

National Guard Association of Texas

BYLAWS



Amended January 17, 2020

**NATIONAL GUARD ASSOCIATION OF TEXAS
BYLAWS**

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NATIONAL GUARD ASSOCIATION OF TEXAS BYLAWS

ARTICLE I – NAME AND LOCATION

Section 1. The name of this organization shall be the NATIONAL GUARD ASSOCIATION OF TEXAS, a nonprofit corporation incorporated in the State of Texas.

Section 2. The Association headquarters shall be located in a place designated by the Board of Directors.

ARTICLE II – DEFINITIONS

Section 1. For purposes herein:

- (a) “Association” means the “National Guard Association of Texas.”
- (b) “National Guard” means all members and units of the Army and Air National Guard of Texas.
- (c) “Officer” means any Officer or Warrant Officer of the Texas Military Forces.
- (d) “Enlisted Member” means any enlisted member of the Texas Military Forces.
- (e) “Delegate” means a person authorized to vote at any Association Meeting.
- (f) “Texas State Guard” means all members and units of the Texas State Guard.

(g) “Texas Military Forces” means all members and units of the Texas Army National Guard, Texas Air National Guard, and Texas State Guard.

ARTICLE III – PURPOSES

Section 1. The National Guard Association of Texas seeks to provide the best services and benefits to promote, safeguard, and advance the interests of our members, communities, and partnerships.

Section 2. The Association is authorized to sponsor a program or programs of insurance coverage for members of the Texas National Guard.

Section 3. The Association shall have power to receive and collect membership dues, accept contributions, receive donations and gifts. It may acquire, hold, take by gift, devise or purchase property, either real or personal, and invest its funds therein. It may sell and dispose of such property and create obligations when it appears to be in the best interests of the Association. All income or increase from whatever source derived shall be used exclusively to promote the purpose for which the Association is organized. The method of taking title to real property and the method of managing or disposing of the same shall be prescribed separately in these Bylaws.

Section 4. This Association shall be organized and operated for the good of the Texas Military Forces as a whole and will never be used as a vehicle for personal gain by any individual or unit, politically or otherwise.

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ARTICLE IV – MEMBERSHIP

Section 1. CLASSES OF MEMBERS. NGAT shall have the following classes of members:

(a) **ANNUAL MEMBER.** Any active or former member of the National Guard and Texas State Guard, including those mobilized or ordered to active Federal Service, upon payment of the Annual Membership dues.

(b) **LIFE MEMBER.** Any active or former member of the National Guard and Texas State Guard upon payment of the Life Membership dues.

(c) **ANNUAL ASSOCIATE MEMBER.** Any other person who is interested in and dedicated to the purposes of the Association, upon payment of the Annual Associate Membership dues.

(d) **LIFE ASSOCIATE MEMBER.** Any other person who is interested in and dedicated to the purposes of the Association, upon payment of the Life Associate Membership dues.

(e) **HONORARY MEMBER.** Any person who is interested in and dedicated to the purposes of the Association, upon election by the Board of Directors.

(f) **CORPORATE MEMBER.** Any company, firm, organization, or corporation upon approval of the Board of Directors and payment of an annual corporate membership fee determined by the Board. Neither corporate members nor their employees may participate in benefits available to this Association, unless they become Annual, Life, Annual Associate or Life Associate Members.

Section 2. PRIVILEGES OF MEMBERSHIP. The right to be a delegate and vote at the meetings of the Association or hold any Association office, except as provided in Article IX Section 9 describing the Reserve Board of Directors, shall be limited to Annual or Life Members of the Association.

Section 3. MEMBERSHIP YEAR. The membership year shall be for 12 months following payment of annual dues.

ARTICLE V – DUES

Section 1. DUES. Dues for all classes of membership shall be established by the Board of Directors.

Section 2. REFUNDS. No dues shall be refunded to any member whose membership terminates for any reason.

