

BY-LAWS

OF THE

MARYLAND

STATE GUARD ASSOCIATION, INC

1 December 1993

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BY-LAWS
OF THE
MARYLAND STATE GUARD ASSOCIATION, INC .

ARTICLE I

NAME

The name of this Association is the MARYLAND STATE GUARD ASSOCIATION, INC., which shall be a not-for-profit corporation of the State of Maryland (hereinafter called "Association") .

ARTICLE II

PURPOSES AND POWERS

section 1: Purposes: The purposes of the Association shall be:

- a. To promote the role and effectiveness of that state militia, heretofore known as the MARYLAND STATE GUARD and now called defense force.
- b. To foster relations with the general public and other agencies of the government, and with other associations.
- c. To serve as a chapter of the national association of state defense forces in support of a viable state militia system.
- d. To promote close association, friendship, understanding, professionalism, and cooperation among the members, and among the members and former members of the defense forces.
- e. To preserve and perpetuate the history and traditions of the state militia.

f. To organize, sponsor and operate, programs for the education, welfare, welfare and benefit of the Association and its members.

Section 2: Powers: In order to promote the best interests of the Association and the purposes for which it was formed, the Association shall have power (under the Corporation laws of this State) :

a. To assess and levy, to receive and collect membership dues and accept contributions.

b. To acquire, hold, take by gift, devise or purchase property, either real or personal, and to invest its funds therein. It may sell and dispose of such property and create obligations when in the best interests of the Association.

c. All income and assets, from whatever source derived, shall be used exclusively to promote the purposes for which the Association was organized.

d. The Association shall be authorized to exercise and enjoy all the powers, rights and privileges granted to or conferred upon corporations of a similar character by the general laws of the State of Maryland now, or hereafter in force, and the enumeration of the foregoing powers shall not be deemed to exclude any powers, rights or privileges so granted or conferred.

e. Upon dissolution of the Association, the Board of Directors shall after paying or making provision for the payment of all obligations justly due, dispose of remaining assets of the Association, in such manner or by conveyance to such

organization(s) having the same or comparable objectives as the Board may determine.

f. No part of the earnings or assets of the Chamber shall inure to the benefit of or be distributable to private persons, members, Board, Officers, except for reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes for which the Association is formed.

ARTICLE III

MEMBERSHIP

Section 1: Composition: The membership of the Association shall be composed of:

a. ACTIVE MEMBERS. There is one class of membership. Any active, retired or inactive State Guard member and any person who supports the cause of active and effective state militia may be accepted as a member. Any active member whose dues remain unpaid at the opening of the Annual Meeting shall be deemed in arrears and shall be suspended from membership until the arrears are paid.

b. HONORARY MEMBERS. The Board of Directors may confer honorary membership in the Association upon a person who has rendered outstanding service to the United States, the State of Maryland, or to the Association. Honorary Members shall not be entitled to vote or to hold office, nor shall they be required to pay dues.

Section 2: Equal Opportunity Membership: Membership in the Association shall not be denied due to race, color, religion, sex, age or national origin.

Section 3: National Membership: Members of this state Association are also expected to join the national association, state Guard Association of the united states also known as State Defense Force Association of the united States (SDF AUS).

ARTICLE IV

OFFICERS

Section 1: Officers:

a. The officers of the Association shall be:

- (1) Chairman of the Board (if the office is created the Board)
- (2) President
- (3) vice President
- (4) Immediate Past President (if designated an office by the Board)
- (5) Secretary
- (6) Treasurer

b. One person may hold more than one office provided that there shall be at least a President and one other person as officers. Officers may but need not also be Board members.

c. The term of office shall be one year. beginning the first day of January, and continuing thereafter until a successor is

chosen and assumes office. In the event of vacancy, the Board may elect a successor for the remainder of the term.

Section 2: Duties: The duties of the officers of the Association shall be as prescribed below:

a. Chair: Shall preside at the Annual Meeting and at all Special Meetings of the Association and shall serve as Chairperson of the Board, and the Board may assign the Chair executive duties otherwise exercised by the President.

b. President:

(1) Shall serve as Chair if that office is vacant.

