

BY-LAWS



Of

THE NATIONAL GUARD ASSOCIATION

Of

ARIZONA

Revised 05-30-2009

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BY-LAWS OF THE NATIONAL GUARD ASSOCIATION OF ARIZONA

Article I – Name

The name of this corporation shall be the “National Guard Association of Arizona (NGAAZ)” hereinafter referred to as the “Association.”

Article II – Purpose and Objectives

Section 1 Purpose.

The purpose of the Association is to contribute to the preservation and enrichment of our heritage of freedom, democracy, and patriotism. The Association shall strive to foster and improve the Arizona National Guard and the National Guard of the United States, promote the national security of the citizens of our State and the nation, and promote esprit de corps and fellowship through social functions, benefit programs, and other activities for the members of this Association and their families.

Section 2 Objectives

The objectives of the National Guard Association of Arizona are to engage in any and all lawful activities, incidental to the foregoing purpose, except as restricted herein, including the following:

- 1. To represent the Arizona National Guard to all appropriate federal, state and community legislative bodies and agencies to bolster and enhance recruiting, retention and readiness in support of our community, state and national missions.**
- 2. To educate the public on the important roles and missions the Arizona National Guard plays in defense of our communities, state and nation.**
- 3. To bolster the public image of the Arizona National Guard, encourage membership in the Army and Air National Guard, and promote the rights and benefits of present, former, and retired members of the National Guard.**
- 4. To partner with organizations and businesses that want to help foster and improve the Arizona National Guard.**

5. To serve the Arizona National Guard as an “Officer/Warrant Officer Professional Development” organization that assists The Adjutant General in preparing Arizona National Guard Officers and Warrant Officers for future leadership opportunities.

Article III – Powers and Restrictions

Section 1 Powers

The Association shall have all powers necessary, incident or appropriate, to the furtherance of its purpose, including but not limited to:

1. Establishment of qualifications, rights, obligations, suspensions, expulsions, and restorations of membership;
2. Establishment and collection of membership dues;
3. Acceptance of contributions;
4. Acquisition of property, both real and personal, by purchase, gift, devise or lease;
5. Sale, lease or encumbrance of real or personal property or any part or parts thereof, and the conveyance by way of trust, mortgage or otherwise;
6. Execution, performance, cancellation or reversion of contracts of every kind;
7. Investment and reinvestment of funds;
8. The powers of the Association shall be exercised exclusively in the furtherance of exempt purposes within the meaning of <Title 26, Section 501 (c)(19)> of the Internal Revenue Code as now in effect or thereafter amended, and shall include the power to establish insurance programs and retail operations for the benefit of members and their dependents, either directly or through separate trusts, and to render promotional and administrative services with respect to such insurance and retail programs.

Section 2 Restrictions

No part of the net earnings of the Association shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Association shall be authorized to pay reasonable compensation for services rendered. In the event of dissolution, the Association’s assets shall not be distributed to it’s members, directors, officers, or other private persons, but shall be dedicated to one or more exempt purposes as specified in <Title 26, Section 170 (c) (4)> of the Internal Revenue Code as now in effect or hereafter amended.

Article IV – Board of Directors

Section 1 Duties

The Board of Directors, in accordance with the Articles of Incorporation and the By-Laws, shall have control of and be responsible for general management of the affairs and business of the Association. The Board of Directors shall also:

- 1. Consider, modify as required, and approve the annual budget of the Association within 60 days of the Annual Conference. The budget shall cover the period 1 May through 30 April or the period immediately following the Annual Conference through the next Annual Conference.**
 - a. During the budget meeting, the Board shall consider and set State dues for the following year.**
 - b. During the budget meeting, the Board shall consider and establish fees, if required, for any activity or event, including participation in the Annual Conference, contemplated during the budget year.**
- 2. Consider, modify as required, and approve all recommendations presented by standing and special committees.**
- 3. Employ an Executive Director whose tenure, salary and duties shall be contracted, approved by the Board of Directors, and signed by the President.**
- 4. Perform such additional duties and exercise such additional powers as are specifically granted in or required by the By-Laws of the Association.**
- 5. In addition to the provisions of this Section, the Board of Directors shall meet at least quarterly to consider the business of the Association. The President as required may call additional meetings.**
- 6. The members of the Board of Directors are the primary link between the units and the Association and their greatest responsibility is ensuring communication between their unit and the Association is prompt, adequate, and bi-directional.**

Section 2 Tenure

Directors under this article are representatives of the Commander, and as such, selection procedures and tenure are determined at the unit. Directors will be approved annually at each Annual conference by a majority vote of the membership. Directors may be removed from office as prescribed under the provisions of Article V, Section 4.

