

Charter of the Air National Guard Services Association (Continued)

10. (a) Other provisions for this corporation are included in the attached
By – Laws of this Association.

(b) As elected by the membership, the initial Board of Directors for
the Air National Guard Services Association is:

President William Pemberton, Maj, AL ANG
5401 East Lake Blvd.
Birmingham, AL. 34217-3595

President-elect Gerald Cullens, Capt, IA ANG

Vice-President Golden Sherman, CMSgt, CO ANG

Treasurer Robert Young, CMSgt, TN ANG
134 ARW/SVF
420 Post Ave.
McGhee Tyson ANG, TN 37777-6213

Secretary Veronica Holliman, CMSgt, KY ANG
P O Box 21181
Louisville, KY 40221

(c) Corporation liability is limited to the Association’s on-hand financial assets, and
the association’s board of directors and general membership are not personally
liable for any actions by the Association or for any actions by an individual
member of this Association, as provided for in Tennessee Code Annotated
Section 48-52-102.

Signed on this ____ day of _____, 2003

William Pemberton, Maj
Commander,
President

Commander,
Executor

CONSTITUTION AND BY-LAWS
OF THE
AIR NATIONAL GUARD
SERVICES ASSOCIATION

CHARTER
OF THE
AIR NATIONAL GUARD SERVICES ASSOCIATION

The undersigned persons under the Tennessee Nonprofit Corporation Act adopt the following charter for the above listed corporation:

1. The name of the corporation is the Air National Guard Services Association.
2. This corporation is a mutual benefit corporation.
3. This corporation is not a religious corporation.

4. (a.) The complete address of the corporation's initial registered office in Tennessee is:

134 ARW/SVF, TN ANG
420 Post Ave.
McGhee Tyson ANG, TN 37777-6213

- (b.) The name of the initial registered agent, to be located at the Address listed in 4(a), is:

5. The name and complete address of each incorporator is:

| | |
|-----------|---|
| President | William Pemberton 5401 East Lake Blvd. Birmingham, AL. 34217-3595 |
| Executor | |

6. The complete address of the corporation's principal office is:

134 ARW/SVF, TN ANG
420 Post Ave.
McGhee Tyson ANG, TN 37777-6213

7. This corporation is a non-profit corporation.
8. This corporation will have members; however, full membership will require National Guard of the United States affiliation.
9. This corporation will have no permanent or real assets which must be distributed if the corporation is dissolved.

ARTICLE I

NAME

The name of this Association is the “Air National Guard Services Association”. Hereafter referred to as the “Association”.

ARTICLE II

PURPOSES AND POWERS

Section 1. Purposes

The purposes of the Association are:

- (a.) to furnish a medium for the exchange of management, administrative and technical information essential to Air National Guard Services;
- (b.) to provide a consolidation of the experiences, education, knowledge, and interest of Air National Guard Services;
- (c.) to furnish an organization for social purposes at workshops, conferences, meetings, and conventions, including assistance to the host;
- (d.) to provide an instrument for the flow of information between the membership and the Air National Guard Engineering and Services Divisions;
- (e.) to assist the Chief, Air National Guard Engineering and Services Division as appropriate.

Section 2. Powers

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

- (a.) receipt and collection of dues;
- (b.) acceptance of contributions;
- (c.) execution, performance, or cancellation and rescision of contracts of every kind;
- (d.) acquisition of personal property, by purchases, gifts, devise, or leases.

ARTICLE III

DEFINITIONS

For the purposes herein.

- (a.) “Executive Board” means and includes a Governing Board of the Association.
- (b.) “Fiscal Year” or “Year” as applied to the Association means and includes the period 1 July through 30 June.
- (c.) “may” is used in a permissive sense;
- (d.) “will” is used in an imperative sense;
- (e.) “shall” is used in an imperative sense;
- (f.) “majority vote” means and includes a majority of the legal votes cast;
- (g.) “three-fourths vote” means and includes three-fourths of the legal vote cast.

ARTICLE 1V
MEMBERSHIP

Section 1. Classes

Classes of membership in the Association are:

- (a.) Active;
- (b.) Associate;
- (c.) Honorary.