ARTICLE VI – MEETINGS

Section 1. ANNUAL MEETING. The Annual Meeting of the Association shall be held at a time and place to be designated by the Board of Directors, at which time the new Unit Directors of the Board shall be elected. The Board of Directors shall announce the date of the next Annual Meeting of the Association no less than sixty (60) days prior to the Annual Meeting. In the event the time and place fixed for the next Annual Meeting is for any reason cancelled, the Board of Directors shall fix the time and place for such next Annual Meeting.

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Section 2. SPECIAL MEETINGS. Special Meetings of the Association may be called by the President, by a majority of the Board of Directors, or by petition of 100 Life or Annual Members to the Board of Directors.

Section 3. DELEGATES. There shall be one hundred fifty (150) delegates allocated as follows: ARNG – eighty (80), further allocated per capita among the major commands and major subordinate commands; ANG – thirty (30), further allocated per capita among the three wings and the headquarters; TSG – ten (10), further allocated as determined by the Commander, TSG; and Regions – thirty (30), further allocated ten (10) per region.

Section 4. QUORUM. A quorum for the transaction of business at an Annual Meeting or Special Meeting shall be 50% of the delegates.

Section 5. RULES OF ORDER. The meetings and proceedings of this Association shall be regulated and controlled according to ROBERT'S RULES OF ORDER (Revised) for parliamentary procedure, except as may be otherwise provided by these Bylaws.

Section 6. ORDER OF BUSINESS. The order of business and program for each meeting shall be set by the President of the Association.

ARTICLE VII – OFFICERS

Section 1. ELECTED OFFICERS. The elected officers of the Association shall be a President and President-Elect elected by majority vote of the delegates at the Annual Meeting of the Association. A Vice-President, Treasurer and Secretary shall be elected by a majority vote of the Board of Directors from among the serving members of the Board at the Directors Meeting held during the Annual Meeting of the Association.

Section 2. QUALIFICATIONS FOR OFFICE. Any active member in good standing shall be eligible for nomination and election to any elective office of this Association, provided he or she shall have served at least one (1) year as a member of the Board of Directors at any time prior to an elective term of office.

Section 3. TERM OF OFFICE. The President and President-Elect shall take office immediately upon installation and shall serve for a term of two (2) years or until his or her successor is duly elected and qualified. Each elected officer shall serve concurrently as a member of the Board of Directors and as a member of the Executive Committee. The Vice-President, Treasurer and Secretary shall take office immediately upon installation and serve for a term of one (1) year. The tenure of the Secretary shall not exceed two consecutive terms.

Section 4. VACANCIES. If a vacancy occurs in the office of the President, the President-Elect shall assume the office of the President. If the President-Elect assumes office within twelve months of the end of the sitting President's unexpired term, the President-Elect shall serve the remainder of the President's unexpired term and then serve his or her own full term. If the President-Elect assumes office with more than twelve months remaining in the sitting President's unexpired term, the President-Elect shall serve the remainder of the unexpired term and then serve one additional year in office.

A new President-Elect will be elected at the Annual Meeting immediately following any vacancy in the office of the President-Elect.

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In the event of a vacancy in the office of the President when there is no President-Elect, the Board shall elect a President to serve until the next Annual Meeting. At that time, elections will be held for both the office of the President and the office of the President-Elect, each to serve a two-year term.

Any vacancy in the office of Vice-President, Treasurer or Secretary of the Board of Directors shall be filled by vote of the Board of Directors.

Section 5. REMOVAL. The Board of Directors, in its discretion, by a two-thirds vote of all its members, may remove any officer from office for cause.

Section 6. EXECUTIVE DIRECTOR. The Executive Director is an officer of the Board due to his or her position and that he or she works under the control of the Board of Directors.

ARTICLE VIII – DUTIES OF OFFICERS

Section 1. PRESIDENT. The President shall preside at the Annual Meeting and at all Special Meetings of the Association and shall be the Chairman of the Board of Directors and the Executive Committee. The President is charged with the direction of all the affairs pertaining to the Association between the Annual Meetings. The President shall from time to time call meetings of the Board of Directors and appoint all standing and other committees except the Nominations Committee. The President may serve as a non-voting ex-officio member of all committees, except the Nominations Committee and shall make an annual report to the Association.

