



NATIONAL PATHFINDER ASSOCIATION CONSTITUTION

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)3 Veterans Association, subject to the Laws and statutes of the US Government and the State of Colorado.

ARTICLE II – OBJECTIVES

Section 1: General: The objectives of the *Association* are to preserve in patriotic reverence the memory of the fame and glory of the Pathfinder; to maintain and strengthen the bonds of comradeship which distinguishes Pathfinders; to provide for the gathering and dissemination of information concerning Pathfinders 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, to provide funding for scholarships, and to purchase and dedicate monuments in reverence to those Pathfinders of the past.

Section 2: Policy: The *Association* shall be strictly non-political, and neither its name, official copywritten logo; funds, nor its influence may be used, directly; or, indirectly, in the furtherance of any national, state, county, or municipal political candidate or activity, or for the personal gain of any individual, political action committee, political group, or political party.

Section 3: Representation: No individual, corporation, company, charter, group, organization, entity, 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

- A. The membership of the National Pathfinder Association shall be composed of former or active-duty, Reserve, National Guard military members, or allied Pathfinders, who by their successful graduation from an approved official US Army Pathfinder school, performance of Pathfinder duties in a Structured On The Job Training (SOJT) program, or served as a Pathfinder in a Pathfinder unit.
- B. Lifetime, Regular, Associate, Honorary and Association Donor membership shall hold membership in the manner, terms, and conditions set forth in the By-Laws.

- C. A member in good standing. A NPA member whose membership dues are not lapsed; or a person who has not been permanently terminated and barred for life from membership in the National Pathfinder Association.
- D. A person who has been permanently terminated and barred for life from membership in the National Pathfinder Association is not eligible to attend any function associated with the National Pathfinder Association.

ARTICLE IV – BOARD OF GOVERNORS AND OFFICERS

Section 1: Composition: The *Association* shall have a Board of Governors consisting of the President, Vice-President, Past-President, Secretary, Treasurer, Quartermaster, Chaplain, Historian, Judge Advocate, Sergeant at Arms and one Unit Governor from each of the units represented. All members of the Board of Governors must be current members in good standing with the *Association*.

Section 2: Duties:

- A. 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 present, physically or virtually, at a meeting specially and specifically called for that purpose in accordance with these by-laws.
- B. Routine *Association* business affairs shall be conducted by the Board of Governors. The established, and Ad-Hoc, committees are also involved in the tasks they have been assigned to present information, findings, and advice to the Board as needed. Committees and ad hoc Committees are seated to advise the Board regarding information and findings within their purview.
- C. Businesses with a scope that is larger than “routine”, such as elections; or Constitution and By-laws revisions, must be presented to the general membership for a vote of acceptance or rejection.

Section 3: Term of Office:

- A. The term of office for each elected member of the Board of Governors is two (2) years and may not be extended for any reason, except for re-elections (See Article VI Section 4.)
- B. Each member of the Board of Governors shall hold office until the next bi-annual 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, whichever shall first occur.
- C. Each member of the Board of Governors shall hold office until the next general membership meeting during the bi-annual reunion. The newly elected Board of Governors will be presented at the bi-annual reunion and begin their term at the end of the reunion. If a reunion cannot be held in person, an electronic (email, text, phone) vote for positions will be held. If the *Association's* bi-annual elections are delayed or prevented due to (i) an act of God, (ii) act of government or government instrumentality or agency, (iii) lockdown, (iv) riot or civil commotion, or (v) other cause beyond the *Association's* control, the Board members' ONLY authority thereafter shall be for the directing of an election immediately after the force majeure shall subside enough to elect a new Board of Governors.

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, during the term of that Board of Governors.

Section 5: Business Meetings:

- A. All Meetings shall be conducted using application of Robert's Rules of Order.
- B. Meetings may be electronic or in person.
- C. The Board of Governors shall meet every two (2) years in person at the bi-annual reunion, and once a quarter (Jan-Mar; Apr-Jun; Jul-Sep; Oct-Dec) during the interim via electronic means, to dispose of any business which may be brought before it. The President may call a meeting at any time but should give at least two weeks' notice for such meetings.
- D. All meetings will be in an open-door format, except disciplinary meetings, and every member of the *Association* will be notified, by the Sergeant at Arms of the bi-annual reunion meeting at least fourteen (14) business days prior to the meeting, by any means, to ensure that no member is uninformed. The meeting notice will clearly state the time of the meeting, type of meeting (in person, electronic), location of the meeting, and any special instructions pertinent to the meeting's conduct.

