



Shadow Warrior Association

THE SHADOW WARRIOR ASSOCIATION

CONSTITUTION AND BY LAWS

1 September 2012

THE SHADOW WARRIOR ASSOCIATION
By Laws

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CONSTITUTION

BY LAWS:

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CONSTITUTION

The name of the organization shall be The Shadow Warrior Association.

ARTICLE I

Authority

Section 1.

The Shadow Warrior Association was organized in October 2007 as a private organization with consent of the Installation Commander of Fort Bragg, NC under the provisions of DODI 1000.15 (23 October 1997) and the AR 210-22 (22 October 2001), contingent upon the following requirements and conditions:

- a. That programs and activities conducted do not prejudice or discredit the military services or other agencies of the United States Government.
- b. Those activities will not be conducted in the name of an installation or organization of the Army establishment.
- c. That neither an appropriated fund activity nor a nonappropriated fund instrumentality will assert any claim to the assets of this organization, nor incur or assume any obligation of any private organization, except as may arise out of contractual relationships.
- d. That this organization will not engage in activities that are in conflict with authorized activities of nonappropriated fund instrumentalities, as defined in AR 215-1.
- e. That the nature, function, and objectives of this organization, together with provisions for proper disposition of residual assets and liabilities upon dissolution, will be established in this constitution. If dissolved, all funds in the treasury will be used to meet outstanding liabilities, debts, or obligations. The balance will be disposed of as determined by the membership.
- f. That this organization will be self-sustaining and receive no support, assistance, or facilities from the Army or from nonappropriated fund instrumentality's defined in AR 215-1, except as provided in AR 215-1 and AR 420-41.
- g. That the Installation Commander has authority to enforce compliance by this organization with the conditions enumerated herein, to inquire into the activities, and to withdraw his consent for the existence of this organization on the installation if deemed necessary in the interest of the Government.
- h. That this organization is not established to provide morale, welfare, and recreational services essential to the operation of the Army.

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- i. To prevent the appearance of an official sanction or support by the Department of Defense (DoD), United States Army or Fort Bragg, the Shadow Warrior Association may not use the seals, logos, or insignia of any DoD component, organizational unit, or installation on the letterhead, correspondence, on its title. Any use of the name or abbreviation of a DoD component or installation may not mislead members of the public to assume this association is an organizational unit of the Department of Defense. If the Shadow Warrior Association incorporates names or abbreviations of DoD components, organizational units or installations it must receive prior written approval for such use by the Installation Commander.
- j. At this time, the Shadow Warrior Association possesses no assets and does not plan to hold events such as skating parties, swim parties, carnivals, bounce houses, dunking booths, fun runs or other events that would place individuals at risk for injury and therefore will not secure General Liability Insurance. The Shadow Warrior Association will review its activities annually to assess if liability coverage will be necessary due to additional assets or potentially hazardous activities in order to protect against public liability and property damage claims or other legal actions that may arise as a result of activities of the Shadow Warrior Association or one or more of its members acting on its behalf.
- k. The Shadow Warrior Association has secured bonding for \$50,000 with BB&T insurance company for the four SWA officers: the President, Vice President, Treasurer and Secretary. The SWA will review its net worth annually to assess if this amount of bonding will be sufficient to protect the organization against embezzlement of its funds.
- l. That the Shadow Warrior Association shall be responsible for ensuring applicable fire and safety regulations, environmental laws, local, state, and Federal tax codes, and any other applicable statutes and regulations are complied with in the operation of the Shadow Warrior Association.
- m. That the Shadow Warrior Association, if conducting special events on Fort Bragg agrees to indemnify and hold harmless the United States of America, the Department of the Army, United States Special Operations Command, and the XVIII Airborne Corps, and their agents, events, and employees, from any liability for any and all claims, demands, rights, liens, and causes of action whatsoever kind and nature arising out of the Shadow Warrior Association operations or activities on Fort Bragg.
- n. That neither this installation nor the Government will have any liability for the organization's actions or debts.
- o. The Shadow Warrior Association understands Fidelity bonding will be purchased for members or employees handling monthly cash flow exceeding \$500. Bonding will be equal to the normal maximum amount of cash handled.
- p. The Shadow Warrior Association shall provide a minimum of 60% of its annual fundraising dollars back to the community in the form of grants, scholarships, etc. for military and military families.

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q. All fundraising will be in compliance with DoDD 5500.7R (The JER), AR 600-29 and other applicable Army or installation policies/regulations.

