

ARTICLE I – NAME

1. The name of this Association shall be the National Guard Association of Delaware.

ARTICLE II – PURPOSE

2. The purpose of the National Guard Association of Delaware shall be:
 - a. To promote and support National and State security under the provisions of the Constitution of the United States and the Constitution of the State of Delaware.
 - b. To promote and support free, representative and democratic forms in furtherance of the public will, and furtherance of the general will of the membership of the Association.
 - c. To foster, promote and improve better understanding and cooperation between the Active Armed Forces, the Delaware National Guard and the National Guard of the United States as a component of the Armed Forces of the United States.
 - d. To foster and improve the Army and Air National Guard of Delaware and its relations with the general public.
 - e. To promote esprit de corps by supporting appropriate activities within the Delaware National Guard.

ARTICLE III – MEMBERSHIP

3. The active membership of the Delaware National Guard Association shall be composed of federally-recognized commissioned officers and warrant officers in the Delaware National Guard, and those officers and warrant officers who have retired from the Delaware National Guard (through membership in the Delaware National Guard Retired Officer Association).

Additionally, Associate Membership is offered for those who are not officers in the Delaware National Guard but wish to support the organization. Associate Members do not have voting rights, but are invited to attend any NGADE meetings the same as a member.

ARTICLE IV – OFFICERS

4. Officers of the Association:
 - a. The Officers of the Association shall consist of active and retired members of the Delaware National Guard and the Delaware National Guard Retired Officers' Association as follows, and these officers shall also comprise the Executive Council of the Association.
 - (1) A president, who shall be the Chief Executive of the Association, and shall be elected by the membership.
 - (2) The immediate past-president, who will also serve as parliamentarian.
 - (3) Two vice presidents, one Army and one Air, who shall be elected by the respective services.
 - (4) A secretary who shall be elected by the membership
 - (5) A treasurer, who shall be elected by the membership.
 - (6) Four Representatives-At-Large; one each from the 261st Signal Brigade, the 72nd Troop Command, and Delaware Air National Guard, who shall be elected by the respective services and who shall be selected from members of the National Guard Association of Delaware from across the spectrum of the major commands. The fourth, Joint Force HQ Representative, may be Army or Air and is elected by the total membership.

(7) Two Representatives-At-Large (Company Grade), one Army and one Air, who shall be elected by the respected services and who shall be selected from members of the National Guard Association of Delaware from across the spectrum of the major commands. Persons elected to these offices who are promoted to field grade while in office will not continue to serve in these offices and will immediately notify the President of the Association of their promotion.

(8) A Warrant Officer Representative-At-Large (Army), who shall be elected by the membership from across the spectrum of the major Army Commands.

(9) Two retired officers (one Army and one Air) to be elected by the Delaware National Guard Retired Officers' association at their annual meeting.

(10) A judge advocate, non-voting, may be appointed by the Executive Council.

(11) A chaplain, non-voting, may be appointed by the Executive Council.

b. Term of Office: All elected and appointed officers shall serve a term of two years.

c. Offices Vacated During Term:

(1) If the office of president is vacated during the term by death, separation from the Delaware National Guard, geographic relocation, incapacity, resignation, or other circumstance, the vice president of the same service shall succeed to the office of president and serve out the term.

(2) All other elective offices vacated during the term, except as delineated in subparagraph (3) below, will be filled by an officer of the appropriate service selected by the majority vote of the Executive Council.

(3) Offices vacated mid-term by virtue of the incumbent having been just elected to another office of the Association at the annual conference shall be filled by nomination from the floor and election at the same conference.

(4) Appointive offices vacated during the term shall be filled by appointment by the Executive Council.

d. Elections.

(1) Shall be conducted at each annual conference of the Association.

(a) Elections for the offices of President, Vice President for Army, Treasurer, Representative-At-Large for Air and Company Grade Representative for Army will be conducted during the odd-numbered years, to assume office immediately following elections. Outgoing officers will attend next scheduled Executive Council meeting to hand off materials.

(b) Elections for the offices of Vice President for Air, Secretary, Representative-At-Large for Army, Company Grade Representative for Air and Warrant Officer Representative-At-Large for Army will be conducted during the even-numbered years, to assume office immediately following elections. Outgoing officers will attend next scheduled Executive Council meeting to hand off materials.

(2) Elections shall be conducted by secret ballot of those eligible voters present at the annual conference with the electee being that candidate who receives a simple majority of the votes cast. In the event there are three or more candidates for an office and no individual receives a majority of the votes cast, the two candidates who receive the most votes for that office will be selected and run-off election between those two candidates immediately conducted to determine the electee.

