

ARTICLE I

NAME AND CORPORATE STATUS

The name of this corporation is "***The National Guard Association of Tennessee***", hereinafter referred to as the ***Association***. The ***Association*** is a not-for-profit mutual benefit corporation organized under the laws of the State.

ARTICLE II

PURPOSES AND POWERS

Section 1. Purposes

The purposes of the *Association* are:

(a) to promote and improve adequate national security; and

(b) to foster and improve:

(1) the Army National Guard and Air National Guard of the State; and

(2) the Army National Guard and the Air National Guard of Tennessee as components of the Armed Forces of the United States and the State.

Section 2. Powers

The *Association* has all powers necessary, incident or appropriate to the furtherance of its purposes, including but not limited to:

(a) assessment and collection of dues; and

(b) acceptance of contributions; and

(c) acquisition of property, both real and personal, by purchase, gift, devise or lease; and

(d) investment and reinvestment of funds; and

(e) 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; and

(f) execution, performance, or cancellation and recession of contracts of every kind; and

(g) creation of such trust or trusts as may be necessary; and

(h) sponsorship of a program of group insurance coverage for its annual, life, and associate members. The Executive Council of the *Association*, may, for and on behalf of the *Association*, enter into trust agreements pursuant to which trustees shall administer insurance programs and invest the portion of divisible surplus, if any, attributable to any group insurance policies; and

(i) sponsorship of a program of group travel for its members. Such travel program shall be administered by the Executive Council and managed by the Secretary/Treasurer/Executive Director of the Association.

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ARTICLE III

MEMBERSHIP

Section 1. Qualifications and Requirements

Classes of membership in the *Association* are:

- (a) Annual; and
- (b) Life; and
- (c) Honorary; and
- (d) Associate; and
- (e) Affiliate; and
- (f) Corporate.

Section 2. Qualifications and Requirements

Requirements for membership in the *Association* for the several classes are:

(a) Annual. Upon application and payment of the prescribed annual dues, an annual membership may be issued to:

(1) a federally recognized commissioned officer or warrant officer, active or inactive, of the Army National Guard or Air National Guard of the State;

(2) a person who formerly held a federally recognized commissioned officer or warrant officer status in the Army National Guard or Air National Guard of the State provided separation from such status was under honorable conditions; or

(3) the Adjutant General, the Deputy Adjutant General and the Assistant Adjutants General of the State.

(b) Life. Upon application, payment of the prescribed amount and approval of the Executive Council of the Association a person who is qualified to be an annual member may be issued a life membership.

(c) Honorary. The Executive Council of the *Association* may by majority vote confer honorary membership upon:

(1) the Governor of the State; or

(2) a member of the State Congressional Delegation; or

(3) any other person deemed proper by the Executive Council.

(d) Associate. Enlisted personnel of the Tennessee Army National Guard, Tennessee Air National Guard, and any person that holds a reserve commission or warrant in any branch of the **United States Armed Forces may become associate members of the Association for the purpose** of participating in group insurance plans, or for the purpose of participation in the travel program, but for no other purpose. Associate members may be appointed by the Executive Council of the *Association* to serve as Trustees of the Group Insurance Trust.

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(e) Affiliate. Being any other person, approved by the Executive Council, who is interested in and dedicated to the proposes of the *Association* upon payment of annual affiliate membership dues, for the purpose of participation in the *Association* travel program. Affiliate members may not vote in any affairs of the *Association*.

(f) Corporate. Any company, firm, organization, or corporation may, upon approval by the Executive Council, and payment of an annual corporate membership fee as established by the Executive Council, become a corporate member of the *Association*. Neither corporate members, nor their employees may participate or vote in any affairs of the *Association*, or participate in any benefits available to the *Association*, except the *Association* travel program, unless they themselves are eligible for annual, life, honorary, associate or affiliate membership. Appropriate recognition of corporate members will be made each year, and all proceeds from their membership, or any donations they may make to the *Association*, will be used to defray the expenses of Annual *Association* Conferences, or Annual NGAUS General Conferences.

