CONSTITUTION AND BY LAWS OF THE NATIONAL GUARD ASSOCIATION OF PUERTO RICO INCORPORATED

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NATIONAL GUARD ASSOCIATION OF PUERTO RICO INCORPORATED

PREAMBLE

We, the officers and warrant officers of the Puerto Rico National Guard, acting in full consciousness of the duties and responsibilities imposed upon us by our commissions and warrants, and in the exercise of our privileges as citizens-soldiers; aware of the great traditions which ennoble, the heroic sacrifices which nurture and the principles of the government which make possible our status as members of the Puerto Rico National Guard; in understanding and appreciation of the devotion to duty demonstrated by generations of our predecessors in an unbroken line from the establishment of the Puerto Rico Militia under Governor Juan Ponce de Leon; and which includes in its family tree a progeny that has produced a record of service to state and country that inspire our emulation and commitment to its expansion; and in furtherance of our oath to support and defend the Constitution of the United States and of the Commonwealth of Puerto Rico, do establish this

CONSTITUTION AND BYLAWS

ARTICLE I. Name of the Organization

Section 1. This Association shall be known as the National Guard Association of Puerto Rico, Incorporated. However, it may be referred to hereafter by its short title of NGAPR or as the Association.

Section 2. It shall be incorporated under the laws of the Commonwealth of Puerto Rico as a non-profit organization.

ARTICLE II. Offices and Duration

Section 1. The principal office of the Association in the Commonwealth of Puerto Rico shall be located at Headquarters, Puerto Rico National Guard, Stop 3, Puerta de Tierra, San Juan, Puerto Rico or at any other location within Puerto Rico, as approved and designated by its Board of Directors. It may have such other offices, either within or without the Commonwealth of Puerto Rico, as its Board of Directors may designate from time to time. They may also change the address of the principal office as needed.

Section 2. The duration of this Association shall be perpetual.

Section 3. The death, removal, or resignation of any member of this Association shall not result in the dissolution of this Association.

ARTICLE III. Purposes and Powers

Section 1. The principal purposes of the National Guard Association of Puerto Rico are:

a. To promote and support National and Commonwealth security within the constitutional parameters of the Constitution of the United States of America and the Commonwealth of Puerto Rico.

b. To promote better relations between the Puerto Rico National Guard and the National Guard Association of Puerto Rico with the citizenship.

c. To foster and provide opportunities for close association, friendship, understanding, common purpose and joint efforts among members of the Association.

d. To promote legislation beneficial to the security, wellbeing and progress of the United States of America, the Commonwealth of Puerto Rico, the Puerto Rico National Guard, the National Guard Association of Puerto Rico, and its individual members.

e. To promote and enhance among its members and the citizenship, the full and honest discharge of military and civic responsibilities.

f. To commemorate those who gave their lives, limbs, and sanity in the service of their country.

Section 2. This Association shall have the power to do any lawful acts or things reasonably necessary or desirable for carrying out the Association's purposes, and for protecting the lawful rights and interests of its members in correction therewith. Furthermore, it shall specifically have power to:

a. Own, accept, acquire, mortgage, and dispose of real and personal property, and to obtain, invest and retain funds, to include donations, requests and gifts.

b. Establish, receive, and collect membership dues, penalties, charges, and other income or assets from whatever source derived.

c. Title to real property shall be taken in the name of the Association and founded on an enabling resolution of the Board of Directors; and sale, transfer or encumbrance of that real property shall only be made by the

President of the Association and attested by the Secretary, after promulgation of the enabling resolution.

Section 3. The Association will not operate for pecuniary profit, nor issue certificates of stock or declare dividends. No part of the net earnings of the Association, from any source, shall profit any member, director, trustee, officer of the corporation, or any private individual (with the exception of reasonable compensation paid for services to or for the Association in furtherance of one or more of its purposes), and no member, trustee, officer of the corporation or private individual shall be entitled to share in the distribution of any of the corporate assets or dissolution of the Association.

Section 4. The Association will not become involved in partisan politics, lobbying outside the special interest legislation related to its purposes, nor shall it contribute any part of the income or assets of the Association from any source for those purposes, or to any organization or individual substantially involved in such endeavors.

