

**CONSTITUTION  
AND  
BYLAWS**



**National Association of Guardsmen, Inc.**

*Revised October 4, 2014*

National Association of Guardsmen, Inc.

Atlanta

Manhattan

Baltimore

New Jersey

Boston

Norfolk

Brooklyn

North Carolina

Chicago

Philadelphia

Connecticut

Richmond

Detroit

Savannah

Florida

St. Louis

Los Angeles

Washington

## **THE GUARDSMEN**

The membership of the National Association of Guardsmen, Inc. can look back over the years and enjoy the history of the development of 18 chapters in its network. It is an organization unique in its wholesome brotherhood and its high quality entertainment.

The organization started in Brooklyn in 1933 by several young men, most of them graduates of Howard University, Lincoln University and Morgan College. Their objective was to form a club of men with like desires, to foster social programs that would include their wives and girlfriends. Never in their wildest dreams did they visualize an association of men from Boston to Florida and west to Los Angeles. The Brooklyn Chapter set a desirable pace and the word went out to Baltimore, Philadelphia, Washington and Richmond and quickly, new clubs were formed and were chartered as Guardsmen by the Mother Chapter.

The expansion pace slowed and it was 60 years after inception that the 17<sup>th</sup> Chapter (Los Angeles) and the 18<sup>th</sup> Chapter (St. Louis) were admitted.

Present and participating in the forming of the Guardsmen in 1933 at “Madame Bagley’s” in the Sheepshead Bay Section of Brooklyn were:

James Adams	Barney Hairston
Armstead Cooper	Joseph Sircus
Buddy Rogers	Everett Miller
Ray Nathan	Malcum Fulcher
Marcus Grant	Harold Carter
Edward Taylor	Weston Thorne

## NATIONAL WEEKEND HOSTING SCHEDULE

Year	1 <sup>st</sup> Weekend (Feb-April)	2 <sup>nd</sup> Weekend (May-Jul)	3 <sup>rd</sup> Weekend (Sep-Nov)
2012	Atlanta	Detroit	Manhattan
2013	Florida	Norfolk	New Jersey
2014	Savannah	Connecticut	Richmond
2015	Los Angeles	Chicago	St. Louis
2016	North Carolina	Philadelphia	Brooklyn
2017	Washington	Boston	Baltimore
2018	Manhattan	Atlanta	Detroit
2019	New Jersey	Florida	Norfolk
2020	Richmond	Savannah	Connecticut
2021	St. Louis	Los Angeles	Chicago
2022	Brooklyn	North Carolina	Philadelphia
2023	Baltimore	Washington	Boston
2024	Detroit	Manhattan	Atlanta
2025	Norfolk	New Jersey	Florida
2026	Connecticut	Richmond	Savannah
2027	Chicago	St. Louis	Los Angeles
2028	Philadelphia	Brooklyn	North Carolina
2029	Boston	Baltimore	Washington

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2030	Atlanta	Detroit	Manhattan
2031	Florida	Norfolk	New Jersey
2032	Savannah	Connecticut	Richmond
2033	Los Angeles	Chicago	St. Louis
2034	North Carolina	Philadelphia	Brooklyn
2035	Washington	Boston	Baltimore
2036	Manhattan	Atlanta	Detroit

**CONSTITUTION AND BYLAWS  
OF THE  
NATIONAL ASSOCIATION OF GUARDSMEN, INC.**

*(Constitution and Bylaws as Revised October 4, 2014)*

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***CONSTITUTION AND BYLAWS OF THE  
NATIONAL ASSOCIATION OF GUARDSMEN, INC.***

**ARTICLE I - NAME**

We, a group of individuals, being joyful human beings who have embraced friendship, fellowship and a broad social horizon, while fully cognizant of our individual commitment and responsibility to assist in the removing of inequalities, inequities, injustices and deprivations, wherever situate, do ordain and establish this Constitution for the National Association of Guardsmen, Inc.

**SECTION 1.** The name of this non-profit organization shall be the **NATIONAL ASSOCIATION OF GUARDSMEN, INC.**

**SECTION 2.** Member units and those hereafter accepted for membership in the Organization shall be known as Chapters and shall take the name of the district, city, or state respectively of the petitioning group. Such member units shall be hereafter called Chapters.

