

ARTICLES OF INCORPORATION

We, the undersigned natural persons of the age of twenty-one or more, do hereby associate ourselves into a non-profit corporation under the laws of the State of North Carolina, as contained in Chapter 55-A of the General Statutes of North Carolina entitled the "Non-Profit Corporation Act", and the several amendments thereto, and to that end do hereby set forth:

1. The name of the corporation is North Carolina National Guard Association.

2. The period of duration of the corporation shall be perpetual.

3. The purposes for which the corporation are organized are:

a. To promote and support adequate State and National security under the provisions of the Constitution of the State of North Carolina and the Constitution of the United States of America.

b. To foster and improve the Army and Air National Guard of the State of North Carolina and its relations with the general public.

c. To promote association, friendship, understanding and cooperation among all members of this Association.

d. To promote better understanding and cooperation between the active armed forces and all reserve components.

e. To promote and foster activities and programs of benefit to members and their families, including retirement plans for Association employees, insurance programs, scholarship programs and any other activity reasonably intended to promote the well being of the membership or to further the purposes of the programs named herein.

f. In addition to the general powers granted Non-Profit Corporations by General Statutes of North Carolina,

55A-15, the Association shall, through its Executive Council, have power to receive and collect membership dues and accept contributions, and may hold, take by gift, devise or purchase property, either real or personal and invest its funds therein. All Association funds from whatsoever source derived shall be used exclusively to promote the purposes for which the Association is organized.

4. The membership of this Association shall consist of six classes; namely, Active, Active Associate, Affiliate, Honorary, Special and Corporate Members. Eligible for membership:

a. ACTIVE MEMBERS: All officers, warrant officers and enlisted personnel in active status in the National Guard of the State of North Carolina.

b. ACTIVE ASSOCIATE MEMBERS: Any officer, warrant officer or enlisted member of the North Carolina National Guard who has been honorably separated or retired from an active status.

c. HONORARY MEMBERS: Any citizen who has rendered conspicuous service to the cause of National defense shall be eligible for election to honorary membership. Honorary members of this Association shall be elected by favorable vote of two-thirds of the members of the Executive Council. Members in this class are not eligible to vote, hold office, or participate in the group insurance program.

d. SPECIAL MEMBERS: Any member of an active component of the armed forces, or active National Guard member (other than North Carolina), assigned/attached as advisor, liaison, or additional fulltime manning personnel to a National Guard unit may upon payment of the appropriate dues, become a "Special" member of the Association. Members in this class are not eligible to vote, hold office, or participate in the group insurance program.

e. CORPORATE MEMBERS. Any Corporation who is committed to a strong defense policy and exhibits support for the National Guard and its goals shall be eligible for corporate membership. Corporate members are not eligible to vote, hold office, or participate in the group insurance program.

f. AFFILIATE MEMBERS. Any fulltime or retired employees of the North Carolina National Guard Association.

Members in this category shall pay dues but are not eligible to vote.

5. Any member of the North Carolina National Guard Association may be suspended or removed for conduct grossly detrimental to the intent of the North Carolina National Guard Association, or for any other grave cause by two-thirds vote of the Executive Council.

6. The Executive Council shall serve as the Board of Directors of the Association, and shall be vested with all the rights, powers, and privileges usual and customary to the Board of Directors of a corporation. Only active or active associate members may serve as members of the Executive Council.

7. The initial registered office of the Association shall be 800 Capital Club Building, 16 West Martin Street, Raleigh, Wake County, North Carolina, and the initial registered agent of the Association at the above address is Philip R. Whitley.

8. The number of members of the Executive Council (Board of Directors) may be fixed by the By-Laws of the Association, but shall not be less than three. The number of the Executive Council (Board of Directors) constituting the initial Executive Council (Board of Directors) shall be five (5), and the names and addresses of the persons who are to serve as such members until the first meeting of members of the Association or until their successors are elected and qualified are:

NAMES	ADDRESSES
Capus Waynick	P.O. Box 791, Raleigh, N.C.
John Hall Manning	2911 Fairview Rd., Raleigh, NC
Claude T. Bowers	Warrenton, N. C.
Ivan Hardesty	913 St. Mary's St. Raleigh, NC
Philip R. Whitley	P. O. Box 66, Wendell, N. C.

