



**BY-LAWS
Of
THE NATIONAL GUARD ASSOCIATION
Of
VERMONT
(NGA-VT)**

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**BY-LAWS OF THE
NATIONAL GUARD ASSOCIATION OF VERMONT**

Article I – Name

The name of this corporation shall be the “National Guard Association of Vermont (NGA-VT)” hereinafter referred to as the “Association.”

Article II – Purpose and Objectives

Section 1 Purpose.

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

Section 2 Objectives

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

1. To represent the Vermont National Guard to all appropriate federal and state legislative bodies and agencies to bolster and enhance readiness in support of our State and National mission.
2. To educate the public on the role of the Army and Air National Guard of Vermont in the national security and missions of our State and Nation.
3. To bolster the public image of the Vermont National Guard, encourage membership in the Army and Air National Guard, and promote the rights and benefits of present, former, and retired members of the National Guard.
4. To partnership with organizations and businesses within our community and to foster and improve the Vermont National Guard.

Article III – Powers and Restrictions

Section 1 Powers

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

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

Section 2 Restrictions

No part of the net earnings of the Association shall result in the benefit 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 <Title 26, Section 170 (c) (4)> of the Internal Revenue Code as now in effect or hereafter amended.

Article IV – Membership

Section 1 Active Members

1. An active member shall be a federally recognized officer or warrant officer of the Vermont National Guard who shall have paid the required Association dues for the current year or required life membership dues. Active members are entitled to all the privileges of the Association and will pay dues of their federally recognized grade.

2. Officers who are new members (and newly commissioned officers) of the National Guard shall enjoy gratis active membership in NGAUS and NGA-VT for the remainder of the current year.
3. “Current year” is defined in Article IX Section 4.

Section 2 Retired Life Members

All officers, warrant officers, and former officers who formerly served in the Vermont National Guard and who were retired by age, length of service, disability, transferred to the retired reserve or honorably discharged for a service connected disability, may be eligible for Life Membership in the National Guard Association of Vermont by payment of a one time life membership fee. Life members are entitled to all the privileges of the Association. Officers and warrant officers who were honorably separated from the Vermont National Guard are also eligible under this section.

Section 3 Associate Members

1. Any active or honorably separated or retired officer or warrant officer from any branch or component and not currently a member of the Vermont National Guard, shall be eligible for Associate Membership by payment of associate membership dues. Associate members are entitled to limited privileges within the Association.
2. Any active or honorably separated or retired E-8 and E9 from any branch or component and currently a member of the Vermont National Guard, shall be eligible for Associate Membership by payment of associate membership dues. Associate members are entitled to limited privileges within the Association.

Section 4 Honorary Members

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

Section 5 Benefactor/Corporate Membership

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

Section 6 Privileges of Membership

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

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

Section 7 Rejection and Expulsion

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

Article V – Membership Meetings

Section 1 Annual Membership Meeting

A business meeting of the membership of the Association shall typically be conducted annually over a non-holiday weekend. The meeting shall be conducted in the State of Vermont and convened in varied locations throughout the State where there is a National Guard presence, with consideration to ensure adequate space for convention participants.

Section 2 Special Membership Meetings

The Board of Directors may call a special meeting of the membership of this Association upon 30 days written notice indicating the purpose, time, and place. This notice can be by the following means: mailings, e-mails, web site, and notification through unit representatives.

Section 3 Quorum

A majority of the Active Members of this Association eligible for and present to vote shall constitute a quorum for membership meetings. Members of this Association may not be represented or voted by proxy.

