



THE NATIONAL GUARD ASSOCIATION of MASSACHUSETTS

BYLAWS OF THE NATIONAL GUARD ASSOCIATION OF MASSACHUSETTS

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 Association is formed for the following purposes:

(a) 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 to foster a positive opinion of the Massachusetts National Guard.

(b) To promote the interests of the members of the National Guard.

(c) To foster advancement of the professional and technical military skills of the members of the National Guard.

(d) To cooperate with similar national and state military associations or agencies in performing any of the purposes for which the corporation is formed.

ARTICLE III. MEMBERSHIP

SECTION 1. MEMBERSHIP TYPES.

(a) ACTIVE MEMBERSHIP. All active officers of the Massachusetts National Guard upon payment of dues as hereinafter set forth shall automatically be carried on the rolls of The Association as active members.

(b) 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 pay dues, unless a Life Member, as set by the Executive Committee, and are not eligible to vote, but can serve on special or ad hoc committees by invitation of the President or Executive Committee.

(c) 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. Honorary members are welcome to volunteer to serve on special or ad hoc committees by invitation of the President or the Executive Committee. Those in the grades of E-8 and E-9, who were active members of The Association prior to the amendment of the bylaws on February 4, 1985, shall be lifetime, honorary members of The Association.

(d) RETIRED 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 retired life membership in The

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Association upon payment of such amount as may from time to time be fixed by the bylaws. A life member shall have all the privileges of an active member.

(e) ACTIVE LIFE MEMBERSHIP. All active officers of the Massachusetts National Guard shall be eligible for active life membership in The Association upon payment of such amount as may from time to time be fixed by the bylaws. A life member shall have all the privileges of an active member.

SECTION 2. DUES.

(a) The annual dues for Active Membership shall be:

- (1) Grades O-1; O-2; O-3; W-1; W-2; and W-3: \$15.00
- (2) Grades O-4; O-5; O-6; W-4; and W-5: \$25.00
- (3) General Officers: \$45.00

(b) Annual dues are payable on the first day of January each year, but may be paid as early as the first day of October of the preceding year. No dues shall be assessed to Honorary Members.

(c) The amount required to be paid for Retired Life Membership, in accordance with Article III, Section 1(d), shall be \$25.00.

(d) The amount required to be paid for Active Life Membership, in accordance with Article III, Section 1(e), shall be \$250.00. The payment of such amount may be made in full or by installments in parity with the life membership products offered by the National Guard Association of the United States (hereinafter referred to as "NGAUS").

(e) 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

SECTION 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, a Marketing Director and a Board of Directors to be known as the Executive Committee.

(b) The Executive Committee shall consist of fourteen (14) Committee Members. In the event of any Executive Committee voting tie, the President will have the power to cast an additional tie-breaking vote. Six (6) 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.

SECTION 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

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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 (3) 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 and Marketing Director shall be elected at alternate Annual Conferences of The Association for a term of two (2) years.

(d) A Treasurer shall be elected at alternate Annual Conferences of The Association for a term of two (2) years. Said election shall not coincide with election of the Secretary and Marketing Director.

(e) All officers and elected members to the Executive Committee shall be members in good standing in the Association and 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 (5) 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.

SECTION 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.

SECTION 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.

SECTION 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 2(e).

ARTICLE V. POWERS AND DUTIES

SECTION 1. PRESIDENT.

(a) The President shall be chairperson of the Executive Committee and preside at the regular Annual Conference and all special conferences of The Association, and shall serve as Chair of the planning committee for the Annual Commander's Dinner.

(b) 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.

(c) The President shall make an annual report to The Association.

(d) The President shall, from time to time, but not less than four (4) times each fiscal year, call meetings of the Executive Committee. Unless otherwise noted herein, The President shall appoint the chairperson of all standing committees and special committees and be a member *ex officio* of all committees.