9. The names and addresses of each incorporator of the Association are:

NAMES	ADDRESSES
Capus Waynick	P. O. Box 791, Raleigh, N.C.
John Hall Manning	2911 Fairview Rd., Raleigh, NC

Claude T. Bowers
Ivan Hardesty
Philip R. Whitley

Warrenton, N. C.
913 St. Mary's St. Raleigh, NC
P. O. Box 66, Wendell, N. C.

10. The initial members of the Executive Council shall have power to name initial officers of the Association to serve until a meeting of the Association is held.

11. The initial By-Laws shall be adopted by the Executive Council which also shall have the power to alter, amend, or repeal any By-Laws adopted by it, subject to the authority of the annual meeting of the Association to reject or approve the same. No action of the Association pertaining to By-Laws shall be altered, amended, or repealed by the Executive Council.

12. The Association shall not contribute to or otherwise support or assist any political party or candidate for elective office.

13. Nothing in these Articles of Incorporation or in the Constitution and By-Laws that may be hereinafter adopted by this Association shall be construed as giving the Association or its members as such any control over the discipline, equipment, or training of members of the North Carolina National Guard.

IN TESTIMONY WHEREOF, we have hereunto set our hands, this 10th day of February 1960.

s/Capus Waynick
t/Capus Waynick

s/John Hall Manning
t/John Hall Manning

s/Claude T. Bowers
t/Claude T. Bowers

s/Ivan Hardesty
t/Ivan Hardesty

s/Philip R. Whitley
t/Philip R. Whitley

STATE OF NORTH CAROLINA
COUNTY OF WAKE

THIS IS TO CERTIFY that on the 10th day of February, 1960, before me a Notary Public in and for Wake County, State of North Carolina, personally appeared Capus Waynick, John Hall Manning, Claude T. Bowers, Ivan Hardesty, and Philip R. Whitley, who, I am satisfied, are the persons named in and who executed the foregoing ARTICLES OF INCORPORATION, and I having first made known to them the contents thereof, they did each acknowledge that they signed and delivered the same as their voluntary act and deed for the purposes and uses therein expressed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed by official seal, this 10th day of February, 1960.

s/Evie W. Freeman
Notary Public

(SEAL)

My Commission expires Nov. 20, 1960.

A TRUE COPY:

Joseph C. Bowling, Jr.
Executive Director

As amended by Amendment No. 1 - Approved 14 April 1967, and filed 22 May 1967.

As amended by Amendment No. 2 - Approved 23 April 1983, and filed 20 May 1983.

As amended by Amendment No. 3 - Approved 17 April 1993, and filed 26 July 1993.

As amended by Amendment No. 4 - Approved 8 April 1995, and filed 16 June 1995.

As amended by Amendment No. 5 - Approved 30 March 1996, and filed 29 April 1996.

As amended by Amendment No. 6 - Approved 12 April 1997,
and filed 24 April 1997.

As amended by Amendment No. 7 - Approved 15 April 2000,
and filed 5 June 2000.

As amended by Amendment No. 8 - Approved 13 April 2001,
and filed 23 April 2001.