Section 6: Quorum:

- A. A quorum must include at least one of the following Board of Governors: President, Vice-President, or Adjutant, plus two (2) other Board members to hold a Board meeting via electronic means or in-person.
- B. For a General Membership meeting, whether by electronic means or in-person, a quorum must include at least one of the following Board of Governors: President, Vice-President, or Adjutant, plus a minimum of twenty (20) members, in good standing.
- C. For a Specially Called Meeting, for a particular purpose and upon proper notice, whether by electronic means or in-person, a quorum shall include at least one of the following Board of Governors: President, Vice-President, or Adjutant, plus those members in good standing present at the meeting.
- D. The Sergeant at Arms, or in their absence, the Member(s) of Board of Governors present, will determine the eligibility of the members present for the vote.

Section 7: Voting:

- A. The voting members of the Board of Governors shall vote by show of hands; or, an equivalent visible system. Results of a vote will be listed by name and properly recorded in a written report by the Secretary/Adjutant and made a permanent record of the NPA.
- B. The President will only exercise his vote in the event of a tie vote.

Section 8: Meeting Guidelines:

- A. A thorough report of all meetings will be prepared by the Secretary/Adjutant, which will contain the date and time of the meeting, the issue(s), discussion(s), pro and con, voting outcomes, conclusions, and possible short-term and long-term impacts relevant to the *Association*. This information shall be made available to the membership, without rebuttal, by the simplest and most economical means available, and will be made part of the message board/website.

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

Section 9: Committees of the Association: A member of the Board of Governors will be seated on each of the appointed committee groups. A member of the Board of Governors may volunteer to be seated on a committee. Some are required to chair a committee as part of their duties.

ARTICLE V – DUTIES OF THE BOARD OF GOVERNORS

- A. To ensure that the pride, history, and Legacy of the Pathfinder is maintained.
- B. To continually reach out to all Pathfinders, world-wide.
- C. To monitor the needs of every Pathfinder and to assist when necessary.
- D. To continually strive to gain membership.
- E. 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.
- F. To ensure that the *Association* is properly administered and its funds and physical property such as records, photographs, military memorabilia, and insured, etc., are safeguarded. Furthermore, to ensure that all monies and donations have 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.
- G. Prepare and present a written report at the *Association's* bi-annual meeting: annual financial statements, summary of the *Association* activities since the last meeting, any work or business in progress, and recommendations for the future.
- H. To amend the By-Laws or the Constitution of the *Association*, the Board of Governors and Officers will submit recommendations at any regular business meeting of the *Association* body for approval; or if the Board feels a need to expedite the voting process formulate a shorter time sequence without losing, or modifying the intent of the process, i.e. A Business Meeting may be called by the President, whenever deemed necessary, if amending the Constitution or Bylaws is critical to the good order and business of the *Association*.
- I. Each member of the Board of Governors may exercise all powers granted by the Constitution and Bylaws of the *Association* and perform any lawful act or function deemed necessary or appropriate in the ordinary course of the Association business except as otherwise provided in the Constitution and Bylaws, however, a member of the Board of Governors may not perform any of the following acts or functions without the written consent of the Board of Governors.
 - (1) Dissolve or terminate the *Association*.
 - (2) Sell, transfer, or give away any Association assets.
 - (3) Merge or consolidate the *Association* with another entity.
 - (4) Incur an *Association* liability more than \$100.00.
 - (5) Enter into any form of compensation agreement whatsoever.

(6) Perform any other act or function which requires the approval or consent of members of the Board of Governors.

ARTICLE VI – BOARD OF GOVERNORS

Section 1: Composition:

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

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

B. All Governors and Officers must be members in good standing within the *Association*.

Section 2: Election/Appointment:

Association Officers shall be elected or appointed every two (2) years as follows:

A. Those *Association* Board members, who hold elected Board positions, will be elected every two (2) years, and formally introduced and installed in office at the next NPA reunion, at the formal General Membership Meeting; or on September 13th of the year of their election if a bi-annual Reunion is not held due to Force Majeure. Elected Board members may hold an office for a maximum of three (3) terms for life.