Section 2.

All members will understand fully that they are personally liable if the assets of the organization are insufficient to discharge all liabilities in the event of bankruptcy, insolvency, or dissolution.

ARTICLE II
Principal Office and Purpose

Section 1.

The official title of this organization shall be: “The Shadow Warrior Association” also referred to as “SWA.” The principal mailing address of The Shadow Warrior Association shall be located at the Fort Bragg Post Office. Working offices will be established in Fayetteville NC and may include branch offices as affairs may require.

Section 2.

The SWA is a Veterans Organization consisting of not less than 75% military veteran members. The purpose of this organization is to establish a permanent organization that will further develop the common bonds existing between all men and women who honorably served with the 112th Signal Battalion (SO) (A). It shall preserve and publish the history of the unit. It will render acts of charity and service to the community in accordance with the By Laws and the Airborne tradition of Patriotism, Service and Sacrifice.

Section 3.

The association shall provide a minimum of 60% of its annual fundraising dollars back to the community. The funds raised shall be used to fund educational scholarships, the 112th Signal Battalion NCO and Soldier of the Year gifts, the annual Shadow Ball, social events open to members, historical markers and ceremonies, and other activities as determined by the membership.

ARTICLE III
Membership of The Shadow Warrior Association

Section 1. Membership

Membership in The Association shall consist of four (4) groups: Regular, Associate, Corporate and Honorary Members.

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Regular Member

Any person who has been assigned, or attached to, and honorably served with the 112th Signal Battalion (SO) (A), under competent orders, shall be eligible for Regular Membership to include membership in organizations with a direct lineage to the 112th Signal Battalion (SO) (A). Examples of lineage would include the 512th Signal Company, 112th Airborne Army Signal Bn and SOCEUR Signal Detachment.

Any applicant for Regular Membership shall first file with the Secretary an Application for Membership, or such forms as shall be prescribed by the Board of Directors, accompanied by payment in full of initiation fees and dues in US money currency. Such applicant shall become a Regular Member on approval of the Application by the Secretary.

No applicant, having made proper application and possessing the foregoing qualifications, shall be denied membership in the association, provided however, that the Board of Directors may, at its discretion, refuse membership to any applicant who at any time during or since his service in The 112th Signal Battalion (SO)(A) has exhibited conduct unbecoming a member of the SWA.

Associate Member

Any person who actively supports the mission, goals and high standards of performance of the 112th Signal Battalion (SO) (A) and the SWA may be selected for Associate Membership of The Shadow Warrior Association by the Board of Directors. Any Regular Member of The Association may propose a candidate for Associate Membership, by written recommendation, to the Board of Directors stating the qualifications of that candidate.

Associate Membership may be denied or withdrawn for reasons of conduct unbecoming a member of the SWA.

Associate Members are not eligible to hold the office of President of the

SWA. Corporate Membership

Any Corporate entity that actively supports the mission, goals and high standards of performance of the 112th Signal Battalion (SO) (A) and the SWA may be selected for Corporate Membership of The Shadow Warrior Association by the Board of Directors. Any Regular Member of The Association may propose a candidate for Corporate Membership, by written recommendation, to the Board of Directors stating the qualifications of that candidate.

Corporate membership covers the president of the corporation and any representatives of the corporation who would not otherwise be eligible for Regular Membership. Persons, employed by a Corporate Member, who are otherwise eligible for Regular Membership should apply for membership separately from their corporation.

Corporate Membership does not imply any special endorsement by the SWA of any corporate organization, products or services. Corporate Membership may be denied or withdrawn for

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reasons of conduct unbecoming a member of the SWA. Corporate members are not voting members of the SWA.

Honorary Member

Any person whose activities have exemplified the ideals of service to the nation, the US Army Signal Corps or the 112th Signal Battalion (SO)(A) may be elected an Honorary Member of The Association by the Board of Directors. Any member of The Association may propose a candidate for Honorary Member, by written recommendation, to the Board of Directors stating the qualifications of that candidate.

Honorary Members are selected for life and require no dues payment. Honorary Members shall be presented at the annual Shadow Ball.

The Board of Directors may withdraw any Honorary Membership with a majority vote for reasons of conduct unbecoming a member of the SWA

Section 2. Dues

The Board of Directors shall review and adjust dues from all members by amending the By Laws through a membership vote as discussed in Article VI of the By Laws. Honorary and Life Members are exempt from paying any additional dues.

