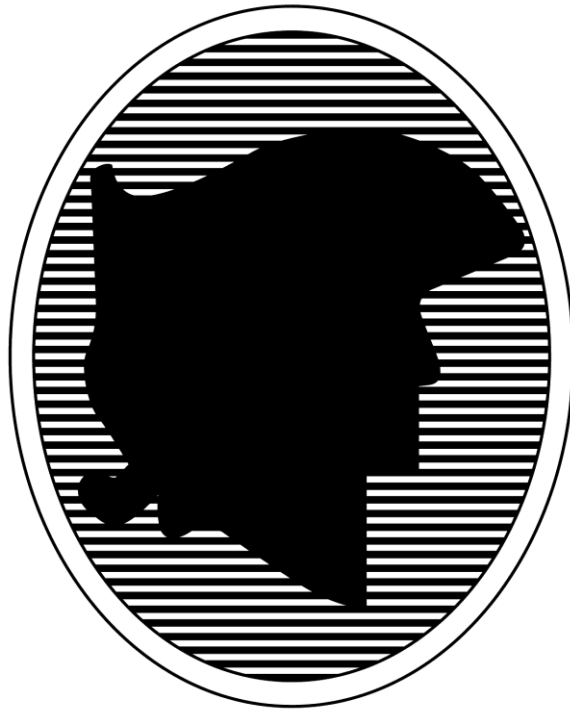


National Guard Educational Foundation

By-Laws

Adopted July 19, 2008



As Amended November 21, 2008

BY-LAWS

of the

The National Guard Educational Foundation, Incorporated

Adopted July 19, 2008

As amended November 21, 2008

Article I: Purpose

In carrying out the purposes stated in its Articles of Incorporation, the National Guard Educational Foundation, Incorporated, formerly the Historical Society of the Militia and the National Guard and herein referred to as “the Foundation”, shall be established in the National Guard Memorial Building in Washington, D.C.:

- (a) A permanent display to be known as the National Guard Memorial Museum, open to the public without charge, to contain the art, artifacts and memorabilia of particular significance to the National Guard, and visual representation of dramatic moments in their military histories.
- (b) A library, open to the public without charge, of books, periodicals and other publications of special interest to historians of the militia and National Guard.

The Foundation may conduct campaigns for raising of funds and accept contributions from individuals, corporations and other bodies, foundations and organizations; print, edit and publish, make display and sell books, magazines, pictures and videos as may be desirable or necessary for the accomplishment of the purposes of the Foundation; and buy, sell and generally deal in appropriate and related souvenirs, mementos and publications. However, no part of the net earnings shall inure to the benefit of any Director, Officer, or Member of the Foundation, and no part thereof shall be devoted to carrying on propaganda or otherwise attempting to influence legislation.

Article II: Members of the Foundation

First Founders – An individual, organization or memorial which contributed \$500 or more in the 1975-77 organizational period (formerly Founding Members).

First Founders-Plus – Those described above who contribute an additional \$500 or more.

Special Patron Categories – These categories shall be as established by the Board of Directors to encourage the contribution of funding to support the work of the Foundation. A program will be established to provide appropriate recognition of all who qualify as patrons in the membership of the Foundation.

Honorary Member – An individual or organization elected to such membership by the Board of Directors based upon criteria to encompass (1) outstanding service to the Foundation, (2) to the National Guard, and (3) to the Nation.

Article III: Board of Directors

Section 1: The control and management of the affairs and funds of the NGEF shall be vested in its Board of Directors, which shall consist of 12 voting members.

Section 2:

- (a) The following shall be Members of the Board of Directors of the Foundation, with all rights and privileges of an elected Director, including the right to vote, except that the President of the National Guard Association of the United States, Inc. (NGAUS) shall be a non-voting member:

The Chairman of the Board (who shall be Chairman of the Board of NGAUS);

The Vice Chairman appointed by the Chairman from the NGAUS membership

The Secretary of the Board (who shall be the Secretary of the Board of NGAUS);

The Treasurer of the Board (who shall be the Secretary of the Board of NGAUS);

Two NGAUS Members appointed by the Chairman;

One member nominated by the President, Adjutant General Association of the United States (AGAUS) from the NGAUS membership, and elected by the NGEF Board of Directors

One member appointed by the President, Enlisted Association of the National Guard of the United States (EANGUS), and elected by the NGEF Board or Directors

NGAUS/NGEF President;

Four members, each recommended by the Nominating Committee and elected by the NGEF Board of Directors;

- (b) They shall hold office as Directors so long as each occupies one of the offices or the position described above.