(2) Is charged with the direction and administration of all affairs pertaining to the Associations.

(3) Shall from time to time call meetings of the Board.

(4) Shall appoint all special and standing committees and name the Chairpersons thereof, subject to Board approval.

(5) Shall be a member ex officio of all committees except the nominating committee.

(6) Shall be responsible for the location and operation of the headquarters office of the Association, subject to the approval of the Board.

(7) Shall supervise arrangements for Annual or special Conferences / meetings.

(8) Shall have authority to approve expenditures of the Association in accordance with the policy established by the Board.

(9) Shall appoint a Chaplain, Sergeant at Arms, Judge Advocate, and such other offices as may be authorized by the Board.

(10) Shall direct the preparation of the annual report and shall present said report at the Annual Meeting.

c. Vice President: The vice President shall perform the duties of the President during absence or disability of the President, and such other duties as may be assigned by the President.

d. Immediate Past President: On the election and qualification of a new President of the Association, the predecessor shall automatically become the Immediate Past President.

e. Secretary: The Secretary shall serve as secretary of the Board of Directors, to include taking, printing and distribution of minutes of the Board meetings, and will perform other duties as assigned by the President.

f. Treasurer:

(1) Shall receive and receipt for and be custodian of all funds of any nature whatsoever of the Association and such contributions as may be made to it, and deposit same in the name of the Association in a appropriate bank and/or savings and loan association accounts as designated by the Board.

(2) Shall place into the annual report to the Association a summary of the finances of the Association.

(3) Shall prepare a proposed annual budget for submission to the Board.

ARTICLE V

BOARD OF DIRECTORS

Section 1: Establishment: There shall be a Board of Directors of the Association consisting of twelve (12) members who are elected by the members at Annual Meetings, four (4) each year. the term of the director shall be three (3) years and with staggered expirations so that one third of the Board comes up for election each year.

Section 2: Governing Body: The Board of Directors shall be the governing body of the Association.

Section 3: Powers of the Board:

a. The Board shall have power and authority to establish general policies of the Association and shall elect the officers.

b. It shall control funds, financial obligations and property, consistent with the purposes of the Association under its Articles of Incorporation and By-Laws.

c. The Board may, if and when it deems it advisable, order an audit of the Association's books and finances by a certified public accountant.

d. The Board shall have authority to designate the time and place of the next Annual Meeting of the members. In the event that any meeting is for any reason postponed, the Board shall then designate the time and place for the rescheduled meeting and report such action immediately to the membership. In the event no other date is set for the Annual Meeting of the membership,

the meeting will be held at 3:00 p.m. (1500 hours) on the Saturday nearest Defenders Day, September 12th.

e. Any vacancy in any elective office of the Association shall be filled by a vote of the Board of Directors, and such successor in office shall serve out the remainder of the unexpired term.

f. The Board shall meet at least annually after each election; and shall meet thereafter, at regularly scheduled meetings; or special meetings at the call of the President or upon the written demand of four (4) members. The Secretary shall notify each member of the Board of any special meeting at least ten (10) days prior to each meeting.

g. The Board may create additional officer positions including an executive director; and provide for the terms and duties of each office.

h. The Board may create an Executive Committee of not less than five (5) members; and the Board may delegate to the Executive Committee the authority and power to act on any and all matters, except election of officers and directors.

ARTICLE: VI

ELECTIONS

Section 1: Officers:

a. The Chairman, President, vice President, Secretary, and Treasurer shall be elected by a majority vote of all Directors at the Annual Board Meeting.

Section 2: Terms of Office: All terms of office for officers and Board members shall coincide with the fiscal year. They shall hold office during the term and until their successors are duly elected and qualified. In the event of resignation or removal the successor shall be elected by the Board and serve for the remainder of the term.