ARTICLE IV. Membership and Dues

Section 1. The membership of the Association shall be:

a. **Active.** All commissioned and warrant officer on active federally recognized status in the Puerto Rico National Guard, as well as those who formerly served in a federal or state recognized status as commissioned or warrant officer of the Army or Air National Guard and/or any of the Armed Forces Reserve or Active components and whose separation there from was under honorable conditions, shall be eligible for active membership, upon application and payment of the prescribed dues. They will be entitled to hold office and to exercise the right to vote. This membership status is applicable also to those commissioned and warrant officers active members of the Puerto Rico State Guard (State Defense Forces) that upon application comply with the above-mentioned requirements.

b. **Associate.** All former active federally recognized officers and warrant officers of the Puerto Rico National Guard shall be eligible for Associate membership, upon application and payment of the prescribed dues. The application for Associate membership must be endorsed by an Active member. This will include those Active members that suffer a change in status, who shall automatically become an Associate member for the balance of the year, unless otherwise disqualified. Associate members shall not be eligible to hold office, except that those who, being otherwise qualified changed their status during a term of office that may serve for the duration of the term.

c. **Life.** Any members may be granted a life membership in the Association upon payment of the dues established for such a membership.

A paid-up life membership shall be automatically granted to each President of the Association upon completion of his full term of service as President. The Life member shall have such rights and status as he would be entitled to and would qualify for as if he were not a Life member.

d. **Honorary.** All living former Governors and the Governor of the Commonwealth of Puerto Rico shall be honorary members of the Association. Other persons may be granted the status by the unanimous vote of the members present at the Annual Conference. Honorary members shall not hold office; exercise the right to vote or pay dues.

e. **Special.** This class of membership may be bestowed on commissioned and warrant officers of the Puerto Rico State Guard (State Defense Forces) and of any other Military Forces of Puerto Rico, and those of the United States of America. Civilians with an active interest, involvement, or concern for the development, history, and welfare of the National Guard of Puerto Rico, and the National Guard of the United States, shall also be eligible for special membership, upon invitation extended by the Board of Directors. Special members are not entitled to hold office or to exercise the right to vote. Except for enlisted and non-commissioned special members who will be exempted, all o other special members will have to pay dues in accordance with the requirements established herein.

f. **Patron.** This very special class of membership will be bestowed only on individuals or organizations that have made extraordinary contributions to the furtherance of the purposes of the Association, including those who have contributed with financial support of major Association enterprises. Patrons will not hold office, exercise the right to vote but may be granted the privilege of being recognized by the President to speak before a General or Special Assembly. Patrons will not pay dues; however, this membership will only last to the General Assembly closest to the first anniversary of the start of the membership but never for less than six months.

g. **Founder.** This very special class of membership will be bestowed only on individuals who become members within four months from the incorporation of the Association and who remain s such for one full year. This class may be granted special privileges in dues, recognition and other benefits agreed on by the Board of Directors or by the membership gathered in General of Special Assembly. The condition of Founder remains for the duration of the membership but will be lost if for any reason such membership is lost. However, it will not be lost for those merely changing from one status to another without a break in membership.

h. **In Memoriam.** This special class of membership will be completely Ad Honorem and will be presented to a member of the immediate family of a deceased Active, Associate or Special member. It grants no privileges but serves as the vehicle of expression of official condolences and as certification of status. It cannot be granted if the deceased member was not current in his due's payments or in any other financial obligation with the Association.

Section 2. Any Active member may propose a person for Honorary, Special or Patron membership and an organization for Patron membership to the Board f Directors or during a General Assembly of the Association. Upon approval by the Board of Directors or the General Assembly, and the payment of dues where required, for the current year, said persons or organizations will be granted the Honorary, Special or Patron membership, as the case may be, and will retain such status upon the payment of said dues as required each fiscal year.

Section 3. All memberships will be recognized by appropriately designed and identifying certificate of membership. There will be additional certificates for appointment to office, committee membership and office. Certificates for Honorary, Life, Founder and Patron will display distinctive designs, also recognizing basic status (Active, Associate or Special). In Memoriam status certificate design will be appropriate to its nature.

Section 4. All dues paying members of the Association shall remain on the rolls in the respective status by paying their dues as required herein. Members in arrears will be those who by the I0th of the month of July of each year have not paid their respective dues. Any such member, who is in arrears at the opening date of the Annual General Assembly, shall be, by that fact, suspended, and the name taken from the roll of membership for six months. If at the end of the six months the dues continue in arrears, the member will be permanently disenrolled from the rolls of the Association and the reason for the disenrollment made permanent part of the individuals file in the Association. However, if within two years, the said individual pays all dues and 6% on the due amount, which will be computed as if the person was still a member throughout the time spent away from the Association, the Board of Directors or the General Assembly may reinstate him.