(e) 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

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The Association as the President may deem necessary, assign them to such duties as deemed advisable and, with majority approval of the Executive Committee, shall fix the rate and amount of their compensation.

(f) 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 disclose the purpose and receipts for any such expenses at the next following Executive Committee meeting for review.

(g) The President shall have the authority to appoint a Judge Advocate General (JAG), if and when the President deems it is advisable, and to assign the JAG such duties as are incident to that office.

(h) The President shall also have the authority to appoint a Chaplain and assign the Chaplain such duties as are incident to that office.

(i) The President is responsible for establishing and maintaining working relationships with the Command Group of the Massachusetts National Guard.

(j) The President will maintain a continuity book of his or her duties and responsibilities.

SECTION 2. FIRST VICE PRESIDENT.

(a) 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.

(b) The First Vice President shall be the Chair of planning for the National Conference.

(c) The First Vice President will maintain a continuity of book of his or her duties and responsibilities.

SECTION 3. SECOND VICE PRESIDENT.

(a) 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 (1) succeeding year.

(b) 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.

(c) The Second Vice President shall be the Chair of planning for the State Conference.

(d) The Second Vice President will maintain a continuity of book of his or her duties and responsibilities.

SECTION 4. SECRETARY.

(a) 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 and chairperson of the bylaws committee.

(b) The Secretary shall notify members of The Association of Annual and Special Conferences as required by Article VII, Section 3. The Secretary, after receipt of report from the Nominating Committee, shall have the report posted to The Association website at least thirty (30) days prior to the Annual Conference of The Association. The

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Secretary, upon receipt of written recommendation for nomination to an office of The Association, as prescribed in Article VI, Section 5(d), shall transmit them immediately to the Chairperson of the Nominating Committee.

(c) 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.

(d) The Secretary will file the Annual Report with the Office of the Secretary of State, Commonwealth of Massachusetts within thirty (30) days of the Annual Conference.

(e) The Secretary will maintain a continuity of book of his or her duties and responsibilities.

SECTION 5. TREASURER.

(a) 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.

(b) 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.

(c) The Treasurer shall surety bond himself or herself 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.

(d) 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.

(e) 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.

(f) The Treasurer may disburse all funds of The Association, except as otherwise provided for in these bylaws 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.

(g) The Treasurer will maintain a continuity of book of his or her duties and responsibilities.

SECTION 6. MARKETING DIRECTOR.

(a). The Marketing Director shall maintain the vitality of The Association by developing and executing a marketing plan for maintaining the regular and corporate membership strengths.

(b) The Marketing Director is responsible for all external communications related to membership and corporate membership and may work with any employees of The Association in the accomplishment of those objectives as the Marketing Director deems fit.

(c) The Marketing Director shall be responsible recruiting, sustaining, and organizing a Marketing Committee and shall be the official liaison between the Marketing Committee and the Executive Committee and shall present at the annual business meeting on previous year results and upcoming marketing strategies.

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SECTION 7. 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.

SECTION 8. 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 bylaws.

SECTION 9. EMERGENCY EXECUTIVE COMMITTEE.

(a) 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.

(b) 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.

(c) 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

SECTION 1. STANDING COMMITTEES—GENERAL.

(a) Unless otherwise specified in these bylaws, 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 member.

(b) Except as otherwise provided in these bylaws, the President shall appoint the Chairpersons of Standing Committees with the advice and consent of the Executive Committee. The newly elected Second Vice President shall appoint the chairperson of the Nominating committee, with the advice and consent of the Executive Committee. These appointments will be made within one (1) calendar month after the Annual Conference. The original appointer or successor, with the advice and consent of the Executive Committee, shall fill vacancies in positions on standing committees.

(c) The President may remove a committee chairperson, with the exception of the Marketing Committee and Nominating Committee, at any time for failure to adequately perform the duties assigned to the position. The Second Vice President may remove the committee chairperson of the Nominating Committee 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.