**ARTICLE II - PURPOSE**

**SECTION 1.** It shall be the purpose of this Organization to provide a regular and periodic social association and foster close friendship and fellowship among its individual members and Chapters.

**ARTICLE III - INSIGNIA**

**SECTION 1.** The National Organization shall have the sole authority to determine the design, type and size of the insignia to be worn by its individual members and shall enter into contract or agreement with a manufacturer of such insignia which shall have exclusive rights to manufacture said item during the terms of its contract or agreement.

**ARTICLE IV - CHAPTER AFFILIATION**

**SECTION 1.**

The National Association of Guardsmen, Inc. is a membership corporation composed of affiliated Chapters listed according to the year of affiliation.

Brooklyn is the founding Chapter. Affiliated Chapters are herein listed:

Brooklyn	1933	Atlanta	1957
Baltimore	1934	New Jersey	1957
Philadelphia	1934	Boston	1962
Richmond	1937	Savannah	1964
Washington	1938	Florida	1968
Norfolk	1941	Detroit	1970
Manhattan	1951	Chicago	1986
Connecticut	1953	Los Angeles	1993
North Carolina	1953	St. Louis	1994

**ARTICLE V - NUMBER OF CHAPTERS & DIRECTORY**

**SECTION 1.**

The number of Chapters shall be limited to eighteen.

**SECTION 2.**

The National Membership Directory shall be published and updated periodically. The Directory shall include the Constitution, Bylaws, and the membership rosters of each Chapter, including each member’s name, address, telephone number, email address, and any other pertinent data. The Directory shall be available in hard copy and via the National Organization’s website at [www.theguardsmen.org](http://www.theguardsmen.org). Each Chapter shall exercise good faith in providing updated information to the National Secretary on its members’ addresses, telephone numbers, email addresses and other pertinent data.



**ARTICLE VI - MEMBER CHAPTERS**

- SECTION 1.** Any group, not exceeding thirty in number, may become a member Chapter of the Organization upon receiving the affirmative vote of two-thirds or the member Chapters present at the National Conclave, provided the petition in support of the application shall have been circulated to each member Chapter at least sixty days prior to the date of the National Conclave at which said petition is to be voted upon, and provided further, the total number of Chapters, including the petitioning groups, will not exceed the maximum number of Chapters provided for by this constitution.
- SECTION 2.** An approved applicant group shall pay an installation fee to the National Treasury within thirty (30) days of the notice of acceptance forwarded by the National Secretary, which fee shall be determined by the National Conclave at the time membership is approved.
- SECTION 3.** All Chapters hereafter accepted into the Organization shall be required to sponsor a socially appropriate occasion for its formal installation. The nature and requirements of the installation activity shall be determined by the newly approved Chapter subject to the advice and approval of the National President, provided due notice thereof, in writing, is given to each member Chapter at least thirty days in advance of the proposed installation.
- SECTION 4.** All member Chapters shall be incorporated in their respective states unless prohibited by the laws or statutes of the state.
- SECTION 5.** It shall be the duty of each Chapter to serve as host to the Organization at an appropriate social affair in accordance with the rotation plan approved by the National Organization.
- SECTION 6.** It shall be the further duty of each Chapter to foster the attendance of its members at the social affairs of the other member Chapters. Any Chapter not represented at any two consecutive, nationally obligated week-ends, shall be fined five hundred dollars payable to the National Treasurer. Any Chapter

not represented at any three consecutive nationally obligated weekends shall be required at the next National Conclave to show cause why its membership should not be revoked.

**SECTION 7.**

In the case where any Chapter shall become disassociated with the National Organization or shall be dissolved pursuant to any governmental regulations or shall be suspended by the National Organization, then and in that case, all property, accounts, books and records of such Chapter shall become the property of the National Organization. In no event shall any interest, account or property of a Chapter be distributed to or inure to the benefit of any individual member in such Chapter.

**SECTION 8.**

A list of the names of newly elected officers and members of local Chapters shall be filed immediately following the election with the National Secretary in order that a roster of local Chapter officers may be included as a part of the Conclave minutes.