Section 5. The dues of the Association will be paid annually. They will be due to the first day of July of each year, and will be determined by the class of membership. Within the active class, they will be further differentiated by the rank or grade of the individual members, as follows:

1. General Officers and Colonels $35.00

2. Lieutenant Colonels

   Majors

   Warrant Officers (3, 4, & 5) $25.00

3. Captains

   Lieutenants

   Warrant Officers (I & 2) $25.00

4. Associate Members $50.00

5. Special Members (Except for enlisted and non-commissioned

   $35.00

   Special members who are exempt).

Section 6. Life membership may be attained by any dues paying members by the payment of$200.00.

Section 7. Dues paying members who join the Association between 1 January and 30 June of any year will receive the appropriate certificate of membership but will only pay half the dues for the class and rank.

Section 8. All applications will contain a statement that the applicant agrees to abide by the Articles of lncorporation and the Constitution and By Laws of the need not submit an application but will notify in writing their change of status.

ARTICLE V. Board of Directors

Section 1. The management and government of the affairs of this Association shall be vested in an elected Board of Directors, which shall consist of the President, the Secretary, and the treasurer. A judge advocate, a chaplain, and any assistant secretary or treasurer may be designated as prescribed in Article VII, Section I of this Constitution and By Laws. The Adjutant General of Puerto Rico will be a member ex-officio. Directors shall be residents of the Commonwealth of Puerto Rico at the time of nomination and election.

Section 2. Each director shall hold office until the following annual conference, where he may be reelected, or a successor is elected and qualified. No director shall serve for more than two consecutive terms in the same office. Vacancies may be filled by the

affirmative vote of a majority of the remaining directors though less than a quorum is present, after due notice. The successor so elected shall serve out the un-expired portion of the term of office and will not have such service counted as a term for reelection. No director shall receive compensation for attendance at meetings of the Board of Director. This shall not preclude a director from receiving compensation for other services rendered to the Association if such services are for the benefit of the Association, as recorded in the minutes authorizing the service to be rendered and the compensation to be paid.

Section 3. The Board of Directors shall meet at the call of the president, and in his absence, incapacitation, disqualification, or resignation, upon written demand of four members thereof.

Section 4. The Board of Directors of the Association will hold regular meetings every ninety days. The Board of Directors may provide, by resolution, for the holding of additional regular meetings. It can also resolve, during a regular meeting to adjourn to continue a regular meeting at a different time, date, and place, if required. It may also constitute itself for a regular or special meeting within or without the Commonwealth of Puerto Rico if quorum is present and votes affirmatively.

Section 5. The Board of Directors of the Association may call special meetings of the Board at the request of the president, and acting president, or three members. Agenda content will limit the matters to be discussed.

Section 6. The secretary, and in his absence the assistant secretary, shall notify each member of the Board of Directors, at least IO days before each regular meeting and five days before any special meeting, by written notice delivered personally or mailed to each director at his recorded addressed. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage thereon prepaid. Neither the business to be transacted at, nor the purpose of any regular or special meeting need be specified in the notice of such meeting.

Section 7. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 8. Quorum will be the majority of the number of directors recognized at Section I above. If less than such a majority is present at a meeting, the Board of Directors may not transact any business or act upon any recommendation or pending action, but may receive reports, information, and requests, for consideration by the next duly constituted Board of Directors.

Section 9. The act of the majority of the directors present at a meeting at which there is quorum, shall be the act of the Board of Directors. A director who is present at a meeting of the Board of Directors at which action on any Association matter is taken

shall be presumed to have assented to the action taken unless his dissent is entered in the minutes of the meeting or filed in writing with the person acting as the Secretary of the meeting before the adjournment thereof, or unless he forwards his written dissent by registered mail to the secretary of the Association not more than 5 days after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 10. Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth the action as taken, is signed by all the directors, and filed by the Secretary within two days of the date the action was taken without a meeting.

