{\text {st }}$ Airborne Division, 173d Airborne Brigade, Special Forces, etc.) consisting of ten (10) or more Association Members, in good standing, from the same Military Unit shall be a separate and distinct Unit/Chapter within the Association. Each Unit/Chapter will have one elected Representative and an alternate Representative, elected by the members of that group. Each Unit/Chapter Representative will occupy a voting seat on the Board of Governors.

## ARTICLE II - MEMBERSHIP

## Section 1: General:

A. Membership shall be voluntary and is extended to all who were awarded the U.S. Army Pathfinder Badge or can document proof of assignment to a pathfinder unit.
B. Every Regular NPA Applicant must provide proof of eligibility. Those who have been awarded the U.S. Army Pathfinder Badge, provide award orders, graduation certificate, or a DD214. Proof may also be in the form letters from Pathfinders that served with them. Those who served in Pathfinder units but were unable to attend a school are also qualified.
C. Membership, once created, shall continue until membership expires for non-payment of dues; or such member signifies in writing his/her desire to withdraw from the Association, or, he/she has been notified, in writing, by the NPA President that membership is terminated due to formal disciplinary action.

## Section 2: Classification of Membership:

## A. Regular Members:

1. Regular members are those individuals who meet the membership criteria as outlined in Article II- Membership, Section 1, A, B, and C above.
2. All Regular Members are eligible for nomination and election, or appointment, to all the Offices of the Association, subject to acceptance of the position, and also subject to meeting any professional qualifications or experience requirements of the particular office.
B. Associate Members: Those who do not qualify for Regular Membership, but who may have contributed to the accomplishment of a Pathfinder Units combat mission/peace time, or those who wish to further the Association's aims and traditions and preserve the Pathfinder history and Legacy may join as Associate Members at the same cost of regular membership. They may enjoy all benefits of the Association except the privileges of voting and holding office.

## C. Honorary Members:

1. Those persons deemed to be deserving of special honors may be offered and selected as a NPA Lifetime Honorary Member by the Board of Governors. They may enjoy all the benefits of the Association except the privileges of voting and holding office.
2. Any widow or family member of a deceased Pathfinder may be accepted by the Board of Governors after showing interest in the Association. In addition, at the Board's discretion, an Honorary Lifetime Membership may be awarded to a family member of a Pathfinder killed in the line of duty and who has performed an outstanding service to the Association.
D. Life Member: Anyone who meets Regular membership criteria, pays the Lifetime membership fee, may become a Life Member.
E. Voting Member: Voting Members (Lifetime or regular member) must be "a member in Good Standing" at the time of the vote, to be eligible to vote.
F. Association Donors: An Association Donor is someone who does not qualify as a Regular, Associate, or Honorary member. They may be voted in by the Board of Governors for significant contributions to the Association.
Section 3: Privileges (NPA Member Bill of Rights): All NPA members shall be entitled to:
A. Carry the title of NPA Member.
B. Vote in every election and for every issue requiring a general membership vote.
C. Attend all Board Meetings and General Membership Meeting, either in person; or, by electronic means.
D. Contact any Board Member with ideas or concerns (preferably in writing).
E. Be heard.
F. Recommend changes to procedures or the Constitution or \& Bylaws.
G. Volunteer for committee seats.
H. Run for and be elected to the Board of Governors.
I. Attend all functions.
J. Receive all NPA publications.
K. No NPA member, may carry the title of "Founder," "Founding Father," "Organizer," or similar title.

## Section 4: Commercial Activities:

A. It is incumbent upon the Association to discourage members with retail tax numbers from exploiting their 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 except for distinctive unit insignia or shoulder sleeve insignia, which must be approved by the Commanding Officer concerned.
C. 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. 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.
D. 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:

1. Shall disclose his interest fully at a meeting of the Board of Governors in the manner prescribed by the United States Corporation Act (or other legislation under which the corporation is incorporated);
2. Shall disclose his interest and the general nature thereof prior to any consideration of the matter in the meeting.
3. 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.