**ARTICLE VII - NATIONAL BOARD AND OFFICERS**

**SECTION 1.**

The Organization shall be governed by a governing board constituted by the National Officers, the incumbent Presidents of the Chapters and the immediate past National President of the Organization (collectively, the "Presidents Council"). The Chairman of the Presidents Council shall be the National President of the Organization. The annual meeting of the Presidents Council shall occur each year during the National Conclave. The Presidents Council shall also meet during each National Weekend and may have special meetings from time to time upon written notice by the National President.

**SECTION 2.**

Subject to applicable provisions of the New York Not-for-Profit Corporation Code, the Articles of Incorporation and the Constitution and Bylaws of the Organization, the business affairs of the Organization shall be managed by the Presidents Council and the corporate powers of the Organization shall be exercised by or under the direction of the Presidents Council.

**SECTION 3.**

The Officers of the Organization shall be:

- A. President
- B. Vice President
- C. Secretary
- D. Treasurer
- E. Chief Information Officer

**SECTION 4.**

The duties and responsibilities of the Officers shall be those usually associated with those offices and any other duties herein subsequently established by appropriate legislation, except that no Officer shall express any policy, make any contract or agreement or empower any other member person or persons to do unless the same has been duly authorized by the Organization in National Conclave. In addition to those duties usually associated with the office, the President shall execute all contracts and agreements, which have been duly authorized by the Organization. He shall enforce the provisions of this Constitution and the By-Laws. The President may appoint a Parliamentarian and/or Historian.

**SECTION 5.**

The Officers shall be nominated annually by the representative active Chapters in accordance with an approved plan of rotation. The Chapter next in order to nominate shall have been a member Chapter for a period of not less than one year at the time of the national election.

**SECTION 6.**

The Officers shall be elected annually at the current National Conclave and shall be installed as the last item of business at the Conclave at which elected. They shall take office on January 1<sup>st</sup> of the following calendar year and shall serve until their successors take office.

**SECTION 7.**

Fifty percent (50%) of the Presidents Council shall constitute a quorum for the transaction of business at any meeting. If a quorum is present, the vote of the majority of the Presidents Council present at such meeting shall constitute the act of the Presidents Council, unless the vote of a greater number is required by the New York Not-For-Profit Corporation Code or the Organization's Articles of Incorporation.

**ARTICLE VIII - TYPES OF MEMBERSHIP**

**SECTION 1.**        **Active Member.** A member who is financial and active within an affiliated Chapter shall be considered an active member and must follow all the rules and regulations of the National body. Further, said member is entitled to all the rights, privileges and amenities as granted by this Constitution.

**SECTION 2.**        **Transfer Member.** Any member in good standing with his Chapter upon moving into the geographic jurisdiction of another Chapter, may, upon application, become a Transfer Member of the latter Chapter, provided the original Chapter approves in writing the proposed transfer and provided further, the application is approved by the Chapter in which the new membership is sought. New members acquired in this manner shall not count against the membership limitations of the new Chapter and shall create a vacancy in the former Chapter.

**SECTION 3.**        **National Emeritus Membership.**

A. A member who is at least 70 years of age, who has been an active member of the Organization for at least 20 years and who is in current financial standing in his local Chapter, may apply for and be granted National Emeritus Membership. National Emeritus members shall enjoy the same National benefits as active members.

B. Any member who had been granted Emeritus membership by his Chapter in accordance with the criteria established by his Chapter prior to July 16, 2005, shall be deemed a National Emeritus Member.

**ARTICLE IX - NATIONAL CONCLAVE AND CALL MEETINGS**

**SECTION 1.**        The Organization shall be required to hold one National Conclave in each calendar year at such appropriate last Chapter weekend of that calendar year.

**SECTION 2.** Each active Chapter shall be entitled to two votes at all National Conclaves and at all other meetings of the National Organization.

**SECTION 3.** Delegates to the National Conclave and other meetings of the National Organization shall be duly accredited thereto on forms and in a manner to be determined by the Secretary.

**SECTION 4.** Meetings of the National Organization other than the National Conclave may be called by the President at his discretion, provided due notice thereof in writing is given to each member Chapter at least thirty days in advance of the date if the proposed meeting.