Section 4 Agenda and Rules

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

Article VI – Officers

Section 1 Officers

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

1. The Adjutant General
2. Executive Director (if applicable), elected by the membership
3. President, elected by the membership
4. President-Elect/First Vice President, elected by the membership
5. Second Vice President; elected by the membership
6. Immediate Past President
7. Secretary, elected by the membership
8. Treasurer, elected by the membership
9. Membership Director, elected by the membership
10. Company Grade Representative, Army, elected by the membership
11. Company Grade Representative, Air, elected by the membership
12. Warrant Officer Representative, Army, elected by the membership
13. Resolution Representative, Army, elected by the membership
14. Resolution Representative, Air, elected by the membership
15. Each Battalion/Squadron level command and higher shall select one representative within the command. All delegates shall be members in good standing of the Association. Battalions/Squadrons may petition the board for additional representatives for special circumstances.

16. The President of the Association may appoint a legal officer as the legal advisor from either the Army or Air National Guard.

Section 2 Qualifications

1. An officer of the Association shall be a member of the Association, and shall either be an Active member or Retired Life member. Other categories of membership are not eligible to hold office within the Association except as allowed under Article IV Section 6.
2. The President and President-Elect/Vice President shall normally be represented by each service, Army or Air (e.g. if the President is Army, then the VP is Air).

Section 3 Tenure

All elected officers shall be installed in office at the Annual Conference by which they were elected. They shall be elected for a term of 2 years. The term of the President shall be concurrent with the President Elect/Vice President. The Secretary and Treasurer shall also serve a concurrent term, which overlaps the President and President Elect/Vice President by one year.

Section 4 Termination of Tenure

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

Section 5 Duties and Responsibilities

1. Executive Director (if applicable)
 - a. With the Secretary and Treasurer, maintain all official records of the Association.
 - b. Become a member of the National Guard Executive Director's Association (NGEDA).
 - c. Represent the Association at NGEDA activities.
 - d. Perform other duties as outlined by the Board of Directors in the "Executive Director Job Description".
 - e. Receive compensation as determined by the Board.
2. Immediate Past President
 - a. Advise the President on all matters relating to the Association.
 - b. Serve as the Nomination committee chair.

3. Company Grade Representative Army & Air
 - a. Serve as chairpersons of their respective caucuses during the annual meeting.
 - b. Advise the President on matters pertaining to issues that impact their caucus members.
 - c. Represent the State Company Grade officers at the national conference.
4. Warrant Officer Representative
 - a. Serve as chairpersons of their respective caucuses during the annual meeting.
 - b. Advise the President on matters pertaining to issues that impact their caucus members.
 - c. Represent the State Warrant Officers at the national conference.
5. Resolution Representative Army & Air
 - a. Keep current on resolutions referred to the NGAUS that impact the NGA-VT membership
 - b. Provide a resolution update at the annual conference.

Article VII Board of Directors

Section 1 Board of Directors

The Board of Directors of the Association shall be:

1. The Adjutant General
2. Executive Director (if applicable)
3. President
4. President-Elect/First Vice President
5. Second Vice President;
6. Secretary
7. Treasurer
8. Membership Director

Section 2 General

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

1. Consider, modify as required, and approve the annual budget of the Association within 60 days of the Annual Conference. The budget shall cover the period 1 January through 31 December.
 - a. During the budget meeting, the Board shall consider and set State dues for the following year.
 - b. During the budget meeting, the Board shall consider and establish fees, if required, for any activity or event, including participation in the Annual Conference, contemplated during the budget year.
2. Consider, modify as required, and approve all recommendations presented by standing and special committees.
3. Employ (if applicable) an Executive Director whose tenure, salary and duties may be contracted, approved by the Board of Directors, and signed by the President.
4. Perform such additional duties and exercise such additional powers as are specifically granted in or required by the By-Laws of the Association.
5. In addition to the provisions of this Section, the Board of Directors shall meet at least quarterly to consider the business of the Association. The President as required may call additional meetings.
6. The members of the Board of Directors are the primary link between the units and the Association and their greatest responsibility is ensuring communication between their unit and the Association is prompt, adequate, and bi-directional.

