

The National Guard Association of Massachusetts, Inc.
50 Maple Street, Milford, MA 01757

Bylaws and Finance Committee Charter (Revised 1 April 2005)

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BY-LAWS OF THE NATIONAL GUARD ASSOCIATION OF MASSACHUSETTS, INC.

ARTICLE I. NAME

The name of this corporation shall be The National Guard Association of Massachusetts, Inc., hereinafter referred to as The Association. A corporate seal shall bear the name of The Association, the year of its incorporation, and such other devices or inscription as the Executive Committee may determine.

ARTICLE II. PURPOSE

The purposes for which The Association was formed are as follows:

1. To foster the military and domestic policies of the United States and the Commonwealth of Massachusetts in order to assure the National and State security through the means of a fully compensated, fully equipped, trained and readily available, organized militia in the Commonwealth of Massachusetts.
2. To mold public opinion and create public sentiment for such legislation as will promote and protect the social welfare of the citizens of the Commonwealth and their National Guard.
3. To promote the interest of the members in the various Armed Forces and the interests of the Armed Forces in The Association
4. To foster advancement of the professional and technical military skills of the members of the National Guard.
5. To cooperate with similar associations or agencies in performing any of the purposes for which the corporation is formed.
6. To preserve and perpetuate the history and tradition of the National Guard of Massachusetts.

ARTICLE III. MEMBERSHIP

1. Active Membership. All active officers of the National Guard shall automatically be carried on the rolls of The Association as active members unless disqualified by nonpayment of dues as hereinafter set forth

2. Associate Membership. The following shall be eligible for associate membership: enlisted personnel, Massachusetts Military Academy Cadets and other officer candidates and former enlisted members of the National Guard of Massachusetts who have been honorably discharged or retired from active status. Associate Members shall not pay dues and shall not be eligible to vote or hold office in The Association. Associate Members shall be eligible to purchase insurance, which is offered from time to time by The Association. Additionally, spouses of deceased former active, associate and life members who were enrolled in The Association insurance program and had elected spouse coverage shall be eligible for associate membership in order for the spouse to be able to retain coverage.

3. Honorary Membership. Any officer or former officer of the regular military or naval service of the United States, or officer of the National Guard of the various states, and citizens of the Commonwealth of Massachusetts who have rendered meritorious service to the National Guard of the Commonwealth, shall be eligible for election to honorary membership for the period of one year or for such period as the Executive Committee may specify. Honorary members may be

selected by a majority of the Executive Committee present at any meetings thereof duly called and held, at which a quorum is present. Honorary members shall not be eligible to hold office or to vote. Those E-8's and E-9's, who were active members of The Association prior to the amendment of the By-Laws on 4 February 1985, shall be lifetime, honorary members of The Association.

4. Life Membership. All retired officers, to include Title III, US Code retirees or those retired for medical reasons who were members of The Association shall be eligible for life membership in The Association upon payment of such amount as may from time to time be fixed by the By-Laws. A life member shall have all the privileges of an active member.

5. Dues

a. The dues of active member shall be: 0-1 \$5.00, 0-2 \$10.00, 0-3 \$15.00, 0-4 \$20.00, 0-5 \$25.00, 0-6 \$30.00, 0-7 \$35.00 and 0-8 \$40.00; WO1 \$5.00, CW2 \$10.00, CW3 \$15.00, CW4 \$20.00, CW5 \$25.00 which are dues and payable on the first day of January each year. No dues shall be assessed to Honorary Members.

b. The amount required to be paid, in accordance with Article III, Section 4, for Life Membership shall be \$25.00.

c. Any active member whose dues for the current year remain unpaid shall be suspended from membership until their arrearages are paid.

ARTICLE IV. OFFICERS AND DIRECTORS

1. Officers and Directors.

a. The Officers of The Association shall be a President, a First Vice President, a Second Vice-President, a Secretary, a Treasurer, and a Board of Directors to be known as the Executive Committee

b. The Executive Committee shall consist of thirteen (13) Committee Members. Five (5) members shall be the duly elected above named officers. Three (3) members shall be elected during the Annual Conference. Three (3) members will be appointed by the President, one of which will be Army National Guard, one will be Air National Guard and one a Life Member, either Army or Air National Guard. One member shall be the Immediate Past President of the Association, and one member shall be the Adjutant General of Massachusetts ex-officio.

c. The same person may simultaneously occupy an office of The Association and be a member of a standing or special committee.

