

# Constitution – National Guard Association of New Jersey



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## **ARTICLE I – PREFACE AND NAME**

### **SECTION 1. PREFACE**

- a. Whenever the words “Annual Conference” or “Special Conference” appear in the Constitution, they shall be replaced by the words “Annual Conference/Meeting” or “Special Conference/Meeting”.
- b. Whenever a masculine word appears herein, this shall include the feminine gender as circumstances require.

### **SECTION 2. NAME**

The name of this Association shall be the "National Guard Association of New Jersey", an incorporated, non-profit association, hereinafter referred to as "The Association."

## **ARTICLE II – PURPOSES AND POWERS**

### **SECTION 1. PURPOSES**

The purposes of this Association are:

- a. To promote and support adequate state and national security under the provisions of the Constitution of the State of New Jersey and Constitution of the United States of America.
- b. To foster and improve the National Guard of the State of New Jersey and its relations with the general public.
- c. To promote close association, friendship, understanding and cooperation between all members of this Association.

### **SECTION 2. POWERS**

In order to promote the best interests of the Association and the purposes for which it was formed, it shall have the following powers, through its Executive Council:

a. Receive and collect membership dues.

b. Accept contributions.

c. Acquire, hold, take by gift, devise or purchase, property, both real and personal. Title to real property shall be taken in the name of the Association. The custody and management of the same shall be vested in the Executive Council. When the Executive Council, through a duly adopted resolution, authorizes the purchase, sale, transfer or encumbrance of any property, either real or personal, the President is empowered to execute and the Secretary to attest such documents as may be necessary to accomplish the same.

d. Invest its funds in property, both real and personal. All income or increase from whatever source derived shall be used exclusively to promote the purposes for which the Association was organized. It may expend monies in furtherance of the purposes of the Association at such times and in such amount as the Executive Council shall deem necessary and appropriate.

e. Actively promote the interest of the National Guard of the State of New Jersey at all levels of government including, but not limited to, becoming duly recognized lobbyists in the Congress of the United States and Legislature of the State of New Jersey at such times and for such purposes as the Executive Council may deem necessary, always provided such purposes are in accordance with those outlined in this article.

f. Hire, fire or appoint and relieve whatever employees or agents of the Association, such as an Executive Director or Full-Time Administrator, whether compensated or non-compensated that are deemed necessary or desirable to fulfill the purposes of the Association. When the duties of the Association employee or agent include signing or distributing checks, said employees or agent shall furnish a bond in such sum as may be required by the Executive Council, the premium for which shall be paid from the funds of the Association.

## **ARTICLE III – MEMBERSHIP**

### **SECTION 1. TYPES OF MEMBERSHIP**

The membership of the Association shall be composed of:

a. **REGULAR.** All active officers and warrant officers of the National Guard of the State of New Jersey shall be eligible for regular membership. All active officers and warrant officers of the National Guard of the State of New Jersey shall be carried on the rolls of the Association as regular members, unless disqualified by reason of non-payment of dues. All former officers and warrant officers of the National Guard of the State of New Jersey who have separated from the National Guard under honorable conditions shall also be eligible for regular membership. All officers and warrant officers eligible for regular membership shall become regular members upon payment of their dues for the current year. Any regular member whose dues for the preceding fiscal year remain unpaid at the opening of the Annual Conference shall be deemed in arrears and shall be suspended from membership until such arrears are paid, provided, however, that such individual shall not be required to pay more than two years' dues to receive reinstatement. Where a distinction is required in this Constitution or the Bylaws between active officers and warrant officers and former officers and warrant officers, active officers and warrant officers shall be referred to as "active regular members" and former officers and warrant officers shall be referred to as "nonactive regular members." Nonactive regular members shall not be eligible to hold the positions in the Association enumerated in Article IV Section 1 (Officers) and Article VIII Section 1a (Nominating Committee).

b. **LIFE.** Any member of the Association may be granted a life membership in this Association upon payment of the dues established for such a membership. A paid up life membership shall automatically be granted to each past President of the Association. Life membership has no effect on an individual's right to hold any Office. The eligibility of a life member to hold office is determined by the membership status to which the individual would otherwise be entitled. Upon the death of a life member, the surviving spouse will automatically become a life member at no additional cost.

c. **HONORARY.** All Governors and living Ex-Governors of the State of New

Jersey shall be honorary members of the Association. Other persons may be voted this status at the Annual Conference upon unanimous vote of the members present. Honorary members are not eligible to vote and cannot hold office in the Association. Honorary members shall not be required to pay dues.