Section 2. Qualifications and Requirements

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

- (a.) Active: Upon application and payment of the prescribed dues, an active membership may be granted to military and civilian members pf the Air National Guard holding a Services primary or secondary AFSC, or assigned a duty AFSC in the Services function.
- (b.) Associate: Upon application and payment of the prescribed annual dues, an associate membership may be granted to:
 - (1.) any active duty Air Force member holding a Services primary of secondary AFSC
 - (2.) any other individual interested in furthering the objectives of the Association and approved by the Membership Committee
- (c.) Honorary: The Executive board of the Association by a three-fourths vote may, confer Honorary Membership upon any individual who has rendered exceptional service to this

Association, The Air National Guard or the United States Air Force.

Section 3. Certificate

An appropriate certificate of membership shall be issued to each member.

Section 4. Dues

(a.) The dues required for membership in the Association are:

| MEMBERSHIP CLASS | ANNUAL DUES | BIENNIAL DUES |
|------------------|-------------|---------------|
| Active | \$10.00 | \$15.00 |
| Associate | \$7.00 | \$12.00 |
| Honorary | no fee | no fee |

(b.) Membership dues are due and payable annually, in the month of June. Members not current in their payment of dues as of October 1 will be dropped from the rolls immediately.

Section 5. Privileges

- (a.) Active: Active members of the Association except NGB and ANGSC Engineering and Services personnel, may be
 - (1.) an officer of the Association for which they are qualified;
 - (2.) a member of a committee.
- (b.) Associate: Associate members may not hold office but may be a member of a committee.
- (c.) Honorary: Honorary members may not hold office but may be a member of a committee.
- (d.) Any member of the Association may subject to the order of business, be recognized by the presiding officer at any meeting of the Association.

- (e.) Only active members are entitled to cast votes for the election of officers, amendments to the Constitution and By-Laws, motions, and resolutions or other business properly presented to the Association, however, Associate and Honorary Members are privileged to be recognized by the presiding officer.

Section 6. Termination

- (a.) Active Membership is automatically terminated by:
 - (1.) loss of Air National Guard membership
 - (2.) resignation,
 - (3.) or failure to pay prescribed dues.

Section 7. The Air National Guard Services Association provides equal opportunity for membership and participation. Race, sex, religion, creed or color are not a consideration for membership.

ARTICLE V

OFFICERS

Section 1. Titles

The officers of the Air National Guard Services Association are:

- (a.) President
- (b.) President-elect
- (c.) Immediate Past President
- (d.) Vice-President
- (e.) Secretary
- (f.) Treasurer

These officers serve at the discretion of the Executive Board and may be removed as provided in Section 6 (b.) of this article.

Section 2. Qualifications

- (a.) An officer of the Association shall be an active member of the Association.
- (b.) Any Commissioned Officer with Primary or secondary AFSC of 34MXX, is eligible to hold the position of President an President-elect.
- (c.) Members of the staff of the Chief of the Air National Guard Engineering and Services division are not eligible to hold an Association officer position.
- (d.) A Commissioned Officer of Non-Commissioned Officer are eligible for all other Association officer positions.

Section 3. Responsibilities

- (a.) President
 - (1.) The President is:
 - (a.) The presiding officer at each meeting of the Association;
 - (b.) A member of the Executive Board and Chairperson thereof;
 - (2.) The President shall:
 - (a.) Direct the affairs of the Association;
 - (b.) Convene the Executive Board from time to time;
 - (c.) Appoint all committees and committee chairpersons;
 - (d.) Issue the call for all meetings of the Association;
 - (e.) Render the biennial report to the Association;
 - (f.) Perform such other duties as are usually performed by the president of an organization with concurrence of the Executive Board.
 - (g.) Approve all checks issued by the Association.

- (3.) The President may:
 - (a.) Incur and authorize such incidental expenses as may be necessary in the direction and operation of the affairs of the Association and its Executive Board.
 - (b.) Assign duties to be performed by the President – elect, Vice – President, Secretary, and Treasurer of the Association.
 - (c.) With the approval of the Executive Board, appoint such special committees as deemed necessary and designate the committee chairperson.
 - (d.) Sign checks issued by the Association in the absence of the Treasurer.

- (b.) President – elect
 - (1.) The President-elect is a member of the Executive Board and shall:
 - (a.) Perform the duties of the President during the absence or incapacity of that officer;
 - (b.) Serve as the Chairperson of the General Committee of Services issues;
 - (c.) Assume the office , title, and prerequisites of the President in the event of the termination, resignation, or removal from office of the President, and serve the unexpired period of tenure in office;
 - (d.) Automatically assume the office of President of the Association upon the normal expiration of the preceding President’s term;
 - (e.) Approve checks issued by the Association in the absence of the President and may sign checks in the President’s absence.

