

**ARTICLES OF INCORPORATION
(CONSTITUTION)
AND BY-LAWS**

OF

NATIONAL GUARD ASSOCIATION OF ALABAMA, INC.

A Nonprofit Organization

The undersigned, who are all over the age of nineteen years and are citizens of the State of Alabama and of the United States, desiring to form a nonprofit corporation under the Alabama Nonprofit Corporation Act, Code of Alabama, 1975, Section 10-3A-1 et seq., do hereby sign and adopt these Articles of Incorporation (Constitution), and upon the filing for record of these Articles of Incorporation (Constitution) in the Office of the Judge of Probate of the county in which the initial registered office is established under ARTICLE EIGHTEEN hereof, the existence of a corporation (hereinafter referred to as the “Association”), under the name set forth in ARTICLE ONE thereof, shall commence.

ARTICLE ONE
NAME

The name of the Association shall be the NATIONAL GUARD ASSOCIATION OF ALABAMA, INC. (hereinafter referred to as the “Association”)

ARTICLE TWO
PERIOD OF DURATION

The period of duration of the Association shall be unlimited and in perpetuity, subject to the provisions set out herein below for voluntary dissolution.

ARTICLE THREE
OBJECT AND PURPOSES

The purpose of the Association are as follows:

- a. To promote and support adequate State and National security under the provisions of the Constitution of the United States of America.
- b. To foster, promote and improve better understanding and cooperation between the Active Armed Forces, the Alabama National Guard and the National Guard of the United States as a component of the Armed Forces of the United States.

- c. To foster and improve the Army and Air National Guard of Alabama and their relations with the general public.
- d. To promote association, friendship, understanding, and cooperation among all members of the Association.
- e. To promote and maintain “esprit de corps” in the Alabama National Guard.
- f. To promote the welfare of all members of the Army and Air National Guard of Alabama.
- g. To bequest, devise, gift, grant, purchase, lease or otherwise and hold, manage, and use for the purposes herein set forth, any property, real or personal, tangible or intangible, or any undivided interest therein; to solicit and receive gifts and pledges, and to raise money in any lawful manner.
- h. The Association is organized exclusively for charitable, benevolent, educational, civic, patriotic, social, fraternal, literary, cultural, athletic, scientific, professional and historical purposes relating to the Army and Air National Guard of the State of Alabama.
- i. Other specific goals and programs for the benefit of the members will be determined and implemented by the Executive Council.

ARTICLE FOUR POWER AND AUTHORITY

- a. To have and exercise any and all of the powers specifically granted in the Alabama Nonprofit Corporation Act, none of which shall be deemed to be inconsistent with the nature, character or object of the Association and none of which are denied to it by these Articles of Incorporation.
- b. To receive and administer funds for the purposes set forth in ARTICLE THREE hereof and for no other purpose, and that end to take and hold by contract, agreement, bequest, devise, gift, purchase or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed without limitations as to amount or value, except such limitations as may be imposed by law; to sell, convey, dispose of any such property; invest and reinvest the principal or income therefrom, or both, for any of the before mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or any of them.
- c. To accumulate income in such amounts and for such times as are permissible without penalty under the Internal Revenue Code for the sole purpose of engaging in the above described activities.

- d. To engage in charitable, benevolent, educational, civic, patriotic, social, fraternal, literary, culture, athletic, scientific, professional and historical activity, to include, but not limited to solicitation, receiving, administering and donating funds and property.
- e. To do anything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes or the furtherance of any of the powers of the Association, either alone or associated with others, and incident to, pertaining to, growing out of or connected with its business or powers, provided the same is not inconsistent with or contrary to law.
- f. To exercise all of the rights, powers, and privileges of the Association by and through its Board of Directors, hereafter referred to as the “Executive Council,” and the officers and agents of the Association duly authorized thereby, unless such powers are explicitly directed by law to be performed under some other authority.

