



**NGAUS BY-LAWS
ADOPTED SEPTEMBER, 13, 2015
NASHVILLE, TENNESSEE**

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Nashville, Tennessee

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BY-LAWS
of the
NATIONAL GUARD ASSOCIATION OF THE UNITED STATES,
INCORPORATED

ARTICLE I

NAME

The name of this Association is “National Guard Association of the United States, Incorporated.”

ARTICLE II

PURPOSE, OBJECTIVES, POWERS, RESTRICTIONS

Section 2.01 – Purpose

The purpose of the National Guard Association of the United States, Incorporated shall be to promote the national security of the United States of America.

Section 2.02 – Objectives

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

- (a) Educating the public with regard to the role of the Army and Air National Guard in national security and national defense.
- (b) Making the requirements of the Army and Air National Guard known to the Office of the Secretary of Defense, the Departments of the Army and Air Force, the National Guard Bureau, and other appropriate military, governmental and congressional agencies and to the public, in order to enhance the proficiency and military posture of the national defense through a strong, well-trained and ready National Guard and to ensure that the Army and Air National Guard are fostered and improved as the nation’s first line of defense in support of the active establishment.
- (c) Working with, encouraging, and assisting the National Guard

Associations of the states in projecting the image and purpose of the National Guard to the American public. Improving the resources of the State Associations in support of the goals of the National Guard Association of the United States, Incorporated. State Associations will be periodically polled to determine their needs and to assure that the Association remains compatible and of sufficient capacity to support the State Associations.

- (d) Maintaining, in conjunction with the National Guard Educational Foundation and National Guard, a library of books, periodicals and other publications of special interest to the National Guard along with a gallery of significant art, artifacts and memorabilia operated by the National Guard Educational Foundation, to be open to the public without charge in the interest of fostering and improving public appreciation of the history, traditions and contributions of the militia and the National Guard.
- (e) Encouraging membership in the Army and Air National Guard and promoting the rights and benefits of members and former members of the National Guard.

Section 2.03 – Powers

- (a) The Association shall have all powers necessary, incident or appropriate to the furtherance of its purpose. Specific powers are contained in Appendix A.
- (b) 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 1986 as now in effect or hereafter amended, and shall include the power to establish insurance programs 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 programs.

Section 2.04 – Restrictions on the Disposition of Assets

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes enumerated in Section 501(c)(19) of the Internal Revenue Code of 1986, as amended (or the corresponding section of any future Federal tax law). Notwithstanding any other provision of the Articles of Incorporation or these Bylaws, the Association shall not carry on any other activities not permitted to be carried on (a) by a corporation/organization exempt from Federal income tax under Section 502(c)(19) of the Internal Revenue Code of 1986, as amended (or the corresponding section of any future Federal tax law) or

(b) by a corporation/organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding section of any future Federal tax law.)

Upon the dissolution of the Association, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(19) or 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding section of any future Federal tax law), or shall be distributed to the Federal government, or to a state or local government, for a public purpose. However, if a named recipient of the assets of the Association upon dissolution is not then in existence or is no longer a qualified distributee, or is unwilling or unable to accept the distribution, then the assets of this Association shall be distributed to a fund, foundation, corporation or other entity organized and operated exclusively for the purposes specified in Sections 501(c)(19) or Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding section of any future Federal tax law).

ARTICLE III

MEMBERSHIP

Section 3.01 – Classes, Qualifications, Requirements and Dues

Upon application, and acceptance, and payment of the prescribed dues, the Association will issue the following classes of membership:

- (a) State: Membership may be issued to and in the name of a State. *(Dues to be paid annually in the amount of Twenty-Five cents for each member of the National Guard based upon the assigned strength on 30 September of the preceding year as furnished by the National Guard Bureau.)*
- (b) Active-Annual: Membership may be issued to a commissioned or warrant officer serving in the National Guard. *(Dues to be paid annually in accordance with the pay grade: O10=\$168; O9=\$153; O8=\$139; O7=\$123; O6=\$108; O5=\$85; O4=\$72; O3=\$59; O2=\$45; O1=\$30; W5=\$73; W4=\$59; W3=\$46; W2=\$35; W1=\$26.)*
- (c) Active-Life: Membership may be issued to an Active-Annual member. *(Dues to be paid in four \$250 installments within a two-year period or one lump sum of \$1000.)*
- (d) Separated-Annual: Membership may be issued to any officer or warrant officer who has been a member of the Association and is honorably separated from the National Guard. *(Dues to be paid annually in the amount of \$45.)*

- (e) Retired-Life: Membership may be issued to a former member of the Association who is retired from the National Guard or eligible for retirement based on National Guard service. Grant complimentary *Retired –Life* membership to any member of the **National Guard Association of the United States** who has been medically retired as a result of injury in combat . (*Dues to be paid in the amount of \$125.*)
- (f) Associate-Annual: Membership may be issued to any person who is interested in and dedicated to the purpose of the Association and who is not otherwise eligible for membership in the Association. (*Dues to be paid annually in the amount of \$45.*)
- (g) Associate-Life: Membership may be issued to any person who is interested in and dedicated to the purpose of the Association and who is not otherwise eligible for membership in the Association. Allow membership rights to spouses of deceased NGAUS members at the *Retired-Life* rate. (*Dues to be paid in the amount of \$500.*)
- (h) Associate-Corporate: Membership may be issued to any company, firm, organization, corporation or person upon approval by the Board of Directors. The Board may delegate approval authority to the President. (*Dues: Bronze - \$500; Silver - \$1000; Gold - \$1500; Platinum - \$2500.*)
- (i) Honorary: By majority vote of the Board, membership may be issued to a Governor of a state or to any person who has rendered outstanding service to the United States, any political subdivision thereof, the National Guard, or the National Guard Association of the United States, Incorporated. (*Dues None*)
- (j) Complimentary: Membership will be offered to all commissioned officers and warrant officers for a period of one full year and any portion of the year in which appointed. Membership begins upon initial state appointment, when reported to the Association, and ends 31 December of the following year. (*Dues None*)

The Membership Year begins on 1 January and ends on 31 December.