Section 11. The Board of Directors will call an Annual Conference of the Association, and such special conferences as may be determine necessary by a majority of the Board of Directors, if not done by a previous Annual or Special Conference, or if for any reason the previously set time and place is cancelled. The Annual Conference will be called not less than a month before the Annual General Conference wall be called not less than a month before the Annual General Conference of the National Guard Association of the United States. At that conference, the delegates to the General Conference will be presented to the membership.

Section 12. In addition to all other powers conferred to the Board of Directors elsewhere in this Constitution and By laws, it will have the following powers:

a. To enter into contracts on behalf of the Association, through the President, who must be a member of the Board of Directors. But all such contracts shall be subject to ratification or disapproval by the said Board.

b. To control funds, financial obligations, and property, consistent with the purposes of the Association, the Articles of Incorporation, and the Constitution and By Laws. Financial commitments, arrangements or contracts as shall be made for and on behalf of the Association by the Board of Directors, shall be binding as the act and deed of the Association.

c. To invest through the Investment Committee such funds of the Association as are free from encumbrances in United States, Commonwealth or Municipal bonds or other types of official emissions issued by these entities for such purpose, so as to produce additional income for the Association.

d. To negotiate and contract with *Tiendas Militares de la Guardia Nacional de Puerto Rico,* Inc., for services, purchases and other legitimate purposed for the benefit of the Association the members, and the Puerto Rico National Guard.

e. To take public or private stands on issues affecting the purposes and powers of the Association as stated in the Articles of Incorporation and the Constitution and By Laws. However, this power may be revoked in total or in part by the membership convened in general or special conference.

f. The Board of Directors will submit to each Annual Conference the name of a Certified Public Accountant, who must not be a member of the Association nor of the Puerto Rico National Guard, to be engaged in and empowered to reform the annual audit of the books and finances of the Association. No Certified Public Accountant shall be appointed for more than five consecutive years.

ARTICLE VI. Executive Committee of the Board of Directors

Section 1. The Board of Directors, by resolution adopted by a majority of the full board, may designate two or more of its members to constitute an Executive Committee. The designation of such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

Section 2. When the Board of Directors is not in session, the Executive Committee shall have and may exercise all of the authority of the Board except to the extent, if any, that such authority shall be limited by the resolution appointing the Executive Committee. Notwithstanding the preceding statements, the Executive Committee shall not have authority to amend the Articles of Incorporation or this Constitution and By Laws, sell or dispose of property and assets of the Association other than those previously authorized by the Board of Directors.

Section 3. The Board of Director members designated to the Executive Committee shall hold office until the next Annual Conference following designation and until a replacement is designated and takes office, or until removed at any time with or without cause by resolution adopted by a majority of the full Board of Directors.

Section 4. Any member of the Executive Committee may resign at any time by giving written notice to the President or the Secretary of the Association, and unless specified therein, the acceptance of such resignation shall not be necessary to make it effective. Vacancies for this or any other reasons may be filled by a resolution adopted by a majority of the full Board of Directors.

Section 5. The Executive Committee shall elect a presiding officer from its members and may fix is own rules of procedures which shall not be inconsistent with these By Laws. It shall keep regular minutes of its proceedings and report the same to the Board of Directors for its information at the meeting thereof held next after the proceedings shall have been taken.

Section 6. Meetings. Regular meetings of the Executive Committee may be held without notice at such times and places as the Executive Committee may fix from time to time by resolution. Special meetings of the Executive Committee may be called by any member thereof upon not less than one day's notice stating the place, date, and hour of the meeting, which notice may be written or oral, and if mailed, shall be deemed to be delivered when deposited in the United States mail addressed to the member of the Executive Committee at his business or personal address. Any member of the Executive Committee may waive notice of any meeting and no notice of any meeting need be given to any member thereof who attends in person. The notice of a meeting of the Executive Committee need not state the business proposed to be transacted at the meeting.

Section 7. Quorum. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting thereof, and action of the Executive Committee must be authorized by the affirmative vote of a majority of the members present at a meeting at which a quorum is present.

Section 8. Action Without a Meeting. Any action required or permitted to be taken by the Executive Committee at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members of the Executive Committee, and filed with the Secretary of the Executive Committee within two days of the date the action was taken without a meeting.