ARTICLE FIVE
TAX STATUS

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, any trustee or officer of the Association, or any private person, except that the Association shall be authorized and empowered to pay reasonable expense reimbursements and compensation for services rendered, and to make payments and distributions in furtherance of the purposes set forth hereinabove, and no director or officer of the Association, or any private person, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Association. Notwithstanding any other provision of these Articles, the Association shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c) (19) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE SIX
MEMBERSHIP STATUS

The membership of the National Guard Association of Alabama shall be composed of:

- a. **ACTIVE MEMBERS:** The Adjutant General and any Federally recognized Commissioned Officer and Warrant Officer of the Alabama National Guard, and those Officers and Warrant Officers who have formerly been Federally recognized officers of the Alabama National Guard, National Guard of the United States, shall be eligible for membership in the National Guard Association of Alabama upon payment of annual dues as prescribed for membership by the Executive Council.
- b. **ANNUAL RETIRED MEMBERS:** Officers and Warrant Officers of the Alabama National Guard who were retired with twenty (20) years or more of honorable and faithful service [are eligible to become annual retired members of the National Guard Association of Alabama](#). They may serve on the Executive Council. Annual Retired

Member dues to [National Guard Association of Alabama](#) will be based on their retired rank. Note: Do not have to be voted in.

- c. ASSOCIATE MEMBERS: Enlisted Persons of the Active Alabama National Guard may become associate members of the National Guard Association of Alabama and shall be non-voting members. No dues are required.
- d. RETIRED LIFE MEMBERS: Officers and Warrant Officers of the Alabama National Guard who were retired with twenty (20) years or more of honorable and faithful service may become Life Members of the National Guard Association of Alabama upon their application and acceptance by the Executive Council. Retired Life Members are entitled to all privileges of the Association except that of holding an officer position during the time the Alabama National Guard is not in Federal Service. A onetime fee in the amount as prescribed by the Executive Council will be assessed the prospective Retired Life Member. No annual dues shall be required of the Retired Life Member.
- e. SUSTAINING MEMBERS: Any Persons/Corporations who are interested in and dedicated to the support of the purposes of the Association upon application, and acceptance by the Executive Council and payment of the prescribed level of support or donations. Sustaining Members shall be non-voting and are not eligible to participate in the Association's Group Insurance program unless otherwise qualified.

ARTICLE SEVEN **OFFICERS**

- 1. The officers of the Association shall consist of active members (as defined by ARTICLE SIX, Paragraph a) of the National Guard Association of Alabama as follows:
 - a. A President, who shall be the Chief Executive of the Association and shall be the Chairman of the Executive Council
 - b. One Air Vice President and One Army Vice President
 - c. The immediate Past President (One Term)
 - d. A Treasurer, who shall be elected by the Executive Council
 - e. A Judge Advocate
 - f. A Chaplain
- 2. All of the officers except the positions of Treasurer, and Past President shall be elected annually by the membership at the annual Association meeting. All officers with the exception of the Past President shall be eligible to succeed themselves. The President, Army and Air Vice Presidents will be limited to two (2) consecutive one (1) year terms.

3. In the event of absence, illness, death or removal of the President, the Vice President of the same service will become the current President.
4. Assumption of the office of President shall not preclude the Vice Presidents from eligibility to serve a full subsequent term as President. In the event the same service Vice President is unable to serve, the remaining Vice President shall serve as President.
5. The President shall appoint one member of the Executive Council to serve as Parliamentarian during all meetings of the Executive Council and the Annual Conference. The Parliamentarian shall ensure that all proceedings are in accordance with Robert's Rules of Order for the conduct of business meetings.
- ~~6. There shall be one (1) Executive Director to be elected by the members of the Executive Council. The powers, duties and responsibilities of the Executive Director shall be to keep and maintain a current roll of all members of the Association; to serve as Recording Secretary of the Executive Council; to perform such other duties as may be prescribed by the President, the Executive Council or By-Laws. To fill the vacancy of Executive Director, the President shall appoint a committee to announce the position, interview applicants and make a recommendation for employment to the Executive Council. The Executive Council shall select the Executive Director by majority vote.~~

ARTICLE EIGHT
DIRECTORS (EXECUTIVE COUNCIL) AND MANAGEMENT

1. There shall be a Board of Directors hereafter called "the Executive Council" which shall have full power and authority to establish general policies of the Association. It shall control funds, financial obligations and property, consistent with the purpose of the Association under its Articles of Incorporation (Constitution) and By-Laws. Any financial commitments, arrangements or contracts shall be made for and on behalf of the Association by the Executive Council shall be binding as an act and deed of the Association.
2. There shall be one (1) Executive Director to be elected by the members of the Executive Council. The powers, duties and responsibilities of the Executive Director shall be to keep and maintain a current roll of all members of the Association; to serve as Recording Secretary of the Executive Council; to perform such other duties as may be prescribed by the President, the Executive Council or By-Laws. To fill the vacancy of Executive Director, the President shall appoint a committee to announce the position, interview applicants and make a recommendation for employment to the Executive Council. The Executive Council shall select the Executive Director by majority vote.
3. The Executive Council may, when it deems advisable, order an audit of the books and finances of the Association by a Certified Public Accountant; the expenses of such an audit will be paid from the Association's funds.