Section 3 Authorization for Membership

- 1. The officers of this Association who have been elected in accordance with these By-Laws are directors under this Article.**
- 2. Each Arizona Army National Guard Major Commands (MACOMs) shall select one director for every 50 officers authorized within their command. Each Arizona Air National Guard Flying Wing shall select one director for every 50 officers authorized within their Wing. The Joint Forces Headquarters Arizona Army National Guard, Joint Forces Headquarters Arizona Air National Guard and Air National Guard Geographically Separated Units shall select one primary and one alternate director for their respective unit. All delegates shall be members in good standing of the Association. Larger organizations, i.e. MACOMs and Flying Wings may petition the board for additional directors for special circumstances.**
- 3. One Primary and one Alternate Director shall be selected from the Retired Life membership of the Army and Air National Guard.**
- 4. The Executive Director shall be a non-voting member of the Board of Directors.**
- 5. The Adjutant General of the State of Arizona shall be an honorary non-voting member of the Board of Directors.**
- 6. A legal officer from either the Army or Air National Guard shall be appointed by the President as the legal advisor to the Association and shall serve as a non-voting member of the Association.**
- 7. An active member shall be a federally recognized officer or warrant officer of the Arizona National Guard who shall have paid the required Association dues for the current year or required life membership dues. Active members are entitled to all the privileges of the Association.**
- 8. Officers who are new members of the National Guard shall enjoy gratis active membership for the remainder of the current year and the entire next membership year.**
- 9. "Current year" is defined in Article VIII Section 4.**

Section 4 Retired Life Members

All officers, warrant officers, and former officers who formerly served in the Arizona National Guard and who were retired by age, length of service, disability, retired, transferred to the retired reserve, or honorably discharged for a service connected disability shall be eligible for Life Membership in the National Guard Association of Arizona by payment of a one time life membership fee.

Life members are entitled to the privileges of the Association listed in Article IV Section 6 below. Officers and warrant officers who were honorably separated from the Arizona National Guard are also eligible under this section.

Section 5 Associate Members

- 1. Any active or honorably separated or retired officer or warrant officer from any branch or component and not currently a member of the Arizona National Guard, shall be eligible for Associate Membership by payment of associate membership dues. Associate members are entitled to limited privileges within the Association.**
- 2. Officer and Warrant Officer Candidates who are members of the Arizona National Guard shall receive gratis associate membership as long as they remain in candidate status.**
- 3. Associate membership shall be granted to all enlisted or formerly enlisted members of the Arizona National Guard who participate in the Insurance program. Associate members in the Insurance Program are not entitled to other privileges except which may be specifically approved by the Board of Directors.**

Section 6 Honorary Members

The current Governor of the State of Arizona shall be an Honorary Member of this Association. Spouses of deceased members of the Arizona National Guard or of deceased life members of the Association shall also be Honorary Members. The Board of Directors may grant Honorary Membership to other persons in appreciation for special contributions to the Association. Honorary Membership shall not require payment of dues.

Section 7 Benefactor/Corporate Membership

Upon application, payment of a prescribed amount and with the approval of the Board of Directors, any person or organization may be issued a Benefactor/Corporate Membership. The Board of Directors shall determine terms, conditions, and benefits.

Section 8 Privileges of Membership

All categories of membership shall be entitled to full participation in the activities and programs of this Association with the following exceptions:

- 1. Retired Life Members are eligible to:**
 - a. Hold office in the Association as Vice President Retired Representative;**
 - b. Hold chairmanship of a standing committee or special committee;**
 - c. Be selected as a delegate to any Annual conference;**
 - d. Hold the right to vote at business meetings.**
- 2. Additional privileges may be extended to other individuals or categories of membership subject to approval by the Board of Directors.**

Section 9 Rejection and Expulsion

The Board of Directors of the Association may, by majority vote, and the return of any current dues, reject any applicant for membership. Any current member of any membership category may be expelled by a majority vote of the Board of Directors after allowing the individual a reasonable amount of time to present evidence on his or her behalf. Expelled members may petition the Board of Directors to re-join the Association subject to a majority vote of all members of the Board of Directors for approval.

