

# **NATIONAL GUARD ASSOCIATION OF RHODE ISLAND CONSTITUTION & BY-LAWS**

## **CONSTITUTION**

### **ARTICLE I**

#### **NAME**

The name of this Association is the "National Guard Association of Rhode Island" hereinafter referred to as the Association, and incorporated under chapter 7-6 General Laws of Rhode Island as NGARI, Inc.

### **ARTICLE II**

#### **PURPOSE AND POWERS**

1. Purposes. The purposes of the National Guard Association of Rhode Island are:
  - a. to promote and improve adequate state and national security; and
  - b. to foster and improve:
    - (1) the Rhode Island Army and Air National Guard; and
    - (2) the Army National Guard of the United States and the Air National Guard of the United States as components of the Armed Forces of the United States.
2. Powers. The Association has all powers necessary, incident or appropriate to the furtherance of its purposes, including but not limited to:
  - a. a receipt and collection of dues;
  - b. acceptance of contributions;
  - c. acquisition of property, both real and personal, by purchase, gift, devise or lease;
  - d. investment and reinvestment of funds;

e. sale, lease or encumbrance of real or personal property or any part or parts thereof, and the conveyance by way of deed, trust, mortgage or otherwise;

f. execution, performance, cancellation or rescinding of contracts of every kind, and;

g. The powers of the Association shall be exercised exclusively in furtherance of exempt purposes within the meaning of Section 501 (c)(19) of the Internal Revenue Code of 1954 as now in effect or hereafter amended, and shall include the power to establish insurance programs for the benefit of members and their dependents and members and retired members of the National Guard and their dependents, either directly or through separate trusts, and to render promotional and administrative services with respect to such insurance programs.

### 3. Restrictions on the Disposition of Assets

No part of the net earnings of the Association shall insure 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 its members, directors, officers, or other private persons, but shall be dedicated to one or more exempt purposes as specified in Section 170 (c)(4) of the Internal Revenue Code of 1954 as now in effect or hereafter amended.

## **ARTICLE III**

### **MEMBERSHIP**

1. Classes. Upon application, acceptance by the Association, and payment of the prescribed dues, the Association will issue the following classes of members:

a. **Annual.** An annual membership may be issued to:

(1) A Federally recognized commissioned officer or warrant officer active or inactive, of the Army National Guard or Air National Guard of Rhode Island.

(2) A person who formally served in a Federally recognized statutes as a commissioned officer or warrant officer of the Army National Guard or Air National Guard and whose separation there from was under honorable conditions.

b. **Life.** A person who is qualified to be an annual member may be issued a life membership.

c. **Retired Life.** A person who was formally qualified to be an annual member and who has been separated by retirement under honorable conditions, may be issued a retired life membership.

d. **Associate.** Any other person, recommended by a member of the Association, who is interested in and dedicated to the purposes of the Association may be issued an annual associate membership.

e. **Life Associate.** Those qualified and accepted as set forth in (d) above upon the payment of the prescribed life associate dues may be issued life associate membership.

f. **Corporate Associate.** Any company, firm, organization or corporation upon application and approval of the Executive Council and payment to an annual corporate membership fee may be issued a certificate of corporate membership. Neither corporate members nor the "employer" may vote or participate in benefits available to this association unless they become by their individual right an annual or life member.

g. **Honorary.** The Executive Council may by majority vote confer honorary membership upon:

(1) the Governor of Rhode Island; or

(2) any person who has rendered the Association or the Rhode Island Army National Guard or the Rhode Island Air National Guard service meriting recognition.

### 3. Privileges.

a. Any member of the Association may, subject to the order of business, be recognized by the presiding officer at any General or Special meeting of the Association.

b. A member of the Association, other than an Associate, Corporate Associate, or an honorary member may be:

(1) An officer of the Association

(2) A member of the Executive Council

(3) A delegate to any General Conference or Special Conference of the NGAUS, and

(4) A member of a Special Committee

### 4. Rejection and Termination

a. The Executive Council of the Association may, by majority vote and the return of any current dues:

(1) reject any applicant for membership; or

(2) after extending to the member concerned a reasonable opportunity to present evidence in his behalf, terminate any member for any cause deemed sufficient to the Executive Council.

b. Membership is automatically terminated by:

(1) death;

(2) resignation; or

(3) refusal to pay prescribed dues or an assessment.

c. An annual membership terminates at 2400 hours on 31 December each year.

