

AMENDED AND RESTATED BYLAWS
OF
NATIONAL GUARD ASSOCIATION OF NEW HAMPSHIRE

ARTICLE I

Articles of Agreement

The name of the Association, the purposes for which it is established and the location of its principal place of business shall be as set forth in the Articles of Agreement, as from time to time amended, and these Bylaws, as from time to time amended.

ARTICLE II

Membership

Section 1. Membership. The membership of the Association shall consist of past or present officers of the National Guard of any State, Territory or the District of Columbia. The membership may be composed of one or more classes, as determined from time to time by the Board of Directors; provided, however, that the above membership requirement is satisfied in all events. Such membership classes may include but not limited to the following:

- a. Active Members. Any responsible person who approves of the objectives of the Association, is approved by the Board of Directors and pays the annual dues fixed by the Board. Active membership of any person shall cease automatically if said person fails to pay the annual dues within ninety (90) days of the date of the request by the Association for payment of said dues.
- b. Honorary Members. Any officer or former officer of the military, naval or air service of the United States or any citizen who has rendered conspicuous service to the National Guard, shall be eligible for election to honorary membership for a period of one (1) year or for such other period of time as the Board of Directors may specify. A person shall be declared to be an Honorary Member upon receiving the favorable vote of seventy-five percent (75%) of the Board of Directors present at a duly called meeting at which a quorum is present. Honorary members shall not be eligible to hold office or vote.
- c. Life Members. Any officer who is or was an active member of the New Hampshire National Guard and is or was separated after twenty (20) years of creditable service may become a life member upon a one time payment of such sum as determined by the Board of Directors.

Section 2. Powers of the Members. The Members shall have all rights and powers conferred on members of nonprofit corporations under the laws of New Hampshire. The Members shall have such other powers as are specified in the Articles of Agreement and in these Bylaws, including without limitation, the power to elect and remove the Directors of the Association as set forth in

Article III hereof.

Section 3. Annual Meeting. The annual meeting of the Members shall be held during the 1st quarter of the CY. The purpose of the annual meeting shall be to elect the Directors of the Association and for the transaction of other business as may come before the meeting.

Section 4. Meetings. Members shall receive notice of any meetings by regular mail, electronic mail, telephone, or publication not less than seven (7) days before such meeting. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the Member at the address as it appears on the records of the Association, with postage thereon prepaid. Any Member may waive notice of meeting. Notice may be given by publication in the Union Leader, such notice to be published in one issue of said newspaper at least seven (7) days prior to the date of such meeting.

Section 5. Special Meetings. Special meetings of the Members may be called by any ten (10) Active and/or Life Members, and shall be held at the place designated in the notice or call thereof. At such special meetings, no business shall be transacted which is not specified in the notice of meeting. Notice of the time, place, and purpose of such meetings shall be given by written notice at least ten (10) days prior to the date of such meeting.

Section 6. Quorum. A quorum for conducting a meeting of the Members shall be at least twenty (20) of the Active and/or Life Members but a smaller number may adjourn from time to time.

ARTICLE III

Board of Directors

Section 1. Powers. The management and administration of the business of affairs of the Association shall be carried out by the Board which shall have all powers enumerated in its Articles of Agreement, the laws of the State of New Hampshire, as amended from time to time, and all other powers conferred by these Bylaws. Every effort shall be made to have representation on the Board of Directors from the Army and Air National Guard as well as Life Members.

Section 2. Number, Tenure and Election. At a Annual Meeting of the Members to be held in October, 1997, the Members shall elect a minimum of fifteen (15) directors (individually referred to as "Director," collectively referred to as the "Directors"), one-third (1/3) of whom shall serve for a term of three (3) years, one third (1/3) of whom shall serve for a term of two (2) years, and one-third (1/3) of whom shall serve for a term of one (1) year. Thereafter, at each annual meeting of the Members, one third (1/3) of the Directors shall be elected for a term of three (3) years. There shall be no limit on the number of terms a Director may serve.