- (c.) Immediate Past President
 - (1.) The immediate past President is a member of the Executive Board and shall:
 - (a.) Assist the President by providing guidance and counseling on matters involving the direction and operation of the Association;
 - (b.) Automatically becomes a member of the General Committee on Services issues.
- (d.) Vice President
 - (1.) The Vice President is a member of the Executive Board and shall:
 - (a.) Perform the duties usually performed by the Vice president of any organization;
 - (b.) Perform such duties as may be prescribed by the Constitution and By – Laws by the President of the Association.
 - (c.) Automatically become a member of the General Committee on Services.
- (e.) Secretary
 - (1.) The Secretary is a member of the Executive Board and is:
 - (a.) The recording officer of the organization and shall take, transcribe, and maintain the minutes of all Association meetings;
 - (b.) Be responsible for the accuracy, safe keeping, and maintenance of all of the records of the Association except financial records;
 - (2.) The Secretary shall:
 - (a.) Record minutes of all Services Association meetings;
 - (b.) Maintain a file on Services Society meeting minutes
 - (c.) Type and forward a copy of all meeting minutes to the President for review prior to dissemination to Board members and publication in the Services Association newsletter

- (f.) Treasurer
 - (1.) The Treasurer is a member of the Executive Board and is:
 - (a.) The custodian of all the funds of the Association;
 - (b.) The chairperson of the Committee on Budget and Finance;
 - (2.) The Treasurer shall:
 - (a.) Cause a receipt to be issued for all funds received by the Association;
 - (b.) Cause to be kept an accurate account of all receipts and disbursements of all monies, securities, and other property of the Association. He/She shall report to the Committee on Finance and to the Executive Board on the financial standing of the Association, annually or whenever required to do so, and shall render a biennial report to the Association;
 - (c.) Cause to be prepared an audit of the Association's funds when requested by the Executive Board;
 - (d.) Sign all checks issued from the Association which have been approved by either the President or President-elect;
 - (e.) Shall choose with the approval of the Executive Board of the Association the depository for all Association funds and place all Association funds in the accounts of such institutions and shall pay all normal and usual business fees required by such institutions;
 - (f.) Account for and provide a membership listing.

Section 4. Election

The President-elect, Vice President, Secretary, and the Treasurer shall be elected biennially, by majority vote, at the business session of the Association workshop.

Section 5. Tenure

Association officers shall serve for a period of approximately two years or until their successors are duly elected and qualified. They shall assume office at the conclusion of the Association workshop.

Upon the election of new officers, all Association records, documents, equipment, and property will be turned over to the respective new Board members by the departing officers.

Section 6. Termination of Tenure

(a.) Tenure in office is terminated by:

- (1.) Death
- (2.) Resignation which shall be tendered to any member for the Executive Board and shall be effective upon the date specified in the resignation or if no date is specified, when it is received by any member of the Executive Board, or removal as prescribed in subsection (b.) of this section.
- (3.) Loss of membership in the Air National Guard.

(b.) An officer may be removed from office at any time by a three-fourths vote of the Executive Board:

- (1.) When it is determined that an officer is unable to fulfill the duties of the office due to war, national emergency, or physical or mental disability;
- (2.) For inefficiency;
- (3.) For conduct detrimental to the Association;
- (4.) Loss of membership in the Air National Guard
- (5.) Other sufficient causes.

ARTICLE VI

MEETINGS

Section 1. Business Session Meetings

A business session of the Association may be called at any time a representative number of the Association membership is expected to be

present. The biennial business session will coincide with the dates of the Association workshops.

Section 2. Executive Board Meetings

Meetings of the Executive Board may be convened at a specified time and place at the call of at least four members of the Executive Board. Meetings may also be conducted by telephonic means. The President shall chair all Executive Board meetings. In his/her absence, the Vice President shall serve as chairperson.

Section 3. Quorum

- (a.) At business sessions a quorum exists when representation of at least three-fourths of the states are present in order to conduct any Association business. The call for the business session must be properly issued at least thirty days in advance.
- (b.) At Executive Board meetings, a quorum exists whenever four of the members are present.