4. Any vacancy on the Executive Council shall be filled by majority vote of the remaining members of the Executive Council, and such successor shall serve out the unexpired term of office. Any vacancy in the standing committees shall be filled by the Association President and such successor shall serve out the unexpired portion of the term of office. If a representative member of the Executive Council is transferred to a major command or group of miscellaneous commands other than the one he was elected to represent, there shall be considered to be a vacancy to be filled by the Executive Council. However, the transferred officer will continue to serve as a member of the Executive Council.
 - a. The Executive Council is to be composed of all officers of the Association, the Executive Director and at least fifteen (15) representative members. The Executive Director shall act as the Recording Secretary for the Executive Council and shall not be eligible to vote as a member of the Executive Council. He / She shall serve at the pleasure of the Executive Council.
 - b. The Executive Council may meet upon call of the President, or upon call signed by the majority of the members of the Executive Council. Five (5) day notice; in writing, shall be given for all meetings, provided, however, that waiver of notice may be signed by all members in which case the five (5) day notice shall not apply.
 - c. Membership in the Executive Council shall consist of at least fifteen (15) members representing major Alabama National Guard entities in addition to the Association officers described herein. There representatives are to be adjusted by the Executive Council as reorganizations, additions or deletions of units occur. At the present time said representatives shall be as follows:
 1. One (1) member for the Alabama Air National Guard for Montgomery area southern units (Air South).
 2. One (1) member for the Alabama Air National Guard for Birmingham area northern units (Air North).
 3. One (1) member from Headquarters, Alabama Air National Guard for the State of Alabama.
 4. Two (2) members from Headquarters, Alabama Army National Guard (JFHQ).

5. One (1) member from each major command based on the most recent Organization Bulletin published by Joint Forces Headquarters.
 6. One (1) at-large member from Army National Guard unit selected by the Executive Council.
 7. One (1) at-large member from Air National Guard unit selected by the Executive Council.
 8. One (1) Company Grade Officer from the members of the Alabama Army National Guard at-large and [one \(1\) Company Grade Officer from the members of the Air National Guard at-large](#). The Company Grade Committee is charged with the responsibility of selecting, through committee action, its nominees for these Executive Council members and will so certify their recommendations to the Special Convention Committee on Nominations prior to each annual election.
 9. One (1) Warrant Officer from the members of the Alabama Army National Guard at-large. The Warrant Officer Committee is charged with the responsibility of selecting, through committee action, its nominee for this Executive Council member and will so certify their recommendations to the Special Convention Committee on Nominations prior to each annual election.
 10. One (1) Annual Retired Member from Alabama Army [National Guard](#) and one (1) Annual Retired Member from [Alabama](#) Air National Guard at-large. The Retired Affairs Committee is charged with the responsibility of selecting, through caucus of its Army and Air National Guard members, its nominee for these Executive Council members and will certify their recommendations to the special committee on nominations prior to each annual election.
- d. The members of the Executive Council shall be elected at the annual meeting of the Association and shall take office immediately upon election. The members shall hold office until their successors are duly elected and installed. Qualifications and elections shall be governed by the By-Laws.
 - e. Reappointment of representative members of the Executive Council will be made on an annual basis.

- f. The names and addresses of the persons who served as the initial Executive Council for the incorporation of the Association are duly recorded in the original instrument of incorporation which is signed and dated 19 December 1995. This document will be maintained on file in the Association office.