Section 2A. Honorary Directors. All past or present general officers of the National Guard of New Hampshire will be considered an Honorary Director, if desired. As Honorary Directors they may attend Board meetings and cast votes. They will be counted towards numbers of Directors needed for a quorum. They are not subject to the meeting attendance requirements of Section 12.

Section 3. Removal. A Director may be removed from office (a) with or without cause by vote of a majority of the Members at a meeting called for that purpose and at which a quorum is present; or (b) for cause by vote of a majority of the Directors then in office. A Director may be removed for cause only after reasonable notice and opportunity to be heard before the body proposing to remove him/her.

Section 4. Resignation. Any Director may resign by delivering his/her written resignation to the President of the Association at its principal office. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

Section 5. Annual Meeting. The annual meeting of the Board shall be held immediately after the annual meeting of the Members if a quorum of the Directors is then present. Such a meeting of the Board shall be held without notice. However, if a quorum of the Board is not present, Directors shall be convened in the manner hereinafter provided with respect to the call of special meetings of the Board.

Section 6. Regular Meetings. Regular meetings of the Board may be held at such times and places as shall from time to time be fixed by resolution of the Board upon written notice.

Section 7. Special Meetings. Special meetings of the Board may be called by the President or any three Directors, and shall be held at the place designated in the notice or call thereof. At such special meetings, no business shall be transacted which is not specified in the notice of meeting. Notice of the time, place, and purpose of such meetings shall be given by telephone or by written notice at least three (3) days prior to the date of such meeting.

Section 8. Notice. Unless otherwise provided for in these Bylaws, written or printed notice stating the place, day and hour of any meeting of the Board shall be delivered either personally or ~~by mail~~ by mail, or by email to each Director, not less than seven (7) days before the date of such meeting, by or at the direction of the President or the persons calling the meeting. If mailed or emailed, the notice of a meeting shall be deemed to be delivered when 1) deposited in the United States mail addressed to the Director at the address as it appears on the records of the Association, with postage thereon prepaid or 2) emailed to email address on record with the Association. Any Director may waive notice of any meeting by attending such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at meeting shall be specified in the notice of such meeting in accordance with applicable law or these Bylaws.

Section 9. Quorum. Eight of the Directors present in person shall constitute a quorum for the transaction of business at any meeting of the Board; if less than a majority of the Directors is present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice

Section 10. Manner of Acting. The act of a majority of the Directors present at a meeting at

which a quorum is present shall be the act of the Board, unless the act of the greater number is required by law or these Bylaws.

Section 11. Vacancies. The Board, by vote of a simple majority of all of the Directors then in office, shall fill any vacancy occurring on the Board for the balance of the unexpired term of any Director who does not complete the term for which that Director was then in office.

Section 12. Director - Absence from Meeting. Any Director who is absent from three (3) consecutive meetings without excuse satisfactory to the Board shall be deemed to have surrendered the office of Director.

Section 13. Director - Residuary Powers. The Board shall have the powers and duties necessary or appropriate for the administration of the business and affairs of the Association. All powers of the Association set forth in the Articles of Agreement or these Bylaws shall be vested in the Board.

Section 14. Committees. The Board may, by vote of a majority of Directors then in office, establish such committees and subcommittees of the Board as it may deem desirable to which it may, by like vote, delegate thereto some or all of its powers except those which by law, the Articles of Agreement or these Bylaws it is prohibited from delegating. Except as the Board may otherwise determine, any such committee may make rules for the conduct of its business, but unless otherwise provided by the Board or in such rules, its business shall be conducted as nearly as possible in the same manner as is provided by these Bylaws for the Directors. The Board shall have the power to fill vacancies in, change the membership of, or disband any such committee. Each Director shall serve on at least one committee. Newly appointed Directors may, but are not be required to, serve on a committee the first year serving as a Director.