Article V – Membership Meetings

Section 1 Annual Membership Meeting

A business meeting of the membership of the Association shall be conducted annually over a non-holiday weekend. The meeting shall be conducted in the State of Arizona and convened in varied locations throughout the State where there is a National Guard presence, with consideration to meeting National Guard Association of the United States (NGAUS) deadlines for resolutions, ensure adequate space for convention participants and to ensure costs related to the meeting is consider in the date and location choice.

Section 2 Special Membership Meetings

The Board of Directors may call a special meeting of the membership of this Association upon 30 days written notice indicating the purpose, time, and place.

Section 3 Quorum

Due to the large geographic area of our membership and for the purpose of establishing a quorum for our membership meetings and special meetings, the Association will not require a majority of membership be present to establish a quorum. Actions requiring a vote of the membership to approve will be voice vote of those members in attendance at the meeting, with a majority of votes required for passage. If a clear majority can not be ascertained via voice vote, the Parliamentarian will call for a hand vote, with a majority required for passage.

Section 4 Agenda and Rules

The programs for membership meetings shall be arranged by the President and shall, in so far as practical, follow Robert's Rules of Order. The President shall also appoint a meeting Parliamentarian who shall rule on questions of procedure.

Article VI – Officers

Section 1 Officers

The Officers of the Association, all of whom shall be non-salaried, shall be:

- 1. President, elected by the membership;**
- 2. Vice President Army, elected by the membership;**
- 3. Vice President Air, elected by the membership;**
- 4. Vice President Warrant Officer, elected by the membership;**
- 5. Vice President Retired Representative, elected by the membership;**
- 6. Immediate Past President;**
- 7. Secretary, elected by the membership;**
- 8. Treasurer, elected by the membership;**
- 9. Company Grade Representative Army, elected by the membership;**
- 10. Company Grade Representative Air, elected by the membership.**

Section 2 Qualifications

1. Officers of the Association, with the exception on Vice President Retired Representative, shall be Active Arizona National Guard Officers and/or Warrant Officer Members of the Association. The Vice President Retired Representative shall be a Retired Life Member of the Association. Other categories of membership are not eligible to hold office within the Association except as allowed under Article IV Section 8.

2. The President shall be an Active Arizona National Guard Officer and/or Warrant Officer member of the Association in good standing and consideration should be given to ensure both Army and Air National Guard Officers and/or Warrant Officers have equal opportunity to serve in this position.

Section 3 Tenure

All elected officers shall be installed in office at the Annual Conference by which they were elected. They shall be elected for a term of 2 years, except that the Board of Directors shall re-affirm their second year within 60 days immediately preceding the Annual Conference by simple majority of the Board of Directors. If any or all are not re-affirmed, the Immediate Past President shall immediately prepare a slate of candidate(s) to complete the unfilled term of the officer(s). The slate shall be presented to the Membership for approval at the next scheduled Annual Conference.

Section 4 Termination of Tenure

Any officer may be removed from office with or without cause by a two-thirds vote of the Board of Directors except as prescribed in Section 3 above. Any officer may be removed with or without cause by a majority vote of the membership of the Association at any meeting with a quorum of members present. Resignations shall be submitted in writing to the Board of Directors.

Section 5 Duties and Powers

1. President

a. The President shall be the chief executive of the Association and is charged with providing direction for the general affairs and business of the Association. To the extent possible, the office of President should normally alternate terms between the Army National Guard and Air National Guard.

b. The President shall call for and preside at all membership meetings, special meetings, and meetings of the Board of Directors.

c. The President shall prepare and provide an Annual Report of the activities of the Association to the Membership at the Annual Conference.

d. The President shall issue the call for the Annual Conference and for Special Conferences if required. The President shall also appoint special staff officers (Chaplain, Parliamentarian, Sergeant-at-Arms, etc.) as required incidental to the Conference(s).

e. The President shall convene at least quarterly, and more often if required, meetings of the Board of Directors to conduct the business of the Association. In addition, the President shall ensure that a meeting of the Board of Directors is convened within 60 days prior to the Annual Conference, Chaired by the Immediate Past President, to re-affirm officers as required under Section 3 above.

f. The President shall perform and be responsible for other duties as may be prescribed by the Board of Directors or the Membership of the Association.