2. Elections.

a. A Second Vice-President shall be elected at the Annual Conference of The Association, who shall be a member from the Air National Guard every third year. The member shall serve as Second Vice-President the first year of their term, the First Vice-President the second year of their term, and the President the third year of their term.

b. Three members shall be elected to the Executive Committee at the Annual Conference of The Association, two (2) Army and one (1) Air National Guard, either Active or Life Members.

c. A Secretary shall be elected at alternate Annual Conferences of The Association for a term of two years.

d. A Treasurer shall be elected at alternate Annual Conferences of The Association for a term of two years. Said election shall not coincide with election of the Secretary.

e. All officers and elected members to the Executive Committee shall serve until their successors are duly elected and qualified. Except as otherwise provided in Article V, in case a vacancy shall occur for any cause in any office or in the elected members of the Executive Committee, the Executive Committee (unless acting under the provisions of Article V, Section 8) shall fill such vacancy by majority vote of the remaining Committee members (to be not less than five members). An officer, or member of the Executive Committee, so elected to fill such vacancy shall hold office only until the office would regularly be filled by a successor duly elected and qualified. In the event of election by the Executive Committee to fill the vacancy of Second Vice-President, the term of office shall be until the next Annual Conference at which a successor to the office of the First Vice President would be duly elected and qualified.

3. Appointment. In the event of a vacancy to an appointed member of the Executive Committee, the President shall fill the vacancy by appointment for the remainder of the one-year term.

4. Removal. Any officer of The Association and any member of the Executive Committee may be suspended or removed from office, at any time, for cause, by a two-thirds vote of the entire Executive Committee.

5. Resignation. Any officer or member of the Executive Committee may at any time, by resignation in writing delivered to the President, or in the event such resignation is that of the President, delivered to the First Vice President, resign their office. On receipt of such resignation, notification will be made to the Executive Committee to fill such vacancy, if required under Article IV, Section 2e.

ARTICLE V.

POWERS AND DUTIES

1. President. The President shall preside at the regular Annual Conference and at all special conferences of The Association, and shall be chairman of the Executive Committee. The President is charged with the direction of all affairs of The Association between Annual Conferences, and with making arrangements for Annual and Special Conferences. The President shall make an annual report to The Association. The President shall, from time to time, but not less than four times each fiscal year, call meetings of the Executive Committee. The President shall appoint the chairperson of all standing committees and special committees and be a member ex-officio of all committees, except the Nominating Committee. Subject to the approval of the Executive Committee, the President shall be responsible for the location and operations of the headquarters office of The Association, and may employ such personnel for or on the behalf of The Association as the President may deem necessary, assign them to such duties as deemed advisable and fix the rate and amount of their compensation. Without prior approval of the Executive Committee, the President shall have the authority to incur such incidental expenses as deemed necessary up to and including three hundred dollars (\$300.00) for a single expense. The President shall have the authority to appoint a Judge Advocate General if and when the President deems it is advisable and to assign the JAG such duties as are incident to that office. He shall also have the authority to appoint a Chaplain and assign the Chaplain such duties as are incident to that office.

2. First Vice-President. The First Vice-President shall perform the duties of the President during the absence or disability of the President. In case of death, resignation or removal from office of the President, the First Vice President shall become President of The Association for the unexpired term and the succeeding term as provided for in Article IV, Section 2.

3. Second Vice-President. The Second-Vice President shall perform the duties of the President during the absence of the President and First Vice-President. In case of death, resignation, or

removal from office of the President and First Vice-President, the Second Vice-President shall become President of The Association for the unexpired term and one succeeding year. In the event the First Vice-President leaves the office for whatever reason, the Second Vice-President shall become the First Vice President of The Association for the unexpired term.

4. Secretary. The Secretary shall have charge of all the records pertaining to The Association. The Secretary of The Association shall also be Secretary of the Executive Committee. The Secretary shall notify members of The Association of Annual and Special Conferences as required by Article VII. 3. The Secretary, after receipt of report of the Nominating Committee, shall have it posted to the web site at least thirty (30) days prior to the Annual Conference of The association. The Secretary, upon receipt of written recommendation for nomination to an office of The Association, as prescribed in Article VI, Section 1.D. (5), shall transmit them immediately to the Chairperson of the Nominating Committee. The Secretary shall be a resident of the Commonwealth of Massachusetts as prescribed by Chapter 180, Section 6A, Mass General Laws. The Secretary shall maintain the permanent records of The Association, to include all reports, minutes, accounts, important correspondence, or other documents, and shall transmit it promptly to his or her successor. These records shall be kept in a centrally located facility and will be made accessible to members of The Association upon request. The Secretary will file the Annual Report with the Office of the Secretary of State, Commonwealth of Massachusetts within 30 days of the Annual Conference.

5. Treasurer. The Treasurer shall receive and receipt for and be custodian of all funds of any nature whatsoever due The Association and such contributions as may be made to it and deposit it in the name of The Association in a bank, or trust company or companies, to be designated by the Executive Committee. The Treasurer shall pay all bills and claims against The Association when such bills and claims have been presented by the proper authority, and so verified by the Treasurer. The Treasurer shall surety bond himself to The Association in such an amount as the Executive Committee may from time to time require. The costs of such bond shall be borne by The Association. The Treasurer shall make an annual written report of all receipts, expenditures, outstanding debts, assets, and net worth of The Association, a copy of which will be made available to all members at the Annual Conference. One or more Assistant Treasurers may from time to time be appointed by the Executive Committee, with such powers and duties, including any or all of the powers and duties of the Treasurer, as the Executive Committee may prescribe. The Treasurer may disburse all funds of The Association, except as otherwise provided for in these by-laws and except in the normal course of business, and he or she shall only disburse same when authorized to do so by vote of the Executive Committee. Each and every such authorization shall include either an exact amount or ceiling amount, and the specific purposes for the appropriation shall be recorded in the minutes of the meeting.