*(As Amended April 2010)

***BY-LAWS**

ARTICLE I - OFFICERS

SECTION 1. Officers and Members of the Executive Council

- a. A President
- b. A Vice President
- c. An Immediate Past President
- d. A Secretary-Treasurer
- e. A Judge Advocate - Ex-officio, Non-voting
- f. A Chaplain - Ex-officio, Non-voting
- g. Eighteen (18) Executive Council members, two (2) from 60th TC; two (2) from 30th HBCT; two (2) from 130th MEB; two (2) from 449th TAB; two (2) from 113th SUS BDE; two (2) from JFHQ-NC; two (2) from 139th Regiment, two (2) from the Air National Guard and two (2) from the Active Associate class of membership.
- h. President, NCNGA Auxiliary - Ex-officio, Non-voting
- i. President, NCNGA Educational Foundation - Ex-officio, Non-voting
- j. President, N. C. Military Historical Society - Ex-officio, Non-voting

SECTION 2. Voting Power. Association Officers/Executive Council members, who are elected by vote at an annual meeting or in accordance with Section 3, Article VII shall be entitled to vote at a duly called meeting of the Executive Council. The Presidents of the NCNGA Auxiliary, NCNGA Educational Foundation and N. C. Military Historical Society are ex-officio members of the Executive Council and shall not have voting privileges.

SECTION 3. Qualifications of Candidates for President, Vice President and Executive Council Members. All candidates for President, Vice President and Executive Council seats must have served as a participating member on an active committee within five years of the election year. An Association year for Association qualification is defined as from convention to convention. A participating member is defined as a member having attended a majority of the duly called meetings of the committee to which appointed.

SECTION 4. Verification of Qualification. Verification of attendance during the year shall be determined by the chairman of each committee. Committee Chairmen will maintain a formal attendance report for the year which will be archived in the Association Headquarters.

SECTION 5. Nominations From the Floor. An individual nominating a candidate from the floor will be required to obtain a Statement of Qualifications Form from the Association staff and present this statement to the Nominating & Credentials Committee before actual nomination.

SECTION 6. Attached Personnel. Personnel assigned to STARC but attached to a major command for duty (example: Military Personnel Technicians, Recruiters, Retention NCO's) are authorized to run for Executive Council seats from the command to which attached.

SECTION 7. Election/Appointment and Term of Officers.

a. The President and Vice President shall be elected at large for a one (1) year term each year at the annual meeting of the Association by ballot vote. Election by "acclamation" is permitted if only one candidate is nominated for a particular post.

b. The Officers and Executive Council members shall be elected at the annual meeting by ballot vote unless there is only one candidate for a particular position in which case election by "acclamation" is permitted. Executive Council members representing 60th TC, 30th HBCT, 130th MEB, 449th TAB, 113th SUS BDE, JFHQ-NC, 139th Regiment, Air National Guard, and Active Associate Class shall be elected as follows:

(1) One (1) every year for a term of two (2) years.

c. Executive Council members only may not serve more than four (4) consecutive years on the Council. Consecutive service begins with the first term to which the member is duly elected. In the event an Executive Council member with three (3) years consecutive service is re-elected to a two (2) year term, he shall be permitted to serve only a one (1) year term. The candidate receiving the next highest number of votes shall then receive the two (2) year term provided that candidate will not exceed the four (4) year consecutive service limitation. Time served as an officer shall not be included as part of the consecutive tenure of an Executive Council member. Officer positions include the positions of President, Vice President, Immediate Past President, Judge Advocate, Chaplain, and Secretary-Treasurer, and all others are Executive Council Members.

d. Elected Officers shall assume office at the conclusion of the annual meeting and shall hold office until their successors are duly elected and installed.

e. The Executive Director of the Association shall serve as the Secretary-Treasurer.

f. The Judge Advocate and Chaplain shall be appointed by the President, with the consent of the Executive Council, for a one-year term and shall hold office until their successors are appointed.

ARTICLE II - MEETINGS

SECTION 1. The Association shall meet annually, the date, time and place of which shall be determined at a previous annual meeting. However, by a majority vote of the official voting members/delegates at a previous meeting, a subsequent annual meeting of the Association may be omitted. Special meetings may be called by the Executive Council.

SECTION 2. At a minimum, the Executive Council shall meet quarterly at times and dates to be scheduled by the President within thirty (30) days of assuming office. Such times, dates and places shall be published in the Tarheel Guardsman magazine as soon as practical after being determined by the President. At least five (5) days "reminder" notice in writing to include a business agenda shall be given for all scheduled meetings.