2. Vice President Army, Vice President Air, Vice President Warrant Officer and Vice President Retired Representative

a. The Vice Presidents shall assist the President in the performance of duties as prescribed in paragraph 1 above.

b. The Vice Presidents shall chair at least one of the Association Committees and shall perform other duties as may be prescribed by the President and/or the Board of Directors.

3. Immediate Past President

a. The Immediate Past President shall normally serve a term of 2 years.

b. The Immediate Past President shall chair the Nomination Committee and shall perform other duties as may be prescribed by the President or the Board of Directors.

c. If a duly elected President must vacate the office for any reason, the Immediate Past President will assume the position of President until such time as a slate of candidates can be presented to the Board of Directors for approval to serve the remainder of the President's term . The new President will be submitted to the membership for approval at the next scheduled membership meeting, if the new tenure extends past the current year.

4. Secretary

- a. The Secretary is the recording officer of the Association and shall be responsible for maintaining the minutes of all membership and special membership meetings and meetings of the Board of Directors. Minutes shall be maintained and stored on computer disc or similar media, as well as paper file, allowing for ready access if required. Minutes of each meeting shall be electronically available within 2 weeks of the meeting and a paper copy shall be available at the Association Office.**
- b. The Secretary shall maintain a current copy of the by-laws with all amendments. The Secretary will also ensure that membership records are summarized and stored as well as other business records as required by the Executive Committee.**
- c. The Secretary shall ensure all records for which he or she is responsible are complete and either passed on to the succeeding Secretary or stored appropriately at the Association Headquarters at the conclusion of his or her term.**

5. Treasurer

- a. The Treasurer is the principle financial officer of the Association and shall be responsible for financial oversight of all business transactions, operations, investments, and all other financial instruments and accounts.**
- b. The Treasurer, as the vice chair of the Finance Committee, shall be responsible for preparation of the annual budget and financial report to be approved by the Board of Directors during the budget meeting and then presented to the membership during the Annual Conference.**
- c. The Treasurer shall ensure all tax reports are completed and submitted as required by law.**
- d. The Treasurer shall review the financial condition of the Association at least annually. He or she shall also recommend to the Board of Directors whether an annual audit be conducted, and if so, the level audit required and the fixed cost of the recommended audit.**
- e. The Treasurer shall ensure that appropriate financial records are complete and stored as required by law at the Association's office.**

6. Company Grade Officer Army and Company Grade Officer Air

a. Each service component of the Arizona National Guard shall be represented by a Company Grade Officer Representative that will specifically work as an officer of the Association in representing the challenges and issues of company grade officers. Additionally, the Company Grade Officer Army and Company Grade Officer Air shall assist the President in the performance of duties as prescribed in paragraph 1 above.

c. The Company Grade Officer Army and Company Grade Officer Air shall chair at least one of the Association Committees/Sub-committees and shall perform other duties as may be prescribed by the President and/or the Board of Directors.

Article VII Committees

Section 1 General

The President shall, at or before the first regular Directors meeting following the annual State convention, organize or appoint a chair to the Standing and Special Committees. Chairs are normally Officers and/or Members of the Board of Directors, with exceptions approved by the Board of Directors.

Committee chairs shall form their committees and present them to the President for approval prior to concluding the first regular meeting. Members determined from Article IV Section 1, Article IV Section 4, and Article IV Section 5 of these By-Laws and exceptions approved by the Board of Directors may participate on committees.

Section 2 Legislative Actions Committee

1. The President shall select the chair of the Legislative Actions Committee. The Immediate Past President shall act as vice chair. The Legislative Actions Committee shall be responsible for issues relative to Federal and State Legislative activities.

2. The Legislative Actions Committee represents the primary objective of the Association. All other committees and activities exist to either directly or indirectly support the operations and actions of the Legislative Actions Committee.