Section 3.02 – Privileges

An Association Member, other than a State, Associate-Annual or Life, Associate-Corporate, or Honorary, may serve as:

- (a) An officer of the Association
- (c) A member of the Board of Directors
- (d) A member of a Standing or Special Committee

- (e) A delegate to any General Conference

ARTICLE IV

OFFICERS

Section 4.01 – Officers

The Officers of this Association shall be a Chairman or Chairwoman of the Board of Directors (the "Chair"), an Army National Guard Vice Chairman or Chairwoman ["Vice Chair (Army)"] of the Board, an Air National Guard Vice Chairman or Chairwoman ["Vice Chair (Air)"] of the Board, an Immediate Past Chair, a President, a Treasurer and a Secretary. The President shall be employed by the Board and shall be a non-voting member of the Board.

Section 4.02 – Resignation

- (a) Any Officer may resign at any time by giving written notice to the Chair or Secretary which shall become effective at the time specified therein.
- (b) Any vacancy by reason of this section may be filled at the next meeting of the Board.

Section 4.03 – Removal and Appointment

- (a) Any Officer may be removed by the Board, with cause, at any time by a two-thirds vote of the Board.
- (b) Any vacancy by reason of this section may be filled at the same meeting of the Board.

Section 4.04 – Duties of Officers

- (a) The Chair shall preside at General Conferences and all meetings of the Board. He shall be an ex-officio member of all Committees.
- (b) There shall be two Vice Chairs, one elected from the Army National Guard and the other, from the Air National Guard. In the absence of the Chair or in the event of a vacancy in the office of Chair, the Vice Chair of the component of the Chair shall succeed.
- (c) The President shall have such powers as the Board shall confer on him/her.

- (d) The President, the Secretary, the Treasurer and the Chair shall have the authority, jointly or severally, to sign, execute and deliver in the name of the Association any deed, mortgage, bond, instrument, agreement or other document evidencing any transaction authorized by the Board.
- (e) In the absence of any Officer, or for any other reason which the Board may deem sufficient, the Board may delegate the authorities and duties of any Officer to any other Officer or to any Director.

Specific duties and powers of Officers are contained in Appendix B.

ARTICLE V

BOARD OF DIRECTORS

Section 5.01 – General Powers

The powers of the Association shall be exercised, its business affairs conducted and its property managed under the direction of the Board of Directors (hereinafter “Board”). The exercise of general powers of the Board with respect to matters of policy of the Association shall be consistent with and consonant with the resolutions of the General Conference then in effect and with these By-Laws.

The Board shall act primarily by a majority vote unless otherwise specified. Specific duties and powers are contained in Appendix C.

Section 5.02 – Number

- (a) The Directors shall be elected at the General Conference. They shall be:
 - (i) Three Directors from each National Guard Area. One shall be an Adjutant General, one shall be from the Army National Guard, and one shall be from the Air National Guard; neither of the latter two shall be an Adjutant General. Two caucuses of the delegates to the General Conference from an Area shall nominate their Area Representatives annually: Army Officers, the Army representative; Air Officers, the Air representative; and either, the Adjutant General representative.
 - (ii) Two Directors who are Company Grade Officers. One shall be from the Army National Guard and the other from the Air National Guard. A caucus of delegates to the General Conference who are Company Grade Officers shall nominate

them: the Army Officers shall nominate the Army representative; the Air Officers, the Air representative.

- (iii) One Director who is a Warrant Officer. He or she shall be nominated by a caucus of delegates to the General Conference who are Warrant Officers.
 - (iv) Two Directors who are Retired - Annual or Life. One shall be from the Army National Guard and one, from the Air National Guard. A caucus of delegates to the General Conference who are Retired shall nominate them: the Army Officers shall nominate the Army representative; the Air Officers, the Air representative.
- (b) The Immediate Past Chair of the Association shall be a member of the Board of Directors and shall serve until the term of the successor as Chair ends and he or she becomes Immediate Past Chair. In the event there is a vacancy in the office of Immediate Past Chair, it shall remain vacant.
 - (c) The Officers of the Association, with the exception of the President, shall be elected by the General Conference and shall be members of the Board.
 - (d) If a nominee for an office of the Association fails to receive a majority of votes at the General Conference, the succeeding votes shall be taken on the two nominees who receive the highest number of votes on the first vote.

Section 5.03 – Classification and Terms

- (a) Each Director elected under Section 5.02(a)(i), (iii) and (iv) shall be elected for a term of three years.
- (b) Each Director elected under Section 5.02 (a)(ii) shall be elected for a term of two years.
- (c) The Officers of the Association elected under Section 5.02(c) shall be elected for a term of two years. The Chair may not succeed him/herself; a Vice Chair may succeed him/herself one time; there are no restrictions on the terms of the Secretary or the Treasurer.
- (d) All terms of office shall begin at the close of business of the last day of the General Conference at which they were elected.

Section 5.04 – Meetings

- (a) Regular meetings of the Board may be held at such periodic intervals between General Conferences and at such time as the Directors may specify.

- (b) Special meetings of the Board may be called by the Chair or any ten (10) Directors.

Section 5.05 – Place of Meeting and Electronic Meetings

- (a) Meetings of the Board may be held at any place within or without the District of Columbia. If no designation is made, the place of meeting shall be the principal office of the Association in the District of Columbia.
- (b) Any meeting of the Board may be held through any video teleconference or teleconference pursuant to which each Director is able to hear each other Director participating.

Section 5.06 – Notice of Meeting

- (a) Written notice of the time and place of each meeting of the Board shall be given each Director either by personal delivery or by mail, e-mail or telegram at least seven (7) days before each meeting.
- (b) Any Director may waive notice in writing of the time and place of any meeting of the Board, either before or after holding of the meeting.

Section 5.07 – Quorum and Manner of Action

A majority of the authorized number of Directors shall constitute a quorum for transaction of business at any meeting of the Board and its committees unless otherwise specified.

Section 5.08 – Action by Board of Directors Without Meeting

- (a) Any action, which may be authorized or taken at a Board of Directors' meeting, may be taken without a meeting under the following conditions:
 - (1) The subject matter involves exigent circumstances that require action prior to the next scheduled meeting of the Board.
 - (2) The subject matter does not involve:
 - (i) Undertaking contractual obligations or the expenditure of money exceeding the sum of \$50,000 in the aggregate.
 - (ii) Exposing the Association to potential liability except as provided above.
 - (iii) Permanent removal of an officer of the Association.
 - (3) Reasonable notice of the proposed action has been provided to

all Directors allowing at least two days in which the Director may assent or object to the proposed action. Notice shall be sufficient if:

- (i) By electronic mail or telefacsimile, notice is made to the electronic mail address or telefacsimile phone number maintained by the Association.
- (ii) By mail, such notice shall be deemed effective at the earlier of when received; or five (5) days after deposited in the United States mail, addressed to the Director's designated address for Association mail, with postage thereon prepaid; or the date shown on the return receipt if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the Director.