ARTICLE VII. Officers

Section 1. The officers of the Association shall be a President, a Vice President, Army National Guard (who will be the senior Vice President whenever the President is from the Air National Guard) a Vice President, Air National Guard (who will be the senior vice President whenever the President is from the Army National Guard), a secretary and a Treasurer. The Adjutant General of Puerto Rico will be a member ex-officio. The Board of Directors may appoint by majority of votes, an Assistant Secretary, an Assistant Treasurer, a Judge Advocate, a Chaplain, and a Sergeant of Arms, unless the general membership at an annual general conference by voice vote requested by at least 25% of the members present, choose to open those positions, if vacant, for election for that term. Candidates for Judge Advocate and for Chaplain must be military qualified by the Puerto Rico National Guard in those specialties.

Section 2. All officers of the Association, with the exception already mentioned, will be elected by a majority vote of the membership present at the annual general conference of the Association and shall hold office for not more than two consecutive years, or until their successors are duly elected and qualified, or until death, removal for cause, or resignation. The term of office shall begin at the conclusion of the Annual Conference at which the officers are elected, starting with the 1986 Annual Conference.

Section 3. The President and Vice Presidents are not eligible to success themselves, in their respective positions. However, they may be elected for other positions within the Board of Directors.

Section 4. General officers of the Puerto Rico National Guard, who are members of the Association, are not eligible for election or appointment to office but may serve in committees and act as delegates of the Association to a conference or convention. Any officer federally recognized as a General Officer will vacate his office automatically upon assuming that rank and will be replaced under the procedure for vacancies enumerated in this Constitution and By Laws.

Section 5. At least thirty days prior to the Annual Conference of the Association, the President shall appoint a Nominating Committee composed of four (4) members. Two (2) of said members shall be officers assigned to the Army National Guard; one (1) assigned to the Air National Guard and one (1) selected at the discretion of the President. The Nominating Committee shall at the Annual Conference of the Association, submit to the membership nominations for the offices of President, Vice Presidents, Secretary, and Treasurer. From the nominations so made, and nominations from the floor that might be made, the election shall be held, and the person receiving the highest number of votes for each office shall be declared elect. In case of ties, a run off election will be immediately made with the members present constituting quorum. In the election of Vice President, Army National Guard, and Vice President, Air National Guard, only candidates who are members of the respective organizations may be nominated and elected, and furthermore, only members of an organization may vote for the candidate of that organization. Only Active members of the Association, no in arrears with dues or other obligations to the Association shall be eligible to run for or hold office, or vote.

Section 6. If the election of officers cannot be accomplished during the Annual Conference, a special conference for that purpose will be called within 30 days from the date of convening the Annual Conference.

Section 7. Any officer of this Association or member of the Board of Directors may be suspended or removed from his office at any time, and by the three fourths vote of the full Board of Directors, for inefficiency, conduct detrimental to the interests or purposes of the Association or for any other cause which in the judgment of the Board of Directors is not in the best interest of the Association. Such removal, nevertheless, shall be without prejudice to any contractual rights the removed person might have, unless those rights are the direct or indirect cause for the removal. Election or appointment to office or as agent for any given purpose shall not in itself create contractual rights. Nothing said above will preclude the right to submit a resignation at any time before a removal is formalized. Any resignation must be submitted in writing, addressed to the President or the Secretary of the Association and unless specified therein, acceptance of such resignation shall not be necessary to make it effective.

Section 8. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled through a resolution adopted by a majority of the full Board of Directors for the unexpired portion of the term.

Section 9. The officer of the Association shall have the following power and duties:

a. The President shall be the principal executive officer of the Association and subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Association. In that respect, he shall call, supervise arrangements and preside all Annual and Special Conferences of the Association, and meetings of the Board of Directors; he shall appoint all standing and special committees and name the Chairman and Vice-Chairman, if one is needed, thereof; he shall be a member ex-officio of all committees; he will be responsible for the location and operation of the main office of the Association, subject to the approval of the Board of Director; he shall make an annual report to the Association at the annual conference; he shall cause other officers to make an annual report at the annual conference; he shall have authority to approve incidental expenses that may be necessary to carry on the affairs and purposes of the Association, as may be necessary; he shall cause the preparation of a budget for a year of his term and the year following; he may sign, with the Secretary or any other proper officer of the Association thereunto authorized by the Board of Directors, certificates of membership, awards or recognition, and deeds, mortgages, bonds, securities, contracts, or other instruments which the Board of Director has authorized to be executed; and, in general, shall perform all duties incident to the Office of President and such other duties as may be prescribed by the Board of Directors from time to time. He shall be a member of the Board of Directors.