- a. **Federal Legislative Actions shall focus on issues and actions concerning the Arizona National Guard that require action at the federal or national level. Resolutions submitted by our membership, industry, or a national process, which may affect the interests of the US Armed Forces, the National Guard, or the National Guard Association, shall first be reviewed by this subcommittee.**
 - b. **State Legislative Actions shall focus on issues and actions concerning the Arizona National Guard that require action at the State legislature or Headquarters, STARC. This subcommittee shall first review resolutions and issues submitted by our membership, industry, or any member of the National Guard Community, which may affect the interests of the National Guard or the National Guard Association.**
3. **The Legislative Actions Committee shall have responsibility for preparing and presenting the legislative action plan to the Board of Directors for approval. The plan shall be reviewed and modified annually with proposals for change presented to the Board of Directors for approval. Any proposal presented to the Board of Directors for approval shall also include a cost analysis.**
4. **The Legislative Actions Committee shall review all resolutions and actions and present them to the Board of Directors for approval prior to presenting them to the Membership for formal approval at the annual State convention. The Legislative Actions Committee will then process and forward approved resolutions as required.**
5. **The Board of Directors may retain a lobbyist.**
6. **The Legislative Actions Committee shall oversee the actions and activities of the lobbyist. A recommendation for a lobbyist must include a financial plan, which includes, but is not limited to salary, if any, expenses, registration fees, and other financial considerations.**

Section 3 Finance Committee

1. **The Finance Committee shall be chaired by the President Elect/Vice President and the Treasurer shall act as vice chair. The Finance Committee shall have four sub-committees: Membership Sub-Committee, Insurance Sub-Committee, Business Sub-Committee, and Vender Support Sub-Committee. Chairs of the sub-committees shall be selected by the Finance Committee chair and vice chair and approved by the President.**

2. The Finance Committee shall have responsibility for preparing and presenting the annual budget to the Board of Directors for approval. The Committee shall consider a cost analysis for all programs presented by the Board of Directors for the new budget year (commencing immediately after the annual conference) and compare them with forecast funding. The Finance Committee shall present their findings to the Board of Directors during the budget meeting for approval, modification, and prioritization.

3. The four subcommittees represent the four primary financial sources for the Association. Each sub-committee shall have responsibility for management of their respective program, which shall include, but not be limited to, forecasting annual revenue, annual operating costs, and programs to create growth.

a. Membership Sub-Committee

The Membership Sub-committee shall have responsibility to manage and coordinate the annual membership program. Responsibilities shall include, but not be limited to, estimating annual revenues generated, forecasting the annual operational costs, and developing, recommending, and implementing programs for increasing membership to at or above NGAUS goals. New programs recommended shall include a cost analysis and shall be reviewed by the Finance Committee prior to presentation to the Board of Directors for approval.

b. Insurance Sub-Committee

The Insurance Sub-Committee shall have responsibility to manage and coordinate the insurance program. Responsibilities shall include, but not limited to, estimating annual revenues generated, forecasting annual operational costs, and developing, recommending, and implementing programs to increase market penetration. New programs recommended shall include a cost analysis and shall be reviewed by the Finance Committee prior to presentation to the Board of Directors for approval.

c. Business Sub-Committee

The Business Sub-Committee shall have responsibility to manage and coordinate all other business activities to include the Military Sales Store, all investments of any type that are created to generate revenues, and any other business related activity that may be approved by the Board of Directors from time to time. Responsibilities shall include, but not limited to, estimating annual revenues generated, forecasting annual operational costs, and developing, recommending, and implementing programs to increase revenues. New programs recommended shall include a cost analysis and shall be reviewed by the Finance Committee prior to presentation to the Board of Directors for approval.

d. Vender Support Sub-Committee

The Vendor Support Sub-Committee shall have as vice chair, the Annual conference chair. The Vendor Support Sub-Committee shall have responsibility to coordinate and manage all activities and actions with our vendor friends in industry relating to, but not limited to, sponsorships, fund raising, advertising, and other activities as directed by the Board of Directors. Additionally, responsibilities include estimating annual revenues generated, forecasting annual operational costs, and developing, recommending, and implementing programs to increase revenues. New programs recommended shall include a cost analysis and shall be reviewed by the Finance Committee prior to presentation to the Board of Directors for approval.