Past Presidents of The Association, upon completion of their term or terms as President, when duly elected by the Membership, shall be Life Members.

All Members who pay the Life Membership Fee shall be Life Members.

Annual dues for Regular and Associate Members are due January 1st of each year in the amount of \$24.00. Initial members will pay a prorated amount of the annual dues in accordance with the month they applied for membership and shall renew their membership at the beginning of the next calendar year.

There will be a five year membership in the amount of \$100.00 which will not be prorated at any time. A Life Time membership in the amount of \$250.00 may be payable at any time.

Corporate Membership dues are due at the time of application and January 1st of each year in the amount of \$250.00. There is no prorating of the amount of Corporate Membership dues.

Late payment of annual dues (after 1 Feb) shall require an additional \$10.00 processing fee. All dues collected shall be forwarded to the Treasurer of Association.

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Section 3. Termination of Membership

The name of any member may be made an inactive member from the membership rolls by: 1) sending a written request to the President of the Association, 2) upon direction by the Board of Directors based upon non-payment of dues or assessments, or for any reason that would warrant refusal of membership to an applicant.

Section 4. Appeal of Membership Denial or Revocation

Any person removed, other than by a written request, shall have the right of appeal to the President of the Association and shall be informed of that right and the means to exercise it at the time the decision is made to deny or revoke membership.

Section 5. Meeting of Members; Quorum

The Annual Membership Meeting shall be held in conjunction of the 112th Signal Battalion (SO)(A) annual Shadow Ball. Membership Meetings may be called at any time by the Board of Directors, and shall be called upon the written request of at least five percent (5%) of The Association's Members in Good Standing.

Regular Members shall be entitled to one vote, in person, on each matter submitted to vote of the membership.

The voting members present, in person, shall constitute a Quorum.

Section 5. Order of Business

Roll Call
Reading of Minutes of the preceding meeting and action thereon
Reports of Officers
Reports of committees
Unfinished business
Miscellaneous business
New business
Good and Welfare of The Association
Adjournment

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ARTICLE IV Officers and Governing Body

Section 1. Management of the Association

The government of the Association shall be vested in its Officers and board of Directors. The Officers shall be appointed at the inaugural meeting with all subsequent elections to take place at the annual association meeting. Voting by proxy shall be offered for electing the officers. Officers shall serve a term of two years, or until their successors have been duly elected. Incumbent Officers or directors are limited in the number of terms that they may serve to two. The Officers shall be President, Secretary, and Treasurer.

Section 2. Board of Directors

The Board of Directors shall consist of the President, Vice President, Treasurer, Secretary, Committee Chair for Membership, Committee Chair for Fundraising, and Committee Chair for Programs. No Board member will be authorized compensation for their duties. The Board of Directors may designate other officers. The President, Secretary, and Treasurer shall comprise the Executive Committee of the Board of Directors. The Executive Committee shall have the power to act in all emergencies.

Section 3. Election and Term

The Officers of the Association will be elected according to procedures established by Chapter By Laws, consistent with the provisions herein and shall serve a term of 2 years. Committee Chairs will be appointed and will serve a term until relieved from duty by the Officers or until they resign. The Association will conduct its annual elections via ballots distributed in conjunction with the 112th Signal Battalion (SO)(A) Shadow Ball. Only paid up members in good standing will be allowed to cast a vote. A candidate for Office of The Association will make his/her candidacy known to the Board of Directors with their qualifications to hold office no less than 60 days prior to the annual event. Any member of the Board of Directors, elected by the Membership or appointed by the President, may be removed from office by the Board of Directors by a 2/3 vote at a meeting of the Board of Directors, whenever, in its judgment, the best interests of The Association would be preserved thereby.

Section 4. Vacancies

Any vacancy on the Executive Committee shall be filled by appointment by the President with the approval of the Board of Directors for the remainder of the term.

Section 5. Meetings

The regular Annual Meeting of the Board of Directors shall be held in conjunction of the 112th Signal Battalion (SO)(A) C4I conference and Shadow Ball. Special Meetings of the Board of Directors may be called at the request of the President, or any three members of the Board of Directors.

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Section 6. Quorum

A majority of the entire Board of Directors shall constitute a Quorum.

Unless otherwise required, the vote of the majority of the Directors present at the time of a vote, if a Quorum is present at such time, shall be the act of the Board of Directors. Each Director present shall have one vote. In the case of a tie vote, the association President will decide the majority.

A majority of Directors present, whether or not a Quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all Directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other Directors.