Section 2. PRESIDENT-ELECT. The President-Elect shall succeed to the presidency. They shall perform the duties of the President in the President's absence or in the event of the President's inability to serve. The President-Elect shall be a member of the Board of Directors and of the Executive Committee.

Section 3. VICE-PRESIDENT. The Vice-President shall work closely with the President and the President-Elect and assist them in carrying out their duties. They shall be responsible for such duties as are assigned to them by the President with the approval of the Board of Directors. The Vice-President shall be a member of the Board of Directors and of the Executive Committee.

Section 4. SECRETARY. The Secretary shall be in charge of the Association's administrative records. As Secretary, they shall be responsible for the preparation and distribution of the minutes of the Board of Directors meetings. The Secretary shall be a member of the Board of Directors and of the Executive Committee.

Section 5. TREASURER. The Treasurer shall be in charge of the Association's financial records. As Treasurer, they shall be responsible for the proper accounting and auditing procedures for the Association's funds, and shall report on the financial condition of the Association at all meetings of the Board of Directors and of the Executive Committee. The Treasurer shall be a member of the Board of Directors and of the Executive Committee.

ARTICLE IX – BOARD OF DIRECTORS

Section 1. AUTHORITY AND RESPONSIBILITY. The governing body of this Association shall be the Board of Directors. The Board of Directors shall have supervision, control and direction of the affairs of the Association, its committees, and its publications; shall determine its policies or changes therein; and

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shall actively prosecute its objectives and supervise the disbursement of its funds. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to the Executive Committee.

The Board may, at its discretion, when it seems advisable and to the best interests of the Association, designate a member of the Association to serve as the National Representative. The designated member shall serve at the pleasure of the Board of Directors, and the Board shall assign such duties and fix the amount of compensation and allowances.

Section 2. NUMBER. The Board of Directors shall consist of twenty-three (23) members of the Association. These twenty-three (23) members shall consist of the President, President-Elect, sixteen (16) Military Forces Directors, three (3) Regional Directors, and a Family Readiness Director. Three (3) At Large Directors may be added as required in accordance with Article IX, Section 3(d). The membership of the Board of Directors shall at no time be composed of less than one-third Officer or one-third Enlisted Unit Directors.

Section 3. REPRESENTATION. The Board of Directors shall represent constituencies as follows:

(a) Unit Directors. Nominated by Unit Leadership and elected by the delegates at the Annual Meeting.

HQ, Joint Forces Texas - 1 Director (Officer or Enlisted Member, to be rotated)
ARNG Non-Divisional Units - 1 Director (Officer or Enlisted Member, to be rotated)
Div Troops, 36ID - 1 Director (Officer or Enlisted Member, to be rotated)
72nd FSAB , 36ID- 1 Director (Officer and Enlisted Member)
56th IBCT, 36ID - 2 Directors (Officer and Enlisted Member)
36th CAB, 36ID - 1 Director (Officer or Enlisted Member, to be rotated)
176th EN BDE, 36ID - 1 Director (Officer or Enlisted Member, to be rotated)
71st EMIB, 36ID - 1 Director (Officer or Enlisted Member, to be rotated)
36th SUST BDE, 36ID - 1 Director (Officer or Enlisted Member, to be rotated)
136th MEB, 36ID - 1 Director (Officer or Enlisted Member, to be rotated)
136th Airlift Wing - 1 Director (Officer or Enlisted Member, to be rotated)
147th Reconnaissance Wing - 1 Director (Officer or Enlisted Member, to be rotated)
149th Fighter Wing - 1 Director (Officer or Enlisted Member, to be rotated)
Non-Flying Air NG Units - 1 Director (Officer or Enlisted Member, to be rotated)
Texas State Guard - 1 Director (Officer or Enlisted Member, to be rotated)

(b) **Regional Directors.** Three (3) Directors, one retired or former member of the Texas Military Forces from each of three regions, to be elected by the Board of Directors.