Section 3. Certificate

An appropriate certificate of membership may be issued to a member.

Section 4. Privileges

(a) A member of the *Association*, other than an honorary, associate, affiliate or corporate member, may be:

- (1) an officer of the *Association*; or
- (2) a member of the Executive Council; or
- (3) a member of a Standing Committee; or
- (4) a member of a Special Committee; and
- (5) a delegate to any General Conference or Special Conference.

(b) Any member of the *Association* may, subject to the order of business, be recognized by the presiding officer at any General or Special Conference of the *Association*.

Section 5. Rejection and Termination

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

- (1) reject any applicant for membership; or
- (2) after extending to the member concerned a reasonable opportunity to present evidence in his or her behalf, terminate any membership.

b) Membership is automatically terminated by:

- (1) resignation; or
- (2) failure or refusal to pay prescribed:
 - (a) dues; or
 - (b) assessment.

(c) An annual membership terminates at 2400 hours on December 31 each year except that continuity of membership is preserved for an annual member whose dues are received prior to that time.

(d) Members who receive a release or discharge from Federal or State service under other than honorable conditions shall thereupon cease to be members of the *Association*.

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ARTICLE IV

OFFICERS

Section 1. Titles

The officers of the *Association* shall be:

- (a) A President; and
- (b) A President-Elect; and
- (c) An Immediate Past-President; and
- (d) A Secretary/Treasurer.

Section 2. Duties and Powers

(a) President.

(1) The President shall be:

- (a) the presiding officer at each General Conference or Special Conference of the *Association*;
- (b) a member of the Executive Council and chairperson thereof; and
- (c) a member ex-officio of all committees.

(2) The President shall:

(a) direct the affairs of the Association in accordance with the policies adopted in General Conference or Special Conference of the *Association*; and

(b) convene the Executive Council from time to time; and

(c) subject to Article VI of the Constitution and Bylaws, appoint all Standing, Conference, and Special Committees and designate the Chairperson and Vice-Chairperson of each; and

(d) subject to Sections 2 and 3 of Article VI of the Constitution and Bylaws, appoint such other General Conference and Special Conference Committees or Special Committees as deemed necessary and designate the Chairman of each; and

(e) make necessary arrangements for each Conference; and

(f) direct the operation of the headquarters office and staff of the *Association*; and

(g) prepare and submit an annual *Association* budget to the Executive Council for approval; and

(h) render an annual report to the membership of the *Association*; and

(i) perform such other duties as may be required of his office by the Constitution and Bylaws of the *Association*; and

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(j) appoint a Chaplain; and

(k) appoint a Parliamentarian of each Conference; and

(l) assign duties to the President-Elect and Secretary/Treasurer not inconsistent with the Constitution and Bylaws.

(3) The President, with approval of the Executive Council, may:

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

(b) employ such personnel, for and on behalf of the *Association*, as in his judgment are required, assign them such duties as he deems advisable and fix the rate and amount of their compensation; and

(c) employ or appoint the Secretary/Treasurer and fix his compensation; and

(d) convene a Special Conference of the Association.

(b) President-Elect.

(1) The President-Elect is a member of the Executive Council and shall:

(a) perform such duties as may be assigned by the President or as required by the Constitution and Bylaws; and

(b) perform the duties of the President during the absence or incapacity of the President as declared by the Executive Council; and

(c) become President upon installation at the close of business of the General Conference held in even numbered years at which his successor as President-Elect shall have been chosen.

(d) Immediate Past-President

(1) The retiring President shall automatically succeed to the office of Immediate Past-President upon the installation of a new President.

(2) No Person who shall have served as an Immediate Past-President of the *Association* shall thereafter be eligible to be elected to any other office in the Association, ***provided, however, when selected as Administrator of the Group Insurance Program, the person so selected may also serve as Secretary and Executive Director of the Association. (Recommended by the Constitution and By-Laws Committee, Feb 23, 2008, during the NGAT State Conference and approved by unanimous vote of the entire membership body.)***

(3) The Immediate Past-President shall be a member of the Executive Council during his tenure in such office.