**SECTION 5.** The National Organization shall have the authority to levy dues, fees and special assessments upon the member Chapters as may be required, provided that such levies are approved by the majority of the member Chapters present.

**SECTION 6.** All funds of the National Organization shall be deposited in an approved banking institution (FDIC) by the Treasurer within five days after he receives them and shall be kept on deposit continuously until delivered by cashier's check to his successor in office. Checks drawn against the account shall be authorized by appropriate voucher and shall bear the signature of the Treasurer countersigned by the President. Such accounts shall hereafter bear the name, THE NATIONAL ASSOCIATION OF GUARDSMEN, INC.

**SECTION 7.** The President shall have the power to authorize expenditures of funds in furtherance of the provisions of Article VII, Section 2, only for routine clerical and administrative expenses except that the National Organization in session may authorize by a majority vote such other expenditures as may be deemed necessary.

**SECTION 8.** Except as herein stated, the National Organization shall have the power to exercise such general legislative authority over the member Chapters as may be necessary, except that the member Chapters shall always be the sole judges of the qualifications of their respective members. The authority herein granted to the National Organization shall include the power to revoke the

membership of any Chapter upon affirmative vote of two-thirds of the Chapters in National Conclave.

**ARTICLE X - ORGANIZATION PROPERTY**

**SECTION 1.**

No property, including accounts, belonging to the Organization or any Chapter shall inure to the benefit of, or be distributed to its members, officers or other private persons, except that the Organization or Chapters shall be authorized and empowered to pay reasonable compensation for services rendered or make payments and distribution in furtherance of the purpose set forth herein. No part of the activities of the Organization shall be for the carrying on of propaganda, or otherwise attempting to influence legislation and the Organization shall not participate in, or intervene in any political office. Notwithstanding any other provision of this Constitution, the Organization shall not carry on any other activities not permitted to be carried on by a non-profit or exempt organization according to the INTERNAL REVENUE LAWS.

**ARTICLE XI - BYLAWS AND ENABLING LEGISLATION**

**SECTION 1.**

The National Organization, through appropriate Bylaws and legislative enactments, shall have the power to further implement and amplify the provisions and sense of this Constitution.

**ARTICLE XII – AMENDMENTS**

**SECTION 1.**

This Constitution may be amended by the affirmative vote of two-thirds of the member Chapters provided the proposed amendment is duly submitted to the Secretary at least sixty days prior to the National Conclave at which it is to be voted upon and provided further, it shall have been circulated to all active Chapters at least thirty days prior to the aforementioned National Conclave.

**ARTICLE XIII – DISSOLUTION**

**SECTION 1.**

Upon the dissolution of the Organization, the current officers shall, after paying the obligations of the Organization, dispose of all of the assets of the Organization in such manner, or to such other organization or organizations which are organized and operated exclusively for social, charitable, educational, religious or scientific purposes as shall at the time qualify as exempt organizations under the INTERNAL REVENUE LAWS, as the Officers shall determine. Any such assets not so disposed shall be disposed of by the order of any Court having jurisdiction.

**BYLAWS**

**PREAMBLE:** As authorized by ARTICLE XI, Section 1 of the National Constitution, the following Bylaws are the collected enactments of the National Association of the Guardsmen Inc., and are intended to provide policy and operational guidance on matters of a continuing nature for the Organization.

1. In drafting or proposing any further Chapter alignments for nationally obligated weekend entertainment, the months of DECEMBER, JANUARY, and AUGUST shall be excluded from all possible assignment options. No Chapter shall host a nationally obligated weekend during the following Holidays: Easter, Memorial Day, Independence Day, Labor Day or Thanksgiving.
2. In carrying out its hosting responsibilities for an obligated weekend, no Chapter shall require visiting Guardsmen or be a party to any arrangement that requires visiting Guardsmen to pay any more for hotel accommodations than the going rate for other guests at the time, including the host Chapter members. This rule applies to greens fees, fees for the use of tennis courts or fees for any other facility or convenience at the host hotel. Failure to observe this prohibition will subject the offending Chapter to a fine, the amount of which will be determined by the National Association.
3. Hosting a nationally obligated weekend shall include among whatever other amenities a Chapter may wish to provide, the following:
  - A. A reception on the Friday afternoon of arrival.
  - B. A meal during the first night affair.
  - C. A meal during the second night affair.
  - D. A send-off brunch or equivalent on the last day of the weekend.
4. Each member planning to attend a national weekend must (1) give at least thirty (30) days written notice of his intention to attend the weekend to the Host Chapter, along with the name of his spouse or guest and dates of his attendance; (2) give at least two (2) weeks written notice of cancellation to the Host Chapter, if his plans change for attending the weekend; and (3) pay a fine of One Thousand Dollars to the Host Chapter for his failure to attend the weekend without providing