(4) If a majority of the Board assents to the action.

- (b) The action may be evidenced by proof of notice and the written consents received (including by electronic mail and telefacsimile) describing the action taken, signed by each responding Director, and included in the minutes or filed with the Association records reflecting the action taken. Action evidenced by written consents under this section is effective when the last responding Director signs the consent, unless the consent specifies a different effective date. Consent signed under this section has the effect of a meeting vote and may be described as such in any document.

Section 5.09 – Resignations

Any Director of the Association may resign at any time by giving written notice to the President or Secretary, which shall become effective at the time specified therein.

Section 5.10 – Removal

Any Director may be removed for cause, by the affirmative vote of two-thirds of the Directors.

Section 5.11 – Vacancies

Where a vacancy has occurred, the remaining Directors may, by a vote of a majority of their number, temporarily fill any vacancy for the offices of Director for the unexpired term with an Army National Guard Officer, Air National Guard Officer, Adjutant General, Company Grade Officer, Warrant Officer or Retired Officer, as the case may be, from the appropriate National Guard Area, if applicable, in order to maintain the composition of the Board as set forth in Section 5.02.

Section 5.12 – Guests of the Board

The Board may appoint one or more persons as Guests of the Board, which guests shall be entitled to notice, to be present in person, and to take part in any deliberations of any business by the Board at any regular meeting of the Board. They will not be entitled to make motions or to vote.

Section 5.13 – Honorary Members

All former Presidents/Chairs of the Association will be Honorary Members of the Board and will serve at no cost to the Association.

ARTICLE VI

COMMITTEES

Section 6.01 – Standing Committees

Standing Committees shall be appointed by the Chair subject to ratification of the Board.

- (a) Committee on Audit
- (b) Committee on Awards
- (c) Committee on By-Laws
- (d) Committee on Company Grade
- (e) Committee on Finance
- (f) Committee on the General Conference
- (g) Committee on Membership
- (h) Committee on Warrant Officer Issues

Section 6.02 – Special Committees

The Chair may create Special Committees with the concurrence of the Board.

Section 6.03 – General Conference Committees

- (a) Committee on Credentials and Rules
- (b) Committee on Nominations
- (c) Committee on Resolutions

Section 6.04 – Powers and Duties of Committees

Each committee shall have the powers, duties and make up as are set forth by the appointing authority in the appointment of the committee and/or in Appendix D.

ARTICLE VII

WAR OR NATIONAL EMERGENCY

Section 7.01- When Article Invoked

This article may be invoked by majority vote of the Board in the event of war or national emergency proclaimed by the President of the United States or declared by the Congress of the United States. This article, when invoked, shall take precedence over any conflicting provision of the By-Laws of this Association.

Section 7.02 – Tenure and Filling Vacancies

On or after the date of invocation of this article:

- (a) The tenure in office of each Officer of the Association and of each member of the Board of the Association is, if so determined by a majority vote of the Board, extended for the duration of the war or national emergency and for six months thereafter or until the Board, by majority vote, determines that this article shall no longer remain in effect;
- (b) The Board may, by a two-thirds vote, replace an Officer unable to fulfill his duties due to war or national emergency;
- (c) In the event of a vacancy on the Board, other than an Officer of the Association, the Board shall elect thereto, by majority vote, a member of the Association from the appropriate National Guard Area, or from among the Company Grade officers, or from among the Retired Officers or from among the Warrant Officers to serve the unexpired term;
- (d) If the offices of Chair and Vice Chair (Army) and Vice Chair (Air) are all vacant, the Board, by majority vote, shall elect one of its members to the office of Chair;
- (e) In the event of a vacancy in the office of Vice Chair (Army), Vice Chair (Air), Secretary or Treasurer of the Association, the Board shall elect to that office, by majority vote, a member of the Association;
- (f) The Board may, by two-thirds vote, suspend the operation of any provision of Article VI and/or Article VIII.

ARTICLE VIII

GENERAL CONFERENCES

Section 8.01 – General Conferences

A General Conference of the Association shall be convened annually. The method of voting at a General Conference is contained in Appendix E.

Section 8.02 – Quorum

Twenty-eight (28) states constitute a quorum at any General Conference of the Association, but less than that number may adjourn to convene at a specified time. For this purpose, a state shall be recorded as present if represented by at least one accredited delegate.

Section 8.03 – Representation

- (a) Representation at a General Conference is by state. For this purpose, the number of state delegates apportioned to and accredited annually by each state is:
 - (i) One delegate representing the state who shall be the Adjutant General or, in the event the Adjutant General is unable to attend the Conference, an alternate designated by the Adjutant General, provided, however, that the state shall be a member in good standing pursuant to Section 3.01(a);
 - (ii) One additional delegate for each fifty (50) members, or major fraction thereof, of the paid Active-Annual or Life, Separated-Annual, and Retired-Life members of the National Guard Association of the United States as of 30 June last preceding the next General Conference;
 - (iii) One delegate who is a Retired-Life member;
 - (iv) Two Company Grade Officers, one Army and One Air;
 - (v) One Warrant Officer; and
 - (vi) Each member of the Board, with the exception of the Adjutants General, who is accounted for in (i) above

- (b) The appointment or election of delegates is a function of each state under procedures determined thereby.
- (c) A delegate shall be an Active-Annual or Life, Retired/Separated-Annual, or Retired-Life member whose membership is credited to the state by which he is appointed or selected.
- (d) Each Past President/Chair who is a member of the Association and is present at the Conference and who is not an accredited state delegate shall be a delegate-at-large.
- (e) The accredited state delegates, the delegates-at-large, and such other persons as may be prescribed in the By-Laws shall compromise the voting body of a General Conference.
- (f) Each General Conference includes as ex-officio members the Chairman of each Standing, Special or General Conference Committee who is required or requested to render a report to the Conference if actually present and not otherwise a member of the voting body:
- (g) In the event of a partial or complete mobilization into active Federal service of the Army National Guard or Air National Guard, or either of them, for a period extending beyond the 30th day of September last preceding a General Conference, representation at such Conference shall be apportioned on the basis of the actual strength of the Army National Guard and Air National Guard of each state as of the 30th day of September last preceding the date of the initial order or call of units into active federal service under the mobilization, together with such additional delegates in a retired status as may be authorized under Section 8.03(a)(ii).