(c) **Family Readiness Director.** One (1) Director, to be nominated by the Joint Forces Headquarters Chief of Staff and elected by the Board of Directors. The Family Readiness member may not serve on the Executive Committee.

(d) **At Large Directors.** At Large Directors. A maximum of three (3) Directors, so designated by the Board, who are serving on the Executive Committee at the time of transfer or reassignment from their unit. The affected Director may continue service on the Board as an At Large Director until his or her original term expires, or until election as President-Elect.

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(e) **Elected Directors.** Two (2) Directors, the President and President-Elect. Once a Director is elected President-Elect, a new Unit Director shall be elected by the delegates at the same Annual Meeting.

Section 4. TERM OF OFFICE AND MANNER OF ELECTION.

(a) Members of the Board of Directors will be elected for one three-year term and cannot serve more than six consecutive years on the Board of Directors unless elected as President-Elect.

(b) The Board of Directors is responsible for defining the three regions that form the constituencies of the Regional Directors. Following the Annual Meeting in 2006, the Board shall elect Regional Directors to the following terms:

Region 1 Director - One-year term

Region 2 Director - Two-year term

Region 3 Director - Three-year term

Subsequent Regional Directors will be elected by the Board to three-year terms during the Board meeting coincident to the Annual Meeting. If a vacancy occurs in a Regional Director position, the Board will elect another member from that region to complete the unexpired portion of the term. The election will occur at the next Board meeting following the vacancy occurring.

(c) The terms of all Directors will begin at the close of the Meeting at which they are elected.

(d) If, after election to the Board as a Unit Director, a Director retires, or is transferred from the unit from which elected, he or she may serve until the next Annual Meeting. A Director who retires or transfers while serving on the Executive Committee may be designated Special Director-at-Large until his or her term ends or until appointment to represent his or her newly assigned command. A Director who is elected to the Executive Committee after having retired or transferred from the unit from which elected, may be designated Special Director-at-Large until his or her term of office ends. No more than two Board members may serve as special directors-at-large at any one time.

Section 5. NOMINATION OF PRESIDENT-ELECT. The Nominating Committee, acting in accordance with Article XII, Section 1, shall present to the Annual Meeting one (1) nominee for the position of President-Elect. Any person so nominated shall have given prior consent to nomination.

Section 6. MEETINGS OF THE BOARD. A regular meeting of the Board of Directors shall be held no less than three (3) times during each fiscal year at such time and at such place as the President may prescribe.

Section 7. BOARD ACTION. Action taken by a mail or electronic ballot in which a majority of Board members indicate their agreement in writing, or decided on a telephone conference call, shall constitute a valid action of the Board if reported at the next regular meeting or via meeting minutes or ballot summary.

Section 8. QUORUM. A quorum for the transaction of business at a Board of Directors Meeting shall be a minimum of 50%.

Section 9. RESERVE DIRECTORS. It shall be the responsibility of each of the Army commands, the non-divisional Air National Guard units, the non-divisional Army National Guard units, and the Texas State

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Guard to appoint a Reserve Director on a person-for-person basis to assume the full duties and powers of the principal member in the event any Unit Director is unable to perform the Director's duties as a result of extended absence or illness (two scheduled Board meetings or six months, whichever is less) or mobilization of the National Guard. The Reserve Director will serve only during the absence of the principal.

Section 10. VACANCIES. Any vacancy in any office shall be filled by vote of the Board of Directors with the exception of the President-Elect.

Section 11. REMOVAL. The Board of Directors, in its discretion, by a two-thirds vote of all its members, may remove any Director from office for cause.

ARTICLE X – ADVISORY COUNCIL

Section 1. RESPONSIBILITY. The responsibility of the Advisory Council shall be to advise the Board of Directors on matters pertaining to the Association's affairs.

Section 2. COMPOSITION. The Advisory Council shall comprise all Past Presidents of the Association.

Section 3. MEETINGS. Meetings of the Advisory Council shall be held at least annually and at such other times as the Board of Directors may prescribe.