6. Executive Committee. Between conferences of The Association, the Executive Committee shall have full power and authority to conduct the affairs of The Association. Such financial commitments, arrangements or contracts as shall be made shall be binding as the act and deed of The Association.

7. Miscellaneous. In addition to the foregoing especially enumerated duties and powers, the several officers of The Association shall be charged with such other duties and shall have such other powers as may be delegated to them by the Executive Committee or may be imposed upon them by these By-Laws.

8. Emergency Executive Committee. In the event of war or other emergency as a result of which the National Guard is ordered into active military service of the United States, the members of the Executive Committee shall constitute an Emergency Executive Committee and shall have the authority and power to carry on and conduct the business of The Association. In the event the President, First Vice-President, and the Second-Vice President are precluded from serving as such, the Emergency Executive Committee shall select to fill such vacancies as are provided for in

Article IV, Section 2. A majority of the members of the Emergency Executive Committee, who shall not have been ordered to active military service of the United States at the time of any meeting of the Emergency Executive Committee held pursuant to the authority conferred by this Article, shall constitute a quorum at such meeting for the transaction of business.

ARTICLE VI. COMMITTEES

1. Standing Committees. Unless otherwise specified in these By-Laws, there shall be a minimum of three (3) members on each committee at all times, and, whenever possible, shall have at least two (2) Army and one (1) Air National Guard members. Except as otherwise provided in these By-Laws, the President shall appoint the Chairpersons of Standing Committees, with the advice and consent of the Executive Committee. These appointments will be made within twenty-one (21) days after the Annual Conference. The newly elected Second Vice-President shall appoint the third member of the Publicity and Public Relations, By-Laws, Membership, and Nominating committees, with the advice and consent of the Executive Committee. These appointments will be made within twenty-one (21) days after the Annual Conference. This person will serve for three (3) years and become the Chairman when his/her appointer becomes President. The Resolutions Committee shall consist of four persons, two Army and two Air and be appointed by the President within twenty-one (21) days of the Annual Conference. One each Army and Air should, if possible, represent The Association at the NGAUS General Conference as members of the Committee on Resolutions. The original appointer or successor, with the advice and consent of the Executive Committee, shall fill vacancies in the above positions. The President may remove a committee chairperson or member at any time for failure to adequately perform the duties assigned to the position. The Association Secretary shall, within seven (7) days, receive notification from the President of each such removal.

Standing Committees Shall Include:

A. Resolutions Committee.

(1) The Resolutions Committee will consider all resolutions, which are submitted to The Association and will report same to The Association with its recommendations thereon at the Annual Conference.

(2) Any member of The Association desiring to propose a resolution for adoption by The Association shall transmit it to the Secretary of The Association at least thirty (30) days prior to the Annual Conference. Upon receipt of such resolutions, it shall be the duty of the Secretary to transmit immediately a copy of every proposed resolution to each member of the Resolutions Committee. Except as provided herein the Resolutions Committee shall consider no resolution unless the procedures set forth herein have been complied with.

(3) No resolution shall be considered at the Annual Conference unless it shall have been submitted to the Resolutions Committee in accordance with the provisions of this Section, provided, however, that this restriction may be waived, on motion duly made and seconded, by the affirmative vote of not less than two-thirds of the members of The Association entitled to vote then present at the Annual Conference.

(4) Whenever, in the opinion of the Chairman of the Resolutions Committee, any proposed resolution is of sufficient importance to warrant the action, the Chairperson will, in advance of the Annual Conference at which such resolution is to be presented, direct the Secretary to prepare copies of the resolution and forward one (1) copy to each organization of the Army and Air National Guard prior to the Annual Conference. If this is

impracticable, the Secretary will have available copies of the proposed resolution for distribution at the opening of the Annual Conference.

B. Publicity and Public Relations Committee. The Publicity and Public Relations Committee will develop and recommend to the Executive Committee policies which will establish and maintain good will with the public and members of governmental organizations and perform such other duties as may be referred to it from time to time by the Executive Committee.

C. By-Laws Committee. The Committee on By-Laws shall review the By-Laws of The Association and any proposed amendments. The Chairperson of the Committee will promptly forward all proposed amendments to the President along with the Committee's recommendations. Exceptions - if amendment process in Article IX, paragraph 7 (a) 3 is used, approval of the By-Laws Committee will not be required.