## **ARTICLE IV**

### **OFFICERS**

1. Titles. The officers of the Association, at least one of which is an Army or Air National Guard Officer; are:

a. A President;

b. A First Vice-President;

c. A Second Vice-President;

d. A Secretary;

e. A Treasurer; and

f. The Immediate Past President.

2. Qualifications. Any officer of the Association shall be an annual, life, or retired life member of the Association.

## **ARTICLE V**

### **EXECUTIVE COUNCIL**

There is an Executive Council of the Association consisting of:

a. the officers of the Association;

b. one member who is a Federally recognized commissioned officer or warrant officer of the Army National Guard or Air National Guard of Rhode Island in an active status;

- c. two members, one Army National Guard and one Air National Guard, both of whom formerly held recognized commissioned officer or warrant officer status in the National Guard of any state; and
- d. one Army and one Air National Guard Company Grade Officer from the membership at large.

## **ARTICLE VI**

### **COMMITTEES**

1. Standing Committees. Standing Committees of the Association are:
  - a. Committee on Legislation;
  - b. Committee on Army Affairs;
  - c. Committee on Air Affairs;
  - d. Committee on Constitution and By-Laws;
  - e. Committee on Resolutions;
  - f. Committee on Time and Place;
  - g. Committee on Annual Dinner and Business Meeting;
  - h. Committee on Finance Audits;
2. Special Committees. Special Committees of the Association are authorized.

## **ARTICLE VII**

### **OFFICERS**

1. Duties and Powers.
  - a. ***President.***
    - (1) The President is:
      - (a) the presiding officer at each Annual Meeting and Special Meeting of the Association;
      - (b) a member of the Executive Council and chairman thereof, and;

(c) a member ex-officio of all committees;

(2) The President shall:

(a) hold office for one (1) year and until his/her successor is elected and qualified;

(b) direct the affairs of the Association in accordance with the policies adopted at the Annual Meeting or a Special Meeting of the Association;

(c) appoint members to all Standing Committees, and designate the chairman and vice-chairman of each;

(d) maintain liaison with the Adjutant General of the State of Rhode Island;

(e) make necessary arrangements for each meeting;

(f) convene the Executive Council as desired;

(g) render an annual report to the Association;

(h) develop the annual budget for the Association for presentation to the Committee on Finance and Audits; and

(I) perform such other duties as may be required of his/her office by the Constitution and By-Laws of the Association.

(3) The President may:

(a) incur such incidental expenses as may be necessary in the direction and operation of the affairs of the Association;

(b) appoint a Chaplain;

(c) assign duties to the officers and members;

(d) convene a Special Meeting of the Association, and;

(e) appoint Special Committees as he/she deems necessary and designate the Chairman and Vice-Chairman thereof.

b. ***First Vice-President.***

(1) The First Vice-President is a member of the Executive Council and shall;

(a) be of opposite branch of service of the President;

- (b) hold office for one (1) year and until his/her successor is elected and qualified;
- (c) perform the duties of the President during the absence or incapacity of that officer, and;
- (d) assume the office, title, and prerequisites of President in the event of termination, resignation, or removal from office of that officer, and serve the unexpired period of tenure in office or until his/her successor is qualified; and
- (e) succeed to the office of President at the beginning of the Fiscal Year next succeeding the election to the office of First Vice-President.

c. ***Second Vice-President.***

- (1) Second Vice-President is a member of the Executive Council and shall;
  - (a) be of the opposite branch of service of the First Vice-President;
  - (b) hold office for one (1) year and until his/her successor is elected and qualified;
  - (c) perform the duties of the First Vice-President during the absence or incapacity of that officer; and
  - (d) succeed to the office of the First Vice-President at the beginning of the Fiscal Year next succeeding the election to that office of Second Vice-President.