Section 7. Committees

The Board of Directors may designate from its members various committees. Each committee shall serve at the pleasure of the Board of Directors. Upon activation of the association the Officers shall appoint a Committee Chair for Membership, Committee Chair for Fundraising, and Committee Chair for Programs.

Section 8. Resignation

A Director may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary. Unless otherwise specified in the notice, the resignation will take place effect immediately, and the acceptance of the resignation shall not be necessary to make it effective.

Section 9. Chapter Formation

Individual Chapters may be formed at the discretion of the SWA Board of Officers. The purpose of individual Chapter formation is to facilitate camaraderie among local SWA members and support SWA activities. In order for a Chapter to be recognized it must have and maintain a minimum of 5 annual or life members. Chapter may elect local officers and sponsor local events that support the overall mission of the SWA. Chapters are not authorized to hold separate bank accounts or manage SWA funds. Chapters may collect small donations for local events, but, may not maintain long-term accounts or make significant expenditures in the name of the SWA. There will be no additional dues or administrative responsibilities attached to individual Chapters. There is no special authority granted to individual Chapters and all rules governing the organization apply to all chapter members in accordance with the SWA Constitution and By-Laws.

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ARTICLE V
Duties and Responsibilities

Section 1. President

The President shall be the Chief Executive Officer of The Association and shall in general supervise and control all affairs of The Association. The President shall preside at all meetings of The Association and of the Board of Directors.

Section 2. Vice President

The vice president assumes the duties of the president in the absence or incapacity of the president and performs such other duties as the president may assign.

Section 3. Treasurer

Using generally accepted accounting procedures and practices be responsible for all funds and securities of The Association, receive and give receipts for money received, and deposit all such monies in the name of The Association in such banks, trust companies or other depositories as shall be designated the Board of Directors, and in general perform all duties assigned him by the President and or Board of Directors.

Pay all bills and obligations of The Association upon the approval of the President. Time Deposits and Investments shall require the signature of the President and Treasurer for issuance, withdrawal, or conversion. No monies shall be borrowed or loaned nor shall any notes be given unless authorized by the Board of Directors. Monies shall be deposited in institutions insured by the Federal Government.

Submit a quarterly non-audited financial report to the Board of Directors and a compiled financial report from a professional accountant to the Membership at the Annual Membership Meeting. A copy of this information will also be provided to the MWR, Fort Bragg, NC.

Draw up and submit to the Executive Committee for approval an annual budget at least thirty (30) days prior to the beginning of the calendar year. Provide recommendations to the President for expenditure of any funds over budget levels.

Complete and submit all required legal forms in a timely manner.

Section 4. Secretary

Provide for payment of all authorized bills and obligations of The Association by the Treasurer.

Receive, record and deliver to the Treasurer all monies of The Association

Oversee the publication and distribution of the newsletter semi-annually to all members.

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Responsible for the Minutes of all meetings of The Association and the Board of Directors and forward them to MWR, Fort Bragg NC.

Section 5. Committee Chair for Membership

Maintain current listing of all members, current status and address. Manage membership drives within the BN and alumni personnel of the 112th Signal Battalion and 512th Signal Battalion.

Section 6. Committee Chair for Fundraising

Plan and organize no less than one fundraising event per year.

Send out annual requests for donations to civilian companies and organizations on behalf of the association for the annual Shadow Ball, educational scholarships, and events as required.

Section 7. Committee Chair for Programs

Work with the current 112th Signal Battalion to integrate The Shadow Warrior Association at the annual Shadow Ball and 112th Signal Battalion C4I conference, to include the annual membership meeting, board of directors meeting, presentation of gifts to the 112th Signal Battalion NCO and Soldier of the Year, and honorary membership presentations.

Plan and organize student scholarships for military and military families annually.

Develop awards for outstanding service of the association members and appreciation to the community.

Section 8. Sergeant at Arms

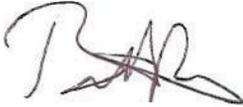
Responsible for the general order at Association meetings and events.

Maintains an overall safe, secure and cordial atmosphere for the conduct of Association business and social functions.

ARTICLE VI
Amendments

Section 1. By Laws

By Laws may be adopted, amended, or repealed by a two-thirds vote of the membership at any Membership Meeting.

A handwritten signature in black ink, appearing to read "Brett Patron". The signature is stylized with a large initial "B" and a long, sweeping underline.

Brett Patron
Vice - President
Shadow Warrior Association