Section 4 By-Laws Committee

- 1. The President shall appoint the chair of the By-Laws Committee.**
- 2. The By-Laws Committee shall annually review the Articles of Incorporation and the by-laws, articles, and amendments of the Association for any revisions or modifications that may be necessary and present their recommendations to the Board of Directors for approval. For significant changes, the President or the Board of Directors may defer approval to the Membership at the Annual conference.**
- 3. The By-Laws Committee shall assist the Parliamentarian at each annual conference or special conference in properly conducting the business session.**
- 4. The By-Laws Committee shall ensure that an accurate and current copy of the By-Laws and the Articles of Incorporation are maintained at the Association headquarters, both electronically and on hard copy.**
- 5. By-Laws may not be amended so as to conflict with the Articles of Incorporation.**

Section 5 Nominations Committee

- 1. The Nominations Committee shall be chaired by the Immediate Past President.**
- 2. The Nominations Committee shall prepare a slate of officers consisting of the name of at least one eligible member of the Association for each office-requiring fill during the Annual Conference. The Committee shall ensure that all eligible members are provided an opportunity to run for any vacant office except as may be prescribed in Article VI Section 2. The Board of Directors shall review the Nominations Committee slate prior to presentation at the Annual Conference. The Association Membership shall approve the slate of officers.**

3. Under the direction of the Immediate Past President, the Nominations Committee shall prepare recommendations for vacant offices occurring from resignations or other reasons not covered under paragraph 2 above. Except as may be prescribed in Article VI Section 2, the Board of Directors shall approve filling of all vacant offices for the remaining term, or until such time as the membership can approve at the next scheduled membership meeting.

Section 6 Annual Conference Committee

1. The Chair of the Annual Conference Committee shall be appointed by the President.

2. The Annual Conference Committee shall, with close coordination of the President, be responsible to plan and conduct the forthcoming annual conference. Responsibilities include, but are not limited to, fund raising and sponsorship, registration, program, guest speakers, direct hotel coordination, activities including golf or other tournaments, spouse events, and invitations. The Annual Conference Committee shall closely work with the Finance Committee to ensure costs do not exceed budget projections.

3. The Annual Conference Committee shall recommend future annual conference sites to the Board of Directors. After coordination with the Finance Committee, the President shall be the signatory on all contracts under this section.

Section 7 Public Relations Committee

1. The Chair of the Public Relations Committee shall be appointed by the President.

2. The Public Relations Committee shall be responsible for designing, publishing, and distribution of periodic newsletters and other similar publications. The Public Relations Committee shall closely coordinate with the Annual Conference Committee, the Finance Committee, and the Legislative Actions Committee to ensure efficiency and prevent duplications. The Public Relations Committee shall provide cost analysis with proposed projects to ensure budget limits are not exceeded. Proposed projects shall be presented to the Board of Directors for approval.

Section 8 Scholarship Committee

1. The Chair of the Scholarship Committee shall be appointed by the President.

2. The Scholarship Committee is responsible to advertise for and select candidates for the National Guard Association of Arizona Scholarship. The Committee will closely coordinate with the Finance Committee to consider the cost of currently active scholarships when proposing new scholarships. New scholarships, if any, shall be proposed to the Board of Directors as prescribed under the provisions of *Section 3.b.* above.

3. The Scholarship Committee shall provide recommendations for scholarship recipients to the Board of Directors for approval.

Section 9 Awards Committee

1. The chair of the awards committee shall be appointed by the President.

2. The Awards Committee shall, with guidance from the Board of Directors and other sources as may be appropriate, recommend various awards consistent with the purpose and objectives of the Association. The Awards Committee shall recommend policies and procedures for the selection of appropriate recipients for NGA AZ as well as NGA US awards. Except as may be coordinated with the National Guards of Air and Army, the Awards Committee will avoid duplicate awards.

3. The Awards Committee shall, by direction of the President, be responsible for awards or gifts presented to guests invited to participate at conventions or meetings.

4. All recommendations for awards will be presented with a cost analysis. All awards, except as in *subparagraph c.* above, will be approved by the Board of Directors.

Section 10 Special Committees

The President may appoint such further committees as needed to carry out the purposes and activities of the Association. Duties, authority, and tenure of committees created under this paragraph shall be recorded by the Secretary.

Article VIII Fiscal Operations

Section 1 Fiscal Year

The Fiscal Year of this Association shall commence on 1 April and end on 31 March of the following year.