d. ***Secretary.***

- (1) The Secretary is:
  - (a) the recording officer of the Association;
  - (b) responsible for the records of the Association; and
  - (c) a member of the Executive Council.
- (2) The Secretary shall:
  - (a) hold office for two (2) years and until his/her successor is elected and qualified;
  - (b) perform such duties as may be assigned by the President or as required by the Constitution and By-Laws of the Association;
  - (c) render an annual report to the Association; and

(d) maintain liaison with the Office of The Adjutant General in order to have a current roster of all officers and warrant officers of the Rhode Island National Guard; and

(e) provide the Treasurer with information pertaining to the change in status of any member and the appointment of new officers to the Rhode Island National Guard.

e. ***Treasurer.***

(1) The Treasurer is:

(a) the custodian of all funds of the Association; and

(b) a member of the Executive Council.

(2) The Treasurer shall:

(a) hold office for two (2) years and until his/her successor is elected and qualified;

(b) collect and receipt for all dues of the National Guard Association of Rhode Island;

(c) collect, receipt for, and forward all dues of the National Guard Association of the United States;

(d) perform such duties as may be assigned him/her by the President or as required by the Constitution and By-Laws of the Association;

(e) render an annual report to the Association; and

(f) be bonded in a sum to be designated by the Committee on Finance and Audit.

2. Election. The President and First Vice-President and Second Vice-President shall be elected for a term of one year by majority vote at the Annual Meeting of the Association. The Secretary and Treasurer shall hold office for a term of two years, but their terms shall be staggered, so that the Secretary shall be elected in even numbered years, and the Treasurer shall be elected in odd numbered years, by majority vote at the Annual Meeting of the Association in those years.

3. Tenure. Unless terminated or removed from office as provided in these By-Laws.

a. the President, First Vice-President, Second Vice-President, Secretary and the Treasurer of the Association shall:

(1) be installed in office at the Annual Meeting as elected at the Annual Meeting of the Association;

(2) hold office for a term of one year in the cases of the President, First Vice-President, and Second Vice-President and two years in the cases of the Secretary and Treasurer or until a successor in office is duly qualified.

#### 4. Termination and Removal.

a. Tenure in office is terminated by:

(1) death; or

(2) resignation.

b. An officer may be removed from office by a two-thirds vote of the Executive Council;

(1) when it is determined that an officer is unable to fulfill the duties of his office due to war, national emergency, or physical or mental disability;

(2) for inefficiency;

(3) for conduct detrimental to the Association; or

(4) for other sufficient cause in the discretion of said Executive Council.

### **ARTICLE VIII**

#### **EXECUTIVE COUNCIL**

##### 1. Duties and Powers.

a. The Executive Council shall:

(1) act as the governing body of the Association in accordance with the policies adopted at an Annual or Special Meeting of the Association;

(2) fix the time and place of the Annual Meeting when the previous Annual Meeting fails to fix the time and place for the succeeding Annual Meeting; or an Annual Meeting cannot be, for any reason, convened at the time and place fixed there for.

(3) in the event of a vacancy on the Executive Council resulting from the termination or removal of a member thereof, other than an officer of the Association, elect thereto, by majority vote, a member of the Association, to serve

the unexpired period of tenure, being restricted to elect a member of the same branch of service as the member being replaced;

(4) in the event of a vacancy in the office of the First Vice-President, Second Vice-President, Secretary, or Treasurer of the Association resulting from the termination or removal thereof, or the assumption of the office of President by the First Vice-President, elect, by majority vote, a successor to the vacant office to serve the unexpired period of tenure;

(5) consider the annual budget for the Association as recommended to it by the Committee on Finance; revise, amend or modify, within the limitations of the annual income of the Association from the collection of dues, and receipt of other funds which may become available;

