

BY-LAWS PRIVATE

NATIONAL GUARD ASSOCIATION OF WASHINGTON

AS AMENDED APRIL 2012.

ARTICLE I

The name of this association is National Guard Association of Washington, hereinafter referred to as the NGAW.

ARTICLE II

OBJECT

The object of the NGAW is to promote the continuance of the National Guard system of defense, both national and state, and the furtherance of its members' rights and interests.

ARTICLE III

MEMBERSHIP

Section 1. Active. An active member of the Washington National Guard, a member assigned to the Inactive Army Guard, or a National Guard member serving on active duty with the above mentioned organizations is eligible for membership in this Association. Association membership confers membership in either the Officer Guild or Enlisted Guild of the association, based on the military pay grade in which the member is presently serving.

Section 2. Retired. A retired or former member of the organizations stated in Section 1 of this Article is eligible for membership in this Association. Association membership confers membership in the Retiree/State Guard Guild of the association, and either the Officer or Enlisted Guild of the association. Officer or enlisted guild membership is based on the member's retired military pay grade or that pay grade in which the member last held federal recognition.

Section 3. Washington State Guard. An active or former member of the Washington State Guard is eligible for membership in this Association. Association membership confers membership in the Retiree/State Guard Guild of the association, and either the Officer or Enlisted Guild of the association, based on the military pay grade in which the member last held federal recognition.

Section 4. Honorary. The Board of Directors may, by majority vote, confer Honorary Membership upon persons who have rendered outstanding support to the Washington National Guard. Honorary members shall have none of the obligations of membership in NGAW, and may not make motions, vote or hold office in this Association. There shall be no dues charged for such Membership.

Section 5. Corporate. The Board of Directors may, by majority vote, accept application from an organization or company to become a corporate member of the NGAW. Corporate members shall receive free advertising space in the NGAW newsletter and discounted display space at the Annual Conference and other benefits as established by the Board of Directors. Corporate members shall have none of the obligations of membership in the NGAW and may not make motions, vote or hold office in this Association.

Section 6. Associate. Membership in the State Association may be issued to any person who is interested in and dedicated to the purpose of the Association and who is not otherwise eligible for membership in the Association. Associate members shall have none of the obligations of membership in the NGAW but may make advisory motions for Association consideration.

Section 7. Dues. The dues required for Active, Retired, Washington State Guard and Associate membership will be define by the board of directors and approved at the annual conference.

a. Active member's dues will run annually to coincide with the respective national organizations (EANGUS and NGAUS).

b. Any active member may become a life member of the Association by submitting dues in one prescribed payment in lieu of paying further annual dues.

c. All retired must become life members of the Association by submitting dues in one prescribed payment.

d. Corporate Sponsorship/Membership program has five levels of annual membership. In addition to recognition on the NGAW website, www.ngawa.com, all levels will receive the following:(1) Recognition at the Annual Conference.

(2) Membership certificate with Frame (Frame given during first year of membership).

(3) The organization's brochure or pamphlet inserted in Annual Conference attendees welcome package.

All levels will receive the above benefits Plus:

TITANIUM Corporate Membership (\$2000 and above)

- Tour of a Washington National Guard Facility of choice.
- 2 free tickets to The Washington Adjutant General Militia Ball.

- Recognition for sponsorship of state conference.
- 2 free tickets to the state conference banquet.
- Free exhibit space at our annual state conference.

PLATINUM Corporate Membership (\$1000)

- 2 free tickets to The Washington Adjutant General Militia Ball.
- Recognition for sponsorship of state conference.
- 2 free tickets to the state conference banquet.
- Free exhibit space at our annual state conference.

GOLD Corporate Membership (\$500)

- Recognition for sponsorship of state conference.
- 2 free tickets to the state conference banquet.

SILVER Corporate Membership (\$350)

- 2 free tickets to the state conference banquet.

BRONZE Corporate Membership (\$250)

- e. New Officers (2nd Lieutenants) and enlisted (E1-E4) are subject to a reduced fee as voted on by the board of directors.
- f. Associate-Annual: Dues to be paid annually in the amount set by the board.
- g. Associate-Life: Dues to be paid in the amount set by the board.