Section 3. Appointed members serve at the pleasure of the appointing authority for a maximum of four years. Appointed members are eligible to be elected to the Board at anytime. Elected members serve four year terms and can be re-elected one time. Members who serve by virtue of holding office serve for their elected term.

Section 4:

- a) The Board of Directors shall meet at least twice annually, at the call of the Chairman, with a minimum of thirty days notice via mail or electronic equivalent.
- b) At the call of the Secretary upon the written request of four or more members of the the Board. Written notice of the call shall be sent to each of the Directors at least ten days before the date of the meeting indicating time, place, and purpose of the meeting.
- c) Seven members of the Board, including at least three from the Executive Committee, shall constitute a quorum. Action by the Board shall require the vote of a majority of the Directors present.
- d) The Executive Committee shall meet in conjunction with the scheduled NGAUS Board of Directors meetings and at other times as deemed necessary by the Chairman.

Article IV: Officers

Section 1. The officers of the NGEF shall consist of:

- a) Chairman of the Board
- b) Vice-Chairman Secretary
- c) Treasurer
- d) President, non-voting

Section 2.

- (a) The duties of the Officers as designated in Section 1 of these By- Laws shall be such as are usually imposed upon such officials. In addition, the President shall, subject to the approval of the Board of Directors, employ and fix the compensation of such personnel as may be required. The Chair shall appoint the chairman and any members of any committee which shall be authorized by the Board.
- (b) The President, as the NGEF Chief Administrative Officer, shall carry out the policies and directives of the Board, and shall supervise and administer the day-to-day affairs of the NGEF.

Section 3: The Board shall operate with the Standing Committees defined in these By-Laws and other committees as established by the Board. The Chairman of the Board shall appoint the chairmen of the standing committees. The Board Treasurer shall be the Chairman of the Finance Committee. Standing committee members shall be recommended by the Chairman of the Board and voted on by the Board.

- a) The Executive Committee shall consist of the NGEF Chairman as chairman and four other members appointed by the Chairman. The committee is empowered to act for the full Board on matters that require immediate attention but do not involve major questions of policy or the NGEF budget. The Chairman shall report on all committee meetings and actions at each full NGEF Board of Directors meeting.
- b) The Governance Committee, consisting of three members, shall evaluate and recommend changes to By-Laws and other governance related items.

- c) The Finance Committee, consisting of three members, shall evaluate and make recommendations regarding all financial procedures and controls, assist in the preparation and presentation of budgets, and review all financial statements.
- d) The Development Committee, consisting of seven members, shall oversee the planning and coordination of fundraising and donor management.
- e) The Nominating Committee, consisting of three members, shall identify, screen, and recommend prospective board members.
- f) The Planning Committee, consisting of three members, shall initiate and coordinate long range planning.

Article V: Fiscal

Section 1. The fiscal governance of the National Guard Educational Foundation will be conducted according to Generally Accepted Accounting Principles, consistently applied. The President will submit through the NGAUS Committee on Finance an annual budget for adoption by the NGEF Board.

Section 2. The fiscal year of the NGEF commences on 1 January and ends on 31 December.

Section 3. A certified public accountant (CPA) employed by the Board of the NGEF shall annually audit the records and finances of the NGEF Board. Unless other restrictions apply, audit may be accomplished in conjunction with the NGAUS audit and by the same CPA. The NGEF report shall be forwarded to the NGAUS Committees on Audit and Finance prior to the next annual General Conference.

Section 4. Bills, claims and expenditures of the NGEF shall be

- (a) certified by the Chair or President of the NGEF; and
- (b) paid by check drawn on the funds of the NGEF and executed by any two of the following:
 - (i) The Chair or President, if not the certifier
 - (ii) The Treasurer
 - (iii) The Secretary
 - (iv) The NGAUS Director of Financial Operations
 - (v) The NGAUS Chief of Staff

Article VI: Rules of Order

Except as modified by the Articles of Incorporation or By-Laws, the order of business shall be established in the current edition of Robert's Rules of Order, and the rules contained therein shall govern the Foundation in all cases to which they may be applicable.

Article VII: Amendments

These By-Laws may be amended at any meeting of the full NGEF Board. By-Laws changes must be submitted at least fifteen calendar days prior to the meeting via mail or

electronic equivalent require eight supporting votes by members present to be adopted. By-Law changes introduced during full Board of Directors meetings require unanimous approval for adoption.