B. Those *Association* Board members that are appointed may hold the position at the discretion of the NPA President.

C. The Secretary will notify every member in November of the year preceding the bi-annual meeting of the upcoming election of Board members. The Secretary will also ask the members for nominations, and state that each nomination must be accompanied by a biography, printable photograph, and a signed statement by the nominee that the Pathfinder is seeking election. The nomination process will end at the end of January of the year of the next bi-annual Reunion. The Secretary will publish the slate and provide every member a copy of the slate by the most expedient and economical means. Voting will commence immediately and continue until 10 days before the bi-annual Reunion General Membership Meeting.

1. **President:** shall be elected by a simple majority vote of those regular members voting in the election.
2. **Vice-President:** shall be elected by a simple majority vote of those regular members voting in the election.
3. **Past-President:** will be filled by the outgoing President. Note: The Board of Directors less the Past-President, may vote to NOT fill this position.

4. **Secretary/Adjutant:** shall be elected by a simple majority vote of those regular members voting in the election.
5. **Treasurer:** The Treasurer shall be elected by a simple majority vote of those regular members voting in the election.
6. **Unit Representative(s):** Each shall be elected by a simple majority vote of those regular members of that unit.
7. **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.
8. **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 the Constitution and By-Laws are applied evenly throughout for each member.
9. **Quartermaster:** shall be appointed by the Board of Governors and shall maintain accountability of all physical assets of the organization to include historical property (along with the Historian), shirts, caps, coins, etc. Furthermore, the Quartermaster will liaison with all vendors for acquisition of material, such as shirts, caps, coins, etc, for members to purchase. Monies generated by the Quartermaster will be transferred to the Treasurer.
10. **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.
11. **Chaplain:** shall be appointed by the Board of Governors.
12. **Sergeant-at-Arms:** shall be appointed by the Board of Governors.

Section 3: Vacancy: If a vacancy shall occur in any Office named in Article VI, said vacancy shall be filled in the manner prescribed below.

- A. **President:** Replaced by the Vice-President.
- B. **Vice-President:** An Interim Vice President will be appointed by the Board of Governors for the balance of the term and approved by the membership and approved by the membership at the next General Membership meeting.
- C. **Adjutant:** Appointed by the Board of Governors for the balance of the term and approved by the Membership at the next General Membership meeting.
- D. **Treasurer:** Appointed by the Board of Governors for balance of the term and approved by the Membership at the next General Membership meeting.
- E. **Unit/Chapter Representative:** Replaced by the Unit's elected Alternate Representative (Article VI, Section 2C (7) above), if one is available.
- F. **Judge Advocate:** Appointed by the Board of Governors for balance of the term.
- G. **Quartermaster:** Appointed by the Board of Governors for the balance of the term.
- H. **Historian:** Appointed by the Board of Governors for the balance of the term.

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

Section 4: Terms of Office:

A. Regular Terms of Office:

- 1. A regular term of office, for elected Board of Governor/Officer members is two (2) years, running from one NPA bi-annual Reunion to the next bi-annual Reunion. If a bi-annual reunion is not held due to Force Majeure, the term of office will be from September 13th to September 12th in two years.
- 2. Unit Governor(s) shall hold office for a term determined by rules established by that Unit.

B. Consecutive Terms of Office:

- 1. The President may serve only three (3) consecutive terms of office and then will be ineligible for re-election as President for life. They may run for other positions.
- 2. The Vice-President may serve only (3) consecutive terms of office and then will be ineligible for re-election until 2 years has elapsed.
- 3. For all other elected positions there shall be no limit to the number of consecutive terms of office that the office holder may serve.
- 4. A vote of no-confidence about any member of the Board of Governors by a simple majority (50% + 1) vote of the General Membership shall result in the immediate removal of that member of the Board of Governors. That member of the Board of Governors shall then be without any authority to bind the *Association* in any way, and if that member of the Board of Governors shall refuse to relinquish their position, or any *Association* asset, then that member of the Board of Governors shall be taxed with all costs and expenses associated with their removal, the recovery of *Association* assets, and damage done to *Association* assets the property, as well as and including all courts costs and attorney's fees.

Section 5: Eligibility for Election/Appointment: To be eligible for election to the Offices of President, Vice-President, Adjutant, and Treasurer, or to be eligible for appointment to the offices of Judge Advocate, Quartermaster, Historian, Chaplain and Sergeant at Arms, the candidate must be an *Association* Member in good standing.