(c) Secretary/Treasurer

(1) The Secretary/Treasurer is:

(a) the recording officer of the Association; and

(b) custodian of the records of the *Association* and responsible for accurately keeping the same; and

(c) a member of the Executive Council; and

d) custodian of all funds of the *Association*; and
e) when also appointed as Administrator of the Group Insurance Trust of the *Association*, shall have the additional title of Executive Director of the *Association*.

(2) The Secretary/Treasurer shall:

a) perform such duties as may be assigned by the President and as required by the Constitution and Bylaws; and

b) render an annual report to the General Conference; and

c) organize and administer the Headquarters Office of the *Association*.

Section 3. Election of the President-Elect.

(a) The President-Elect shall be regularly elected for a two year term by a majority of those members present and voting at General Conferences held in even numbered years.

(b) At an election of a President-Elect if no candidate shall receive a majority of the votes cast then there shall be conducted a runoff election between the two candidates receiving the highest number of votes. The candidate then receiving the highest number of votes cast in such runoff election shall be declared elected.

(c) The President-Elect shall be elected from members of the Army National Guard for three consecutive terms and from members of the Air National Guard for the fourth term and in the same order thereafter. The office of President-Elect shall be elected at-large.

(d) The President-Elect shall be installed in office as the last item of business prior to adjournment of the business session of the Conference at which elected.

Section 4. Vacancies.

(a) If the office of President shall become vacant as declared by the Executive Council, the President-Elect shall become President for the unexpired term and in addition shall serve the regular two year term as President to which he or she would have regularly succeeded had not such vacancy occurred.

(b) If the office of President-Elect shall become vacant the Executive Council shall appoint a qualified member to that office until the next General Conference, but such appointed person may not succeed to the office of President beyond the adjournment of a General or Special Conference unless he or she shall have been elected thereto. In the event of succeeding vacancies in the office of President and President-Elect requiring interim appointments by the Executive Council then both a President and President-Elect shall be elected for the unexpired terms at the next General Conference occurring after such vacancies. In the meantime the Executive Council shall appoint qualified members to serve in such capacities until such next General or Special Conference.

Section 5. Termination and Removal From Office.

(a) Tenure in office of any officer is terminated by his or her death, resignation, removal, cessation of membership in the Association, succession to another office, expiration of the term for which elected or appointed, or ceasing to be an active member of the Tennessee National Guard, except for the Secretary/Treasurer or the Immediate Past President.

(b) An officer of the *Association* may be removed from office by two-thirds vote of the Executive Council when the Executive Council determines that such officer is unable to fulfill the duties of the office to which elected or appointed by reason of inefficiency or conduct detrimental to the *Association*.

ARTICLE V

EXECUTIVE COUNCIL

Section 1. Composition

The Executive Council of the Association shall consist of the elected and appointed officers, three representative members from each Grand Division of the State, and two At-Large members as specified in Section 3 of this Article.

Section 2. Duties and Powers

(a) The Executive Council shall:

(1) be the governing body of the *Association* in accordance with the Constitution and Bylaws and the policies adopted in General or Special Conference of the Association; and

(2) fix the time and place of a General or Special Conference; and

(3) in the event of a vacancy occurring on the Executive Council resulting from the termination, removal, death, resignation, or promotion to Field Grade status of a Company Grade member thereof, other than an Officer of the **Association**, elect thereto, by majority vote, a qualified member of the *Association*, from the appropriate Grand Division of the State to serve until the next General or Special Conference of the *Association* at which time a qualified successor shall be elected to fill the unexpired term; and

(4) Appoint qualified members to serve in the office of President and President-Elect in accordance with Article IV hereof; and

(5) consider and approve the annual budget for the Association, revise, amend and modify it as desired, and appropriate the funds required for its support; and

(6) exercise control and direction over the property of the *Association*, both real and personal; and

(7) convene:

(a) at the call of the President of the *Association*; or

(b) upon written demand signed by a majority of the members thereof, and communicated to each member of the Executive Council; and

(8) issue the call for a scheduled General or Special Conference of the *Association* in the event the President fails or refuses to do so; and

(9) perform such additional duties and exercise such additional powers as are granted in, or required by the Constitution and Bylaws, or as conferred on a board of directors of a corporation by law.