d. SPECIAL. All citizens of the United States who are not present or former officers or warrant officers of the National Guard of the State of New Jersey and who shall have exhibited active interest in or concern for the military organizations of the United States of America or who are particularly concerned with the history, welfare and future of the National Guard of the United States and of New Jersey shall be eligible for special memberships. Any regular member may propose a person for special membership. The Executive Council shall have the power to confer special membership. Special members are not eligible to vote and cannot hold office in the Association. Special members shall pay dues. Special membership, once conferred, shall be retained by the member as long as dues for each fiscal year are paid.

e. SPOUSE. The spouses of all regular and life members of the Association shall be eligible for spouse membership, upon the receipt of completed application and the payment of such dues as may be prescribed. Spouse members shall not be eligible to hold any Association offices prescribed in Article IV. Spouse members may continue to exercise all other membership benefits as long as their spouse maintains a regular or life member status or if they shall be the surviving spouse of such member.

f. CORPORATE. Any company, firm, or organization, whether sole proprietorship, partnership or corporation, upon application to and approval of the Executive Council and upon payment of an annual corporate membership fee, shall be eligible for membership in the National Guard Association of New Jersey as a corporate member. Corporate members may attend NGANJ social events, the annual convention or such other functions or activities as the Executive Council may from time to time designate. However, corporate members, including their individual employees, may not participate in elections, hold office or enjoy any other association benefits, unless they individually qualify for and become regular or life members thereof.

## **SECTION 2. QUORUM**

a. Fifty (50) regular members in good standing present at the Annual Conference/Meeting or at any Special Conference/Meeting, shall constitute a quorum. However, for officer elections and proposed changes to the constitution or bylaws, sufficient proxy of electronic votes must be submitted to reach seventy-five (75) total votes when added to those physically casting votes at the conference/meeting.

b. A majority of the filled seats of the Executive Council shall constitute its quorum.

## **SECTION 3. FISCAL YEAR**

The fiscal year of the NGANJ shall run twelve months beginning January 1 and concluding on December 31.

## **ARTICLE IV – OFFICERS**

### **SECTION 1. OFFICERS**

The Officers of the Association shall be:

- a. A President
- b. A First Vice President
- c. A Second Vice President
- d. A Secretary
- e. A Treasurer

### **SECTION 2. DUTIES OF OFFICERS**

The duties of the officers of the Association shall be prescribed in the Bylaws

of the Association.

### **SECTION 3. QUALIFICATIONS OF OFFICERS**

Only active regular members of the Association may be elected to one of the positions enumerated in Section 1 of this Article. In the event the President ceased to be an active regular member for any reason, that office shall be deemed vacant without need for further action. If any other officer enumerated in Section 1 of this Article shall cease to be an active regular member, that individual, may serve out the balance of the term for which elected. However, such individual shall be ineligible to succeed to the office of President.

### **SECTION 4. POWERS**

Any Officer of the Association or Executive Director/Full-Time Administrator is empowered to sign any contract or binding agreement that may be negotiated and contracted for under the provisions of ARTICLE III - COMMITTEES, SECTION 1 f (3) of the Bylaws in connection with the Annual Conference/Meeting.

## **ARTICLE V – EXECUTIVE COUNCIL**

### **SECTION 1. COMPOSITION**

There shall be an Executive Council of the Association consisting of the officers of the Association, the immediate past President, one representative from each groupment as established pursuant to Article VI of the Bylaws and representatives of the non-active regular members.

### **SECTION 2. POWERS AND DUTIES**

The ordinary powers and duties of the Executive Council shall be as prescribed in the Bylaws of the Association.



## **ARTICLE VI – EMERGENCY EXECUTIVE COUNCIL**

### **SECTION 1. EMERGENCY POWERS**

In the event of war or other emergency, as a result of which a sufficient number of units of the National Guard of the State of New Jersey is ordered or called into active military service of the United States which would make it impossible to obtain a quorum of the Executive Council, an Emergency Executive Council is authorized and empowered to carry on and conduct the business of the Association. This Emergency Executive Council shall be composed of representatives of such units as are not ordered or called into active military service.

### **SECTION 2. VACANCIES**

In the event that the President, First Vice President and Second Vice President are all precluded from serving as such as the result of war, emergency or otherwise, the Executive Council, by majority vote, shall select one from their number to serve as Interim President of the Association and the Executive Council. If for any reason no member of the Executive Council is so selected, then the Executive Council may select any active regular member of the Association in good standing to serve as Interim President, notwithstanding any other provisions in this Constitution to the contrary.