(3) Nomination to office shall be as prescribed in paragraph 10b, Article X, of the constitution.

(4) All voting members present shall cast votes for the offices of President, Treasurer,

Secretary, or Joint Force HQ Representative. Only those voting Army members present shall cast votes for the offices of Vice President for Army, Representatives-At-Large for Army, and Company Grade Representative for Army. Likewise, only those voting Air members present shall cast votes for the offices of Vice President for Air, Representative-At-Large for Air and Company Grade Representative for Air.

ARTICLE V – EXECUTIVE COUNCIL

5. Powers and Policies: Between the annual conferences, the Executive Council shall:

- a. Have full power and authority to establish general policies of the Association. It shall control funds, financial obligations and property consistent with the purposes of the Association under this Constitution. Financial commitments, arrangements or contracts that shall be made for or on behalf of the Association by the Executive Council shall be binding as the act and deed of the Association. This shall specifically include the right and power to invest through the Investment Committee such funds of the Association as it may deem to be available for such purpose, so as to produce income for the Association.
- b. Have the power to publicly or otherwise take a stand on issues affecting the purposes and powers of the Association as set forth in this Constitution.
- c. Recommend to the annual conference the selection of a public accountant be empowered and engaged to perform an annual audit of the books and finances of the Association.
- d. Have the authority to call a special conference of the Association by majority vote.
- e. Designate the time and place of the next state annual conference.
- f. Select the allotted delegates to the annual General Conference of the National Guard Association of the United States.

ARTICLE VI – MEETINGS

6. Meetings and Conferences:

a. National Guard Association of the United States Conferences: This Association shall be represented at all regular annual meetings and such special meetings as may be called by the National Guard Association of the United States.

b. Annual Conferences:

(1) The Association shall meet annually. The time and place of the annual conference of this Association shall be set by the Executive Council. The conference will elect officers, hear the report of the treasurer, and transact such other business as may properly come before it.

(2) If for any reason the annual conference shall not be held as herein provided, a conference shall be held in lieu of and for the purpose of the annual conference; such conference to be called and held in the same manner as provided for special conferences of this Association.

c. Special Conferences: Special conferences of this Association may at anytime be called on the order of the President with the concurrence of a majority of the entire Executive Council, or by any member of the Executive Council upon written application of at least twenty active members of the Association.

d. Notice of Conferences: A written or printed notice of any conferences of this Association, stating the place, day, hour and purposes thereof, shall be given by the Secretary, or in the case of his death, absence, incapacity or refusal, by a person designated by the Executive Council, at least ten (10) days before the date of the conference to each member entitled to vote thereat or entitled to receive notice thereof, by leaving such notice with the member at his residence or usual place of business or by mailing the same, postage prepaid, directly to him at his address as last recorded on the books of the Association.

e. Meetings of the Executive Council:

(1) The first meeting of the Executive Council shall be held immediately after the annual conference of the Association for the transaction of such business as may properly come before it. No written notice shall be necessary in order to constitute this meeting.

(2) Regular meetings of the Executive Council may be held at such time and place as may be fixed by the President, but in no case less than once each quarter of the year. Special meetings may be called on order of the President or of any five members of the council.

(3) Notice of any regular or special meeting of the Executive Council shall be given by the Secretary or other officer. Call of the meeting may be orally, or by mail, telephone, or other communications means. A notice so sent to an Executive Councilman's usual or last known place of business or residence at least five (5) days before the meeting shall be deemed sufficient notice; and any notice received by a member of the council in time to enable him to attend the meeting shall be deemed sufficient notice. Any meeting shall be valid without notice, provided such council member waives such notice in writing filed with the records of the meeting, either before or after the holding thereof..

f. Meeting of Other Committees: Meetings of each committee other than the Executive Council shall be called by the chairman thereof, or in the case of his death, absence, incapacity, or refusal, by any other committeeman designated by the President or other officer of the Executive Council. At least five days notice in writing or other means of communication shall be sufficient notice; and any notice received by a member of the committee in time to enable him to attend the meeting shall be deemed sufficient notice.

ARTICLE VII – QUORUM

Quorum:

a. Ten percent (10%) of the members of the Association present at any annual or special meeting shall constitute a quorum for transaction of business of the Association.

b. A majority of the voting members of the Executive Council, any committee, or other bodies created by the Association constitutes a quorum.

