

**CONSTITUTION  
AND  
BY-LAWS  
OF THE  
PENNSYLVANIA NATIONAL GUARD ASSOCIATIONS**

**ARTICLE I. *Name.***

The Association shall be known as the Pennsylvania National Guard Associations (PNGAS). It is established as a nonprofit, membership association for the support and benefit of the Pennsylvania National Guard.

**ARTICLE II. *Purposes.***

The purposes of the Association are:

- To support the Pennsylvania National Guard and its members (officer and enlisted) throughout the Commonwealth of Pennsylvania.
- To promote the Pennsylvania National Guard and perpetuate its efficient functioning and organization.
- To advocate policies that will advance the well-being of the Pennsylvania National Guard and its members.
- To foster and improve the Pennsylvania National Guard as the organized, federally-recognized militia of the Commonwealth of Pennsylvania and as a reserve component of the Armed Forces of the United States.
- To foster cooperation and joint programs for officers and enlisted personnel of the Pennsylvania National Guard through the National Guard Association of Pennsylvania (NGAPA) and the Pennsylvania National Guard Enlisted Association (PNGEA).

**ARTICLE III. *Membership.***

**Active Membership.** All members in good standing of the National Guard Association of Pennsylvania (NGAPA) and the Pennsylvania National Guard Enlisted Association (PNGEA) shall be considered active members of the PNGAS.

**Associate Membership.** All members of the Pennsylvania National Guard shall be considered associate members of the PNGAS.

**Honorary Membership.** The Board of Directors may appoint honorary members of the PNGAS.

Corporate Membership. Upon payment of dues established by the Association, a , partnership or other business or association may become a corporate member of the Association with such privileges and benefits for various levels of membership as the Association may from time-to-time establish.

#### ARTICLE IV. *Board of Directors.*

(a) The Board of Directors of the Association shall consist of:

- The officers of the Pennsylvania National Guard Enlisted Association and the National Guard Association of Pennsylvania.
- Two members of the National Guard Association of Pennsylvania designated annually by the President of that Association.
- Two members of the Pennsylvania National Guard Enlisted Association designated annually by the President of that Association.
- Two retired members of the Pennsylvania National Guard, one of whom shall be a retired officer and the other of whom shall be a retired enlisted member, appointed annually at the first meeting of the Board after April 1 by the Chairman of the Board of Directors.
- A junior enlisted member (E-1 to E-5) of the Pennsylvania National Guard appointed by the Pennsylvania National Guard Enlisted Association president.
- A company grade officer (O-1 to O-3) of the Pennsylvania National Guard appointed by the National Guard Association of Pennsylvania president.

(b) Quorum. Nine voting members of the Board of Directors shall constitute a quorum.

#### ARTICLE V. *Officers.*

The Officers of the Association shall consist of the Chairman Vice-Chairman of the Board of Directors, the Secretary and the Treasurer. The officers of the Association shall constitute the Executive Committee of the Association.

The Chairman and Vice-Chairman of the Board of Directors shall be the President of the Pennsylvania National Guard Enlisted Association and the President of the National Guard Association of Pennsylvania. In even-numbered years, the President of NGAPA shall serve as chairman and the President of PNGEA shall serve as Vice-Chairman; in odd-numbered years, the President of PNGEA shall serve as Chairman and the President of NGAPA shall serve as Vice-President. The Chairman shall preside over meetings of the Board of Directors; the Vice-Chairman shall preside in his absence.

The Secretary and Treasurer of the Association shall be elected by the Board of Directors and shall serve for a term of two years.

The Secretary shall keep a roll of the membership of the Association and shall be responsible to seeing to the recording of the Minutes of the Joint Annual Conference and the meetings of the Board of Directors and such other duties as the Board of Directors may from time to time direct.

The Treasurer shall take charge of the funds of the Association, collect dues and other funds, report to the Board of Directors and the membership of the Association, and pay all bills approved by the Board of Directors or the Executive Committee.

The Board of Directors may appoint and set the compensation of an independent contractor to perform functions of Executive Director of PNGAS. The Executive Director of PNGAS shall perform such functions as specified in his contract.

#### ARTICLE VI. *Executive Committee.*

The Executive Committee of the Board shall consist of the Chairman, Vice-Chairman, Secretary and Treasurer of the Association.

The Executive Committee may approve the expenditure of up to \$1,000 from PNGAS funds without the prior approval of the full Board of Directors and shall perform such other functions as the Board of Directors may, from time-to-time, prescribe.

#### ARTICLE VII. *Finances.*

(a) The Association shall be financed from dues paid by members and corporate members as from time to time determined by the Board of Directors and shall receive proceeds from the sale of life and other insurance to members of the Pennsylvania National Guard. The Association may accept contributions.

(b) The funds of the Association shall be spent for the benefit of all members of the Pennsylvania Army and Air National Guard in furtherance of the purposes of the Association. Association funds may be expended for such programs and activities consistent with the Associations purposes as from time-to-time approved by the Board of Directors including, but not necessarily limited to:

- Conferences and meetings for members of the Pennsylvania National Guard.
- The publication and distribution of newsletters, brochures and other literature to members of the Pennsylvania National Guard and others with an interest in the Pennsylvania National Guard and its programs.
- Communicating and meeting with members of the Congress of the United States, the Pennsylvania General Assembly and other Government organizations and officials for the purposes of informing them of the programs and goals of the Pennsylvania National Guard and to seek legislation to support the Pennsylvania National Guard.

- Contributing to contract payments to an Executive Director and payments to staff for the Association.
- Contributing to non-profit charitable organizations that support members of the Pennsylvania National Guard including, but not necessarily limited to, the Pennsylvania National Guard Scholarship Fund and the Pennsylvania National Guard Foundation.
- Any other programs for the benefit of members of the Pennsylvania National Guard approved by the Board of Directors.

(c) No part of the net earnings of the Association shall inure to the benefit of or be distributable to its members, directors, officers or other private persons, except that the Association shall be authorized to pay reasonable compensation for services rendered and to make contributions to charitable organizations that support members of the Pennsylvania National Guard.

#### ARTICLE VIII. *Committees.*

(a) The committees of the Association shall consist of:

- The Executive Committee
- The Committee on Resolutions
- The Committee on Legislative Relations
- Such other committees as the Board of Directors may authorize.

The Chairman shall appoint the members of the PNGAS committees subject to approval by the Board of Directors.

Membership on committees should be evenly divided between officers and enlisted personnel of the Pennsylvania National Guard and should include representation from both the Army Guard and the Air Guard.

The Chairman of the Board of Directors may appoint a Parliamentarian for the Association.

#### ARTICLE IX. *Amendments.*

Any amendments to the Constitution and By-Laws of the Association shall be approved by an affirmative vote of two-thirds of the Board of Directors, present and voting.

#### ARTICLE X. *Incorporation.*

The Chairman and Vice-Chairman of the Board of Directors are authorized to act as Incorporators for the Association and to file the requisite Articles of Incorporation.

ARTICLE XI. *Dissolution.*

If the Association shall dissolve, the funds in the treasury shall be distributed for the benefit of all members of the Pennsylvania National Guard to one or more charitable organizations, recognized under Section 501(c)(3) of the Internal Revenue Code, provided such organization has a principal purpose of support for the Pennsylvania National Guard or to the government of the United States or the Commonwealth of Pennsylvania for use for the benefit of the Pennsylvania National Guard.

As Amended through 18 January 2008