SECTION 3. All bonafide members/delegates of the Association shall be entitled to attend the annual meeting of the Association and may vote, introduce, second and speak to motions from the floor of the annual meeting.

ARTICLE III - QUORUMS

SECTION 1. At the annual meeting of the Association, or any special meeting of the Association, those members/delegates present shall constitute a quorum.

SECTION 2. A majority of the voting members of the Executive Council shall constitute a quorum and all decisions shall be by a majority vote, unless otherwise specified in these By-Laws and the North Carolina National Guard Association SOP. Voting members, who are unable to attend a meeting, may assign a specific proxy vote to a voting Executive Council member. Individual proxy votes shall be counted towards the quorum requirement stated above. The individual assigning the proxy vote must notify the Association office of the assignment at least ten working days prior to the scheduled meeting.

ARTICLE IV - FISCAL YEAR

SECTION 1. The fiscal year of the Association shall commence on 1 May and end on 30 April of each year. The Executive Council shall have power to change the dates of the fiscal year.

ARTICLE V - DUES/FEES

SECTION 1. Annual dues for non-insured Active, Active Associate, Affiliate and Special members shall be fifteen dollars (\$15.00) (effective 1 January 2005). Insured members, other than insured life members, are classified as auto-annual members. Annual dues are applicable from 1 January through 31 December each membership year.

SECTION 2. Any Active, Active Associate, Affiliate or Special member of this Association whose dues for the then current membership year remain unpaid as of 31 January each year shall be declared "in arrears" and shall be suspended from membership.

SECTION 3. Active members mentioned in paragraph 4(a) of the Articles of Incorporation of the Association shall be construed to include personnel transferred to the Inactive National Guard.

SECTION 4. Auto-annual, Active or Active Associate members shall become "Life" members upon payment of life membership dues in the amount of two hundred fifty dollars (\$250.00). An installment plan for paying life dues is available.

SECTION 5. Corporate membership fees shall be five hundred dollars (\$500.00) annually and are applicable twelve (12) months from the date of receipt of such fees.

ARTICLE VI - DUTIES AND POWERS OF OFFICERS

SECTION 1. The President shall preside at the annual meeting and at all special meetings of the Association and shall be chairman ex-officio of the Executive Council. He is charged with the direction and administration of all affairs pertaining to the Association between the annual meeting; he shall from time to time call meetings of the Executive Council, appoint all standing and special committees and name the chairperson and vice-chairperson thereof; he shall be a member ex-officio of all committees except the Nominating & Credentials Committee; he shall be responsible for the location and operation of the Headquarters office of the Association, subject to the approval of the Executive Council; supervise the arrangements for annual and special meetings; he shall have the authority to approve purchases or incidental expenses, not to exceed \$500.00 as may be necessary; and to make any emergency expenditures for repairs/maintenance on the headquarters building and grounds. He shall make an annual report to the Association at the annual meeting.

SECTION 2. The Vice President shall perform the duties of the President during the absence or disability of the President; in case of death, resignation, or removal from office of the President, he shall become President of the Association for the unexpired term.

SECTION 3. The Secretary-Treasurer shall have charge of all records of the Association, including those of the Executive Council. He/she shall receive and receipt for and be custodian of all funds of any nature whatsoever due the Association and such contributions as may be made to it. Upon consultation with the Finance Committee Chairperson, the Secretary-Treasurer shall deposit same in the name of the Association in a North Carolina bank, credit union, savings and loan association, brokerage/investment firm, insurance company and/or agencies of the U. S. Government to be designated by the Executive Council. When appropriate, said deposits shall be insured by an instrumentality of the United States Government or other such responsible agency. He/she shall draw checks in payment of all bills and claims against the Association pursuant to policies and procedures adopted by the Executive Council. The Secretary-Treasurer shall furnish bond as may be required by the Executive Council, the premium for which shall be paid from funds of the Association. There shall be an annual review of the books and finances of the Association by a Certified Public Accountant and a report thereof submitted at the annual meeting. The Secretary-Treasurer shall make an annual report of the Association to the annual meeting.