ARTICLE IV

OFFICERS

Section 1. The elected officers of the NGAW shall be:

- a. President
- b. Vice President
- c. Secretary
- d. Treasurer

e. Chairperson- Enlisted Guild

f. Chairperson- Officer Guild

g. Chairperson- Retiree/State Guard Guild

Section 2. Duties and Powers.

a. President: The President shall:

- (1) Be an ex-officio member of all committees except the Committee on Nominations.
- (2) Preside at all meetings of the NGAW and the Board of Directors.
- (3) Render an Annual Report to the members of the NGAW at the Annual Conference.
- (4) Appoint all Committee Chairpersons except as otherwise provided by these By-Laws.
- (5) Perform such other duties as are normally performed by the President of an organization.

b. Vice President: The Vice President shall:

- (1) Chair the NGAW Conference Committee.
- (2) Assume the office of President during the absence of the latter, upon the President's written request.
- (3) In the event of the resignation, incapacitation or death of the President, the Vice President will assume the office of President and shall hold office until the next annual conference, at which time the voting membership shall elect a replacement for the remainder of the un-expired term, if any.

c. Secretary: The Secretary shall:

- (1) Sign, countersign, or attest to all official papers. In addition, records special and monthly minutes.
- (2) Perform the normal duties of the Secretary of an organization. Perform other duties as directed by the President.

d. Treasurer: The Treasurer shall:

- (1) Review monthly expenditures of the association, make quarterly reports to the board of Directors, and assist in the audit of the Association.

(2) Serve as Chairperson of the Finance Committee.

(3) Balance the books and prepare and present a written financial report on the opening day of the Annual Conference and to the Board of Directors as of 31 December each year and at such other times as the Board of Directors may direct.

(4) Serve as a member of the National Guard Association Memorial Scholarship Fund Committee.

(5) Ensure all tax documents are filed.

e. Enlisted Guild, Officer Guild and Retiree/State Guard Guild Chairpersons:

(1) Advise the President and Board of Directors on affairs unique to their respective Guild.

(2) Serve as a member of the Board of Directors.

(3) The Enlisted and Officer Guild Chairpersons shall alternate annually as Chairperson or Vice-Chairperson of the National Guard Association Scholarship Fund Committee.

(4) Perform such other duties as directed by the President.

Section 3. Election.

a. Officers.

(1) All NGAW Officers shall be elected at large by the membership.

(2) The President and Vice President of the NGAW shall be from different Guilds and shall alternate bi-annually between the Enlisted and Officer Guilds.

(3) All officers shall be elected to serve a term of two years. Excepting the President and Vice President, the elected term of offices shall commence in alternate years. The term of the Secretary and the Enlisted Guild Chairperson commence in even numbered years. The term of the Treasurer, the Office Guild Chairperson and the Retiree/State Guard Guild Chairperson commence in odd numbered years.

(4) All elected officers shall be members of the Board of Directors.

b. Directors. There shall be nine (9) directors of which four (4) shall be from the Enlisted Guild, four (4) from the Officer Guild, and one from the Retiree/State Guard Guild. Two directors each shall be elected annually at large from the Enlisted Guild and the Officer Guild to serve for a two year term. A member from the Retiree/State Guard Guild shall be elected biennially at large to serve for a two year term.

c. In the election of officers and directors, the candidate receiving the largest number of votes for an office shall be declared elected. In the case of a tie, the outgoing Board of Directors shall determine the election results. A candidate for election or appointment to the NGAW Board of Directors (ARTICLE VI) must be a member of the NGAW in good standing at the time of such nomination.

Section 4. Assumption of Office. All officers and directors shall take office on the first day of the month following the determination of election results and shall serve until their successors take office.

Section 5. Termination of Tenure.

a. An officer or director may be removed from office by a two-thirds vote of the Board of Directors for sufficient cause.

b. An officer or director absent from two (2) consecutive meetings without an excuse deemed valid and so recorded by the Board of Directors may have the position held declared vacant.

Section 6. Vacancies. In the event of a vacancy on the Board of Directors, except the office of the President, by reason of resignation, incapacitation, or death of the incumbent, the President and Board of Directors, under the power of the By-Laws, shall name a successor who shall hold office until the next annual conference, at which time the voting membership shall elect a replacement for the remainder of the unexpired term, if any.