Section 8.04 – Resolutions

Resolutions shall be a statement of policy of the Association with regards to legislative priorities and positions on manpower, force structure, roles and missions, equipment and other issues consistent with the purposes and objectives of the Association as set forth in Article II. Resolutions adopted by a General Conference are effective for one year or until the next General Conference.

ARTICLE IX

FISCAL

Section 9.01 – Fiscal Governance

The fiscal governance of the National Guard Association of the United States will be conducted according to Generally Accepted Accounting Principles, consistently applied. The President will submit through the Committee on Finance an annual budget for adoption by the Board.

Section 9.02 – Fiscal Year

The fiscal year of the Association commences on 1 January and ends on 31 December.

Section 9.03 – Public Accounting Report

A certified public accountant employed by the Board of the Association shall annually audit the records and finances of the Association and render a report thereon to the Board, which shall transmit same to the Committee on Audit and the Committee on Finance prior to the next annual General Conference. The Committee on Finance shall include the results of the audit in its annual report.

Section 9.04 – Contracts

- (a) Contracts of \$50,000 or more shall be executed in the name of the Association and signed by the Chair with Board authorization.
- (b) Contracts between \$5,000 and \$50,000 shall be executed in the name of the Association and be signed by the President.
- (c) Contracts of less than \$5,000 shall be executed in the name of the Association and signed by a member or members of the staff designated by the President for specific functions.

Section 9.05 – Expenditures

Bills, claims and expenditures of the Association shall be

- (a) certified by the Chair or President of the Association; and
- (b) paid by check drawn on the funds of the Association and executed by any two of the following:

- (i) The Chair
- (ii) President
- (iii) Treasurer
- (iv) The Director of Financial Operations appointed by the President.
- (v) The Chief of Staff appointed by the President.

ARTICLE X

INDEMNIFICATION AND INSURANCE

Section 10.01 – Indemnification

- (a) The Association shall indemnify any person who was, or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact that he is, or was, a director, officer, employee or agent of the Association, or is, or was, serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding if such person acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that such person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the Association, and with respect to any criminal action or proceeding, had no reasonable cause to believe that such person's conduct was unlawful.
- (b) Indemnification shall be made only if the Association shall be advised, in case of none of the persons involved shall be or have been a director, by the board of directors of the Association, and otherwise by independent counsel to be appointed by the board of directors, that in its or his opinion such director, incorporator, or officer was not guilty of gross negligence or willful misconduct in the performance of his duty, and in the event of a settlement, that such settlement was or is in the best interest of the Association. In the event the determination is to be made by the board of

directors, it may rely as to all questions of law on the advice of independent counsel. In addition, such director, incorporator or officer shall have such rights to which he may be entitled under any by-law, agreement, vote of members, or otherwise.

(c) All claims for indemnification by a party entitled to be indemnified hereunder (an "Indemnitee") to the Association (for purposes of this Article X, the "Indemnitor") shall be asserted and resolved as follows:

(i) In the event that any claim or demand for which an Indemnitee may claim indemnity is asserted against or sought to be collected from the Indemnitee by a third party, the Indemnitee shall notify the Indemnitor within 45 days following the receipt by the Indemnitee of such claim or demand, specifying the nature of such claim or demand and the amount or the estimated amount thereof to the extent then feasible (which estimate shall not be conclusive of the final amount of such claim and demand) (the "Claim Notice"). Failure of an Indemnitee to so notify the Indemnitor within such 45-day period shall not relieve the Indemnitor of its obligation to indemnify the Indemnitee for such claim or demand unless the delay in giving notice of such claim or demand in fact materially prejudices (i) the defense of such claim or demand where the Indemnitor has the right to control such defense or (ii) participation in the defense of such claim or demand where the Indemnitor has a right of participation. Any party hereto against whom a claim or demand is asserted by a third party shall, without prejudice to any right of indemnification hereunder, appropriately respond to such claim or demand (whether by answer, denial, request for extension of time or other action) to such claim or demand within any applicable time period, so as to preserve any rights or remedies it or any other party may have against the person making such claim or demand.

(ii) The Indemnitor shall have thirty (30) days from the date on which the Claim Notice is duly given (the "Notice Period") to notify an Indemnitee (i) whether or not it disputes the liability of the Indemnitor to the Indemnitee hereunder with respect to such claim or demand and (ii) whether or not the Indemnitor desires, at its sole cost and expense, to defend the Indemnitee against such claim or demand. If the Indemnitor does not notify an Indemnitee within the Notice Period that it disputes its liability to the Indemnitee, the Indemnitor shall be liable for the amount of any resulting Losses.

(iii) In the event the Indemnitor notifies an Indemnitee within the Notice Period that it desires to defend the Indemnitee against such a claim against or demand from the Indemnitee, then except as hereinafter provided the Indemnitor shall defend, at its sole cost and expense, the Indemnitee by appropriate proceedings, shall use its best efforts to settle or prosecute such proceedings to a final conclusion in such a manner as to avoid any risk of the Indemnitee becoming subject to any injunctive or other equitable order or relief or to liability for any other matter, and shall control the conduct of such defense; provided, however, that the Indemnitor shall not, without the prior written consent of the Indemnitee, consent to the entry of any judgment against the Indemnitee or enter into any settlement or compromise which does not include, as an unconditional term thereof, the giving by the claimant or plaintiff

to the Indemnitee of a release, in form and substance reasonably satisfactory to the Indemnitee, from all liability in respect of such claim or litigation. If the Indemnitee desires to participate in, but not control, any such defense or settlement, it may do so at its sole cost and expense.

(iv) Prior to the Indemnitor's settling any claim or demand the defense of which it has assumed control, the Indemnitor shall obtain the Indemnitee's approval, confirmed in writing in accordance with the notice provisions hereof, which approval shall not be unreasonably withheld or delayed. If an Indemnitee notifies the Indemnitor of its disapproval of such settlement, the Indemnitee shall thereupon become liable, from and after the date of its disapproval, for the amount of any award, judgment, costs or expenses (including attorney fees) in excess of the proposed settlement amount and shall have the right to elect to control the defense of such claim at its sole cost and expense.