SECTION 4. The term of elective officers of the Association shall begin at the conclusion of the annual meeting at which they are elected and shall continue until their successors are duly elected and qualified.

SECTION 5. Removal from Office. Any officer of this Association or member of the Executive Council may be suspended or removed from his office for inefficiency, for conduct grossly detrimental to the interest of this Association or for any other grave cause, by a two-thirds vote of the members of the Executive Council.

ARTICLE VII - EXECUTIVE COUNCIL

SECTION 1. The Executive Council shall 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 its Articles of Incorporation and By-Laws. Financial commitments, arrangements, or contracts as shall be made for and on behalf of the Association by the Executive Council shall be binding as the act and deed of the Association.

SECTION 2. The Executive Council may, if and when it deems it advisable, order an audit/review of the books and finances of the Association by a Certified Public Accountant in addition to the annual review set forth in Article VI, Section 3.

SECTION 3. Vacancies on the Executive Council due to resignation, death or removal from office shall be filled in the following manner.

- a. The President's seat shall automatically be filled by the Vice President.
- b. The Vice President's seat shall be filled by a member of the present Executive Council through a two-thirds ballot vote of the Council.
- c. Executive Council Member. The Executive Council member representing the major command or Active Associate class where the vacancy has occurred, shall recommend to the Executive Council a person to fill the vacancy. Such vacancy to be filled within sixty (60) days of date of notification of vacancy and shall be based on a two-thirds ballot vote of the Executive Council. This candidate must meet the requirements as set forth in Article I, Section 3.

SECTION 4. Transfer of Command or Assignment to the Active Associate Class of Membership. Executive Council members being transferred to another major command or assigned to the Active Associate Class of Membership, must resign their position on the Executive Council at the next annual convention.

ARTICLE VIII - DELEGATES

SECTION 1: Each active National Guard unit shall elect one official delegate who shall be a member of the unit and the Association, to the annual meeting. Delegates selected from the junior membership are encouraged.

SECTION 2: All units shall hold a meeting of the Association members at least sixty (60) days prior to the annual meeting for the purpose of electing an official delegate to represent the unit at the annual meeting, such delegate to be a member in good standing of the Association. A Certificate of Delegate Status shall be forwarded to the Nominating & Credentials Committee thirty (30) days prior to the convention or delivered to the convention site. The certificate must be signed by the Commander or their designated representative.

SECTION 3: Units that cannot have a delegate at the convention because of official training/mobilization/deployment status out of the state or in-state during the inclusive dates of the convention, may assign voting proxies in accordance with the following procedures:

- (1) Proxy can be issued on unit basis only.
- (2) Properly executed proxy certificates must be attached to Delegate Certificate from unit assigning proxy not later than thirty (30) days prior to convention convening dates.
- (3) Proxy votes are applicable to “ballot” votes only.

SECTION 4: The Associate Class may elect one official delegate who shall be a member in good standing of the Association.

ARTICLE IX - COMMITTEES

SECTION 1. Standing. The President shall appoint the members of the following committees:

- a. Nominating & Credentials Committee
- b. Articles of Incorporation & By-Laws Committee
- c. Membership Committee
- d. Finance Committee
- e. Communications Committee
- f. Headquarters & Employees Committee
- g. Time and Place Committee
- h. Legislative and Resolutions Committee
- i. Public Relations/Fund Raising Committee
- j. National Enlisted Association Liaison Committee
- k. Insurance Committee (Inactive)
- l. National Guard Association of the United States Liaison Committee (Inactive)
- m. Benefits Committee
- n. Past President's Advisory Committee
- o. Convention Planning Committee

The active standing committees shall begin to function on the first day of the Association year for which they are constituted and shall remain functional and intact until such time as the President shall name a new committee and designate a new chairman thereof.