(d) Unless otherwise prescribed herein, all standing committees are required to report to the Executive Committee at least twice annually on their activities.

Standing Committees shall include—

SECTION 2. RESOLUTIONS COMMITTEE.

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(a) The Resolutions Committee shall consist of four (4) persons: two (2) Army and two (2) Air; and should, if possible, represent The Association at the NGAUS General Conference as members of the Committee on Resolutions. The Committee on Resolutions 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.

(b). 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 sixty (60) 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 has been complied with.

(c) 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.

(d). Whenever, in the opinion of the Chairperson 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.

SECTION 3. MARKETING COMMITTEE.

(a) The Marketing Committee is responsible for establishing and carrying out the annual marketing plan of The Association, and in doing so shall accomplish the following: Identify and segment the available market for new members and corporate sponsors; Capture and utilize member feedback to tailor the marketing message(s) to each segment; Prepare an annual operating budget for review and funding by The Association in order to accomplish marketing activities; Prepare the market strategy and vigorously market The Association using external communications through all applicable media.

(b) The mission of the Marketing committee is to increase and maintain officer and corporate membership in The Association, and the National Guard Association of the United States, Inc. The goal is to maximize membership through strategies which obtain stability and growth of the membership of The Association.

(c) The Committee shall be a volunteer group not limited in number to participation; however, members from each of the National Guard's structured organizations shall be encouraged. The Committee may designate procedural rules for the accomplishment of their meetings as they deem fit, but shall report the results of their meetings through the Marketing Director to the Executive Committee quarterly.

(d) The Marketing Committee shall be responsible for insuring that required documentation for dues collection procedures is accurate and appropriate and submitted to units of the Massachusetts National Guard in a timely manner. Copies of membership rosters shall be made available to members of the committee as they are updated.

SECTION 4. BYLAWS COMMITTEE.

(a) The Committee on Bylaws shall review the bylaws of The Association and any proposed amendments. The Chairperson of the Committee shall be the Secretary, who will promptly forward all proposed amendments to the President along with the Committee's recommendations.

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(b) Exceptions—if the amendment process in Article X, Section 1(c), is used, approval of the Bylaws Committee will not be required.

SECTION 5. NOMINATING COMMITTEE.

(a) The Nominating Committee shall consist of five (5) members. The Second Vice President shall appoint a chairperson. Of the remaining four, one shall be the First Vice President, two others shall be appointed by the Executive Committee 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 one (1) calendar month of the caucus of the Life Member so appointed. The Life Member may be either Army or Air.

(b) 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.

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

(d) 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.

(e) 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.

(f) 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.

SECTION 6. FINANCE COMMITTEE. The Finance Committee shall be responsible for preparing and submitting the Annual Budget, and 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 Finance Committee Charter shall govern this Committee. The Charter may be amended in accordance with the same procedures required to amend these bylaws. A copy of the Charter, as amended from time to time, shall be attached to these bylaws and shall be incorporated herein by reference.

SECTION 7. LEGISLATIVE COMMITTEE. A Legislative Committee of The Association shall propose and support legislation favorable to the National Guard. The Committee shall provide legislative information to the Executive Committee and maintain contact with the appropriate persons in the legislative and executive branches of the

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government, both on the state and federal levels. This committee shall consist of not more than seven (7) members, two each appointed by the incoming Second Vice President, and the seventh an Executive Committee Member, appointed by the President within one (1) calendar month of the Annual Conference.

SECTION 8. SCHOLARSHIP COMMITTEE.

(a) The President will appoint two (2) Co-Chairs of the Scholarship Committee, within one (1) calendar month of the Annual Conference. 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 within two (2) calendar months of the Annual Conference.

(b) The Scholarship Committee will be comprised of members of the National Guard Association of Massachusetts. At least two (2) of these members will be Air Guard and at least four (4) Army Guard.