Section 6: Compensation:

- A. 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*.
- B. No member of the Board of Governors may enter into any compensation agreement whatsoever with any individual or entity without the consent of the Board of Governors.

ARTICLE VII - COMMITTEES & WORKING PARTIES

Section 1: Appointment: Standing Committees and Working Parties of the *Association* shall be appointed by the President.

Section 2: Operation:

- A. Committees may conduct business by US Mail, Electronic Mail, Electronic Messaging, Video conferencing, conference calling, or in person.
- B. Committees do not have ANY decision-making authority and only work at the discretion of the President, and provide the President, Vice-President and Board of Governors information concerning needed changes, or information as directed/requested.

Section 3: Chairman: It shall be the responsibility of each Committee of the *Association* to appoint a Chairman and Secretary from within its membership. Each Chairman will be responsible to the President for the efficient and proper conduct of the business of the Committee.

Section 4: Standing Committees:

- A. The following standing committees will be established and will provide a verbal report on their work at every monthly Board meeting and provide a written report on their activities over the last two (2) years at every bi-annual General Membership Meeting.
- B. A member of the Board of Governors & Officers shall sit on each committee. A minimum of three members in good standing shall sit on a committee. The committee chairman is responsible for finding volunteers to serve on the committee.

1. Reunion Committee:

- a. The Vice-President will chair the Reunion Committee.
- b. The Treasurer will sit on the Reunion Committee.
- c. It shall have the responsibility for planning all events and activities surrounding the bi-annual Reunion and gatherings.
- d. The Committee will closely work with the Quartermaster to organize Pathfinder items with the intent of generating profits to allow the NPA to front much of the Reunion's costs.
- e. The Committee will provide monthly updates to the Board of Governors and provide Reunion updates to the Pathfinder population.
- f. The Committee will post a video on the NPA Webpage and Facebook page the day following the Banquet.
- g. The Committee will report a location for the next bi-annual meeting to the President for announcement during the banquet. The site announcement should have a video presentation to accompany the announcement.
- h. The Committee will provide an extensive after-action report within 60 days following the bi-annual Reunion. Photos should be placed on the Website and Facebook pages, and many placed in the NPA archives. The report should be made available to all NPA members.

2. By-Laws Committee:

- a. The By-Laws Committee is chaired by the Judge Advocate and responsible for reviewing the NPA By-Laws and making recommendations as appropriate.
- b. The Secretary and Vice President shall be members of the By-Laws Committee.

- c. The By-Laws Committee will continually be seated for timely reaction to By-Law needs to be addressed in a timely manner. Replacement of members, due to circumstances, will be made by the Board of Governors.
3. **Memorial Committee:** It shall be chaired by the Chaplin and be responsible for continuing the search for KIA/MIA/DOW 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 burial sites and a 2-year written Financial Report of funds expended for flowers.
4. **Historical Committee:** It shall be chaired by the Historian and responsible for tracing the history of Pathfinders and gathering of documents, photos, videos, stories, interviews of Pathfinders. A member will be responsible for operating and maintaining the social media sites of the NPA.
5. **Membership Committee:** Shall seek new members and renewals of membership, conduct membership drives, distribute brochures, and seek new members during various events. The Vice-President and Adjutant will be members of that committee.

Section 5: Working Parties: Ad Hoc working parties will be appointed as needed by the Board of Governors 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 herein. 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) (3) 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

- A. 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 (members in good standing) of the *Association*.

- B. 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*.
- C. To be carried, any such motion must receive a vote in favor, by simple majority, of those entitled to vote.

ARTICLE X – DISTRIBUTION OF ASSETS

- A. Upon the dissolution of the corporation (the *Association*), assets shall be distributed for one or more exempt purposes within the meaning of section 5011 (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.
- B. In the event of dissolution of the *Association*, the net assets of the *Association*, such as donated Items shall be distributed to a museum with a satisfactory Pathfinder exhibit; 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 Governor

This National Pathfinder Association Constitution was reviewed by the members of the Association by electronic means and approved by a simple majority vote, of those voting, on

The effective date of this approved National Pathfinder Association’s Constitution is 30 June 2023

_5 August 2023
(Date)

Attested by the following undersigned on 5 August 2023

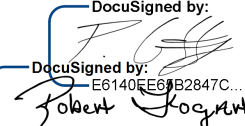
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Preston Griffing
President

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Robert Fogarty
Secretary/Adjutant

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