

CONSTITUTION OF  
THE PENNSYLVANIA NATIONAL GUARD FOUNDATION, INC.

As amended July 2014

Article I

The Corporation shall be known as the Pennsylvania National Guard Foundation, Inc. The Corporation is formed exclusively for charitable and education proposed with the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding section in any future tax code. The purposes include, without limitation:

1. To foster and encourage an enlightened public appreciation of the contributions of the Pennsylvania militia and the Pennsylvania National Guard, in the founding of the Commonwealth and this Nation, and in its defense against enemies, foreign and domestic, from the birth of our Nation until the present day.
2. To preserve and disseminate the history and heritage of the Pennsylvania National Guard and to educate members of the Guard and the public as to the need for functions and contributions of the National Guard through the preparation, publication and distribution of professional and scholarly papers, articles and pamphlets and by presenting public discussion forums, including, without limitation, preparation of programs for broadcast on non-commercial radio and television.
3. To provide relief, assistance and support to members of the Pennsylvania National Guard, a reserve component of the Armed Forces of the United States, and their families, who need such assistance during periods of active federal service, mobilization or deployment or periods of state active duty of 30 or more consecutive days.
4. To operate and maintain buildings and facilities for use by the Pennsylvania National Guard and for use by past and present members of the Armed Forces of the United States.
5. To contribute to efforts to erect, operate and maintain public monuments, museums or works commemorating the history and heritage of the Pennsylvania National Guard.
6. To carry on programs to perpetuate the memory of deceased veterans and members of the Pennsylvania National Guard, a reserve component of the Armed Forces of the United States, and to comfort their survivors.

7. To sponsor or participate in activities of a patriotic nature to encourage active involvement in the Pennsylvania National Guard by young men and women throughout this Commonwealth.
8. To cooperate with the Pennsylvania National Guard and other governmental or non-profit entities in supporting the Soldiers, Airmen and Families of the Pennsylvania National Guard and to carry out the purposes of the Foundation.
9. To solicit, raise and collect donations, contributions and gifts to support and accomplish the above-listed purposes.

## Article II

### Membership.

(1) Regular Membership: All Past and present members of the Pennsylvania Army or Air National Guard who were or are members of the Army National Guard of the United States or the Air National Guard of the United States shall be members of the Corporation. Board membership shall also be available to any past or present member of the Armed Forces or any other person(s) voted upon by the general membership.

(2) Honorary Membership. Individuals, corporations, and organizations shall be eligible for honorary membership in the Corporation.

## Article III

(1) The Board of Directors of the Corporation shall consist of ten (10) voting members as follows:

(a) The President of the Pennsylvania National Guard Enlisted Association and two members of the Pennsylvania National Guard Enlisted Association appointed by the president, one of whom shall be an enlisted member of the Pennsylvania Army National Guard and the other of whom shall be an enlisted member of the Pennsylvania Air National Guard.

(b) The President of the National Guard Association of Pennsylvania and two active members of the National Guard Association of Pennsylvania appointed by the president, one of whom shall be an officer of the Pennsylvania Army National Guard and the other of whom shall be an officer of the Pennsylvania Air National Guard.

(c) Three retired members of the Pennsylvania National Guard and one member-at-large elected to such positions by the Board.

(d) The Board of Directors may invite up to three retired Adjutants General or retired federally-recognized general officers of the Pennsylvania National Guard to serve as full voting members of the board. The term of office of any director so appointed shall begin when he or she accepts the invitation to join the Board.

(2) The Adjutant General and the Deputy Adjutants General for Army, Air and Veterans' Affairs shall be invited to attend all meetings of the Board of Directors.

(2) Term of Office. The presidents of the National Guard Association of Pennsylvania and the Pennsylvania National Guard Enlisted Association and their appointees shall serve for the term of their office. The three retired members and member-at-large, upon election, shall serve four-year terms.

(3) Quorum. Five voting members of the Board will constitute a quorum for the purpose of conducting Foundation business.

#### Article IV

Officers. The Officers of the Corporation shall consist of the Chairman of the Board of Directors, the Corporation Secretary and the Corporation Treasurer. The Chairman of the Board of Directors shall be a member of the Board. The Secretary and Treasurer may, but need not, be members of the Board of Directors in the discretion of the Board.