ARTICLE VIII – DUES

Dues:

a. Association dues for active members shall be established by the Executive Council. DNGROA member dues shall be established by agreement between the respective NGADE and DNGROA Executive Councils. Dues are payable to NGADE by the first day of January of each year.

b. Any active or retired member whose dues for the current year remain unpaid shall be suspended from membership and Association activities until the current membership year's arrearages are paid.

c. All commissioned officers and warrant officers new in the Delaware Army or Air National Guard will be awarded an honorary first year's membership in the National Guard Association of Delaware.

ARTICLE IX – AMENDMENTS

9. This Constitution may be amended by a two-thirds vote **of those in attendance** at any annual conference or special conference. Proposed amendments shall be submitted in writing to the President of the Association (**NGADE**) at least thirty days prior to the date of the **annual conference or special meeting** at which the proposed amendments are to be considered by the membership, so that dissemination to the members of the Executive Council may occur at least fifteen days prior to the date of said conference.

ARTICLE X – COMMITTEES

10. Committees are as follows:

a. Standing Committees: The following standing committees and the designation of a chairman and co-chairman for each, shall be appointed by the President within thirty (30) days after his election. The confirmation, powers, and duties of the Standing Committees shall be as follows:

(1) The Membership Committee shall consist of three active members of the Association. It has the power and duty to take all or any steps recommended or approved by the Executive Council to maintain the membership at the highest level possible. It shall also submit a membership report to the annual conference or at any other time upon request of the President of the Association.

(2) The Legislative Committee shall consist of not less than five members of the Association. It shall be the duty of this committee to prepare legislation deemed necessary to carry into effect any policies requiring legislative action of benefit to the National Guard or in the interest and welfare of the community-at-large.

(3) The Resolutions Committee shall consist of not less than five active members of the Association and shall consider all resolutions presented to it by any voting member at least ten days prior to the annual conference. Emergency resolutions of less than ten days notice may be considered by the Conference only when there is two-thirds approval of the members present.

(4) The Publicity and Public Relations Committee shall consist of not less than five active members of the Association and shall perform such duties as are normally performed by such a committee in similar associations, namely, bringing to the public the true image and dedication of the National Guard. It shall recommend to the annual conference policies which, when carried into effect, will promote understanding and goodwill between the Army and the Air National Guard and the public.

(5) The Arrangements Committee shall consist of not less than five active members of the Association. The chairmanship shall be rotated between the major Army and Air commands on an annual basis. The committee shall make arrangements for the annual and any special conferences prescribed by the President of the Association. It shall arrange for the Annual Military Ball in honor of the Chief Executive of Delaware.

(6) The Investment Committee shall consist of not less than three active members of the Association, one of whom shall be the Treasurer of the Association. The committee shall have the power to recommend to the Executive Council of the Association the investment of funds of the Association and after the Executive Council has approved the committee's recommendation, the committee shall so invest the funds of the Association and shall supervise the same.

(7) The Awards Committee shall consist of not less than three active members of the Association. It shall be the duty of the committee to review all proposals for awards and recommend approval or disapproval to the Executive Council for final action.

b. Nominating Committee:

(1) The Nominating Committee shall consist of five members, as follows:

(a) One At-Large Representative from each of the major Army commands.

(b) Two At-Large Representatives from the major Air commands.

(c) One representative from the State Headquarters.

(2) The committee shall report to the annual conference its recommendations for nominations of officers of the Association in years in which officers are to be elected. The report of the nominating committee shall be filed with the Secretary not later than one week prior to the annual conference.

(3) The nominating committee shall nominate two persons for each office for which officers are to be elected.

(4) The report of the nominating committee shall be in the form of a written ballot and presented to the annual conference with sufficient room that nominations from the floor can be added thereto.

ARTICLE XI – NATIONAL EMERGENCY

11. In the event of war or other emergency declared by the Congress or the President of the United States which results in the Delaware National Guard's being ordered into active military service of the United States, no annual conference of the Association shall be necessary. In such event, the Executive Council of the Association is authorized and empowered to carry on and conduct the Association during the period of such war or emergency and, if necessary, to appoint and active or honorary member as custodian until the end of the emergency or until the Association ceases to exist.

ARTICLE XII – GENERAL

12. Details for governing this Association not covered by this Constitution will be implemented by a set of Association by-laws, to be initially written by the Executive Council and adopted from time to time by the Association.

13. In the event that the National Guard Association of Delaware is for any reason dissolved or ceases to function as an organization, all monies held by said Association will revert to the office of Adjutant General, Delaware National Guard, to be used for same purpose as the National Guard Association of Delaware would have used them in accordance with the Constitution and by-laws of the Association.