## ARTICLE III - MEMBERS DUES \& DONATIONS

A. Active membership shall be granted to those eligible to be a member of the NPA and who pay the prescribed dues.
B. Regular Members and Associate Members shall pay the dues as determined by the Membership of the Association.
C. Honorary Lifetime Members shall pay no dues.
D. Associate Members shall pay the same dues as regular members.
E. The annual dues schedule for membership for 2023-2024

1. Annual Membership: $\$ 40.00$. Annual membership spans from September 13 through September 12 of the following year. Dues will be prorated to fit the dues
schedule. Those with lapsed memberships, after September 12, 2024, must request reinstatement in writing from the Board of Governors.
2. Two-year membership: $\$ 70.00$.
3. Four-year membership: \$140.00.
4. Lifetime membership: $\$ 400.00$.
F. Membership dues will be adjusted as approved by the Board.
G. DONATIONS:
5. Donation calls are approved by the Board of Directors
6. Donation Leader levels are yearly.
a. Bronze Leader: \$60
b. Silver Leader: \$120
c. Gold Leader: \$180
d. Platinum Leader: \$240
e. Diamond Leader: $\$ 300$

## ARTICLE IV - PARLIAMENTARY AUTHORITY

"Robert's Rules of Order Newly Revised" shall govern the Association in all cases except in the case of special Rules of Order the Association may adopt.

## ARTICLE V - DISCIPLINARY RULES \& PROCEDURE

## SECTION 1: General

A. It shall be a condition of Membership of the Association that every Member, Associate Member and Honorary Member agree to be bound by the Disciplinary Rules \& Procedure of the Association.
B. The Disciplinary Rules \& Procedure of the Association will always be internal to the Association and not capable of resolution by any external person, group, organization, body, or court.
C. These Disciplinary Procedures, of the Association will always, be conducted in a manner consistent with the principles of natural justice including strict confidentiality.

## SECTION 2: Process

A. 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.
B. The Disciplinary Procedure of the Association will be conducted by an Ad hoc Disciplinary Panel comprising of one (1) member from each Unit represented by a sitting Board Member. Members of the Association, in good standing, who themselves are not the subject of the matter under consideration and do not have any conflict of interest with any person named in the disciplinary action. The Unit Representative may volunteer to sit as a member of the Ad-Hoc Disciplinary Committee. However, it is preferred that a member of that unit volunteer.
C. When the Disciplinary Panel is called to decide on a member's actions and status, the panel will follow the rules and standards listed. If not covered within the rules, refer to Article V of the By-Laws and Robert's Rules of Order.
D. Any Regular or Lifetime Member of the NPA, in good standing, can bring a matter for disciplinary action against any member, regardless of position. Charges must be in writing with adequate proof to substantiate the charge in the form of documents or written testimony. Any responses, countercharges or disagreements must also be in writing.
E. The Charges are submitted to the NPA Judge Advocate for validity and correctness. If the Judge Advocate determines the charges to be valid, they are then submitted to the Secretary who will form a Disciplinary Panel. The Panel will be comprised of at least 5 members in good standing. The accused will be informed within fifteen (15) business days in advance of the hearing by email and by simultaneous mailing of the notice by certified U.S. Mail to the address provided by the Member. All Members specifically agree and as a condition of their membership that the foregoing notice shall be sufficient notice to the Member, whether opened, accepted, or not.
F. The Adjutant/Secretary has fifteen (15) business days upon notification to contact eligible members to form the Disciplinary Panel, consisting of Regular or Lifetime members. The Panel must be an odd number of participants so as not to "deadlock." They cannot be members of the Board of Governors or officers. The Panel can choose to meet via teleconference, in person or by other electronic means such as email or telephone. Members of the panel must not be subject to the matter under consideration and have no conflict of interest, as determined by the Judge Advocate.
G. Offenses to be considered against a NPA member.

1. Unruly and disruptive conduct at any meeting.
2. Misuse of NPA funds.
3. Failure to follow the NPA Constitution and By-Laws.
4. Stealing of NPA merchandise or property.
5. Stealing of individual property from another NPA member.
6. Selling of unauthorized NPA merchandise for personal profit.
7. A felony conviction in a civilian or military court.
8. Providing false information to gain membership in the NPA.
9. False advertisement of your position in the NPA (i.e., offering that one is the President, but is only a member).
10. If on active duty, your Pathfinder Badge award is revoked.
11. Fleeing the country to avoid criminal prosecution.
12. Toxic Leadership (applies to the Board of Governor and Unit Governors).
13. Renouncing United States Citizenship.
14. Conviction of Treason against the United States.
H. The Disciplinary Panel shall review all evidence and determine the level of action and give written justification of the decision to the President.
I. The types of judgement that can be levied.
15. Dismissal of charges
16. Written Reprimand (Censure).
17. Suspension of membership and membership privileges (must set a time frame when suspension ends).
18. Restitution of funds (in matters of theft or merchandise sales).
19. Expulsion of NPA membership for life.
J. The Disciplinary Panel shall inform the President of its decision, who shall then inform the Board of Governors and direct the Secretary to inform the accused of the decision by means of a registered letter. That member may then submit a written challenge to the decision and request an Appeals Panel review the decision. All appeals must be in writing, verbal notice of appeal will not be recognized. The member may also voluntarily relinquish their membership, in writing, to the President.
K. The Appeals Panel will be formed within fifteen (15) business days of receipt of a written notice of appeal, by the Adjutant/Secretary of an odd number of Regular/Lifetime members who are not members of the Disciplinary Panel; or, the Board of Governors \& Officers. They will review the appeal and render a decision, which will be final. A written report is sent to the Board of Governors \& Officers who then inform the accused of the decision.
L. All documents of the Disciplinary Panel and Appeals Panel will be forwarded to the Secretary for placement in the permanent NPA files.
M. The Secretary will notify the general membership of the Disciplinary and Appeals decisions. The Disciplinary Panel's and Appeals Panel's decisions may be overturned by a two-thirds majority vote of the "vote eligible" members of the NPA.