(b) The Executive Council may:

(1) Take action and hold meetings by consent and in any manner authorized by the laws of the State; and

(2) order an audit of records and finances of the *Association* by a certified public accountant in addition to the annual audit required by the Constitution and Bylaws; and

(3) by majority vote, convene a Special Conference of the *Association* and fix the time and place thereof; and

(4) remove any officer of the *Association* in accordance with the Constitution and Bylaws; or

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(5) by two-thirds vote, levy an assessment on members of the *Association* other than Life, Honorary, Associate, Affiliate, or Corporate members.

(c) Quorum and Voting.

(1) Eight [8] members of the Executive Council shall constitute a quorum at all Executive Council meetings. ***A quorum may be established by appearance in person, electronically, or any other means which the judgment of the presiding officer reasonable and proper provided however, no less than two members shall be present in person for a quorum to exist. (The addition was presented by the Constitution and By-laws Committee, Feb 23, 2008 during the NGAT State Conference. It was approved by the entire membership body present for the conference.)***

(2) Any member of the Executive Council unable to attend a meeting of the Executive Council in person may vote by written proxy.

Section 3. Election

(a) Officers of the Association are ex-officio members of the Executive Council.

(b) Representative members of the Executive Council shall be elected from each Grand Division of the State as follows:

(1) One Active Field Grade (04, 05, 06, 07, or 08) member of the Tennessee Army National Guard; and

(2) One Active Field Grade (04, 05, 06, 07, or 08) member of the Tennessee Air National Guard; and

(3) One Active Company Grade member (Army or Air) from the Tennessee National Guard; and

(4) One Warrant Officer from the Tennessee Army National Guard. (Amended 26 Feb 2010)

(c) ~~Two~~ **One** At Large members of the Executive Council shall be elected as follows:

(1) One Retired At-Large member commissioned officer (Army or Air) of the Association; and

~~(2) One At-Large Warrant Officer.~~ **(Amended 26 Feb 2010)**

Section 4. Tenure

Unless terminated or removed there from as provided in the Constitution and Bylaws, members of the Executive Council shall:

(a) Be installed at the close of the business session of the General or Special Conference at which they were elected; and

(b) Serve as a member of the Executive Council:

(1) for a term of four years or until a qualified successor is duly elected to represent a Grand Division of the State or an At-Large Position; and

(2) until no longer an Officer of the Association if a member of the Executive Council by virtue of election to an office of the *Association*; or

(3) until promoted to Field Grade Officer to include receipt of Federal Recognition in the case of an Active Company Grade member from a Grand Division of the State; or

(4) until no longer an active member of the Tennessee National Guard, except for those members of the Executive Council holding the Retired At-Large Position, or the person holding the office of Secretary / Treasurer or the person holding the office of Immediate Past President.

Section 5. Termination or Removal

(a) Membership on the Executive Council is terminated by:

- (1) death; or
- (2) removal; or
- (3) resignation; or
- (4) promotion of an Active Company Grade member to a Field Grade Officer; or

(5) when the member is no longer an active member of the Tennessee National Guard, except for the member of the Executive Council holding the Retired At-Large Position or the person holding the office of Secretary/Treasurer or the person holding the office of Immediate Past President.

(b) A member of the Executive Council may be removed there from by a two-thirds vote thereof when it is determined that they are unable to fulfill their duties by reason of:

- (1) inefficiency; or
- (2) conduct detrimental to the *Association*; or
- (3) other sufficient cause.