Section 4. PRESIDING OFFICER. The presiding officer at each meeting of the Advisory Council shall be the President of the Association, or in the President's absence, the senior member of the Council as determined by the earliest date of service as President.

ARTICLE XI – EXECUTIVE COMMITTEE

Section 1. AUTHORITY AND RESPONSIBILITY. The Executive Committee of the Board of Directors shall have the power to carry on the usual routine duties of the Association when the Board of Directors is not in session.

Section 2. MEMBERS. The Executive Committee shall consist of the President, President-Elect, Vice-President, Secretary, Treasurer and Executive Director. The Executive Director shall serve without vote as an ex-officio member of the Executive Committee.

Section 3. QUORUM. A majority of the Executive Committee shall constitute a quorum at any duly called meeting of the Committee. The President shall call such meetings of the Executive Committee as the business of NGAT may require.

Section 4. TELEPHONE CONFERENCE OR ELECTRONIC MEETINGS. Subject to the provisions of these Bylaws regarding notice and quorum, meetings of the Executive Committee may be convened via conference telephone or other electronic equipment that allows participants to communicate with each other.

Section 5. COMMITTEE ACTION. Action taken by a mail or electronic ballot in which a majority of Executive Committee members indicate their agreement in writing, or decided on a telephone

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conference call, shall constitute a valid action of the Committee if reported at the next regular meeting or via meeting minutes or ballot summary.

ARTICLE XII – COMMITTEES

Section 1. STANDING COMMITTEES. The President shall appoint the Chair of the following standing committees:

(a) **AUDIT AND COMPLIANCE COMMITTEE** shall annually audit all financial accounts of the Association and make a report of such audit at the Annual Meeting. Membership of the Audit and Compliance Committee shall include the Vice President, Treasurer and members selected by the Board of Directors.

(b) **FINANCE COMMITTEE** shall counsel with the Executive Director on the annual budget of the association and recurring financial reports, and prepare recommendations for the Board of Directors.

(c) **GOVERNMENT AFFAIRS COMMITTEE** shall monitor, advise and propose legislation pertinent to the Texas Military Forces. It shall coordinate all activities with the Executive Director.

(d) **NOMINATING COMMITTEE** shall consist of six members, three Directors selected by the Executive Committee and three members from the Advisory Council. It shall nominate to the Annual Meeting a candidate for President-Elect of the Association.

Section 2. OTHER COMMITTEES/TASK FORCES. There shall be such other committees and/or task forces of the Association formed as necessary by the Board of Directors, who shall also prescribe their duties and composition. Chairs shall be appointed by the President.

ARTICLE XIII – EXECUTIVE AND STAFF

Section 1. APPOINTMENT. The Board shall employ a salaried staff head who shall have the title of Executive Director and whose terms and conditions of employment shall be specified through contractual agreement by the Board of Directors.

Section 2. AUTHORITY AND RESPONSIBILITY. The Executive Director of the Association shall be responsible for all management functions. He or she shall make arrangements for Annual and Special Meetings, be responsible for the location and operations of the headquarters office of the Association, subject to the approval of the Board of Directors. He or she shall have the authority to incur such incidental expenses as may be necessary, employ such personnel and such clerical assistance, for and on behalf of the Association, as in his or her judgment may be necessary, assign them such duties as he or she may deem advisable, and fix the rate and amount of their compensation, with the approval of the Executive Committee. The Executive Director's employment and salary must be approved by the Board of Directors. The Executive Director shall serve without vote as an ex-officio member of the Executive Committee and Board of Directors.

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ARTICLE XIV – FINANCE

Section 1. FISCAL PERIOD. The fiscal year of the Association shall begin September 1 and end August 31.

Section 2. BUDGET. The Board shall adopt an annual operating budget covering all activities of the Association.

Section 3. AUDIT. The Audit and Compliance Committee of the Board shall annually audit all financial accounts of the Association and make report of such audit at the Annual Meeting. The Board of Directors may, if and when it deems advisable, order an audit of the books and finances of the Association by a certified public accountant.