D. Nominating Committee.

(1) A Nominating Committee shall consist of five (5) members, one being the 1st Vice President, three of whom shall have been appointed as provided herein and one Life Member appointed by the Life Members meeting in caucus at the Annual Conference. The Life Members Caucus, chaired by the Executive Committee Life Member or alternate appointed by the President, will notify the Secretary of The Association within twenty-one (21) days of the caucus of the Life Member so appointed. The newly elected Second Vice President, if Army, will appoint an Army Member, and if Air, will appoint an Air Member. The Life Member may be either Army or Air.

(2) The Nominating Committee shall report to the Annual Conference its recommendations for nominations for officers of The Association and for three (3) members of the Executive Committee. The report from the Nominating Committee shall be filed with the Secretary no later than thirty (30) days prior to the Annual Conference and will include all nominations submitted to it together with its recommendations thereon. If the Nominating Committee so votes, it may decline to make a nomination for any vacancy.

(3) If, after the report of the Nominating Committee is filed with the Secretary, but before the elections at the Annual Conference, one or more vacancies should occur in the list of recommended nominees, the Nominating Committee may reconvene and recommend another from among those who have filed the required signatures of ten (10) members. In the absence of there not being another person so qualified or the Nominating Committee chooses not to make a recommendation, the vacancy shall be filled by nomination by the members of The Association at the Annual Conference.

(4) Upon receipt of such report, the Secretary shall, as prescribed by Article V, Section 4, prepare copies of the report and post same on The Association website.

(5) Nominations of any active member of The Association for office may be made upon written recommendation of at least ten (10) members of The Association. Such nominations must be transmitted to the Secretary of The Association at least sixty (60) days prior to the Annual Conference. Upon receipt of such nominations, it shall be the duty of the Secretary to transmit them immediately to the Chairperson of the Nomination Committee as prescribed by Article V, Section 4. Nominations must include biographical data on Nominee with particular emphasis on qualifications for position and service to The Association

(6) If nominations for any officer are made at the Annual Conference, each nominee for the contested office shall have the opportunity to address the Conference for up

to three (3) minutes in order to state his or her background, qualifications, and positions on issues. Blank ballots shall be available for a written vote.

(7) No nomination shall be considered at the Annual Conference unless it shall have been submitted to the Nominating Committee in accordance with the provisions of this Article, provided, however, that this restriction may be waived, on motion duly made and seconded, by the affirmative vote of not less than a majority of the members of The Association entitled to vote then present at the Annual Conference.

E. Finance Committee. The Finance Committee shall be responsible (1) for preparing and submitting the Annual Budget, (2) for the orderly and efficient administrative operation of the insurance program or any other revenue-producing program for The Association. The Executive Committee shall supervise the Committee. The terms and provisions of the Charter shall govern this Committee. The Charter may be amended in accordance with the same procedures required to amend the By-Laws. A copy of the Charter, as amended from time to time, shall be attached to these By-Laws and shall be incorporated herein by reference.

F. Membership Committee.

(1) The mission of the membership committee is to increase and maintain membership in the The National Guard Association of Massachusetts, Inc and the National Guard Association of the United States, *Inc* The goal is to achieve 100% membership in both associations.

(2) Organization of the membership committee shall be as prescribed in paragraph 1 of this Article. The committee shall also include life member representation.

(3) The Membership Committee shall be responsible for insuring that required documentation for dues collection procedures is accurate and appropriate and submitted to units in a timely manner. Copies of membership rosters shall be made available to members of the Membership Committee as they are updated. The committee will also develop plans and programs to promote members of the Massachusetts National Guard in becoming members in good standing of both Associations.

(4) The Membership Committee will report to the Executive Committee at least quarterly as to current membership status in each association. It will also provide an annual report as to the membership status at the NGAMA Annual Conference.

G. Legislative Committee. A Legislative Committee of The Association, shall, when needed, propose legislation, support legislation favorable to the National Guard, provide legislative information to the Executive Committee and maintain contact with the appropriate persons in the legislative and executive branches of the government, both on the state and federal levels. This committee shall consist of seven (7) members, two (2) each appointed by the incoming Second Vice President, and the seventh an Executive Committee Member, appointed by the President within twenty-one (21) days of the Annual Conference.

H. Scholarship Committee.

(1) The President will appoint two (2) Co-Chairs of the Scholarship Committee, within twenty-one (21) days of the Annual Conference. Within twenty-one (21) of that the Co-Chairs will appoint five (5) additional members; all seven (7) will be members of the Selection Committee. The Executive Committee will approve all.

(2) The Scholarship Committee will be comprised of professionals in the field of education. All will be members of the Massachusetts National Guard, whenever possible. At least two (2) of these members will be Air Guard and at least four (4) Army Guard.

(3) The Selection Committee will screen, evaluate and select from the applicants, those students who have demonstrated scholarship and citizenship.

(4) At the conclusion of the current year's scholarship awards, the Scholarship Committee Co-chairmen will evaluate the program and make recommendations to the Finance and Executive Committees as to the number, amount and distribution of the following year's scholarships.

2. Ad Hoc, or Special Committees. The President of The Association may establish, and appoint members and officers of such ad hoc, or special, committees, as he or she deems necessary. Said appointments to be approved by the Executive Committee.