b. There shall be a Vice President, Army National Guard and a Vice President, Air National Guard. The senior Vice President will always be the Vice President who is a member of the service other than the one of the President at the time In the absence of the President or in the event of his death, inability or refusal to act, the current senior Vice President (as stated above), shall perform the duties of the President, for the duration of the absence or inability but not beyond the duration of the term; and when so acting, shall have all the powers of and be subject to all the restrictions placed upon the President. As Vice Presidents, they shall perform such other duties as from time to time may be assigned to them by the President or the Board of Directors. They shall also be members of the Board of Directors unless properly elected to said positions as stated therein.

c. On the election of a new President of the Association, his predecessor shall automatically become the Immediate Past President, unless he has accepted, after election, another officer position, in which case incumbent Immediate Past President will remain in that position until the next Annual Conference that elects a new President. The Immediate Past President is also a member of the Board of Directors.

d. The Secretary shall keep full and accurate minutes of all proceedings, including annual and special conferences of the Association

and meetings of the Board of Directors, in one or more books provided for the purpose; he shall see that all notices are duly given in accordance with the provisions of this Constitution and By Laws or as required by law; he shall assist the President in organizing all meetings and conferences; he shall be custodian of the Association records and of files of the Association, and will insure that the Seal of the Association be affixed to all documents the execution of which on behalf of the Association under it has been duly authorized; he shall compile and publish the reports and minutes of the Annual Conference and shall distribute the report to all members of the Association; he shall keep a register of the postal or residential address of each member as given by the member and same will not be distributed to any commercial enterprise that may request it; he shall sign with the President certificates of membership, awards and recognitions and shall keep a record of their issuance; he shall have general charge of the books of the Association; and in general perform all duties incident to the Office of the Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

e. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for moneys due and payable to the Association from any source whatsoever, and deposit all such moneys in the name of the Association in such banks, trust companies or other depositories as shall be selected by resolution of the Board of Directors, from institutions insured by an instrumentality of the United States Government; shall make an annual report of the finances of the Association to the annual conference; shall be a member of the Board of Directors and may be required to furnish a bond in the terms established by the Board of Directors, the premium of which shall be paid from funds of the Association; in general, perform all of the duties incident to the Office of the Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

f. The Board of Directors may appoint an Assistant Secretary and an Assistant Treasurer, or they may be nominated and elected by the membership during an annual general conference. When appointed or elected, they may be authorized by the Board of Directors to sign with the President, if the Secretary or the Treasurer, as the case may be, are unable or refuse to perform their duties. They shall perform such duties as shall be assigned to them by the Secretary, the Treasurer, respectively, or by the President or the Board of Directors. The Assistant Treasurer may be required to furnish a bond under the same terms and conditions as for the Treasurer.

g. The Judge Advocate will be the legal counsel of the Association, and as such will advise on all legal matters, and provide any assistance required to all officers of the Association and the Board of Directors, and will attend the meetings, conferences and conventions as required. He will be a member of the Board of Directors.

h. The Chaplain will be a personal counselor to the Board of Directors and will support activities and the welfare of the members with advice and other ministries. He will also be responsible for prayers and invocations in all activities of the Association. He will be a member of the Board of Directors.

i. The Sergeant at Arms will be the recorder of attendance and quorum at all meetings and conferences of the Association; will custody all flags, emblems and identifications property of the Association; will maintain order during the meetings and conferences, at which time he may deputize other members to assist him with that task upon approval of the Board of Directors; will be responsible for security measures, evacuation of personnel and to establish contact with authorities in any emergency; will escort visiting personnel to their assigned places and perform other duties as required by the President or the Board of Directors from time to time.

ARTICLE VIII. Standing and Special Committees

Section 1. The Committees of the Association will be divided between Standing Committees, Administrative Committees, and Special Committees, all of which will be appointed by resolution of the Board of Directors and for a term of two years, unless stated otherwise in the resolution.