ARTICLE NINE
ASSETS AND LIABILITIES

1. The Association shall have no capital stock. All of the income, gifts, bequests, grants, etc., of real and personal property of the Association shall be permanently dedicated to the purposes of the Association.
2. Obligations created by those properly acting within delegated authority on behalf of the Association, or purporting so to act, shall be solely and inclusively the obligations of the Association and neither primarily or secondarily the obligation, debt or burden of any other association, company or organization, nor of any person or member in his or her individual capacity acting singly or in conjunction with others. Specifically, the Executive Council (that is the Board of Director) is not liable under the laws of the State of Alabama for Association debts in the event that the Association's assets are insufficient to discharge liabilities.

ARTICLE TEN
ASSOCIATION MEETINGS

The Association shall meet annually at a date, time and place to be determined by the Executive Council. Special meetings may be called by the Executive Council upon thirty (30) day written notice. One hundred members of the Association present at the annual or special meeting shall constitute a quorum for transaction of business of the Association.

ARTICLE ELEVEN
DUES

Each member of the Association shall pay annual dues in the amount prescribed by the Executive Council. The Executive Council shall establish an annual dues schedule according to the terms of the By-Laws. Annual membership shall begin on the first day of each calendar year and end on the last day of the same year. Dues are payable upon transmittal of collection forms from the Executive Director. Members who will retire prior to 1 July shall not pay dues in the year of retirement and will retain membership in grace period from 1 January through 30 June of that year. The dues for members retiring after 1 July are payable through routine collection procedures. The Association will pay the first year dues for newly appointed Officers and Warrant Officers. The Association may collect the prescribed annual dues of the National Guard Association of the United States and transmit same to the Treasurer of that Association.

ARTICLE TWELVE
AMENDMENTS, CHANGES, RESOLUTION

1. The Executive Council shall adopt as the initial By-Laws of the Association those By-Laws previously approved by the membership and in effect on the date of filing of these Articles of Incorporation (Constitution).
2. Amendment, repeal or restatement of the Articles of Incorporation (Constitution), pursuant to Code of Alabama, 1975, Sections 10-3A-81 through 84; Amendment of the By-Laws of the Association, pursuant to Code of Alabama, 1975, Section 10-3A-27; and the submission of resolutions shall be in accordance with the following conditions:
 - a. Amendments to the Articles of Incorporation (Constitution) and changes in the By-Laws must be presented to the Constitution and By-Laws Committee not less than thirty (30) days prior to the next annual or special meeting of the Association. The committee will cause to be mailed or by any communication means to all members of the Association any such proposed Amendments received by them.
 - b. Resolutions, except resolutions of condolence, appreciation or commendation must be presented to the Resolutions Committee not less than thirty (30) days prior to the next annual or special meeting of the Association. The committee will cause to be mailed or by any communication means to all members of the Association any such proposed resolutions received by them.
 - c. A proposed amendment to the Articles of Incorporation (Constitution) or changes in the By-Laws: any proposed resolution, except resolutions of condolences, appreciation or commendation not mailed or communicated to the membership of the Association at least ten (10) days prior to the next general or special meeting of the Association, may not be voted upon except by a two-thirds (2/3) majority vote of those members present to bring same to a vote. Resolutions mailed by any communication means to the membership with ten (10) days of any annual or special meeting may be referred to by a number when voting and reading of such resolution is not required.
 - d. The Articles of Incorporation (Constitution) may be amended at any regular or special meeting of the Association by an affirmative vote of two-thirds (2/3) of the members present at such meeting.
 - e. The By-Laws of the Association may be amended or resolutions adopted at any annual or special meeting or the Association by an affirmative vote of the majority of the members present at such meeting.
 - f. The By-Laws may contain any provision for the regulation of the conduct of the affairs of the Association not inconsistent with the Alabama Non-Profit Corporation Act of these Articles of Incorporation (Constitution).

ARTICLE THIRTEEN
COMMITTEES

The following special and standing committees of not less than three (3) members each, designating the Chairperson and Co- Chairperson shall be appointed by the President within sixty (60) days after his / her election and the officer membership of the Association shall be informed of the names and addresses of the appointees as soon thereafter as practicable.