3. After the ratification of Standing Committee appointments by the Executive Committee, the Secretary shall prepare, within thirty (30) days, a roster which shall include the rank, name, military assignment and e-mail address of Standing Committee members and post same on The Association web site.

4. Each Standing or Ad Hoc Committee Chairperson shall cause accurate written minutes to be taken of the business conducted at each meeting and shall forward same to The Association Secretary within fourteen (14) days of such meeting.

ARTICLE VII. CONFERENCES

1. Annual Conference.

a. The Annual Conference of The Association shall be held in every year, within the Commonwealth, normally on the last Saturday in April at 9:00 A.M., to elect officers, to hear the report of the Treasurer, and to transact such other business as may properly come before the meeting.

b. In the event that for any reason the Annual Conference shall not be held as herein provided, a subsequent conference shall be held in lieu of and for the purpose of the Annual Conference, such subsequent conference to be called and held in the same manner as provided for Special Conferences of The Association.

2. Special Conference. Special Conferences of The Association may at any time be called on the order of the President or by a majority of the entire Executive Committee, and shall be called by the Secretary, or by any other officer of The Association upon written application of at least twenty (20) percent of the membership in good standing of The Association, stating the time, place and purpose of the conference. All Special Conferences of The Association shall be held within the Commonwealth of Massachusetts.

3. Notice. Notice of the date, place and time of the Annual Conference shall be announced at the prior year's Annual Conference and posted on The Association web site.

4. Quorum. A quorum for the transaction of business shall exist at the Annual Conference, or any special conferences, when twenty (20) percent of the active membership of The Association is present; but less than a quorum may adjourn or dissolve a meeting which has been called. The vote of a majority of any quorum shall be sufficient to elect officers and transact business; except as may be otherwise required by the provisions of the Articles of these By-Laws, or by law.

5. Delegates to NGAUS General Conference. Except as may be otherwise provided by General Laws (Ter Ed) Chapter 33, Section 135, as amended, delegates to the General Conference of the National Guard Association of the United States shall include the Executive Committee of The Association and The Adjutant General of Massachusetts. No other member of The Association shall automatically be considered a delegate. The balance of delegates, and an equivalent number of alternate delegates arranged in order of priority, shall be allocated and designated by the Executive Committee of The Association, giving due regard to obtaining representation of the Army and Air National Guard. The delegation selected shall contain such retired members as are provided for in the National Guard Association of the United States Constitution. Any officer who desires to be considered as a delegate to the NGAUS General Conference shall indicate their desire in writing to the President of The Association no later than the date of the Annual Conference prior to the NGAUS General Conference. The Executive Committee shall recommend to the Adjutant General a slate of delegates to the National Conference within twenty-one (21) days of the Annual Conference. Under emergency conditions, the Emergency Executive Committee will designate the delegates to the Conference.

ARTICLE VIII. EXECUTIVE COMMITTEE MEETINGS

1. Meetings.

a. Regular meetings of the Executive Committee may be held at such time as may be fixed by the President. Special meetings of the Committee may be called on order of the President or of any three members of the Committee.

b. Any regular or special meeting of the Executive Committee may be held either within or outside the Commonwealth of Massachusetts.

c. If it is impracticable for the members of the said Committee to meet in person, the Committee may meet by means of a telephone conference or equivalent to which all such members are connected or of which all shall have waived notice.

2. Notice. The Secretary shall normally give notice of any regular or special meeting of the Executive Committee. Notice so sent to the Executive Committee members' usual and last known place of business or residence fifteen (15) days in advance of the meeting should be sufficient notice in all cases. Any meeting shall be legal without notice if each Committee member waives such notice.

3. Quorum. A majority of the membership of the Executive Committee shall constitute a quorum at a meeting of the Executive Committee.

ARTICLE IX. MISCELLANEOUS

1. Fiscal Year. The fiscal year of The Association shall be from 1 May to 30 April.

2. Execution of Writings. Unless the Executive Committee shall otherwise generally or in any specific instance provide: (a) any bill, note, check, or negotiable instrument shall be signed or endorsed in the name of The Association and on behalf of The Association by the President, or a Vice-President, or Treasurer or Assistant and (b) any other instrument whatsoever shall be signed in the name of and on behalf of the Association by the President, or a Vice President, or the Treasurer, or an Assistant Treasurer, and any officer so signing any instrument may also seal, acknowledge, and deliver the instrument.

3. Execution of Certificates. Any action taken by members of the Executive Committee at any meeting may be certified by the officer whose duty it is to keep the minutes of such meeting or by the officer or Executive Committee member keeping the records thereof or presiding thereat; and

any such certificate shall be conclusive evidence for all purposes that the action so certified was taken.