Section 2. The Standing Committees of the Association and their powers and duties are:

a. The Membership Committee shall consist of three Active members of the Association. Its primary responsibility is to keep the membership at 100% of the officer and warrant officer strength of the Puerto Rico National Guard. It will obtain a monthly report from the Secretary as to the state of the membership and with the approval of the Board of Directors, initiate all necessary efforts to reach and maintain that goal. It will prepare and deliver a report to the annual conference and at any other time at the request of the President or the Board of Directors.

b. The Legislative Committee shall consist of not less than three and not more than five Active members of the Association. Its primary responsibility is to keep informed on all Commonwealth and Federal legislative and regulatory matters affecting the National Guard. It will evaluate proposals and other matters sent to it by the President or the

Board of Directors, and will provide an opinion or an advice, as may be necessary. It will prepare and deliver a report to the annual conference and at any other time at the request of the President or the Board of Directors.

c. The Resolutions Committee shall consist of not less than five Active members of the Association. Its primary responsibility is to consider all resolutions referred to it, and to revise, amend, modify the same, and to recommend for adoption, or recommend for rejection, to the Board of Directors. The Chairman will appoint a subcommittee with the Army National Guard members of the Committee to consider and report on resolutions impacting the Army National Guard and will appoint another with the Air National Guard members of the Association to consider and report on resolutions impacting the Air National Guard. The Committee Chairperson will appoint the chairperson of each subcommittee. He will also convene the full committee to consider and act on the report of each subcommittee and to consider and act on resolutions pertaining to both services. It will prepare and deliver a report to the annual conference and at any other time at the request of the President or the Board of Directors. Nothing contained herein shall preclude the submission of resolutions from the floor, except a resolution to amend the Constitution and By Laws.

d. The Publicity and Public Relations Committee shall consist of not less than three Active members of the Association and will develop and recommend to the Board of Directors policies which will establish and maintain good will with the public and members of governmental organizations and perform such other duties as may be referred to it from time to time.

e. The Arrangements Committee shall consist often Active members of the Association and will make all arrangements for the Annual and Special Conferences as well as for any other event or activity prescribed by the President or the Board of Directors of the Association.

f. The Investment Committee shall consist of not less than three Active members of the Association; one of whom shall be the Treasurer or, in his unavailability, the Assistant Treasurer of the Association. The Committee shall have the power to recommend to the Board of Directors of the Association the investment of the funds of the Association in US and Commonwealth and Municipal Government obligations and after the Board has approved the Committee's recommendation, the Committee shall so invest the funds of the Association and shall supervise the same.

g. The Time and Place Committee will consist of a Chairperson selected by the President of the Association and not less than three nor

more than five members to serve during an annual conference or until discharged by the Association. Its primary responsibility is to recommend to the Board of Directors the time and place for the annual conference of the Association at least one year in advance of the conference. It will prepare and deliver a report to the annual conference and at any other time at the request of the President or the Board of Directors.

h. The Awards Committee shall consist of at lest five members of the association appointed by the President with consideration being given to electing unit representation. This committee shall administer the awards program of the Association as may be established by the annual conference or the Board of Directors which is empowered to adopt rules and regulations and to recommend to the Board of Directors any change or modification to any existing honors or awards programs.

i. The Executive Committee is another Standing Committee with powers and duties as stated in Article VI.

Section 3. The Administrative Committees of the Association and their powers and duties:

a. The Nominating Committee shall consist of four members to wit: two from Army units; one from Air units; one selected by the President of the Board of Directors. The Committee shall report to the Annual Conference its recommendations for nominations for Officers of the Association and its recommendations for members of the next Nominating Committee. The report of the Nominating Committee shall be filed with the Secretary not later than one month prior to the Annual Conference. This committee shall elect a chairman from its members during its first meeting. The President of the Association shall issue the first call to organize the committee.

b. The Auditing Committee shall be elected by the Board of Directors at its first meeting after the Annual Conference and shall consist of three Active members of the Association who are not members of the Board of Directors and shall audit the books and finances of the Association annually, and more frequently, if so ordered by the Board of Directors. At least two members thereof shall verify all balances and certify on the books of the accountable officers the correctness of the accounts when found in good order. The Auditing Committee shall report to the Board of Directors when requested. There shall be an annual audit of the books and finances of the Association by a Certified Public Accountant who shall submit the same to the Auditing Committee for report thereon by the Committee at the Annual Conference.

Section 4. The President of the Association shall appoint the Special Committees of the Association, as he deems necessary. The number of members and their powers and duties will be as prescribed by the President of the Association.

Section 5. The tenure of all the Standing and Special Committees shall be at the pleasure of the President of the Association and the Administrative Committees at the pleasure of the majority of the Board of Directors.