ARTICLE VI

COMMITTEES

Section 1. Standing Committees

There shall be standing committees of the *Association* consisting of and having responsibilities as follows:

(a) Standing Committee on Legislation. The Standing Committee on Legislation consists of not less than five [5] nor more than fifteen (15) members of the Association. The Committee on Legislation shall:

- (1) prepare, request the introduction of, and support legislation required to implement the policies of the *Association*; and
- (2) provide members of the General Assembly of the State and members of the State Congressional Delegation with information regarding national security and the Army National Guard of Tennessee and the Air National Guard of Tennessee; and
- (3) monitor and oppose legislation detrimental to the purposes of the Association; and
- (4) develop and recommend to the Executive Council the legislative policy of the *Association*; and
- (5) render an annual report to the Association when directed by the President or by the Executive Council.

(b) Standing Committee on Membership. The Standing Committee on Membership shall consist of that number of members of the Association deemed by the President to be representative of the conditions in each locality of the State. The Committee on Membership shall:

(1) develop and recommend to the Executive Council membership policies of the *Association*; and

(2) recommend actions to the Executive Council that will insure the membership of the *Association* is maintained at one hundred percent; and

(3) render an annual report to the Association when directed by the President or by the Executive Council.

(c) Standing Committee on Public Relations. The Standing Committee on Public Relations consists of that number of members of the Association deemed by the President to be representative of the conditions in each locality of the State. The Committee on Public Relations shall:

(1) develop and recommend to the Executive Council policies which will establish and maintain good will with members of Congress, officials, departments and agencies of the Federal Government, members of the General Assembly and officials of the State and local Governments and the general public; and

(2) study, report to the Executive Council and make recommendations to correct publicity or conditions adverse to the Association or its purpose; and

(3) perform such other duties in relation to the field of public relations as may be referred to it from time to time.

(d) Standing Committee on Resolutions. The membership of the Standing Committee on Resolutions shall consist of one member from each of the major commands (O-7 or O-6 commander) of the Tennessee Army National Guard and one member from each of the flying units and one member of each of the non-flying units of the Tennessee Air National Guard. The Standing Committee on Resolutions shall consider each resolution referred to it and may revise, amend or modify such proposals as desired. Each resolution as reported shall be recommended either for adoption or for rejection. The Chairman of the Standing Committee on Resolutions shall:

(1) appoint the Army National Guard members of the Committee on Resolutions as a subcommittee to consider and report on resolutions pertaining to the Army National Guard; and

(2) appoint the Air National Guard members on the Committee on Resolutions as a subcommittee to consider and report on resolutions pertaining to the Air National Guard; and

(3) designate the Chair of each subcommittee; and

(4) convene the full Committee on Resolutions to:

(a) consider and act on recommendations of each subcommittee; and

(b) consider and act on resolutions which pertain to both the Army National Guard and Air National Guard;
and

(5) report to the General or Special Conference those resolutions which the Committee recommends for adoption or rejection.

(e) Standing Committee on Scholarships. The Standing Committee on Scholarships shall consist of four (4) members who shall administer a Scholarship Program of the Association as directed by the Executive Council and who shall report to each General or Special Conference.

(f) Standing Committee on Company Grade Officers. The Standing Committee on Company Grade Officers shall consist of eight (8) members, three of whom shall be the Company Grade Members of the Executive Council from each Grand Division of the State. When directed by the President or by the Executive Council the Committee shall examine and report to each General or Special Conference on issues that foster and improve Company Grade Officers as members of the Tennessee National Guard.

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(g) Standing Committee on General and Special Conference Planning. The Committee shall consist of seven [7] members who shall plan each General and Special Conference of the Association. This committee shall plan for conference registration, transportation, protocol, distinguished guests, decorations and Sergeant-At-Arms.