4. Indemnification. The Association shall indemnify every member of the Executive Committee, their heirs, executors and administrators, against the costs and expenses reasonably incurred by them in connection with any action, suit or proceeding brought by them in connection with any action, suit or proceeding brought or threatened in which they may be involved by reason of being or having been a member of the Executive Committee of The Association, except in relation to matters as to which they shall be finally adjudged in such action, suit or proceeding to be liable for misfeasance, malfeasance or nonfeasance in the performance of their duty as a member. In the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which The Association is advised by opinion of counsel that the person to be indemnified did not commit such a breach of duty. The foregoing right of indemnification shall be in addition to any other rights to which any such member may be entitled as a matter of law.

5. Parliamentary Procedure. Robert's Rules of Order, latest edition, shall govern parliamentary procedure followed except as herein modified. The President shall arrange the order of business and program for each Conference. The President shall appoint a parliamentarian, within thirty (30) days of each conference, who shall advise the President on parliamentary procedure.

6. Roll Call. A roll call shall be ordered when demanded by not less than five (5) active members, each from a different organization.

7. Amendments

a. These By-Laws may be amended by:

- (1) A majority vote of the membership present at any annual conference; or
- (2) A majority vote of the membership present at any special conference called in accordance with the provisions of Article VII, Section 2., or
- (3) A two-thirds vote of the Executive Committee.

b. If either sub-paragraph (A)(1) or (A)(2) above is employed, proposed amendments to the By-Laws shall be submitted in writing to the Association Secretary at least ninety (90) days prior to the Annual or Special Conference at which the proposed amendments are to be considered. At least thirty (30) days prior to the Annual Conference and/or a Special Conference at which a proposed By-Law amendment will be voted upon, the Association Secretary shall post a copy of the proposed changes on The Association web site. Within thirty (30) days after The Association By-Laws have been amended or changed, the Secretary will place a copy of the updated Bylaws on The Association web site.

c. If sub-paragraph (A)(3), is employed, written notice of the proposed amendments shall be announced in The Association Newsletter and the proposed changes will be posted on The Association website. The proposed changes will become effective thirty (30) days after the written notice was announced in the Newsletter. Amended Bylaws will be posted as reflected above.

e. Amendments of an administrative nature, such as corrections of grammatical errors, may be incorporated without the necessity of posting on the website.

8. Posting of By-Laws. Posting of these Bylaws and subsequent amendments will be posted on The Association web site.

9. Definition of Period of Days. For the purpose of these Bylaws, and any addition thereto, any specification of a period of days shall include weekends and holidays.

10. Extension of Required Dates. In the event that a required date for a report submission cannot be met, because of extenuating circumstances, the President of The Association may grant a specific extension upon receipt of a formal request from the responsible officer/committee chairman.

11. Imputed Interests. No member of any Committee of this Association, as established by or referred to in these Bylaws, shall participate personally and substantially in any official capacity in any particular matter in which to his knowledge, he or any person whose interests are imputed to him, has a personal interest, if the particular matter will have a direct and predictable effect on that interest. For the purposes hereof, the following definition shall apply:

a. Imputed Interests: The personal interests of the following persons will serve to disqualify any member to the same extent as if they were the member's own interests:

(1) The member's spouse;

(2) The member's minor child;

(3) The member's general partner;

(4) An organization or entity in which the member service as an officer, director, trustee, general partner or employee;

(5) A person with whom the member is negotiating for or has an arrangement concerning prospective employment.

FOR THE PRESIDENT:

Raymond W.Magill
Col (Ret) MAANG
Secretary

THE NATIONAL GUARD ASSOCIATION OF MASSACHUSETTS, INC.

FINANCE COMMITTEE CHARTER

ARTICLE I. PURPOSE

The Finance Committee (Committee) shall be responsible (1) for preparing and submitting the annual budget (2) for the orderly and efficient administrative operation of the Insurance Program or any other revenue-producing program for The Association. The Executive Committee shall supervise the Committee.

ARTICLE II. MEMBERSHIP

1. The Committee shall have seven (7) members: The Association President, First Vice-President, Second Vice-President, Treasurer, and three (3) At-Large Members. The At-Large Members shall be Active or Life Members of The Association and shall not concurrently serve on the Executive Committee. At-Large Members shall have staggered, three (3) year terms.

2. One (1) At-Large Member shall be elected by a majority vote of the Executive Committee at its first regular meeting after each Annual Conference. Voting shall be by secret ballot. Any Active or Life Member of The Association may submit written nominations to the Secretary within seven (7) days of the Annual Conference. Nominations may be submitted by any member of the Executive Committee up until the time of balloting.

ARTICLE III. OFFICERS

1. The Committee officers shall be a Chairman, Vice-Chairman, and Recording Secretary. The members of the Committee shall elect these officers from its membership, within sixty (60) days after the Annual Conference. Each officer shall serve for one (1) year, until removed from office in accordance with the provisions of this Charter or until a successor has been duly elected.

2. The Chairman shall schedule and preside over Committee meetings. The Chairman, or his designee, shall be the official liaison between the Committee and the Executive Committee, the program employees and any other interested persons or organizations.