Section 10.02 – Insurance

The Association may, as the Board may direct, purchase and maintain such insurance on behalf of any person who is or at any time has been a Director, Officer, employee or other agent of or in a similar capacity with the Association, or who is or at any time has been, at the direction or request of the Association, a Director, Officer, administrator, manager, employee, member, advisor or other agent of or fiduciary for any other Association, partnership, trust, venture or other entity or enterprise including any employee benefit plan against any liability asserted against and incurred by such person.

ARTICLE XI

AMENDMENTS

Section 11.01 – Amendment by Two-Thirds Vote

- (a) The Articles of Incorporation and these By-Laws may be amended at a General Conference of the Association by a two-thirds vote. An amendment may be proposed by the Board, a state or a member of the Association and shall be submitted in writing to the Chair of the Association at least ninety (90) days prior to the date set for the convening of the conference at which the proposed amendment is to be considered. As soon as practicable after its receipt by him, the Chair shall mail copies of the proposed amendment to the members of the Committee on By-Laws of the Association, which shall render a report to such conference, with such recommendations concerning the proposed amendments to the Adjutants General and Presidents and Executive Directors/Secretaries of State Associations not less than thirty (30) days prior to the date set for the convening of the conference.
- (b) The Board at its last meeting prior to the General Conference shall consider each such proposed amendment and shall vote to support, to oppose, or to take no position on the proposed amendment. This action of the Board shall be advisory only and shall be reported by the Chairman of the Committee on By-Laws to the General Conference at such time that the proposed amendment is being considered.

Section 11.02 – By Unanimous Vote

The Articles of Incorporation and the By-Laws may be amended at a General Conference by Members of the Association by a unanimous vote without prior notice and without prior action by the Committee on By-Laws.

Section 11.03 – Effective Date

Unless otherwise provided, an amendment of the By-Laws shall be effective upon the adjournment sine die of the General Conference of the Association that adopted it. The amendment of the Articles of Incorporation shall be effective as provided by law.

Section 11.04 – Appendices to the By-Laws

Notwithstanding the provisions of Section 11.01, Appendices to the By-Laws may be amended by a General Conference of the Association by majority vote on the recommendation of the Board of Directors without referral to the Committee on By-Laws. Such amendments may be proposed and will be

considered by the Board as are proposed amendments to the By-Laws. The action of the Board on proposed amendments will be mailed to the Adjutants General, and Presidents and Executive Directors/Secretaries of State Associations not less than thirty (30) days prior to the date set for the convening of the Conference at which amendments are to be considered.

ARTICLE XII

RULES OF ORDER

The parliamentary authority for the Association will be Roberts Rules of Order, as revised, and will pertain to the formal meetings of the Board and business sessions of the General Conference.

ARTICLE XIII

DEFINITIONS

For the purpose of these By-Laws:

- (a) "State" means and includes a state, the District of Columbia, the Commonwealth of Puerto Rico, the Virgin Islands and Guam;
- (b) "Adjutant General" means and includes the chief military officer, or the military officer comparable thereto in a state where the Adjutant General is not the chief military officer;
- (c) "Delegate" means and includes a duly accredited representative of a state;
- (d) "National Guard Area" means and includes:
 - (i) National Guard Area I – Connecticut, Maine, Massachusetts, New Hampshire, New Jersey, New York, Rhode Island and Vermont
 - (ii) National Guard Area II – Delaware, District of Columbia, Kentucky, Maryland, North Carolina, Ohio, Pennsylvania, Virginia and West Virginia
 - (iii) National Guard Area III – Alabama, Florida, Georgia, Puerto Rico, South Carolina, Tennessee and the Virgin Islands
 - (iv) National Guard Area IV – Arkansas, Kansas, Louisiana, Mississippi, Missouri, Oklahoma and Texas

- (v) National Guard Area V – Illinois, Indiana, Iowa, Michigan, Minnesota, Nebraska, North Dakota, South Dakota and Wisconsin
- (vi) National Guard Area VI – Alaska, Arizona, California, Colorado, Guam, Hawaii, Idaho, Montana, Nevada, New Mexico, Oregon, Utah, Washington and Wyoming;
- (e) “State Association” means an organization established within a state the members of which may be annual or life members of the National Guard Association of the United States;
- (f) “Chair” means the Chairman or Chairwoman of the Board; “Vice Chair” means a Vice Chairman or a Vice Chairwoman of the Board.
- (g) “may” is used in a permissive sense;
- (h) “shall” is used in an imperative sense;
- (i) “may not” is used in a prohibitive sense;
- (j) “majority” vote” means and includes a majority of the legal votes cast;
- (k) “two-thirds” vote means and includes two-thirds of the legal votes cast;
- (l) “unit rule” means that the number of votes to which a state is entitled shall be cast as a unit as determined in a state caucus conducted as provided in the Voting at a General Conference, Appendix E, as published by the Board;
- (m) “member” means those persons to whom the Association has issued membership under the provision of Article III;
- (n) “separated” means and includes a former commissioned or warrant officer of the National Guard who was honorably discharged there from but is not eligible for retired pay based upon that service;
- (o) “retired” means and includes a former commissioned or warrant officer of the National Guard who is drawing retired pay or is eligible to draw retired pay based upon that service;
- (p) “appendix” means a document that provides details and specifics of a subject addressed in these By-Laws.

Appendix A

Specific Powers of the Association

1. Receipt and collection of dues.
2. Acceptance of contributions.
3. Acquisition of property, both real and personal.
4. Investment and reinvestment of funds.
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 or cancellation and rescission of contracts of every kind.
7. Creation of such trust or trusts as may be necessary

Appendix B

Specific Duties and Powers of Officers

The Chairman of the Board of Directors shall:

1. Direct the affairs of the Association in accordance with policies adopted in the General Conference of the Association.
2. Convene the Board of Directors from time to time.
3. Appoint Standing, Special and General Conference Committees and designate of the chairman and vice chairman of each.
4. Designate a chairman of each caucus required to be convened at a General Conference.
5. Appoint special staff officers (i.e. Chaplain, Parliamentarian, Sergeant-at-Arms) incidental to the conduct of a General Conference.
6. Issue the call of the General Conference and make the necessary arrangements for such conference.
7. Render an annual report to the Association.
8. Perform such other duties as are usually performed by the Chairman of the Board of an organization and as may be prescribed by the By-Laws or assigned by the Board of the Association.
9. Assign duties to be performed by the Vice Chairs, Treasurer and Secretary of the Association which are consistent with the By-Laws of the Association or with the usual duties performed by such officers of organizations.