ARTICLE VII

EXECUTIVE BOARD

Section 1. Organization and Members

There is a governing Board of the Association known as the “Executive Board” and consists of all the officers of the Association specified in Article IV of this Constitution and By-Laws.

Section 2. Duties and Powers

- (a.) The Executive Board shall:
 - (1.) act as the governing body of the Association;
 - (2.) assist the host base as required and within the capabilities of the Air National Guard Services Association for any Services workshops including Financial assistance;
 - (3.) In the event of a vacancy in the elected officers of the Association resulting from other than termination of

tenure; elect by majority vote , a successor to the vacant office to serve the unexpired period of tenure;

- (4.) Convene
 - (a.) at the call of the President of the Association
 - (b.) upon written demand signed by any three of the members thereof, and communicated to each member of the Executive Board.
 - (5.) Carry out the policies adopted by the Association;
 - (6.) Perform such additional duties and exercises such additional powers as are specifically granted in, or as necessarily and properly required by, the Constitution and By-Laws of the Association
- (b.) The Executive Board may:
- (1.) order an audit of the records and finances of the Association at any time by a committee of Audits in addition to the regular audits required by other sections of the Constitution and By-Laws.
 - (2.) By three-fourths vote, and in accordance with Section 6 of Article V of the Constitution and By-Laws of the Association, remove from office any officer of the Association.
 - (3.) In the event of a national emergency or other causes which might preclude the normal operations of the Association to organize an emergency Executive Board and appoint an Acting chairperson and custodian, if required.

ARTICLE VIII

COMMITTEES

Section 1. Standing Committees

Standing committees of the Association are:

- (a.) Committee on Budget and Finance
- (b.) Committee on Membership
- (c.) Committee on Newsletter Publication
- (d.) Committee on Constitution and By-Laws
- (e.) Committee on Resolutions

- (f.) Committee on Nominations
- (g.) General Committee on Services issues
- (h.) Committee on Awards and Honors

Section 2. Special Committees

The President, with the consent of a majority of the Executive Board, may appoint such special committees as deemed necessary.

Section 3. Organization and Duties of Committees

(a.) Standing committees

(1.) Committee on Budget and Finance

The committee on Budget and Finance shall be appointed by the President and shall consist of three members of the Association. The Treasurer shall be the chairperson of the committee. The committee on Budget and Finance shall:

- (a.) be charged with overall supervision of all financial matters which concern the Association including the preparation and submission to the Executive Board of a budget recommendation for the fiscal operation of the Association.
- (b.) Be responsible for supervision, coordination, and assistance to the President and Treasurer in their duties in so far as finances of the Association are concerned.
- (c.) Accept in the name of the Association donations and bequests;
- (d.) Develop and recommend to the Executive Board financial policies for the Association;
- (e.) Consider requests for extraordinary or unforeseen expenditures not provided for in the approved budget, and if deemed warranted, recommend to the Executive Board approval thereof;
- (f.) Examine the financial reports and audits, if required, of the records and finances of the Association;
- (g.) Perform such additional duties and exercise such additional powers as are specially granted in or

as required by the Constitution and By-Laws of the Association.

(2.) Committee on Membership

The Committee on Membership shall be appointed by the President and shall consist of all three members of the Association.

The Committee on Membership shall:

- (a.) Develop and recommend to the Executive Board changes in membership policies of the Association;
- (b.) Approve or disapprove by majority vote associate membership applications as required;
- (c.) Study and recommend to the Executive Board any and all nominations for Honorary membership;
- (d.) Render committee reports to the Association as required;

(4.) Committee on Newsletter Publication:

The Committee on Newsletter Publication shall be appointed by the President and shall consist of at least three members including the editor. The newsletter Editor shall be the central receiving point for all announcements, and shall serve as the Editor of a periodic newsletter which will be distributed to all members of the Association. The bulletin shall contain items of interest to the several members, and it may serve as an instrument for dissemination of information. The newsletter Editor shall be responsible for the publication and distribution of the newsletter.

The Committee on the Newsletter Publication shall:

- (a.) develop policies and procedures that will promote the general welfare of any official publication of the Association under this committee's jurisdiction;

(b.) be responsible for the preparation and distribution of the publication.