(h) Standing committee of Retirees. The Standing committee of Retirees shall consist of not less than **three five** nor more than **seven ten** members, one of whom shall be the retired member of the Executive Council and shall consist of both retired Army and Air National Guard persons with the Chairman to be appointed by the President of the National Guard Association of Tennessee. The Committee of Retirees shall:

- (1) Encourage lifetime membership and lifetime involvement in the National Guard Association of Tennessee.
- (2) Recommend and support legislative efforts and programs with contribute to the well-being of the guard, the members of the guard, retired persons of the guard, and families of active and retired guard persons.
- (3) Provide information to retired members of the guard.
- (4) The Chairman will render an annual report to the Executive Council when directed by the President or by the Executive Council.

Section 2. General Conference and Special Conference Committees and Special Committees.

The President shall appoint such General Conference and Special Conference Committees as necessary for the orderly and effective conduct of a General or Special Conference of the Association. Unless prescribed by the Constitution and Bylaws, the appointment shall specify the duties and function of the committee. In addition to any others they shall consist of the following:

(a) Conference Committee on Audits. The Conference Committee on Audits shall consist of not more than four (4) members of the *Association* who shall serve during a General or Special Conference of the *Association* and until discharged by the Conference. The Conference Committee on Audits shall:

- (1) examine the records of the Association and determine the accuracy thereof; and
- (2) render a report to the Conference as directed by the President or the Executive Council or when deemed necessary by a majority of the Committee.

(b) Conference Committee on Nominations. The Executive Council shall select and forward to the President for appointment a Conference Committee on Nominations consisting of members of the Association in good standing composed as follows:

- (1) A past president of the Association, if available;
 - (2) A field grade officer;
 - (3) A company grade officer;
 - (4) A warrant officer; and
 - (5) A retired member

Such committee shall serve for the duration of the Conference for which appointed. The committee shall nominate one (1) eligible member for each office to be filled by election of the membership at the Conference. The committee shall complete its work and submit its report to the Conference through the Executive Council no later than the adjournment of the last meeting of the Executive Council held immediately prior to the first business session of the Conference for which the offices are to be filled

(c) Conference Committee on Constitution and Bylaws. The Conference Committee on Constitution and Bylaws shall consist of not more than three (3) members of the Association. It shall examine the current Constitution and Bylaws of the *Association* and shall make recommendations as to any proposed amendments thereto.

(d) The President may appoint such Special Committees as necessary to effectively carry out the purposes of the *Association* and the Constitution and Bylaws. The appointment shall specify the duties and functions of the Special Committee.

ARTICLE VII

CONFERENCES

Section 1. General Conference

A General Conference of the membership of the *Association* shall be convened annually at the time and place designated by the Executive Council.

Section 2. Special Conference

A Special Conference of the membership of the *Association* may be convened when required and at the time and place designated by the Executive Council.

Section 3. Quorum and Voting-

(a) Fifteen [15] percent of the voting members of the *Association* shall constitute a quorum at any General or Special Conference of the *Association*.

(b) Every member of the *Association*, other than a honorary, associate, affiliate or corporate member shall have one (1) vote and shall be designated a voting member of the *Association*.

(c) All votes at General or Special Conferences of the *Association* shall be in person. No proxies shall be recognized or permitted.

ARTICLE VIII

FISCAL

Section 1. Fiscal Year

The fiscal year of the *Association* shall commence on 1 July of each year and end on 30 June of the following year.

Section 2. Dues

The dues of the *Association* are payable annually in the amount set by the Executive Council

Section 3. Assessments

Assessments shall be due and payable as prescribed by the Executive Council.

Section 4. Funds

Funds of the *Association* shall be:

(a) Deposited in the name of the *Association* in a bank or banks or similar institution designated by the Executive Council; and

(b) Separated into such accounts as the Executive Council may direct; and

(c) Expended without further authority from the Executive Council to carry out a previously approved annual appropriation; and

(d) Invested and reinvested in accordance with the purpose of the *Association* as the Executive Council may direct; and

(e) Used to promote the purposes of the *Association*.