The Vice Chairs shall:

Perform the duties usually performed by Vice Chairs of an organization and such duties as may be assigned by the Chairman of the Board.

The Immediate Past Chair:

May not succeed to any other office by reason of the absence, incapacity, death, resignation or removal from office of such other officer.

The President shall:

1. Direct the operation of the employees and headquarters office of the Association.
2. Prepare annually and present the Committee on Finance a proposed budget consisting of an itemized statement of estimated revenues and anticipated and proposed expenditures for the next fiscal year.
3. Organize the headquarters office as may be require
4. Incur and authorize such incidental expenses as may be necessary in the direction and operation of the affairs of the Association, its employees and headquarters office.

5. Employ such personnel within the approved budget on behalf of the Association as in his judgment are required. Retain such other professional counsel, consultants or advisors as may be required. Prescribe the duties to be performed by the other professional counsel, consultants or advisors employed or retained on behalf of the Association.
6. Subject to the approval of the Board of Directors, fix the rate and amount of salary or compensation and allowances to be paid to all employees of the Association and the rate of and amount of fee or compensation and allowances to be paid to other professional counsel, consultants or advisors retained for or on behalf of the Association.

The Treasurer shall:

1. Be the custodian of all funds of the Association.
2. Be an ex-officio member of the Committee on Finance.
3. Cause a receipt to be issued for all funds received by the Association.
4. Perform the duties usually performed by the Treasurer of an organization and such duties as may be assigned by the Chairman of the Board.
5. Cause to be kept an accurate account of all receipts and disbursements of all monies, securities and other property of the Association; report to the Committee on Finance and the Board of Directors on the financial standing of the Association, whenever required to do so; and render an annual report to the Association.

The Secretary shall:

1. Be the recording officer of the Association.
2. Be responsible for the records of the Association.
3. Perform the duties usually performed by the Secretary of an organization or assigned by the Chairman of the Board.

Appendix C

Specific Duties and Powers of the Board

The Board shall:

1. Employ a President whose tenure, salary, duties and responsibilities shall be those enumerated in Article IV of the By-Laws and Appendix B.
2. Establish the facilities and related criteria for a General Conference.
3. Fix the time and place of a General Conference based upon a recommendation of the President.
4. Consider the annual budget for the Association as recommended to it by the Committee on Finance, revise, amend or modify it as desired and approve the expenditure of the funds as set forth in the budget
5. Exercise direction and control over and provide for the proper care and maintenance of the property of the Association.
6. Issue the call for a General Conference of the Association in the event the Chairman of the Board fails to do so.
7. Each Board member on or before 31 December of each year shall submit a conflict of interest disclosure statement to the Association. The statement shall be reviewed by the Chairman of the Board and if any conflicts with the Association are perceived, he shall discuss them with the Board member and if deemed necessary by the Chairman, bring the issue before the Board.
8. Perform such additional duties and exercise such additional powers as are specifically granted in, or required, the By-Laws of the Association.

The Board may:

1. Order an audit of the records and finances of the Association by a certified public accountant in addition to the annual audit required by Article IX Section 9.03 of the By-Laws.
2. By a majority vote, refuse admission to any applicant for membership in the Association

Appendix D

Specific Powers, Duties and Make Up of Committees

Standing Committees

Committee on Audit

- A. The Committee on Audit shall consist of at least three independent Board members for staggered terms of three years each, and is composed of the best qualified members with a financial auditing background, and a Board chairperson appointed at large.
- B. The Committee shall :
 - (1) Approve selection of independent auditors and scope of audit services.
 - (2) Consider auditor comments on internal control weaknesses and management's response.
 - (3) Meet with independent auditors and discuss matters of concern relating to financial statements or results of audit. (Management should be excluded from this meeting.) The auditors are required by generally accepted auditing standards to provide the audit committee certain required communications.
 - (4) Review internal accounting procedure and controls, including internal reporting process and assessment of fraud risk.
 - (5) Perform those audit oversight functions as directed by the Chairman of the Board or the Board and report on the results of all work to the Board.

Committee on Awards

1. The Committee on Awards shall consist of a chairman and four members appointed for terms of three years each, and which is composed of:
 - a. Two ARNG and two ANG members at large.
 - b. Appointments made to fill vacancies created other than by end of tenure shall be from the same component as the member vacating the position and only to fill the un-expired term.

2. The Committee on Awards shall:
 - a. Review nominations and make recommendations on selections to the Board for the following annual NGAUS awards:
 - (i) Harry S Truman Award for Distinguished Service in Support of National Defense.
 - (ii) Distinguished Service Medal
 - (iii) The Valley Forge Cross for Heroism
 - (iv) Meritorious Service Award
 - (v) The Charles Dick Medal of Merit
 - (vi) The Patrick Henry Citation
 - (vii) Garde Nationale Trophy
 - (viii) The Montgomery Award
 - b. Periodically review the Association Awards program for adequacy and administrative effectiveness.
 - c. Develop and recommend to the Board changes to the NGAUS Awards Program.

Committee on By-Laws

1. The Committee on By-Laws shall consist of seven members appointed for terms of three years each and is composed of:
 - a. One ARNG or ANG member from each of the six National Guard Areas.
 - b. One member selected without regard to service or geographical representation who shall serve as chairman.
 - c. Appointments from the respective National Guard Areas shall ensure a balance between the ARNG and ANG. Appointments made to fill vacancies created other than by end of tenure shall be from the same component as the member vacating the position, and only to fill the unexpired term.
 - d. Initial appointment from Areas I and IV were for one year terms, from Areas II and V for two year terms and Areas III and VI for three year terms.
 - e. Successive appointments shall be for three year terms.
2. The Committee on By-Laws shall:
 - a. Annually review the Articles of Incorporation and By-Laws for any revisions, amendments or modifications that may be desired and recommend adoption by the Board.
 - b. Develop and present to the Board answers to questions submitted to the Committee for interpretation of the meaning and the effect of the Articles of Incorporation and By-Laws.
 - c. Assist the Parliamentarian at each General Conference of the Association in properly conducting the business sessions.