(5.) Committee on Constitution and By-Laws

The Committee on Constitution and By-Laws shall be appointed by the President and shall consist of three members of the Association. The Committee on Constitution and By-Laws shall study the Constitution and By-Laws of the Association with a view to its improvements and draft any proposed amendments thereof and submit it to the Executive Board for approval or rejection and report to the Association for adoption those which are approved by the Executive Board.

(6.) Committee on Resolutions

The Committee on Resolutions shall be appointed by the President and shall consist of three members of the Association.

The Committee on Resolutions shall:

- (a.) announce in writing to the Association by notice in the newsletter instructions for the members of the Association pertaining to the submission of resolutions for considerations;
- (b.) consider each resolution referred thereto and revise, amend, or modify it as desired. Each resolution shall be:
 - (1.) recommended for adoption by a majority vote of the Committee;
 - (2.) rejected by a majority vote of the Committee;
- (c.) establish procedures for handling and consideration of any resolutions that

- may be submitted by a member from the floor during business sessions;
- (d.) render by written report to the President, all resolutions in final form that were considered for adoption and action properly indicated.

(7.) Committee on Workshop Arrangements

The Committee on Workshop Arrangements shall be appointed by the President and shall consist of an adequate number of members of the Association required to fulfill the responsibilities of the Committee. The Committee chairperson shall normally be the full time officer at the host facility of the Air National Guard Services Association Workshop. The Committee shall accomplish those duties necessary to provide arrangements for the meetings and those other duties specified by the President and the Executive Board. The Chief, Air National Guard Engineering and Services Division may recommend committee action. Committee work will include:

- (a.) reservatoions
- (b.) publicity
- (c.) entertainment
- (d.) displays and decorations
- (e.) program
- (f.) transportation
- (g.) communications
- (h.) registration

(8.) Committee on Nominations

The Committee on Nominations shall be appointed by the President and shall consist of three members of the Association.

The Committee on Nominations shall:

- (a.) prepare and submit to the Association during the biennial meeting or other meeting at which the election is to be held, the names of the nominees for each elective office of the Association;
- (b.) establish procedures to include the reception of any nominations from the floor by the general membership;
- (c.) be responsible for technical supervision and conduct of the election , including preparation of written ballots, counting of ballots, certification of results, and announcements of results when so directed by the President.
- (d.) Maintain all ballots of elections in a secure place designated by the committee until the next election held.

(9.) General Committee on Service Issues

- (a.) assistance to members with technical service problems
- (b.) providing notice through the newsletter of significant projects
- (c.) providing information in regard to new equipment and products
- (d.) presentation of technical papers, lecture, or seminars at meetings;
- (e.) preparation of staff studies or technical surveys of specific problem areas for eventual recommendation of possible solution to the National Guard Bureau;

(10.) Committee on Awards and Honors

The Committee on Awards and Honors shall be appointed by the President and shall consist of three members of the Association.

The Committee on Awards and Honors shall:

- (a.) be responsible for the establishment of criteria one Association methods of award and other arrangements for suitable and representative awards such as outstanding ANG Services NCO of the year, and other similar awards.
- (b.) Be responsible for establishing and arranging suitable awards of appreciation to retiring Association officers; Chief of Staff of the National Guard Bureau; and the Air National Guard Engineering and Services Division;
- (c.) Be responsible for other duties as may be prescribed by the President and/or the Executive Board.

(11.) Quorum at Committee Meetings

Committee or sub committee shall constitute a quorum, provided that either the chairperson or vice chairperson officer of that committee is present. Meetings may also be conducted by telephonic means or by mail provided a majority of all committee members participate and all committee members are afforded a reasonable opportunity to participate.

ARTICLE IX

RULES OF ORDER

Section 1. Order of Business

Except as specified in the Constitution and By-Laws of the Association, the order of business for all meetings shall be:

- (a.) as arranged by the President;
- (b.) as established in Robert's Rules of Order, Revised, shall govern the Association in all cases to which they are applicable exempt

when modified by the Constitution and By-Laws of the Association.

Section 2. Parliamentary Authority

The rules contained in Robert's Rules of Order, Revised shall govern the Association in all cases to which they are applicable except when modified by the Constitution and By-Laws of the Chapter.

ARTICLE X

AMENDMENTS

Proposed amendments must be submitted in writing to the Constitution and By-Laws Committee, who will act IAW ARTICLE VIII, SECT. PARA (4). Ratification must be by majority vote of the votes cast, either by special mailing or by general membership during regular biennial business sessions of the Association workshop.