(6) Convene: (a) at the call of the President of the Association; or (b) upon written demand signed by a majority of the members thereof, and communicated to each member of the Executive Council, (c) only if a quorum is present;

(7) issue the call for a scheduled Annual or Special Meeting of the Association in the event the President of the Association fails or refuses to do so; and

(8) in the event of a situation affecting the welfare of the Rhode Island National Guard, and when either time or circumstances preclude the calling of a Special Meeting, meet and by majority vote, decide the course of action to be taken.

b. The Executive Council may:

(1) order an audit of records and finances of the Association in addition to the annual audit;

(2) by majority vote, convene a Special Meeting and fix the time and place of such meeting;

(3) by majority vote, and in accordance with Section 4, Article III terminate the membership of any member of the Association;

(4) remove from office any officer of the Association in accordance with Section 4, Article VII.

## 2. Election.

a. Officers of the Association are members of the Executive Council by virtue of election to an office of the Association as provided in the Constitution of the Association.

b. Other members of the Executive Council will be elected by a majority vote at an Annual or Special Meeting.

3. Tenure. Unless terminated or removed there from as provided in these By-Laws, members of the Executive Council shall be installed at the Annual Meeting.

## **ARTICLE IX**

### **STANDING COMMITTEES**

The composition and duties of the Standing Committees are prescribed as follows:

a. **Committee on Legislation.** The Committee on Legislation consists of a minimum of three members of the Association appointed by the President to serve at his/her pleasure with an equal number to be selected from the Army National Guard and from the Air National Guard. The Committee on Legislation shall:

- (1) prepare, request the introduction of, and support legislation required to implement the policies of the Association;
- (2) provide members and committees of the General Assembly of the Rhode Island Legislature with information regarding the Army and Air National Guard;
- (3) monitor and oppose legislation detrimental to the purpose of the Association;
- (4) develop and recommend to the Executive Council the legislative policy of the Association; and
- (5) render an annual report to the Association.

b. **Committee on Army Affairs.** The Committee on Army Affairs consists of not less than three (3) nor more than five (5) Army National Guard members of the Association appointed by the President to serve at his/her pleasure. The Committee on Army Affairs shall:

- (1) advise the Executive Council on all matters pertaining to the Army National Guard;
- (2) recommend to the Executive Council policies which will increase the efficiency and promote the welfare of the Army National Guard;
- (3) promote a general understanding between officers of the Air and Army National Guard; and
- (4) render an annual report to the Association.

c. **Committee on Air Affairs.** The Committee on Air Affairs consists of not less than three (3) nor more than five (5) Air National Guard members of the Association

appointed by the President to serve at his/her pleasure. The Committee on Air Affairs shall:

- (1) advise the Executive Council on all matters pertaining to the Air National Guard;
- (2) recommend to the Executive Council policies which will increase the efficiency and promote the welfare of the Air National Guard;
- (3) promote a general understanding between officers of the Army and Air National Guard; and
- (4) render an annual report to the Association.

d. **Committee on Constitution and By-Laws.** The Committee on Constitution and By-Laws consists of two (2) members of the Association appointed by the President to serve at his/her pleasure. One (1) member will be an Army National Guard officer, one (1) will be an Air National Guard officer and one of the two will be a member of the Bar of Rhode Island. The Committee on Constitution and By-Laws shall:

- (1) study the Constitution and By-Laws of the Association with a view towards their improvement; and
- (2) draft proposed changes thereto and recommend their adoption.

e. **Committee on Resolutions.** The Committee on Resolutions consists of four (4) members of the Association, with an equal number being Army and Air National Guard officers, appointed by the President of the Association to serve at his/her pleasure. The Committee on Resolutions shall:

- (1) consider each resolution referred thereto and may revise, amend, or modify it as desired. Each resolution shall be:
  - (a) recommended for adoption; or
  - (b) rejected.
- (2) elect a Chairman who will:
  - (a) convene the committee as desired; and
  - (b) report to the Annual or Special Meeting those Resolutions which the Committee recommends for adoption.