Section 3: Board of Directors: One third of the entire Board of Directors shall be elected each year by the members at the Annual Meeting. In addition to any Nomination Committee report, nominations may be made from the floor and any member in good standing may be nominated by any other such member.

Section 4: Removal from Office: Any officer of the Association or other member of the Board may be suspended or removed from office with or without cause upon two-thirds vote of all the members of the Board of Directors, i.e. not less than nine (9) votes must be cast in favor of removal or suspension.

ARTICLE VII

COMMITTEES

Section 1: Standing Committees: The standing committees of the Association shall be as prescribed by action of the Board.

Section 2: Committee Membership: Committee chair persons and members shall be appointed by the President and approved by the Board, unless otherwise specified in the Resolution creating the committee.

Section 3: Special Committees: Unless otherwise prescribed by action of the Board and in accordance with general policy, the President of the Association may create special committees and appoint the members without prior approval of the Board.

ARTICLE VIII

MEETINGS OF MEMBERS

Section 1: Annual and Special Meetings: There shall be an Annual Meeting of the membership of the Association not later than 30 September of each year and such Special Meetings as may be called by a majority of the entire Board of Directors. Unless otherwise designated, the Annual Meeting will be held at 1500 hours (3:00 p.m.) on the Saturday nearest Defenders Day, September 12th.

Section 2: Notification: The time and location of the Annual Meeting if other than the Saturday nearest Defenders Day (September 12) of each year, will be upon not less than thirty (30) days notice thereof.

Section 3: Attendance: Any member may attend any meeting of the Members or the Board of Directors, or the Executive Committee and may present such matters as he or she deems important or necessary.

ARTICLE IX

AMENDMENTS

Section 1: Amendments: These By-Laws may be amended by a majority vote of the members present at any Annual Meeting or Special Meeting of members. Proposed amendments to the By-Laws shall be submitted in writing to the members not less than thirty (30) days prior to the date of the Meeting at which the proposed amendments are to be considered.

Section 2: Quorum: A majority of all active members shall constitute a quorum. Presence by proxy and proxy voting shall be permitted only in accordance with Resolution of the Board.

ARTICLE X

MISCELLANEOUS PROVISIONS

Section 1: Fiscal Year: The fiscal year of the Association shall begin on the first day of January and terminate on the last day of December of that year.

Section 2: Dues:

- a. Dues of \$15.00 per member shall be payable as of January 1 of each year. After January 31 of each year, good standing requires that dues be paid before any member, director, officer, or committee member takes any action as such during the year. Dues paid after September may be credited to the following year.

b. Unless otherwise directed, this State Association Chapter will collect and forward dues to State Guard Association of the United States also known as State Defense Force Association of the United States (SDF AUS) .

Section 3: Seal: The Association has a seal, the imprint of which is affixed hereto.

Section 4: Indemnification of Directors and Officers: Every person who is or has been a director, officer, or committee member of the Association shall be indemnified by the Association against all expenses reasonably incurred by him/her in connection with any action, suit or proceeding to which he/she may be party, defendant, or with which he/she may be threatened by reason of or growing out of or in relation to his/her being or having been an officer, director, or committee member of the Association. The term "expenses" includes amounts paid in satisfaction of judgments or in settlement, other than amounts paid to the Association itself, and attorney fees. The Association shall not, however, indemnify any director or officer in relation to matters as to which he/she shall be adjudged liable for gross negligence or deliberate misconduct in the performance of his duties as director or officer; and the Association shall not indemnify any director or officer in case of settlement unless such settlement shall be approved by, first a majority of the directors of the Association then in office other than those involved (regardless of whether or not such majority constitutes a quorum), or secondly, if there are not at least two directors

then in office other than those involved, by a majority of a committee (selected by the Board of Directors) of two or more members of the Association who are not the directors or officers involved, and being in the interest of the Association that such settlement be made. The foregoing right of indemnification shall not be exclusive but shall be in addition to any and all other rights and remedies to which any such director or officer may be entitled as a matter of law.

Section 5: Effective Date: These By-Laws shall be effective December 1, 1993.