The Chairman of the Board of Directors, the Secretary and Treasurer of the Corporation shall be elected by the Board of Directors of the Corporation and shall serve for a term of four years.

The Secretary shall keep a roll of the membership of the Corporation and shall be responsible to seeing to the recording of minutes of the meetings of the membership, the meetings of the Board of directors and such other duties as the board of Directors may direct.

The Treasurer shall take charge of the funds of the Corporation, collect dues and other funds, to report to the membership of the Corporation and to the Board of Directors, and to pay all bills approved by the Board of Directors. The books of the corporation shall be open to inspection by any officer or director thereof and shall be reviewed **[audited]** by an independent auditor on an annual basis and shall be subject to such audits and fiscal reviews as the Board of Directors or the Adjutant General shall direct.

With the approval of the Board of Directors, the Chairman may appoint an executive director of the Foundation who may, but need not, be a member of the Board of Directors.

The Chairman of the Board of Directors may appoint such assistant secretaries and assistant treasurers of the Corporation.

## Article V

Finances. (a) The Corporation shall be financed by the donations received to further the charitable, educational and veterans' organization foundation purposes of the Corporation and from the dues of the membership.

(b) The fiscal year of the Corporation shall be January 1 until December 31 of each year.

(c) The funds of the Corporation may be expended for the purposes set forth in Article I. No funds of the Corporation will be expended for other than educational, charitable and veterans' organization foundation purposes.

(d) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers or private individual, except that reasonable compensation may be paid for services performed for the Corporation to accomplish one or more of its purposes.

(e) No solicitations of contributions to the Corporation shall be made, and no gift bequest or devise to the Corporation shall be accepted upon any condition or limitation which would cause the Corporation to lose its exemption from federal income taxation.

(f) The Corporation shall, to the extent applicable, comply with the applicable provision of the Internal Revenue Code, as amended, and any subsequent corresponding provisions of law, insofar as such sections:

(1) Prohibit the Corporation, its directors, officers or members from engaging in any acts of self-dealing.

(2) Require the Corporation to distribute income for each taxable year applicable to charitable or educational purposes in such manner as not to subject the Corporation to tax under such Code.

(3) Prohibit the Corporation from retaining any excess building holdings.

(4) Prohibit the Corporation from making investments which may jeopardize its charitable purposes or tax exempt status.

(5) Prohibit the Corporation from making taxable expenditures.

## ARTICLE VI

Restrictions on activities. No part of the activities of the Corporation shall be devoted to carry on propaganda regarding or otherwise attempting to influence legislation, and the Corporation shall not participate in intervene (including the publishing or distributing of statements) in any political campaign on behalf of any candidates for public office.

## ARTICLE VII

Committees. (a) The committees of Corporation shall consist of such committees as the Board of Directors may from time-to-time authorize.

(b) The Board of Directors shall approve the creation of all committees. The Chairman of the Board of Directors shall appoint the members of the committees approved by the Board.

(c) The Chairman of the Board of Directors may appoint a Parliamentarian for the Corporation.

## ARTICLE VIII

Proposed amendments to this constitution must be approved by a two-thirds vote of the Board of Directors.

## ARTICLE IX

The Corporation shall have perpetual existence.

## ARTICLE X

The Corporation may exercise all powers and authority granted to it under the laws of the Commonwealth of Pennsylvania applicable to nonprofit corporations engaged in charitable, education and veterans' organization foundation activities, but may not carry on any activity not permitted to be carried on by a corporation exempt from federal income taxation under section 501(c) of the Internal Revenue Code of 1954, or subsequent corresponding provision of the law.

## ARTICLE XI

Upon the dissolution of the Pennsylvania National Guard Foundation, Inc. assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose.

## ARTICLE XII

The initial registered address of the Corporation shall be Building S-O-47, Department of Military Affairs, Fort Indiantown Gap, Annville, PA 17003-5002

## ARTICLE XIII

The Board of Directors may, from time to time, adopt Bylaws, not inconsistent with this Constitution, for the operation, management, and functioning of the Corporation.