Company Grade Committee:

1. The Company Grade Committee shall consist of 14 members and is composed of:
 - a. The ARNG and ANG Company Grade Representatives to the Board.
 - b. The ARNG and ANG Company Grade Representatives from each of the six National Guard Areas, elected during the Company Grade Caucus held at the General Conference. The terms shall be two years. Areas I, III and V Air Representatives and Areas II, IV, VI Army Representatives shall be elected in even years. Areas I, III, V Army Representatives and Areas II, IV, VI Air Representatives shall be elected in odd years.
 - c. Appointments made to fill vacancies created other than by end of tenure shall be from the same component as member vacating the position, and only to fill the unexpired term.

2. The Company Grade Committee shall:
 - a. Assess the vitality of the Company Grade corps in the Association.
 - b. Develop and review plans, programs and strategies of present and future Company Grade issues for referral to the Board.
 - c. Maintain a list of Company Grade points-of-contact from each state within their areas and communicate to them current issues.
 - d. Report annually to the General Conference.

Committee on Finance

1. The Committee on Finance shall consist of seven members for terms of three years each and is composed of:
 - a. The best qualified member with a financial background from each of the six National Guard Areas.
 - b. One member selected without regard to geographical representation who shall serve as chairman.
 - c. The Treasurer of the Association as an ex-officio member.

2. The Committee on Finance shall:
 - a. Review the annual budget of the Association as developed by the President, revise, amend or modify it as desired and recommend its adoption by the Board.
 - b. Develop and recommend to the Board fiscal policies for the Association.

Committee on the General Conference:

1. The Committee on the General Conference shall consist of a chairman and twelve (12) members. The Chairman and nine (9) Members shall

be members of the Board of Directors and include representation from each of the six (6) NGAUS Areas, a Company Grade Officer representative, the Warrant Officer representative and a Retired Officer representative. The remaining three (3) members of the Committee shall be Members of the Association and include at least one Executive Director of a State Association, and two members of the Association with special experience in organizing and operating the NGAUS general conferences.

2. The Chairman and the members of the committee drawn from the Board of Directors shall serve for the remainder of their term of office on the Board of Directors not to exceed three years. The remaining members of the committee shall be appointed for a term of three years.
3. The following shall serve as Advisors to the Committee: the NGEDA President, the CAP Advisor, the NGAUS Industry Liaison, and the NGAUS Conference Coordinator.
4. The committee on the NGAUS General Conference shall:
 - a. Evaluate bids to host the General Conference, ensure the conference Standard Operating Procedures (SOP) are current, look for ways to improve and enhance attendance, and make recommendations to the Board of Directors for the conduct of the Annual General Conference in a manner deemed agreeable with the Chairman of the Board and the President.
 - b. In conjunction with and support of staff, respond to suggestions, recommendations, and inquires from NGAUS membership as to the methods to improve the conduct of general conference activities and attendance.

Committee on Membership

1. The Committee on Membership shall consist of seven members for terms of three years each and is composed of:
 - a. One ARNG and one ANG member from each of the six National Guard Areas.
 - b. One member without regard to service or geographical representation who shall serve as chairman.
 - c. Appointments from the respective National Guard Areas shall be balanced between the ARNG and ANG.
 - d. Appointments made to fill vacancies created other than end of tenure shall be from the same component as the member vacating the position, and only to fill the unexpired term.
2. The Committee on Membership shall:
 - a. Assess the vitality of the Association membership program.
 - b. Develop and review plans, programs and strategies for future membership initiative for referral to the Board.
 - c. Review all programs for associate and corporate membership submitted to the Board for appropriateness and submit a recommendation to the Board.

Committee on Warrant Officer Issues

1. The Committee on Warrant Officer Issues shall consist of seven members for terms of two years and is composed of:
 - a. The Warrant Officer Representative to the Board.
 - b. The Warrant Officer Representative from each of the six National Guard Areas, will be selected during the Warrant Officer Caucus at the General Conferences. The terms shall be two years. Areas I, III and V will be elected in odd years. Areas II, IV and VI will be selected in even years.
 - c. Appointments made to fill vacancies created other than by end of tenure shall be only to fill the unexpired term.

2. The Committee on Warrant Officer Issues shall:
 - a. Assess the vitality of the Warrant Officer Corps in the Association.
 - b. Develop and review plans, programs and strategies of present and future Warrant Officer issues for the Board.
 - c. Maintain a list of Warrant Officer points-of-contact for each state within their respective areas and communicate current issues.
 - d. Report annually to the General Conference.

General Conference Committees

Committee on Credentials and Rules

1. The Committee on Credentials and Rules consists of not more than five members of the Board of the Association to serve during the General Conference.

2. The Committee on Credentials and Rules shall:
 - a. Subject to an appeal to the General Conference concerned, rule on the credentials of each delegate to a General Conference of the Association.
 - b. Cause each member of the voting body of a General Conference of the Association to be provided with appropriate identification.
 - c. Render a report to each General Conference of the Association, consisting of:
 - (i) A list of the members of the voting body.
 - (ii) A list of the ex-officio members of the conference concerned.
 - (iii) A recommendation concerning any special rules to be adopted by the conference concerned.

Committee on Nominations

1. The Committee on Nominations shall consist of a chairperson and one delegate from each state designated by the President of the State Association, with the concurrence of the Adjutant General to serve during a General Conference.
2. The Committee on Nominations shall:
 - a. Convene on the first day of a General Conference which is required to elect officers of the Association and have placed in nomination the names of those members seeking officer positions.
 - b. Prepare a slate of nominations consisting of the names of one eligible member of the Association for each office to be filled by the General Conference. In the event that the name of more than one eligible member is proposed for any office of the Association, the Committee shall recess for a reasonable time in order to permit each state to caucus.
 - c. Prepare a slate of nominations for any vacancies on the Board required to be filled by the General Conference, consisting of the names of members of the Association referred to it by the appropriate National Guard Area, Company Grade, Retired and Warrant Officer Caucuses convened for that purpose.
 - d. Not later than 1600 hours on the second day of the General Conference notify the secretary of each state delegation of the nominations.

Committee on Resolutions

1. The Committee on Resolutions shall consist of a chairman, one Army National Guard delegate and one Air National Guard delegate from each state, designated by the President of the State Association with the concurrence of the Adjutant General to serve during a General Conference of the Association.
2. The Committee on Resolutions shall:
 - a. consider each resolution referred thereto and may revise, amend or modify it as desired.
 - b. recommend that each resolution be adopted, rejected or withdrawn by the sponsoring state or states.
3. The Chairman of the Committee on Resolutions shall:
 - a. Appoint the Army National Guard members of the Committee as a subcommittee to consider and report on resolutions pertaining to the Army National Guard.