Section 15. Telephone Conference Meetings. The Directors or the members of any committee or subcommittee may participate in a meeting of the Board or such committee or subcommittee by means of a conference telephone or similar communications equipment for which all persons participating in the meeting can hear each other at the same time, and participating by such means shall constitute presence in person at a meeting. Group email procedures may be used when a scheduled telephone conference meeting is not possible. Replies need to be received from a quorum (yea, nay, or abstain) to consider the action official.

Section 16. Election By Mail or email. Notwithstanding the foregoing, upon vote of the Board, the election of Directors may be conducted by mail (or email) by ballot being sent to all Members by mail (or email) at least fourteen (14) days before the election date, in which event the election shall be valid only if at least fifty percent (50%) of the Members shall cast ballots on or before the election date.

Section 17. Compensation. Directors, except as approved by the Board of Directors, shall not receive any compensation for their services as Directors, but may be reimbursed for incidental expenses incurred in carrying out their duties as Directors or attending Board meetings.

ARTICLE IV

Officers

Section 1. The Officers of the Association, all of whom shall be Board members, shall be the President, Vice President-Air, Vice President-Army, Treasurer, Secretary, and Executive Director. The Officers may also include one or more Assistant Treasurers and/or Assistant Secretaries. The Officers shall be elected annually by a majority vote of the Board at the meeting of the Board immediately following the annual meeting of the Members. The Board may elect or appoint such other Officers as it deems desirable, such Officers to have authority and perform the duties prescribed by the Board. The Officer of any official position may be combined and held by one (1) person.

ARTICLE V

Powers of Officers

Section 1. President. The President shall preside at all meetings of the Members and all meetings of the Board of Directors. The President, or some other person specifically authorized by vote of the Board, may sign all deeds, leases, contracts, notes and/or other instruments to be executed on behalf of the Association. The President shall perform all the duties commonly incident to his/her office and shall perform such other duties and have such other powers as the Board may from time to time designate.

Section 2. Vice President. The Vice Presidents (Air and Army) shall carry out the duties of the President in the President's absence and shall have such powers and perform such duties as may be delegated to him/her by the Board.

Section 3. Treasurer. The Treasurer shall have the care and custody of the funds of the Association and shall have and exercise under the supervision of the Board all the powers and duties commonly incident to his office. He/she shall, with the President, have the power to sign all deeds, leases, contracts, notes and/or other instruments to be executed on behalf of the Association. He/she shall have the custody of the corporate seal and of all the money, funds, valuable papers and documents of the Association. He/she shall deposit all the funds of the Association in such bank or banks, trust company or trust companies, or with such firm or firms doing a banking business as the Board may from time to time designate. He/she may, on behalf of the Association, endorse for deposit or collection, all checks, notes and other obligations payable to the Association or its order and may accept drafts on behalf thereof. He/she shall keep accurate books of account of all corporate transactions, which books shall be the property of the Association, and together with all other of its property in his possession, shall be subject at all times to the inspection and control of the Board. All receipts and vouchers for payment made to the Association, and checks, drafts, notes and other corporate obligations for the payment of money by the Association shall be signed by the Treasurer except as the Board may otherwise specifically order.

Section 4. Assistant Treasurer. Any Assistant Treasurer who is elected shall perform such duties and have such powers only as the Board or the Treasurer may from time to time designate. He/she may be required by the Board to give bond in such sums and with such sureties as may be satisfactory to it, which bond shall remain in the custody of the President.

Section 5. Secretary. The Secretary of the Association shall be present at all meetings of the Board, and he/she shall keep accurate records, in books provided for that purpose, of the proceedings had at such meetings, which books shall respectively be open at all reasonable times to the inspection of any Director.

He/she shall perform all the duties commonly incident to his/her office and shall perform such other duties and have such other powers as the Board may from time to time designate. In the absence of the Secretary from any meeting of the Board, as the case may be, a Secretary pro tempore may be chosen who shall record the proceedings thereof.