Section 3 Duties and Powers

1. The Adjutant General
 - a. Provide an annual Adjutant General's update to the membership at the annual conference.
 - b. Provide Association legislative representatives with State legislative priorities

2. President

- a. The President shall be the chief executive of the Association and is charged with providing direction for the general affairs and business of the Association. The office of President shall normally alternate terms between the Army National Guard and Air National Guard.
- b. The President shall call for and preside at all membership meetings, special meetings, and meetings of the Board of Directors.
- c. The President shall prepare and provide an Annual Report of the activities of the Association to the Membership at the Annual Conference.
- d. The President shall issue the call for the Annual Conference and for Special Conferences if required. The President shall also appoint special staff officers (Chaplain, Parliamentarian, Sergeant-at-Arms, etc.) as required incidental to the Conference(s).
- e. The President shall convene at least quarterly and more often if required meetings of the Board of Directors to conduct the business of the Association.
- f. The President shall perform and be responsible for other duties as may be prescribed by the Board of Directors or the Membership of the Association.

3. President Elect/First Vice President

- a. The President Elect/First Vice President shall assist the President in the performance of duties as prescribed in paragraph 1 above.
- b. The President Elect shall, in the absence or incapacity of the President, perform the duties of President. Also, the President Elect shall assume the office of President should the President resign or be removed under the provision of Section 3 above and shall serve the remaining term.
- c. Should the President Elect/First Vice President assume the office of President under this paragraph, he or she shall serve the remaining term of the President. The newly selected President Elect/First Vice President shall serve his or her term similarly.
- d. The President Elect/First Vice President shall chair the Time and Place Committee and shall perform other duties as may be prescribed by the President or the Board of Directors.

4. Second Vice President

- a. The Second Vice President shall assist the President Elect/First Vice President in the performance of duties as prescribed in paragraph 2 above.
- b. The Second Vice President shall, in the absence or incapacity of the President and President Elect, perform the duties of President. Also, the Second Vice President shall assume the office of President should the President and President Elect resign or be removed under the provisions of Section 4 above and shall serve the remaining term.

- c. Should the Second Vice President assume the office of President under this paragraph, he or she shall serve the remaining term of the President. The newly selected President Elect/First Vice President shall serve his or her term similarly.

5. Immediate Past President

- a. The Immediate Past-President shall normally serve a term of 2 years. Unless elected thereto under the provisions of these by-laws, he or she shall not succeed to any office in this Association vacated by reason of resignation or removal.
- b. The Immediate Past-President shall chair the Nomination Committee and shall perform other duties as may be prescribed by the President or the Board of Directors.
- c. If a duly elected President must vacate the office for any reason, except as stated Article VI section 4, the outgoing President is the Immediate Past-President.

6. Secretary

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

7. Treasurer

- a. The Treasurer is the principle financial officer of the Association and shall be responsible for financial oversight of all business transactions, operations, investments, and all other financial instruments and accounts.
- b. The Treasurer, as the vice chair of the Finance Committee, shall be responsible for preparation of the annual budget and financial report to be approved by the Board of Directors during the budget meeting and then presented to the membership during the Annual Conference. The Treasurer shall ensure all tax reports are completed and submitted as required by law.

- c. The Treasurer shall review the financial condition of the Association at least annually. He or she shall also recommend to the Board of Directors whether an annual audit be conducted, and if so, the level audit required and the fixed cost of the recommended audit.
 - d. The Treasurer shall ensure that appropriate financial records are complete and stored as required by law at the Association's office.
8. Membership Director
- a. The Membership Director will also ensure that membership records are summarized and stored as well as other business records as required by the Executive Committee.
 - b. The Membership Sub-committee shall have responsibility to manage and coordinate the annual membership program. Responsibilities shall include, but not be limited to, estimating annual revenues generated, forecasting the annual operational costs, and developing, recommending, and implementing programs for increasing membership to at or above NGAUS goals. New programs recommended shall include a cost analysis and shall be reviewed by the Finance Committee prior to presentation to the Board of Directors for approval.