- b. Appoint the Air National Guard members of the Committee as a subcommittee to consider and report on resolutions pertaining to the Air National Guard.
- c. Designate the chairperson of each subcommittee.
- d. Convene the full committee to consider and act on the report of each subcommittee and consider and act on resolutions which pertain to both the Army and Air National Guard.
- e. Report to the conference those resolutions which the Committee recommends for adoption.

Appendix E

Voting at a General Conference General

1. Voting may not be by proxy.
2. The Chair of the Committees on Nominations and Resolutions may not vote in committee unless designated as a member.
3. Each member of the Committee on Resolutions shall, when actually present in committee, be entitled to one vote on each matter acted upon by the full committee and the respective subcommittees.
4. In the event that more than one eligible member is proposed in the Committee on Nominations for an office of the Association, voting on such nomination in that committee shall be by roll call vote of the states, and a state shall cast the number of votes to which it is entitled under the unit rule.
5. Each member of the voting body shall, when actually present, be entitled to one vote on each matter acted upon by the Conference.
6. Upon demand of five (5) or more states, the presiding officer shall order a vote by roll call of states.
7. In the event of a roll call of the states:
 - a. Each state shall:
 - (1) Be entitled to one vote for each delegate accredited thereto, whether or not actually present.
 - (2) Cast the number of votes to which it is entitled under the unit rule.
 - b. Each delegate-at-large shall be entitled to one vote and shall be polled after the roll call of states.
8. In the event of a vote by roll call of states, a member of the voting body may, on the floor of the conference, demand that the members of the voting body of his/her state be polled, in which case the Secretary of the conference shall:
 - a. Poll the members of the voting body of that state.
 - b. Determine the votes thereof.
 - c. Record the total number of votes to which that state is entitled under the unit rule.

Caucuses

1. State Caucus
 - a. A state caucus consisting of the members of the voting body of the conference from the state concerned, shall be convened whenever:
 - (1) In the Committee on Nominations, the name of more than one eligible member of the Association is proposed for nomination to an office of the Association;

- (2) In a National Guard Area Caucus of which the state is a part, there are names of more eligible members of the Association proposed than there are vacancies to be filled on the Board from the Area concerned.
 - (3) A vote by roll call of the states on the floor of a General conference is ordered.
- b. The method of voting in a state caucus shall be determined by the presiding officer or by majority vote of that Caucus.
- c. A state caucusing pursuant to paragraph 1. a. (1) above shall cast its vote under the unit rule for the nominee who received the highest number of votes in its caucus.
- d. A state caucusing pursuant to paragraph 1.a. (2) above shall cause the vote of its delegate in the appropriate Area Caucus to be cast for the nominee for each position who receives the highest number of votes in its caucus.
- e. A state caucusing pursuant to paragraph 1.a. (3) above shall cast the vote of that state under the unit rule:
 - 1) If the question is on election to an office of the Association, for the nominee who receives the highest number of votes in the caucus.
 - 2) If the question is on election to the Board for the nominee for each position who receives the highest number of votes in the caucus.
 - 3) If the question is on the adoption or rejection of a motion, as determined by majority vote of the caucus.

2. A National Guard Area Caucus

- a. A National Guard Area Caucus consists of one accredited delegate to a General Conference from the Army National Guard and one from the Air National Guard from each state in the geographical area concerned designated by the President of the State National Guard Association with the concurrence of the Adjutant General of that state. The chairman shall be appointed by the Chair of the Association. The Army member of the Board of Directors shall be nominated by a vote of the Army members of the caucus and the Air member of the Board of Directors shall be nominated by a vote of the Air members of the caucus. Adjutants General members of the Board of Directors shall be nominated by a vote of either the Army or Air members of the caucus but with one vote per state.
- b. Appropriate National Guard Area Caucuses shall be convened at a General Conference for the purpose of selecting and referring to the Committee on Nominations the name of the nominee for each office in that National Guard Area to be nominated to serve on the Board of

the Association. The Chair of the Association shall contact the Adjutant General representative from each Area required to elect Board members at a General Conference and have that individual solicit names of Adjutant General candidates to be placed in nomination.

c. In a National Guard Area Caucus:

- (1) Either state member of the caucus can vote for the Adjutant General member, but with one vote per state. The chairman shall not be entitled to vote unless he is a member of the caucus other than by virtue of his appointment as chairman.
- (2) A vote may be taken by written ballot if so determined by a majority of the members of the caucus present, and
- (3) In the event there are names of more members proposed than there are vacancies to be filled, each state concerned shall caucus and its National Guard Area delegates shall cast the votes in accordance with the procedures herein set forth in paragraph 1.a.(1) and 1.a.(2) above.

2) Company Grade Caucus.

a. A Company Grade Caucus consisting of two accredited delegates to a General Conference, one each from the Army and the Air National Guard, such delegates to be designated by the Presidents of the State National Guard Association with the concurrence of the Adjutants General of the respective states. The Chairman of the Company Grade Caucus shall be appointed by the Chair of the Association. The Army member of the Board shall be nominated by a vote of the Army members of the caucus and the Air member of the Board by a vote of the Air members of the caucus.

3) Retired Life Caucus

a. A Retired Life Caucus consisting of two accredited delegates to a General Conference, one each from the Army and the Air National Guard, such delegates to be designated by the President of the State National Guard Association with the concurrence of the Adjutants General of the respective states. The Chairman of the Retired Life Caucus shall be appointed by the Chair of the Association. The Army member of the Board shall be nominated by a vote of the Army members of the caucus and the Air member of the Board by a vote of the Air members of the caucus.

4) Warrant Officer Caucus

- a. A Warrant Officer Caucus consisting of one Warrant Officer accredited delegate to a General Conference, such delegate to be designated by the President of the State National Guard Association with the concurrence of the Adjutants General of the respective states. The Chairman of the Warrant Officer Caucus shall be appointed by the Chair of the Association. The Warrant Officer member of the Board shall be nominated by a vote of the members of the caucus.
- b. National Guard Areas, Company Grade, Retired Life and Warrant Officer Caucus shall be convened at a General Conference, as needed for the purpose of selecting and referring to the Committee on Nominations the names of the nominee for each position to be filled on the Board.