Section 5. Expenditures

Bills, claims and expenditures of the *Association* shall be:

- (a) Certified by the President; or
- (b) The Secretary/Treasurer of the *Association*; and
- (c) Paid by check or warrant drawn on the funds of the Association and executed by any of the following:
 - (1) President; or
 - (2) Secretary/Treasurer, OR

(3) Such other officer or agent of the Association as authorized by standing or special resolution of the Executive Council.

Section 6. Contracts

Contracts shall be executed in the name of the Association and shall be signed by:

- (a) The President; or
- (b) The Secretary/Treasurer.

ARTICLE IX

VOTING

Section 1. General

(a) Except as otherwise provided herein, the method of voting shall be:

(1) determined by the presiding officer at a General or Special Conference; or

(2) determined by the Chairman of a Standing Committee, General Conference Committee, Special Conference Committee, or other Special Committee.

(b) Voting by proxy is not permitted except as specifically authorized herein.

Section 2. General Conference and Special Conference

At a General or Special Conference of the Association

(a) The voting body shall consist of the accredited Annual and Life Members; and

(b) Each member of the voting body shall, when actually present, be entitled to one (1) vote on each matter acted upon by the Conference.

ARTICLE X

RULES OF ORDER

Section 1. Parliamentary Authority

The Rules contained in the most current and revised edition of Robert's Rules of Order shall govern the *Association* in all cases to which they are applicable except when modified by:

- (a) The Constitution and Bylaws; or
- (b) Standing or Special Rules established herein or by a General or Special Conference.

Section 2. Rules

(a) At a General or Special Conference of the *Association*, subsequent to the final report of the Committee on Resolutions, the presiding officer may not entertain a proposed resolution except by unanimous consent of that Conference.

(b) Unless entertained by unanimous consent of that conference, resolutions proposed for consideration by a General or Special Conference of the *Association* shall be submitted to the Committee on Resolutions no later than forty-five (45) days prior to the date of convening of the General or Special Conference at which the resolution is proposed to be considered.

ARTICLE XI

DEFINITIONS

For the purposes herein:

- (a) "State" means the State of Tennessee; and
- (b) "May" is used in a permissive sense; and
- (c) "May not" is used in a prohibitive sense; and
- (d) "Shall" is used in a imperative sense; and
- (e) "Majority vote" means and includes one (1) vote in excess of one-half of the total votes cast; and
- (f) "Two-thirds vote" means and includes two-thirds of the total votes cast.

(g) "Grand Division(s) of the State" means Grand division; eastern, Grand division; middle, and Grand division; western as defined by Tennessee Code Annotated sections 4-1-202; 4-1-203; and 4-1-204 respectively. For the purpose of holding the office of president-elect or membership on the executive council a member shall be deemed to be from the grand division the state wherein he or she maintains his or her permanent residence or home of record if a resident of Tennessee; if a non-resident of Tennessee, he or she shall be deemed to be from the grand division in which his or her unit of assignment is located

ARTICLE XII

AMENDMENTS

An amendment to the Constitution and Bylaws may be proposed by a member and shall be submitted in writing to the President of the Association at least forty-five days prior to the date of the General or Special conference at which the proposed amendment is to be considered. It may be amended by a majority vote or those members present and voting at any General Conference or at a Special Conference convened for that purpose.

ARTICLE XIII

EFFECTIVE DATE

The effective date of this National Guard Association of Tennessee Constitution and Bylaws shall be **February 26, 2010**.

We the undersigned Executive Council of the National Guard Association of Tennessee do hereby certify that the foregoing Constitution and Bylaws were adopted by resolution at the 77th Annual General Conference of the National Guard Association of Tennessee on this the 25th day of February, 2006.