3. The Vice-Chairman shall assume the duties of the Chairman during the absence of, or vacancy of, the Chairman.

4. The Recording Secretary shall keep an accurate record of all Committee proceedings and correspondence and shall give each Committee member timely notice of Committee meetings. The Recording Secretary shall promptly give the Committee records to The Association President for review upon the written request of that officer, and promptly forward to the Secretary copies of all meeting notices, minutes, agreements or contracts or other operative documents.

5. Any Committee officer may be removed for cause by a three-fourths vote of those present and voting at a meeting of the Executive Committee. Notice of such meeting shall be given in writing to each member of the Executive Committee at least seven (7) days in advance and shall contain a summary of the cause for which the removal vote is sought.

6. Upon the request of any officer as provided for above, the Executive Committee shall, within thirty (30) days, elect a successor.

ARTICLE IV. MEETINGS

1. The Committee shall meet at least once a quarter or more often at the discretion of the Chairman. Four (4) Committee members shall constitute a quorum. No votes shall be by proxy.
2. A special meeting shall be called by the Chairman within thirty (30) days, or sooner if in an emergency, upon the receipt of a written petition, signed by at least four (4) members of the Committee requesting the same. Written notice of such a meeting shall be given at least seven (7) days, if possible, in advance.
3. Any meeting, except a regular quarterly meeting, may be conducted on the telephone if at least four (4) Committee members assent to the same. The Recording Secretary, or a designee, shall participate in all meetings by telephone.

ARTICLE V. VACANCIES

1. Resignations by members of the Committee shall be in writing and submitted to The Association Secretary.
2. Vacancies in the positions occupied by The Association President, First Vice President, Second Vice-President or Treasurer shall be automatically filled when successors assume those offices. Vacancies in the At-Large positions shall be filled within thirty (30) days by majority vote of those present and voting at an Executive Committee meeting of which at least seven (7) days notice shall be given to each Executive Committee member. Voting shall be by secret ballot.

ARTICLE VI. INSURANCE ADMINISTRATION

1. The Committee shall administer the Insurance Program under the supervision of the Executive Committee.
2. The Association Treasurer shall have access, at any reasonable time, to all financial records of the Program.
3. Any employment contract or service contract with an independent contractor entered into by the Committee shall be in the name of The Association. The Chairman shall sign it in the place of The Association President.
4. The Committee Chairman shall, at least semi-annually, submit a report summarizing the operations of the Insurance Program to The Association Secretary.

ARTICLE VII. ANNUAL BUDGET

The Annual Budget for The Association will be prepared by the Finance Committee based primarily upon requests from the Incoming President, but also after given due consideration to requests from other members of The Association. The Chairman of the Finance Committee should receive all such requests no later than 1 January preceding the next Fiscal Year (1 May-30 April). The Finance Committee shall review all requests and submit the budget to the Executive Committee for final action by 1 February. No subsequent expenditure exceeding the \$300.00 authority allowed the President by the Bylaws should be made without prior submission to the Finance and Executive Committees.

ARTICLE VIII. FISCAL MANAGEMENT

1. Five accounts shall be maintained for The Association: Insurance Administration, Association Administration, Reserve, Long Term Savings, and Dues Processing Account at Sovereign Bank. (Some accounts may be commingled under one account number at a financial institution as long as separate balances appear on the statement provided by that institution.)

a. **INSURANCE ADMINISTRATION.** All deposits and disbursements related to the Insurance Program shall flow through this checking account. This account should be an interest bearing account. Any surplus fees or experience refund) will be deposited into the Reserve Account.

b. **ASSOCIATION ADMINISTRATION.** All expenses related to The Association will flow through this checking account. This account should be an interest bearing account. The Executive Committee, prior to the beginning of the fiscal year, will approve the amount of the funds deposited in this account. This deposit will equal the amount of revenue needed to fund that fiscal year's budget. The Executive Committee will approve any additional funds needed during the course of the fiscal year

c. **RESERVE ACCOUNT.** This account will be used as a Pre-Budget Account for the forthcoming fiscal year. All income will be deposited to this account. These funds will be deposited in a Money Market Savings Account and/or short term investments of one year or less maturity. Any monies in excess of 110% of the current years budget will be invested under the guidelines of the Long Term Savings Accounts.

d. **LONG TERM SAVINGS ACCOUNTS.** Funds not allocated for Association Administration or the Reserve Account will be invested in blue chip type investments and fixed income type investments of 5 to 25 years duration rated A or better by Standard and Poor's . The funds will be allocated between the blue chip and fixed income investments according to the Investment Guidelines. All dividends and interest will be deposited into the Reserve Account. The Investment Guidelines will be reviewed at least annually and the investment account will be balanced at least annually.

e. **DUES PROCESSING ACCOUNT AT SOVEREIGN BANK:** All Dues received by The Association will be deposited in this account. That portion of dues allocated to NGAUS will be sent to NGAUS along with membership data. The remaining portion allocated to NGAMA will be deposited into the Reserve Account

2. The Administrator may disburse funds from the Insurance Administration Account to pay the insurance carrier, premium refunds, unit fees, and death benefits. The Treasurer of The Association must sign the check for the Administrator's fee. All such program expenditures shall be vouchered and a record kept in accordance with TAGMA Pamphlet 37-1.