(c) The Selection Committee will screen, evaluate, and select from the applicants those students who have demonstrated scholarship and citizenship. At the conclusion of the current year's scholarship awards, the Scholarship Committee Co-Chairs 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.

SECTION 9. AD HOC OR SPECIAL COMMITTEES.

(a) 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 shall be approved by the Executive Committee.

(b) After the ratification of Standing Committee appointments by the Executive Committee, the Secretary shall prepare, within one (1) calendar month, a roster which shall include the rank, name, military assignment and e-mail address of Standing Committee members and post same on The Association website.

(c) 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. ASSOCIATION MEETINGS

SECTION 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 a time as directed by the President and the Executive Committee, to elect officers, to hear the report of the Officers, 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.

SECTION 2. SPECIAL CONFERENCES. 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.

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SECTION 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 website.

SECTION 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 bylaws, or by law.

SECTION 5. DELEGATES TO NGAUS GENERAL CONFERENCE.

(a). Except as may be otherwise provided by Massachusetts General Law (Current Edition), 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.

(b) 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 Secretary of The Association no later than the date of the Annual Conference prior to the NGAUS General Conference.

(c) The Executive Committee shall recommend to the Adjutant General a slate of delegates to the National Conference within sixty days (60) days of the conclusion of the Annual State Conference. Under emergency conditions, the Emergency Executive Committee will designate the delegates to the Conference.

ARTICLE VIII. EXECUTIVE COMMITTEE MEETINGS

SECTION 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 (3) 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 members may use electronic mail, web-based meeting locations, voice conferencing, or other electronic media to exchange communications and vote on any item that could be proposed at a Regular Meeting. A final summarized email with motion to be voted on will be sent to all Executive Committee members by the Chairperson and simple majority will enable the motion to carry. The Secretary will include the synopsis email communication sent from the Chairperson and vote totals in the minutes.

SECTION 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.

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SECTION 3. QUORUM. Seven (7) members from the Executive Committee shall constitute a quorum at a meeting of the Executive Committee.

ARTICLE IX. MISCELLANEOUS

SECTION 1. FISCAL YEAR. The fiscal year of The Association shall be from January 1 to December 31.

SECTION 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.

SECTION 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.

SECTION 4. ASSOCIATION EMPLOYEES. As outlined herein, the President may employ persons as seen fit for the management of the Association business. Typical employees might include: An Executive Director, Membership Secretary, and Legislative Liaison. The employees of the Association shall be given the same privileges of members as noted in these bylaws with the exception of voting rights. Employee duties and compensation shall be agreed to by the Executive Committee on an annual basis in December of each year so that any budget impacts may be adjusted before the start of the next fiscal year.

SECTION 5. 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.

SECTION 6. 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.

SECTION 7. ROLL CALL. A roll call shall be ordered when demanded by not less than five (5) active members, each from a different organization.

SECTION 8. 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 or her knowledge, he, she, 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:

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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:

- The member's spouse;
- The member's minor child;
- The member's general partner;
- An organization or entity in which the member service as an officer, director, trustee, general partner or employee;
- A person with whom the member is negotiating for or has an arrangement concerning prospective employment.

ARTICLE X. BYLAW AMENDMENTS

SECTION 1.

(a) These bylaws 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 bylaws 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 bylaw amendment will be voted upon, the Association Secretary shall post a copy of the proposed changes on The Association website. Within thirty (30) days after The Association bylaws have been amended or changed, the Secretary will place a copy of the updated bylaws on The Association website.

(c) If sub-paragraph (a)(3) above 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 on the Association website and/or in the Newsletter. Amended Bylaws will be posted as reflected above.

(d) Amendments of an administrative nature, such as corrections of grammatical errors, may be incorporated without the necessity of posting on The Association website.

SECTION 2. POSTING OF BYLAWS. These bylaws, and subsequent amendments, will be posted on The Association website.

SECTION 3. 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.

SECTION 4. 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 chairperson.