Section 4. No Benefits. No part of the cash or assets of the Association shall inure to the benefit or any current or former officer or director, or any current or former staff member.

ARTICLE XV – ACQUISITION, USE AND DISPOSITION OF REAL PROPERTY

Section 1. ACQUISITION. The requirement for real property and its use will be established by the Board of Directors. A task force, appointed by the President, will screen prospective property and make a recommendation to the Board of Directors for acquisition of a specific parcel or parcels of property. The decision to purchase a specific parcel or parcels of real property shall be the decision of the Board of Directors. Title to real property shall be vested in the Association. The President or the Executive Director of the Association shall be the only members of the Association empowered to execute all conveyances, contracts, mortgages, leases, notes and all other legal documents incident to ownership of real property.

Section 2. USE. Real property acquired by the Association, along with its improvements, easements, and appurtenances shall be used only in the manner indicated by the Board of Directors when the requirement for real property was established, or, as may subsequently be changed by the Board of Directors. Responsibility for the day-to-day management of real property acquired by the Association shall be vested in the Executive Director.

Section 3. DISPOSITION. The Board of Directors shall determine the necessity for the Association to divest itself of any parcel or parcels of real property. A property disposal task force, appointed by the President, shall determine the fair market value of the property and make recommendations for the manner of disposal to the Board of Directors. The Executive Committee shall be empowered to conclude the disposition procedure as determined by the Board of Directors with the President or Executive Director empowered to execute any document or legal instrument required to consummate disposition of the real property.

ARTICLE XVI – INDEMNIFICATION

Section 1. The Association shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the Association against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be

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provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Association; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

Section 2. The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

Section 3. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

Section 4. This Article constitutes a contract between the Association and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

ARTICLE XVII – DISSOLUTION

Section 1. Upon the dissolution of the Association and after the payment or the provision for payment of all the liabilities of the Association, the Board of Directors will dispose of all assets of the Association exclusively for the purposes of the Association or to organizations that are then qualified as tax-exempt organizations under section 501(c)(3) of the Internal Revenue Code. Any assets not so disposed of will be disposed of by a court of jurisdiction in the county in which the principle office of the Association is located.

ARTICLE XVIII – AMENDMENTS

Section 1. These Bylaws may be altered, amended, or repealed and new provisions may be adopted (i) at any meeting of the Association, provided that written notice of the proposed change(s) shall have been given to the members at least 30 days prior to the meeting, or (ii) by three-fourths of the entire Board of Directors, provided that written notice shall have been given to the Board of Directors and the Advisory Council at least 30 days prior to the Board meeting at which such change(s) are proposed to be acted upon, and provided that the Board of Directors shall not have received written notice at least two business days prior to the Board meeting at which such change(s) are proposed to be acted upon from ten (10) or more members of the Advisory Council that they object to the proposed change(s). If the Board of Directors shall have received such written notice from ten (10) or more members of the Advisory Council, the proposed changes may only be adopted at a meeting of the Association. Nothing herein shall prevent a member of the Association from laying before the membership at any meeting an amendment that thereafter may be considered at the next Board of Directors meeting or meeting of the Association.

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STATEMENT

"I certify that the above Bylaws of the National Guard Association of Texas are true and correct and were adopted by the Association on 15 December 1959 and amended 2 April 1982, 26 March 1983, 30 March 1985, 27 March 1993, 1 April 1995, 1 April 1996, 1 May 1997, 31 March 2001, 29 March 2003, 19 March 2005, 25 March 2006, 29 March 2008, 28 March 2009, 26 March 2011, 1 April 2017, and 17 Jan 2020."

MARVIN HARRIS
EXECUTIVE DIRECTOR

Date

WITNESS OF SIGNATURE

The State of Texas
The County of Travis

Before me, _____, a notary public, on this day personally appeared _____, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same for the purposes and consideration therein expressed.

Given under my hand and seal of office this _____ day of _____, 2020.

Notary Public's Signature