SECTION 2. Special. The President may appoint such ad hoc/special committees as are necessary in his judgement or in the judgement of the Executive Council. An ad hoc/ special committee shall be appointed to serve until its specific purpose is accomplished. The term of service of ad hoc/special committees shall end with the close of the Association year in which such ad hoc/special committees are appointed. The term of service of an ad hoc/special committee shall end when the specific purpose is accomplished for which such ad hoc/special committee was appointed or the committee is discharged by the Executive Council.

SECTION 3. Chairmen and Vacancies. The President shall designate the chairman of each committee, and shall have the power to fill all vacancies that occur in such committees.

SECTION 4. Ex-Officio Membership. The President shall be an ex-officio member of all committees of the North Carolina National Guard Association, except the Nominating & Credentials Committee. Every ex-officio member of any committee shall have all the privileges of membership thereon.

SECTION 5. Secretary of Committees. A designated staff member will act as secretary for each committee. In their absence, the Chairman shall appoint an acting secretary.

SECTION 6. Majority of committee members present (must have a minimum of three (3) shall be authorized to conduct business, and all committee recommendations shall be by majority vote of those present.

SECTION 7. Transaction of Business by Communication. Business may be transacted by mail, facimile, computer, e-mail or telephone under such rules or procedure as may be prescribed by the Executive Council unless otherwise provided in these By-Laws or in special action by the convention or by the Executive Council in establishing committees.

SECTION 8. Authority. All committee action shall be subject to approval of the Executive Council with the exception of the Slate of Nominees provided by the Nominating & Credentials Committee.

SECTION 9. Articles & By-Laws Committee. This committee shall review all proposed amendments to the Articles of Incorporation and the By-Laws and submit their recommendations to the Executive Council, and the members of the Association at the annual meeting. All amendments must be submitted to the members of the Association at the annual meeting. Proposed amendments cannot be vetoed by either the committee or the Executive Council. The committee and/or Executive Council can recommend approval, disapproval or take no position on all proposed amendments. Proposed amendments must be submitted to the committee for review prior to 1 October each year. The committee shall recommend changes to the Standard Operating Procedures (SOP) to the Executive Council for their approval or disapproval.

SECTION 10. EANGUS Liaison Committee. This committee shall coordinate activities between the Enlisted Association National Guard of the United States and its members in the NCNGA. Encourage and solicit membership in EANGUS.

SECTION 11. Finance Committee. This committee shall counsel the Executive Council on all matters pertaining to the finances of the Association. Prepare and recommend the budget of the Association in sections relating to general administration.

SECTION 12. Headquarters & Employees Committee. Oversee and supervise all matters pertaining to the headquarters and employee benefit programs. Also responsible for the proper management of the headquarters building.

SECTION 13. Insurance Committee (Inactive). Review annually all aspects of the NCNGA group life insurance program and its administration. Develop/recommend ways to sustain and promote increased participation in the group life insurance program.

SECTION 14. Legislative & Resolutions Committee. Develop and recommend to the Executive Council the legislative policy of the Association and to draft proposed legislative bills as appropriate.

SECTION 15. Communications Committee. Recommend policies and programs with respect to editorial, business, advertising, circulation and promotional aspects of the magazine.

SECTION 16. Membership Committee. Manage a continuing membership drive for the purpose of enlarging and expanding the membership of the Association.

SECTION 17. Nominating & Credentials Committee. Actively recruit qualified nominees for the various vacancies on the Executive Council. Rule on the credentials of each member/ delegate attending the annual meeting and cause official ballots to be prepared/counted and report the results to the members/delegates at the request of the President.

SECTION 18. Public Relations Committee. This committee shall foster and improve the Army and Air National Guard and its relations with the general public of North Carolina. Promote association, friendship, understanding and cooperation among all members of the Association. Develop, implement and supervise fund raising projects/efforts on behalf of the Association.