the timely notice of cancellation, such fine to be levied upon petition by the Host Chapter to the member's chapter.

5. Upon a member notifying the Host Chapter in writing of a canceled reservation at least two (2) weeks prior to the weekend, such notification shall entitle the member to a refund of any advanced mandated fee, such as golf, tennis, tours, etc.
6. Any Chapter failing to pay Chapter fees and/or fines imposed on a Chapter member or the Chapter within six (6) months shall be dropped and may be reinstated only by vote of the national body and payment of all fines and fees.
7. It shall be the responsibility of the host Chapter to arrange for accommodations without cost for the National President, National Secretary, National Treasurer, and Chief Information Officer at all nationally obligated weekends.
8. Guest Guardsmen, when accompanied by children, relatives, or friends at the Chapter's nationally obligated weekend, shall exercise special care not to include such "extra guest" in the Host Chapter's scheduled activities. Any exemption to this requirement must be requested by the guest Guardsmen and authorized by the Host Chapter in advance of arrival at the weekend site.
9. The Host Chapter is not obligated to offer or provide hospitality or seek accommodations for unexpected members and guests who do not respond in the time allotted.
  - A. If the Host Chapter elects to accept an unexpected member for the weekend activities, such member is responsible for his accommodations.
  - B. Taxation of an unexpected member should be determined by the Chairman of the Social Committee of the Host Chapter, including expenses and any penalty to entertain such member and guest, subject to the approval of the National President.
  - C. Such taxation should be forwarded to the unexpected member's Chapter for collection from the unexpected member for reimbursement to the Host Chapter.

10. The Host Chapter is not obligated to offer or provide hospitality or seek accommodations for a member (or his guest) who, by reason of resignation, termination or expulsion, is no longer an active member of his Chapter, if such Chapter has informed the Host Chapter in writing of such member's status.
11. In order to ensure that the National Chapter maintains its tax-exempt status under Section 501(c)(7) of the Internal Revenue Code, each Chapter shall be required to:
  - A. Timely file its annual 990 tax return with the Internal Revenue Service;
  - B. By August 30<sup>th</sup> of each year, forward to the National Secretary a signed copy of the filed 990 tax return or a notarized affidavit signed by the President and/or Secretary of the Chapter, certifying that the Chapter's 990 tax return was timely filed with the Internal Revenue Service and showing the date of the filing and the name and contact information of the tax preparer; and
  - C. Forward copies of all correspondence received from the Internal Revenue Service during the preceding year regarding the Chapter's 990 tax return and exempt status.
12. These Bylaws may be amended by the affirmative vote of two-thirds of the delegates present at any duly called meeting of the National Chapter, provided the amendment shall have been circulated at least thirty days prior to the date of the aforementioned meeting.
13. The historical records and memorabilia of the Organization shall be archived at the Woodruff Library in the Atlanta University Center, Atlanta, Georgia and the National President shall appoint a member of the Organization to serve as the Organization's Archivist. The Archivist shall have the authority and responsibility to interface with the custodian and archivist staff at the Woodruff Library regarding all matters related to the repository and preservation of the Organization's archived documents.

**CERTIFICATE OF SECRETARY**

***I, the undersigned, hereby certify that I am the National Secretary of the National Association of Guardsmen, Inc. (the “Corporation”) and that the foregoing constitutes the Constitution and Bylaws of the Corporation, as amended and approved at the National Meeting of the Member Chapters on the 4th day of October, 2014, at the Homestead Omni Resorts, Hot Springs, Virginia.***

***DATED: October 4, 2014***

***/s/ Paul Edwards  
National Secretary***