Section 6. Assistant Secretary. Any Assistant Secretary who is elected may perform the duties and exercise the powers of the Secretary in his/her absence and shall perform such other duties as the Board shall prescribe.

Section 6A. Executive Director. Shall be a member of the Board of Directors; functions as an official representative of the Association in dealing with other organizations and representing the organization locally and nationally as directed by the Board of Directors; acting as an the organizational liaison with corporate members; assists in day-to-day contact with NGAUS, EANGUS, and other Associations; provides presentations on behalf of the Association; as an educational liaison, provides information to representatives and legislators about the National Guard and its Heritage; tracks legal and legislative matters of interest to the New Hampshire National Guard and helps keeps the membership database and processing membership payments to NGAUS; assists in educating membership through newsletters, emails, etc.; maintains contact with other military groups for educational purposes; and provides office/organizational assistance as necessary.

Section 7. Election and Term of Office.

(a) The Officers of the Association, specified in Section 1 of this Article IV, shall be elected by the Board at its annual meeting. A plurality of votes cast shall elect. New offices may be created and filled at any meeting of the Board. Each Officer shall hold office until the next annual election of the Board and until a successor shall have been duly elected and shall have qualified.

(b) The term of office shall be one (1) year. Any Officer may be re-elected by the Directors to hold office for additional one (1) year terms.

Section 8. Removal. Any Officer elected or appointed by the Board may be removed by the Board by two thirds (2/3) vote of the remaining Directors whenever in its judgment the best interest of the Association would be served thereby.

Section 9. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board by majority vote of the remaining Directors for the unexpired portion of the term.

Section 10. Compensation. An Officer, except as approved by the Board of Directors, shall not be entitled to receive any compensation for his/her services but may be reimbursed for incidental expenses in carrying out his/her duties as an Officer or attending Board meetings.

ARTICLE VI

Amendment

These Bylaws may be amended if at least seventy five percent (75%) of the Board consent to the amendment following written notice and discussion by the Directors present at a meeting called for that purpose.

ARTICLE VII

Contracts, Checks, Deposits and Funds

Section 1. Contracts. All documents to be executed by the Association including deeds, mortgages, leases, promissory notes or other instruments except checks, shall be executed by the President. The Board may authorize any Officer or Officers, agent or agents, of the Association, in addition to the Officers so authorized by these Bylaws, to enter into contracts or execute and deliver any instrument in the name of and on behalf of the Association; and such authority may be general or confined to specific instance.

Section 2. Checks. All checks issued to the Association shall be executed by the President or the Treasurer. All checks issued by the Association shall be executed by the Treasurer or the President or such other persons as the Board may designate. All checks over \$500 issued by the Association shall be executed by the Treasurer and the President.

Section 3. Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association and in such banks, trust companies or other depositories as the Board may select.

Section 4. Gifts. The Board may accept on behalf of the Association any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Association.

ARTICLE VIII

Books and Records

The Association shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the Board, and committees having any of the authority of the Board, and shall keep at the registered or principal office a record giving the names and addresses of the members of the Board. All books and records of the Association may be inspected by any Director, or Director's agent or attorney, for any purposes at any reasonable time. The Board, if it deems prudent, shall cause an audit of the records of the Association to be made each year by a competent auditor.

ARTICLE IX

Audit of Books

Provision shall be made by the Board for a periodic audit of the accounts of the Treasurer, either by a committee of Directors or by an accountant retained by the Board for the purpose of such audit.

ARTICLE X

Personal Liability

No director or officer of the Association shall be personally liable for monetary damages for breach of fiduciary duty as a director, an officer, or both, except with respect to: (a) any breach of the director's or officer's duty of loyalty to the Association; (b) acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of the law; and (c) any transaction from which the director, officer, or both, derived an improper personal benefit.

ARTICLE XI

Fiscal Year

The fiscal year of the Association shall begin on January 1 and end on December 31 in each year.

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