SECTION 19. NGAUS Liaison Committee (Inactive). Coordinate activities between the National Guard Association of the United States and its members in the Association. Encourage and solicit membership in NGAUS.

SECTION 20. Time & Place Committee. Counsel the Executive Council on matters pertaining to time and place of the annual meeting of the Association and to submit to the Association at its annual meeting, its recommendation as to time and place of the annual meeting three years following the meeting at which the report is made.

SECTION 21. Benefits Committee. Develop, devise and recommend new benefit programs for the members of the Association.

SECTION 22. Past President's Advisory Committee. Examine all aspects of the Association structure and services with a focus on the future and the long-term viability of the Association.

SECTION 23. Convention Planning Committee. Plan and execute duties necessary to host an annual convention.

ARTICLE X - NATIONAL EMERGENCY

SECTION 1. In the event of war or other emergency declared by the Congress or the President of the United States as a result of which the National Guard is ordered or called into the active military service of the United States, no annual meeting of the Association shall be necessary. In such event, the remaining members of the Executive Council of the Association are authorized and empowered to carry on and conduct the business of the Association during the period of such war or emergency. The remaining members of the Executive Council shall name a chairman and custodian, if necessary, to serve until the emergency as to the Association ceases to exist.

ARTICLE XI - AMENDMENTS

SECTION 1. Any member, committee or Executive Council can submit proposed amendments to the Articles of Incorporation & By-Laws. The proposed amendments must go through the Articles of Incorporation & By-Laws Committee for review and recommendation and then to the Executive Council for their review and recommendation to the annual convention. Recommendations could include approval, disapproval or no position. All proposed amendments must be submitted to the members for vote at the annual meeting.

SECTION 2. After going through the Articles of Incorporation & By-Laws Committee and Executive Council, proposed amendments will be voted on at the convention and require a two-thirds ballot vote of all members present.

SECTION 3. Technical alterations and corrections of the language in these By-Laws may be made by the Executive Council at its discretion to eliminate inconsistencies.

SECTION 4. Any amendments to these Articles of Incorporation & By-Laws shall become effective with the new convention year unless otherwise stipulated in the amendment.

ARTICLE XII - HEADQUARTERS & EMPLOYEES

SECTION 1. Employment/Discharge Procedure for Fulltime/Parttime Employees.

a. The Executive Council, by two-thirds vote of all elected members, shall have the authority to employ/discharge the Executive Director.

b. The Executive Director, with the approval of the Executive Council, shall have the authority to employ the Executive Assistant, Insurance Administrator, Associate Insurance Administrator, and other staff whether fulltime or parttime.

c. Upon recommendation of the Executive Director, the Executive Council, by two-thirds vote of all elected members, shall have the authority to discharge the Executive Assistant, Insurance Administrator, Associate Insurance Administrator, and other staff whether fulltime or parttime.

SECTION 2. Duties of the Executive Director. Under the direction and supervision of the duly elected President of the North Carolina National Guard Association, the Executive Director shall be responsible for the daily operation of the Association Office; conduct official business and correspondence, serve as committee recorder when so directed; preserve official records, documents and communications; see that records are prepared for all Executive Council and committee meetings; oversees the receipts and deposits of all monies paid the Association and maintains a record of said deposits in designated banks; determines that checks are issued properly and at the designated times to cover budgeted expenses; may approve purchases and/or incidental expenses not to exceed \$300.00; recommend to the Executive Council the employment and discharge of office staff and any other duties necessary for the proper operation of the Association Office. The Executive Director will visit Chapters (units) periodically and/or as directed by the President.

SECTION 3. Policy. Association policy with respect to headquarters and employees as it pertains to salary schedules and amendments thereto shall be established by recommendation of the Headquarters & Employees Committee and approved by the President and Executive Council. Policies pertaining to holidays, leave policies, benefits and any other employee matter shall likewise be established by recommendation of the Headquarters & Employees Committee and approved by the President and Executive Council.