f. **Committee on Time and Place.** The Committee on Time and Place consists of a minimum of two (2) officers selected by the President of the Association, one (1)

member being an Army National Guard officer and one (1) being an Air National Guard officer. The Committee on Time and Place shall recommend to the Executive Council the time and place for the following Annual General Meeting, the recommendation to be submitted no later than six months following the last Annual General Meeting.

g. **Committee on Annual Dinner Dance.** The Committee on Annual Dinner Dance consists of a Chairman and a minimum of three (3) members of the Association appointed by the President to plan an Annual Dinner Dance for the Association. The Chairman will appoint additional subcommittees as required. The plan will be submitted to the Executive Council for approval.

h. **Committee on Finance.**

(1) The Committee on Finance consists of three (3) members of the Association appointed, as hereinafter provided, by the President, and is composed of:

- (a) one (1) Army National Guard member;
- (b) one (1) Air National Guard member; and
- (c) one (1) member without regard to service.

(2) The Committee on Finance shall:

- (a) accept, in the name of the Association, donations and bequests;
- (b) assist the President prepare the annual budget of the association, and recommend its adoption by the Executive Council;
- (c) consider requests for extraordinary or unforeseen expenditures not provided for in the annual budget, and if deemed warranted, recommend the expenditure to the Executive Council, as an addendum to the annual budget; and
- (d) assist the President prepare an annual report of budget execution to be provided to the Executive Council at a meeting within ninety (90) days after the close of the Association's Fiscal Year.

I. **Committee on Audits.**

(1) The Committee on Audits will consist of one member of the Association appointed by the President from the membership of the Association, without regard to service element.

(2) The Committee of Audit shall:

(a) semi-annually audit financial and budgetary records of the Association to ensure compliance with provisions of the constitution of the Association and generally accepted accounting standards;

(b) examine the Treasurer's Annual Report and certify its accuracy in accordance with generally accepted accounting standards and requirements of the Association. This certification shall become an attachment to the Treasurer's Annual Report, and its presence shall be noted when the Treasurer's Annual Report is presented to the Association; and

(c) perform other evaluations of Association operations at the direction of the President.

## **ARTICLE X**

### **FISCAL**

1. Fiscal Year. The fiscal year of the Association commences on July 1 and ends on June 30.

2. Dues.

a. As of the date of adoption of this Constitution, the dues required for membership in the Association are:

(1) **Annual**

General \$19.50

LTC, COL \$18.00

MAJOR \$16.50

Warrant Officers, CW5, CW4 \$15.00

CPT, LT, CW3, CW2, WO1 \$13.50

(2) **Life**

(a) Age

20-25 \$300.00

26-34 \$275.00

35-40 \$250.00

41-48 \$200.00

49-54 \$150.00

55 & up \$100.00

(3) **Retired Life** \$100.00

(4) **Associate - annual** \$25.00

(5) **Life Associate** \$250.00

(6) **Corporate Associate** \$250.00

(7) **Honorary** NONE

b. Annual dues are due and payable on or before September 1 of each year.

c. Dues may be set from time to time by the Executive Council.

d. Annual membership is effective on September each year or date of receipt until August 30 of succeeding year except that an individual qualifying for membership on or after January 1 of any year may, upon payment of annual dues, be issued membership effective immediately and continuing through August 30 of the succeeding year.

e. Annual dues of the National Guard Association of the United States will be paid by each member in accordance with the rate established by that Association and are payable on or before September 1 each year.

3. Assessments. There shall be no additional assessments without the approval of a majority vote of the members at an Annual or Special Meeting.

4. Bonds. The Executive Council may, by majority vote, require the bonding of any member of the Association and shall authorize the expenditure of funds required to pay the premiums of any bond required by it.

5. Funds. Funds of the Association shall be:

a. deposited in the name of the Association in any type of account in a bank designated by the Executive Council.

b. expended without further authority from the Executive Council in support of approved annual appropriations.

c. expended with authority of the Executive Council for extraordinary or unforeseen needs.