3. The Administrator and The Association Treasurer shall be bonded.

4. The Association accounts shall be reviewed at least once annually by a certified public accountant that will also prepare the necessary tax returns. A similar review will also be done with each change of Administrator.

APPENDIX A - SCHEDULE OF DEADLINES (Starting Point Annual Conference)

1. Nominations for Finance Committee Member at Large - Seven days after the Annual Conference

2. Twenty-one days after Annual Conference - Chairpersons of Standing Committees, Executive Committee representative to Legislative Committee, Co-Chairs of the Scholarship Committee and members of the Resolutions Committee appointed by President.

Second Vice-President appoints third member of Publicity and Public Relations, By-Laws, Membership and Nominating Committee and two members of Legislative Committee.

Life Member of the prior Executive Committee will notify the Secretary of The Association of the Life Members appointed to the Nominating Committee.

3. Sixty days after Annual Conference - Officers of Finance Committee elected.

4. January 1 - Budget requests to Finance Committee.

5. February 1 - Finance Committee submits budget to Executive Committee.

6. Sixty days prior to Annual Conference - Nominating papers submitted to The Association Secretary.

7. Thirty days prior to Annual Conference - Nominating Committee Report filed with Secretary.

8. Thirty days prior to Annual Conference - Report of Nominating Committee posted to the web site by The Association Secretary.

APPENDIX B - SCHEDULE OF DEADLINES - PRESIDENT

DUE DATE	ACTION REQUIRED	REFERENCE
21 Days After Annual Conference	Appoint Standing Committee Chairpersons	ART. VI.1.
	Appoint Executive Committee Member to Legislative Committee	ART. VI.1.G.
	Appoint Co-Chairs of Scholarship Committee	ART. VI.1.H.
30 Days Prior To Annual Conference	Appoint Parliamentarian	ART. IX.5.
Within 7 Days	Notify Secretary of removal of Chair person or member of Standing Committee	ART. VI.1.

APPENDIX C - SCHEDULE OF DEADLINES -2ND VICE PRESIDENT

DUE DATE	ACTION REQUIRED	REFERENCE
21 Days After Annual Conference	Appoint third member of the following committees: By-Laws Publicity & Public Relations Membership Nominating	ART. VI.1.
	Appoint two members of the Legislative Committee	ART. VI.1.G.

APPENDIX D - SCHEDULE OF DEADLINES - TREASURER

DUE DATE	ACTION REQUIRED	REFERENCE
Annual Conference	Present Annual Written Report of all receipts, expenditures, outstanding debts, assets and net worth of The Association.	ART. V.5.

APPENDIX E - SCHEDULE OF DEADLINES - SECRETARY

DUE DATE	ACTION REQUIRED	REFERENCE
Within 30 Days of Annual Conference	File the Annual Report with the Office of the Secretary of State, Commonwealth of Massachusetts	ART. V.
Within 30 Days of Ratification of	Prepare a roster, which shall include the rank, name, military assignment and e-mail address of The Association Officers, Executive Committee, Standing Committees members and post it to The Association web site.	ART.VI.3
Upon Receipt of Nominations From Members	Promptly transmit it to Chair of Nomination Committee.	ART.VI.1.D. (5)
30 Days Prior To Annual Conference	Post report of Nominating Committee to The Association web site.	ART.V.4
30 Days Prior To Annual Conference	Notify members in writing of any conference of The Association stating the time, place, date, hour and purpose thereof.	ART.VII.3
30 Days Prior To Annual or Special Conference	Post a copy of existing Bylaws and proposed amendments to The Association web site.	ART.IX.7.b
30 Days Prior To Proposed Amendments By Executive Committee	Post a copy of existing Bylaws and proposed amendments to The Association web site.	ART IX 7.c
30 Days After Bylaws 7.b&c Have Been Amended	Post a copy of the amended Bylaws to The Association web site.	ART IX
15 Days Prior To Regular or Special Meetings of Executive Committee	Notify members of such meetings.	ART. VIII.2
7 Days Prior To Meeting	Provide notice to Executive Committee members of proposal to remove a member of the Finance Committee for cause.	ART.III.5 CHARTER

APPENDIX F - SCHEDULE OF DEADLINES - FINANCE COMMITTEE

DUE DATE	ACTION REQUIRED	REFERENCE
60 Days After Annual Conference	Elect a Chair, Vice Chair and Secretary.	ART. III.A CHARTER
30 Days After IV.2. Receiving Petition Signed By Four Members of the Finance Committee	Call special meeting.	ART. CHARTER
1 February	Submit Annual Budget to Executive Committee.	ART. VII.1. CHARTER
Semi-Annually	Finance Committee Chairman submit a report summarizing the operation of the insurance program to the Executive Committee.	ART. VI.5. CHARTER