STANDING COMMITTEES

- a. Legislative Committee
- b. Constitution & By-Laws Committee
- c. Resolutions Committee
- d. Finance Committee
- e. Company Grade Committee
- f. Retired Affairs Committee
- g. Nominations Committee
- h. Warrant Officer Committee
- i. Awards Committee
- j. Conference Committee
- k. Membership Committee

Note: The President may establish other committees as he deems necessary

ARTICLE FOURTEEN
DELEGATES

The President shall be the paid delegate to the annual conference of the National Guard Association of the United States and of the National Guard Association of Alabama. The Executive Council shall appoint an alternate to this position. The expenses shall be set by the Executive Council. Additional paid positions may be approved when deemed necessary with the availability of funds.

ARTICLE FIFTEEN
INSURANCE

The Association is authorized to sponsor a program or programs of group insurance coverage for its members and Associate Members.

- a. The administration of any of the Association's sponsored program or programs of group insurance coverage shall be vested in separately appointed Trustees.
- b. The Executive Council is empowered to enter into a Trust Agreement on behalf of the Association pursuant to which such Trustees shall administer the insurance program and invest the portion of divisible surplus, if any, attributable to any group insurance policies.
- c. There shall be five (5) Trustees elected by the Executive Council who will serve staggered terms. One (1) Trustee shall be elected in one year; Two (2) Trustees shall be elected in each of the two succeeding years. At the end of the third year, the cycle will be repeated. Each Trustee shall be elected for a term of three years as stipulated by Amendment No. 1 to the original Trust Agreement as entered into by the Association, October 5, 1965. Further, no member of the Executive Council may serve as such appointed member of the Board of Trust.
- d. Appointment of Trustees shall contain at least one (1) retired member and at least one (1) enlisted member. The five Trustees shall reflect representatives from the Alabama Army and Air National Guard as follows:

One (1) member to be from the Air National Guard; three (3) members from the Army National Guard; and one (1) member at large to be from either the Army or Air National Guard.

ARTICLE SIXTEEN
NATIONAL EMERGENCY

1. In the event of war or other emergency declared by Congress or the President of the United States as a result of which the Alabama National Guard is ordered or called into the active military services of the United States, no annual meeting of the Association may be necessary. In such event the Executive Council of the Association is authorized and empowered to carry on and conduct the Association during the period of such war or emergency. A member of the Association, active or retired, may be named to serve as chairman, custodian, if necessary, until the end of the emergency or until the Association ceases to exist, whichever is first.
2. In the event it shall become apparent that the elected Officers and the Executive Council are unable to serve as such, as a result of war, emergency or otherwise, the Executive Council shall select by majority vote a temporary Executive Council composed of members of the National Guard Association of Alabama to direct the affair of the Association during the absence of the regularly elected officers of the Executive Council.

3. Any such temporary Executive Council appointed as provided, shall serve until a majority of the regular Executive Council shall return from emergency or War service and assume its duties or until the regular election of Association officer shall be held, which shall occur sooner.

ARTICLE SEVENTEEN
HISTORICAL

The Association is authorized to sponsor a Historical Society to preserve the History of the Alabama National Guard.

- a. The administration of the Historical Society shall be vested in the Officers of the Association.
- b. The Executive Council is empowered to enter into agreements on behalf of the Association relative to the Historical Society.
- c. The Executive Council shall have the authority to expand the Board of the Historical Society provided any additional voting members are members or Associate Members of the National Guard Association of Alabama.

ARTICLE EIGHTEEN
OFFICE LOCATION AND REGISTERED AGENT

The location and mailing address of the Association's initial registered office is 6900 43rd Avenue North, Suite 200, Birmingham, AL 35206, and the name of its registered agent at such address is the current Executive Director.

ARTICLE NINETEEN
DISSOLUTION

In the case of dissolution of the Association, whatever funds are contained in the treasury at the time will be used to satisfy any outstanding debts, liabilities or obligations as provided for by Code of Alabama, 1975, Section 10-3A-140. The residual assets of the Association will be turned over to one or more benevolent veteran's organizations as selected by the serving Executive Council.

ARTICLE TWENTY
GENERAL

Details of the operation and administration of the Association not covered by these Articles of Incorporation (Constitution) shall be conducted by the Executive Council pursuant to the authority of these Articles of Incorporation (Constitution) and By-Laws as amended. Action taken by the Executive Council shall be approved by the Association at its next annual or special meeting.

ARTICLE TWENTYONE

INCORPORATORS

Refer to original instrument of incorporation which is signed and dated 19 December 1995. This document will be maintained on file in the Association office.

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