Section 2 Funds

1. Funds of the Association shall be deposited in the name of the Association in a bank or banks, or similar institution as approved by the Board of Directors.

2. Funds of the Association may be expended without further authority from the Board of Directors when expended in support of the approved annual budget.

3. Bills, claims, or expenditures of the Association shall be certified by the President or Executive Director and paid by funds from the Association and executed by the Executive Director.

Section 3 Bonds

The Board of Directors may, by majority vote, require bonding of any officer, member, or employee. The Association may pay for such bonding if approved by the Board of Directors.

Section 4 Dues

Annual State membership dues will be reviewed and approved by the Board of Directors as prescribed in Error! Reference source not found.. Membership dues cover the period 1 January through 31 December. State and National dues shall be collected simultaneously.

Section 5 Assessments and Fees

Assessments and fees shall be approved by the Board of Directors as prescribed in Error! Reference source not found. and are due and payable as required by same.

Article IX National Guard Association of the United States

Section 1 Representation

The National Guard Association of Arizona is a member of the National Guard Association of the United States and shall be represented at all annual and special meetings as appropriate. Delegates authorized to attend and vote at the National Annual conference are determined by the number of current (dues paid) members from the National Guard Association of Arizona. The President shall approve the slate of Delegates to attend the National Annual conference.

Section 2 Expenses

Delegate registrations shall be paid by the Association. Delegates may be further reimbursed for conference expenses at the discretion of the Board of Directors. The Finance Committee shall consider conference expenses during the annual budget meeting.

Article X Mobilization

Should a State or National emergency occur resulting in mobilization of two-thirds of the membership of the Association such that they are unable to participate in the management of the Association, the Board of Directors (those remaining) shall meet in Special Session as soon as possible. The Board of Directors shall elect from three to seven trustees who shall to the extent possible preserve the assets of the Association until demobilization or normal management as prescribed in the By-Laws can resume.

Additionally, if the Board of Directors determines that mass mobilization is eminent, they shall also have the authority under this Article to convene a Special Session to elect trustees as above.

Article XI Amendments

Section 1 General

The Articles of Incorporation and the By-Laws of the Association may be amended by the Board of Directors under the provisions of Article VII Section 4 as well as by the Membership.

Section 2 By Membership

1. The Articles of Incorporation and the By-Laws of the Association may be amended at an Annual Conference or Special Conference of the Association by a majority vote of the Membership where a quorum is present. Amendments under this section must be submitted in writing to the President ninety (90) days prior to the convening of the Annual Conference or Special Conference. The By-Laws Committee shall render a report on the proposal with a recommendation to the Membership at such conference.

2. The Articles of Incorporation and the By-Laws of the Association may be amended at an Annual Conference or Special Conference of the Association by a unanimous vote of the Membership, where a quorum is present, without prior notice or action by the Board of Directors.

Article XII Full Time Staffing

Section 1 Executive Director

1. The Board of Directors shall employ an Executive Director as prescribed in Error! Reference source not found..

The Executive Director shall be contracted for a term not to exceed three years with salary as approved by the Board of Directors. The Executive Director may be re-contracted for succeeding terms.

2. The Executive Director works directly for the President and is the business manager of the Association. He or she is also the principle advisor to the Finance Committee. The Executive Director advises and assists the Officers, Committees, and Members of the Association. Duties also include, but are not limited to:

- a. Management of full-time employees working for the Association, including employment and termination within the limits of the approved annual budget.**
- b. Assists in the preparation and presentation of the annual budget as required by the Finance Committee.**
- c. Management of the day-to-day business operations of the Association including, but not limited to, membership operations, insurance program operations, sales store operations, and other activities as directed by the President.**
- d. Ensure appropriate financial records are maintained on Association business as required by law and to retain professional services if warranted and as approved by the Board of Directors.**
- e. Incur and authorize such incidental expenses as may be necessary in the management and operations of the affairs of the Association, its members, and its employees.**
- f. Provide an appropriate location for the maintenance and storage of Association records as required and provide access to same when requested.**
- g. Represent the National Guard Association of Arizona from time to time or as directed by the President.**
- h. Perform other duties and functions as may be assigned by the President or as approved by the Board of Directors.**