Article VIII Committees

Section 1 General

The President shall, at or before the first regular Directors meeting following the annual State convention, organize or appoint a chair to the Standing and Special Committees. Chairs are normally members of the Board of Directors with exceptions approved by the Board of Directors. Committee chairs shall form their committees and present them to the President for approval prior to concluding the first regular meeting. Members determined from Article IV Section 1, Article IV Section 2, and Article IV Section 3 of these By-Laws and exceptions approved by the Board of Directors may participate on committees.

Section 2 Legislative Actions Committee

1. The Board of Directors shall select up to two members to attend the annual Congressional Actions Contact Officer (CACO) seminar held at the NGAUS building in Washington DC. The president will communicate with the Adjutant General as to the selections, preferably one representative from the Army and the Air. The selections will schedule to meet with the Adjutant General to establish the State's legislative priorities. One of the selections will act as the CACO chair. The Immediate Past-President may act as vice chair. The Legislative Actions Committee shall be responsible for issues relative to Federal and State Legislative activities.

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

Section 3 Finance Committee

1. The President Elect/Vice President shall chair the Finance Committee and the Treasurer shall act as vice chair. The Finance Committee shall have a Business. Chair of the sub-committee shall be selected by the Finance Committee chair and vice chair and approved by the President.
2. The Finance Committee shall have responsibility for preparing and presenting the annual budget to the Board of Directors for approval. The Committee shall

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

a. Business Sub-Committee

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

Section 4 By-Laws Committee

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

Section 5 Corporate Committee

The Corporate Committee shall have as vice chair (First Vice President), the Annual conference chair. The Corporate Committee shall have responsibility to coordinate and manage all activities and actions with our vendor friends in industry relating to, but not limited to, sponsorships, fund raising, advertising, and other activities as directed by the Board of Directors. Additionally, responsibilities include estimating annual revenues generated, forecasting annual operational costs, and developing, recommending, and

implementing programs to increase revenues. New programs recommended shall include a cost analysis and shall be reviewed by the Finance Committee prior to presentation to the Board of Directors for approval.

Section 6 Nominations Committee

1. The Nominations Committee shall be chaired by the Immediate Past-President.
2. The Nominations Committee shall prepare a slate of officers consisting of the name of at least one eligible member of the Association for each office requiring fill during the Annual Conference. The Committee shall ensure that all eligible members are provided an opportunity to run for any vacant office except as may be prescribed in Article VI Section 2. The Board of Directors shall review the Nominations Committee slate prior to presentation at the Annual Conference. The Association Membership shall approve the slate of officers.
3. The Nominations Committee shall prepare recommendations for vacant offices occurring from resignations or other reasons not under paragraph 2 above. Except as may be prescribed in Article VI Section 2, the Board of Directors shall approve fill of vacant offices.

Section 7 Events Committee

1. The President shall appoint the Chair of the Events Committee. The Events Committee Chair may, with the approval of the President, create sub-committees with a specified purpose, authority and tenure for special events as approved by the Board.
2. The Events Committee shall, with close coordination of the President, be responsible to plan and conduct the forthcoming events. Responsibilities include, but are not limited to, fund raising and sponsorship, registration, program, guest speakers, hotel coordination, activities, spouse events, and invitations. The Events Committee shall closely work with the Finance Committee to ensure costs do not exceed budget projections.
3. The Events Committee shall recommend future event sites to the Board of Directors. After coordination with the Finance Committee, any Board of Director member shall be the signatory on all contracts under this section.

Section 8 Awards Committee

1. The Awards Committee will consist of the President and two members of the Board of Directors.

2. The Awards Committee shall, with guidance from the Board of Directors and other sources as may be appropriate, recommend various awards consistent with the purpose and objectives of the Association. The Awards Committee shall recommend policies and procedures for the selection of appropriate recipients for NGA-VT as well as NGAUS awards.
3. The Awards Committee shall, by direction of the President, be responsible for awards or gifts presented to guests invited to participate at conventions or meetings.
4. All recommendations for awards will be presented with a cost analysis. The Board of Directors will approve all awards except as in subparagraph c. above.