ARTICLE IX. Delegates

Section 1. Delegates to represent the Puerto Rico National Guard and the National Guard Association of Puerto Rico, Incorporated, at the Annual General Conference of the National Guard Association of the United Sates, wherever it might be held, shall be appointed by the Adjutant General of Puerto Rico. The Association may submit a list of members it would like to have considered by the Adjutant General as candidates for appointment as delegates. The Adjutant General, or a designated representative, will be the principal delegate from Puerto Rico.

Section 2. Delegate expenses will be paid if authorized by the Board of Directors, on recommendation by the Finance Committee, from Association funds or other funds that may be made available. "Reasonable expenses" is construed to include transportation to and from unless military aircraft transportation is furnished, room and board, entertainment for the Puerto Rican Delegation in reasonable degree, and any entertainment of delegations or delegates from other States, territories and the District of Columbia, which might be necessary in the normal events of doing business for the betterment of the National Guard. The Board of Directors, already empowered to control all funds of this Corporation under the Articles and this Constitution and By Laws, is further authorized to pay each appointed delegate to the Annual General Conference of the National Guard Association of the United States, a sum that will be generally identified before departure, to help defray the individual's expenses.

Section 3. In the event the President is unable to attend the Annual General Conference of the National Guard Association of the United States for any reason, the Board of Directors is authorized to appoint the senior Vice President, or another alternate, to attend in lieu of the President.

ARTICLE X. Conferences and Meetings

Section 1. There shall be an Annual Conference of the membership that shall be held not later than thirty days prior to the Annual General Conference of the National Guard Association of the United States, for the purpose of electing directors and for the transaction of any other business that might come before the Conference. The Board of Directors will fix the time, place and specific date by majority vote. If the date fixed for the meeting becomes impractical for reasons beyond the control of the Board of Directors, all efforts will be made to hold the same on the earliest business day possible. On the same token, if the annual general conference of the National Guard Association of

the United States is not scheduled or is cancelled, the Board of Director will cause the annual conference to be held not later than a full year from the previous conference.

Section 2. The Board of Directors may call special conferences of the membership for any purposes, or by the President at the request the members entitled to vote at the conference.

Section 3. The Board of Directors may designate any place within the Commonwealth of Puerto Rico, as the place of meeting for the annual or the special conferences of the membership. If no designation is made, the place of meeting shall be the principal office of the Association.

Section 4. Written notice stating the place, day, and hour of the conference and, **in** case of a special conference, the purpose or purposes for which the conference is called, shall be delivered not less than ten nor more than fifty days before the date of the conference, either personally or by mail, by or at the direction of the President, or the Secretary, or the officer or other persons calling the Conference, to each member entitled to vote at such conference. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his address as it appears on the books of the Association with postage thereon prepaid.

Section 5. The Sergeant at Arms will assist the Secretary in making a complete record of the members entitled to vote at each conference, or any adjournment thereof, arranged in alphabetical order, with the address of each. Such record shall be produced and kept open by the Sergeant at Arms at the time and place of the conference and shall be subject to the inspection of any member during the whole time of the conference for the purpose thereof.

Section 6. Seventy-five Active members of the Association entitled to vote, and in good standing, shall constitute a quorum at an annual or special conference. Ifless than a quorum is present at a conference, a majority of the members so present may adjourn the conference, to convene fifteen calendar days later, at which time those members present will constitute quorum.

Section 7. Robert's Rules of Order shall govern the order of business at all conferences, except as herein modified, and shall be arranged by the President of the Association, as follows:

a. Registration

b. Call to Order

c. Invocation

d. Reading of Minutes

e. Reports of Officers and Committees

f. Program as Arranged by Proper Committees

g. Unfinished Business

h. New Business

1. Election of officers

J. Benediction

ARTICLE XI. Contracts, Loans, Checks and Deposits

Section 1. Contracts. The Board of Directors may authorize by resolution any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by the President or Vice President acting as President, and the Treasurer or the Secretary, and their Assistants when acting as Treasurer or Secretary, as the case may be. This requirement shall not preclude any powers granted to the President by this Constitution and By Laws.

Section 4. Deposits. All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE XII. Fiscal Year

The fiscal year of the Association shall begin on the first day of July and end on the thirtieth day of June of the following year.