_____ (President, NGAT)	_____ (President Elect, NGAT)
_____ (Immediate Past President, NGAT)	_____ (Secretary / Treasurer, NGAT)
_____ (Executive Council Member, NGAT)	_____ (Executive Council Member, NGAT)
_____ (Executive Council Member, NGAT)	_____ (Executive Council Member, NGAT)
_____ (Executive Council Member, NGAT)	_____ (Executive Council Member, NGAT)
_____ (Executive Council Member, NGAT)	_____ (Executive Council Member, NGAT)
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_____ (Executive Council Member, NGAT)	_____ (Executive Council Member, NGAT)
_____ (Executive Council Member, NGAT)	

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Amendment Approved February 25, 2006, General Business Session

Article VI Section 1 shall be amended to add paragraph (h) as follows:

(h) Standing Committee of Retirees. The Standing Committee of Retirees shall consist of not less than three nor more than seven members, one of whom shall be the retired member of the Executive Council and shall consist of both retired Army and Air National Guard persons with the Chairman to be appointed by the President of the National Guard Association of Tennessee. The Committee of Retirees shall:

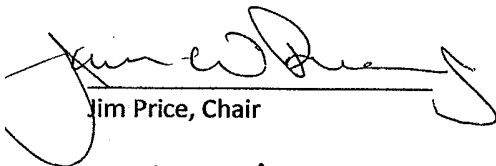
- 1. Encourage lifetime membership and lifetime involvement in the National Guard Association of Tennessee.**
- 2. Recommend and support legislative efforts and programs which contribute to the wellbeing of the guard, the members of the guard, retired persons of the guard, and families of active and retired guard persons.**
- 3. Provide information to retired members of the guard.**
- 4. The Chairman will render an annual report to the executive council when directed by the President or by the Executive Council.**

Amendment Approved February 22, 2008, General Business Session

The Constitution and Bylaws Committee makes the following recommendations:

1. Article IV, Section 2 (c) (2) shall be amended by adding the following language: provided, however, when selected as Administrator of the Group Insurance Program, the person so selected may also serve as Secretary and Executive Director of the Association.
2. Article V, Section 2 (c) (1) shall be amended by adding the following language: A quorum may be established by appearance in person, electronically, or any other means which in the judgment of the presiding officer is reasonable and proper, provided however, no less than two members shall be present in person for a quorum to exist.

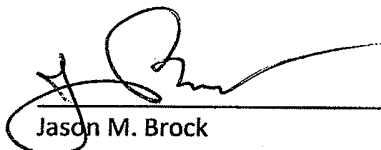
Respectfully Submitted,



Jim Price, Chair



Laura B. Stevens



Jason M. Brock

22 February 2008

Amendment Approved February 27, 2010, General Business Session

*(h) Standing committee of Retirees. The Standing committee of Retirees shall consist of not less than ~~three~~ **five** nor more than ~~seven~~ **ten** members, one of whom shall be the retired member of the Executive Council and shall consist of both retired Army and Air National Guard persons with **a goal of representation from the three geographical areas of the state**. The Chairman will be appointed by the President of the National Guard Association of Tennessee.*

The Committee of Retirees shall:

- (1) Encourage lifetime membership and lifetime involvement in the National Guard Association of Tennessee.*
- (2) Recommend and support legislative efforts and programs with contribute to the well-being of the guard, the members of the guard, retired persons of the guard, and families of active and retired guard persons.*
- (3) Provide information to retired members of the guard.*
- (4) The Chairman will render an annual report to the Executive Council when directed by the President or by the Executive Council.*

Amendment Approved February 27, 2010, General Business Session

Section 3. Election

- (a) Officers of the Association are ex-officio members of the Executive Council.
- (b) Representative members of the Executive Council shall be elected from each Grand Division of the State as follows:
- (1) One Active Field Grade (04, 05, 06, 07, or 08) member of the Tennessee Army National Guard; and
 - (2) One Active Field Grade (04, 05, 06, 07, or 08) member of the Tennessee Air National Guard; and
 - (3) One Active Company Grade member (Army or Air) from the Tennessee National Guard; and
- Add -(4) One Warrant officer from the Tennessee Army National Guard***
- (c) Two At Large members of the Executive Council shall be elected as follows:
- (1) One Retired At-Large member commissioned officer (Army or Air) of the Association; and
 - (2) One At-Large Warrant Officer.*

*delete