Section 9 Scholarship Committees

1. The President shall appoint a Chair of the Scholarship Committee. A Scholarship Committee shall be formed as a standing committee. The committee shall consist of three members at large, to be appointed by the chair.
2. The Scholarship Committee shall make recommendations to the Board each year, regarding the kind of scholarships and funding available. Availability of scholarship funds will be determined by the Finance Committee. No Scholarship Committee member shall be eligible as a recipient of a scholarship during the period he/she serves on the Committee.

Section 10 Special Committees

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

Article IX Fiscal Operations

Section 1 Fiscal Year

The Fiscal Year of this Association shall commence on 1 January and end on 31 December of the same year.

Section 2 Funds

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

2. Funds of the Association may be expended without further authority from the Board of Directors when expended in support of the approved annual budget.
3. Bills, claims, or expenditures of the Association shall be certified by two or more members of the Board of Directors, excluding the Treasurer, and paid by funds from the Association and executed by the Treasurer.

Section 3 Bonds

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

Section 4 Dues

Annual State membership dues will be reviewed and approved by the Board of Directors as prescribed in Article VII Section 2. Membership dues cover the period 1 January through 31 December. State and National dues shall be collected simultaneously.

Section 5 Assessments and Fees

Assessments and fees shall be approved by the Board of Directors as prescribed in Article VII Section 2 and are due and payable as required by same.

Article X Co-Sponsorship Activities

Section 1 Guidelines

1. Co-sponsorship will be established after receipt and approval of a letter from the President. In order to be eligible to co-sponsor a conference or event, a requesting activity shall agree to, affirm, and abide by the following guidelines:
 - a. The event or activity aims are consistent with and will promote positively on the Association and the State of Vermont.
 - b. The President of the Board will appoint a member to assist in the planning, implementation, and follow up of the conference or event.
 - c. All co-sponsored conferences and events must have The NGA-VT name and logo on all conference materials, including all marketing and pre-conference publications. Publications should also be pre-approved by the President of the Board.

Section 2 Agreement

A memorandum of agreement between the Association and co-sponsoring activity (ies) shall be executed prior to the event as prescribed by NGA-VT. The agreement will define the level of financial, administrative and/or technical support or assistance of the parties involved. This agreement will include the distribution of funding generated from the conference or event.

Article XI National Guard Association of the United States (NGAUS)

Section 1 Representation

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

Section 2 Expenses

The Association shall pay the President's registration, travel, room and miscellaneous expenses. Other delegates may be reimbursed for conference expenses at the discretion of the Board of Directors. The Finance Committee shall consider conference expenses during the annual budget meeting.

Article XII Mobilization

Should a State or National emergency occur resulting in mobilization of the Board of Directors of the Association such that they are unable to participate in the management of the Association, the Board of Directors (those remaining) shall meet in Special Session as soon as possible. The Board of Directors shall elect no less than three who shall to the extent possible preserve the assets of the Association until demobilization or normal management as prescribed in the By-Laws can resume. Additionally, if the Board of Directors determines that mass mobilization is eminent, they shall also have the authority under this Article to convene a Special Session to elect trustees as above.

Article XIII Amendments

Section 1 General

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

Section 2 By Membership

1. The Articles of Incorporation and the By-Laws of the Association may be amended at an Annual Conference or Special Conference of the Association

by a majority vote of the Membership where a quorum is present. Amendments under this section must be submitted in writing to the President sixty (60) days prior to the convening of the Annual Conference or Special Conference. The By-Laws Committee shall render a report on the proposal with a recommendation to the Membership at least thirty days prior to the annual conference.

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

JEFF RECTOR
Maj, VTANG
Secretary

DATE

JOHN GENO
Capt., VTANG
President

DATE