6. Expenditures. Bills, claims and expenditures of the Association shall be:

a. certified correct and a proper charge against the Association by the President of the Association, or in his/her absence, by the First Vice-President of the Association;

b. paid from the funds of the Association by the Treasurer.

7. Property. Any property acquired by the Association shall be:

a. held in the name of the Association; and

b. under the control and direction of the Executive Council.

## **ARTICLE XI**

### **VOTING**

1. General.

a. Except as otherwise provided herein, the method of voting:

(1) at an Annual or Special Meeting of the Association as determined by the presiding officer; and

(2) by a Standing Committee, Special Committee, or the Executive Council as determined by the chairman or presiding member thereof.

b. voting by proxy is not authorized;

c. the chairman of any Standing or Special Committee may vote.

2. Annual or Special Meeting. Each annual, life, and retired life members in attendance is entitled to one vote.

## **ARTICLE XII**

### **RULES OF ORDER**

1. Order of Business. Except as modified herein, the order of business shall be as established in Roberts Rules of Order, Revised.

2. Parliamentary Authority. The rules contained in Roberts Rules of Order, Revised, shall govern the Association in all cases to which they are applicable except when modified by:

a. the Constitution or By-Laws of the Association; or

b. Standing Rules or Special Rules established by an Annual or Special Meeting.

3. Rules. At an Annual or Special Meeting of the Association:

a. each proposed resolution shall be referred to the Committee on Resolutions by the presiding officer of the meeting; and

b. subsequent to the final report of the Committee on Resolutions the presiding officer may not entertain a proposed resolution except by unanimous consent of the members present at the meeting.

## **ARTICLE XIII**

### **MEETINGS**

1. Annual General Meeting. A General Meeting of the Association shall be convened each year at a date which will provide the membership the opportunity for maximum attendance with thirty (30) days notice.

2. Special Meetings. A Special Meeting of the Association may be convened by the President with fifteen (15) days notice.

3. Representation at a General or Special Conference - National Guard Association of the United States.

a. Delegates to a General Conference or Special Conference of the National Guard Association of the United States shall be apportioned as follows:

(1) One delegate representing the State of Rhode Island shall be The Adjutant General or in the event The Adjutant General is unable to attend the Conference, an alternate shall be designated by him; and

(2) One additional delegate for each 500 members, or major fraction thereof, of the Army National Guard and Air National Guard of Rhode Island, based upon the actual strength on the thirteenth day of the month of June last preceding the conference each year.

b. The appointment or selection of delegates shall be by the Executive Council and will be apportioned between the Rhode Island Army National Guard and the Rhode Island Air National Guard based upon the same criteria established in Section 3(a) (2) above except as follows:

(1) The Rhode Island Army National Guard shall not be authorized a delegate for any fraction above 500 members; and

(2) The Rhode Island Air National Guard shall be authorized a delegate for any fraction over 500 members, providing the additional delegate for this fraction does not exceed the total authorized for the entire state.

c. A delegate shall be either:

(1) An annual member or

(2) A life member or

(3) A retired life member.

4. Representation at an Annual or Special Meeting of the National Guard Association of Rhode Island. Each member of the Association shall have equal rights.

#### **ARTICLE XIV**

##### **QUORUM**

1. A quorum shall consist of at least 20% of the members of the Association, but less than 20% may adjourn to convene at a specified time.

2. A majority of the members of the Executive Council, or any Committee, constitutes a quorum, but less than that number may adjourn to convene at a specified time.

#### **ARTICLE XV**

##### **AMENDMENTS**

An amendment to this Constitution may be proposed by any member and shall be submitted in writing to the President of the Association at least sixty days prior to the date of the Annual or Special Meeting at which the proposed amendment is to be considered. The President shall send copies of proposed amendments to members of the Association not less than thirty days prior to the date of the annual or special meeting at which the proposed amendment is to be considered. The Constitution may be amended or revised by a two-thirds majority vote of the members present at:

a. an Annual Meeting; or

b. a Special Meeting convened for the purpose of amending or revising the Constitution.