## SECTION 3: Proceedings

A. If any Association member, in good standing, feels that another member, or group of members, or a Pathfinder(s) qualified Veteran(s) has allegedly violated a portion of the NPA Constitution or Bylaws, or whose conduct is not in keeping with the highest standards of a Pathfinder, he/she may, in writing, clearly state their issue, along with supporting evidence, if possible, to the Secretary of the Association.
B. The Secretary will immediately notify the President and Vice President of the allegation(s). The President will then immediately direct the Secretary to provide every member of the Board of Directors a copy of the allegation and supporting documents. Further, the President will direct the Secretary to organize a Zoom; or, other visual electronic method, meeting to formally process the allegation(s).
C. The Secretary will formally inform, in writing, any and all Pathfinders named in the allegation.
D. A Board meeting will be held in executive session, where the Board Members will review/discuss all the allegations, and may recess, or ask for more information, if necessary. The Board will automatically suspend the membership, and privileges associated with a NPA membership, of all defendants, whether a member in good standing, and block membership renewal of defendants, or applications for membership, of defendants until the final disposition of the disciplinary action is finalized.
E. THE BOARD OF DIRECTORS WILL CONTINUE WITH THE PROCEEDINGS OF THE FORMAL DISIPLINARY BOARD, REGARDLESS OF THE EVIDENCE PRESENTED; OR THE PERSONAL FEELINGS OF A BOARD MEMBER; OR SEVERAL BOARD MEMBERS. The President does not have authority to suspend a Disciplinary Board proceeding.
F. The Secretary of the Association, or in the event of their non-availability the President, will notify members in good standing to volunteer and sit as a member of the Disciplinary Board.
G. The Secretary will document all the proceedings. He/she will also inform the membership that a Disciplinary Board proceeding has begun and briefly describe the allegations, without revealing the names of any defendants, by the most expeditious means possible.
H. Any Member, Officer, or Governor of the Association subject to disciplinary action will have the right of appeal to an ad hoc Appeals Panel comprised of Regular Members of the Association who were not members of the Disciplinary Panel and who are not themselves the subject of the matter under consideration, where there is no conflict of interest.
I. 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 business 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, in good standing, of the Association if appearing in person before a Disciplinary Panel or Appeals Panel of the Association.
J. Formal or informal external professional legal representation will not be permitted at any stage in the internal Disciplinary Procedure of the Association.
K. The Association shall have no liability to cover any costs or 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 disciplinary consideration.

## ARTICLE VI - FISCAL YEAR

The fiscal year of the Association shall be from January $1^{\text {st }}$ through December $31^{\text {st }}$ of the same year.

## ARTICLE VII- NPA Constitution and By-Laws History

A. The first NPA Constitution and By-Laws were approved by the National Pathfinder Association on the 19th day of June 2009.
B. The second NPA Constitution and By-Laws were approved by the National Pathfinder Association on the 20th day of July 2011.
C. The third NPA Constitution and By-Laws were approved by the National Pathfinder Association on the $30^{\text {th }}$ day of June 2023.

## ARTICLE VIII- NPA Constitution and By-Laws Membership Approval

This National Pathfinder Association By-Laws was reviewed by the members of the Association by electronic means and approved by a simple majority vote, of those voting, on 30 June 2023.

The effective date of this approved National Pathfinder Association's Constitution is:
$\qquad$ 6 August 2023
(Date)

Attested to be true and correct on 6 August 2023

## OFFICIAL


/Signed/

Preston Griffing
President

/Signed/

Robert Fogarty
Secretary/Adjutant

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