## **ARTICLE VII – ELECTIONS**

### **SECTION 1. OFFICERS**

All officers of the Association shall be elected at the Annual Conference/ Meeting of the Association and shall hold office for a term of two years or until their successors are duly elected and qualified. A majority of all votes cast at such Annual Conference/Meeting shall be required for election. The President shall not be of the same service for more than two consecutive terms.

**SECTION 2. ELIGIBILITY OF MEMBERS TO HOLD OFFICE.**

a. The President and Vice Presidents may not succeed themselves. However, if a person succeeds to any such office as provided in Article 1 of the Bylaws and serves less than 18 months in that office, that individual shall be eligible for election to a full term in that office.

b. General Officers shall not be eligible for election. They may serve on committees. However, any person duly elected to office who subsequently receives federal recognition as a General Officer shall be eligible to complete the term of office currently held. In addition, should the President receive federal recognition as a General Officer, such federal recognition will not disbar that individual from service on the Executive Council as Immediate Past President.

**SECTION 3. REPRESENTATIVE MEMBERS OF THE EXECUTIVE COUNCIL**

a. Each groupment, as established under Article VI of the Bylaws, shall elect one of its members to serve as its representative on the Executive Council.

b. The term of office of each such representative is three years or until a successor is duly elected and qualified. Such representatives are eligible to succeed themselves.

c. Election of representatives will normally be held following the Annual Conference/Meeting of the Association in those groupments where necessary.

d. The senior officer in the groupment shall call a meeting for the purpose of electing a representative, which meeting shall be conducted by such means as deemed appropriate (e.g. physical meeting, mail, or electronic means).

e. In the event the position of representative to the Executive Council is vacated for any reason other than expiration of term, the senior officer in that groupment shall conduct an election, as described in subsection (d) above, as soon as practicable, for the purpose of electing a new representative. Any representative elected pursuant to this subsection shall be elected for the balance of the unexpired term.

f. In the case of the groupment of non-active regular members, the current

representative with the greater length of service in that capacity shall be considered the senior officer of the groupment for the purposes of subparagraph (d), above.

#### **SECTION 4. NOMINATIONS**

Nominations for the officers of the Association will be made by the Nominating Committee. In addition, nominations may be made from the floor.

### **ARTICLE VIII – COMMITTEES**

#### **SECTION 1. STANDING COMMITTEES**

The Standing Committees of the Association shall be:

- a. Nominating
- b. Membership
- c. Joint Legislative
- d. Resolutions
- e. Publicity and Public Relations
- f. Arrangements
- g. Host
- h. Investment
- i. Awards
- j. Finance
- k. Joint Insurance Committee

## **SECTION 2. NOMINATING COMMITTEE**

- a. The members of the Nominating Committee shall be nominated and elected at an Annual Conference/Meeting.
- b. The Nominating Committee shall be nominated and elected in the years between the years in which the officers are elected; that is, in even-numbered years when officers are elected in odd numbered years. They shall serve for a term of two years.
- c. The duties of the Nominating Committee shall be as prescribed in Article III, Section 2 of the Bylaws.
- d. The Nominating Committee shall consist of three active regular members, two of whom shall be from the Army National Guard and the other from the Air National Guard.

## **SECTION 3. SPECIAL COMMITTEES**

The President of the Association may appoint such special committees as are deemed necessary.

## **SECTION 4. MEMBERSHIP AND FUNCTIONS**

Except as specified in this Article, the membership and function of all committees shall be as prescribed in Article III of the Bylaws.

## **ARTICLE IX – CONFERENCES**

There shall be an Annual Conference/Meeting of the Association. In addition, Special Conferences/Meetings may be called by a majority of the Executive Council. Special Conferences/Meetings may be held by whatever means deemed appropriate to include electronic media (i.e. internet, email). Sufficient minutes or records will be kept to record the proceedings of these meetings.

## **ARTICLE X – AMENDMENTS**

Proposed amendments shall be submitted in writing to the President of the Association at least sixty (60) days prior to the date of the Annual Conference/Meeting at which proposed amendments are to be considered. Proposed amendments will be distributed to the members at least thirty (30) days prior to the date of the Annual Conference/Meeting at which time they will be considered. Constitutional amendments require a two-thirds (2/3) vote of the members present at the Annual Conference/Meeting or Special Conference/Meeting. Proxy and electronic votes are acceptable means of voting by members. The executive council will determine how proxy and electronic voting is conducted.