Section 7. Nomination of Officers and Directors.

a. Nominating Committee. The Nominating Committee shall be appointed by the Board of Directors and shall have equal representation from the Officer and Enlisted Guilds. This committee shall nominate candidates for each officer and director position that from time to time shall require filling.

b. Nomination by Committee. The nominations for officers and directors of the NGAW made by the Nominating Committee shall be filed with the Secretary five (5) days before the Annual Conference. The Nominating Committee shall consider candidates presented by petition under Section 7c of this Article and may also nominate any such individual.

c. Nomination by Petition. Any group of fifteen (15) or more regular members may petition the NGAW to nominate a candidate for any of the officer or director positions. Petitions shall be submitted to the Secretary at least sixty (60) days before the Annual Conference and shall be accompanied by a summary, not to exceed 200 words, listing the candidate's qualifications. This information shall be presented to the voting membership. The name of any person so submitted shall be entered on the ballot.

d. Nominations from the floor. There may be nominations from the floor of the conference for officer or director positions. Candidates nominated from the floor will present their qualifications at that time.

ARTICLE V

MEETINGS

Section 1. Annual Conference. The time and place of the Annual Conference shall be as determined by the Board of Directors prior to the previous annual conference from recommendations proposed by the Conference Arrangement and Time and Place Committee. The Annual Conference shall normally be held during the month of April.

Section 2. Special Meetings. Special Meetings may be held at such time and place as the Board of Directors may direct. Ten voting members may petition the Board of Directors for a Special Meeting.

Section 3. Notice Required for Annual & Special Meetings. All voting members shall be notified thirty (30) days in advance of the Annual Conference and fourteen (14) days in advance of any Special Meeting either by direct mailing of the notice or by publication of the notice in the NGAW publication. When applicable, the notice shall include a ballot prepared by the Nominating Committee. The sample ballot shall include all positions open for election except for those for national conference delegates.

Section 4. Quorum. A quorum shall not be required to conduct business at an Annual Conference or Special meeting of the NGAW.

Section 5. Order of Business.

a. Annual Conference. The order of business at the Annual Conference shall be as follows:

(1) Call to Order

(2) Reading of the Minutes of Last Meeting

(3) Reports of Committees

(4) Nominations to Complete Election Ballot

(5) Reports of Officers (Annual Convention)

(6) Unfinished Business

(7) New Business

(8) Adjournment

(9) Officer Guild and Enlisted Guild separate meeting: During separate caucus meeting at conference the delegates for national meeting will be determined if possible.

b. Special Meetings. Order of Business at Special Meetings of the NGAW shall be as indicated in the notice of the meeting and no other business than indicated in the call may come before the body.

c. All member voting conducted at Annual Conference or Special Meetings of the NGAW is advisory to the membership of the NGAW.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. Composition. The Board of Directors of the NGAW shall consist of all elected officers and directors of the NGAW.

Section 2. Duties and Powers. The Board of Directors shall have general supervision of the affairs of the NGAW between Annual Conferences. The Board of Directors shall be subject to the NGAW, and none of its acts shall be in conflict with actions taken by the NGAW.

Section 3. Meetings.

a. Regular meetings of the Board of Directors shall be held at least quarterly.

b. Special meetings of the Board of Directors will be held upon the petition request of twenty-five (25) or more members; upon the request of three (3) Board Members; or at the call of the President.

c. A majority of the Board shall constitute a quorum at a regular or special meeting of the Board of Directors.

ARTICLE VII

COMMITTEES

Section 1. Standing Committees. The Standing Committees of the NGAW shall be comprised of representation from eligible voting members of the Association. Each committee shall have a Chairperson and a minimum of three other members appointed by the committee Chairperson, unless otherwise provided for in these By-Laws. Committee Chairpersons will report each committee appointment to the President within thirty (30) days of such appointment. The functions of each committee will be as follows:

a. Membership Committee. To actively promote membership and participation of the personnel of the Washington National Guard, in the activities of the NGAW. To further promote the interest of

all personnel in the National Guard Association of the United States, and the Enlisted Association of the National Guard of the United States.

b. Finance Committee. The committee recommends financial policies to the Board of Directors and prepares the annual budget, for approval by the Board of Directors as in Article VIII Section 1. The Finance Committee shall consist of the Treasurer as Chairperson, together with four (4) other members as appointed by the Chairperson.

c. Legislative and Resolutions Committee.

(1) To prepare all amendments to law or regulations recommended by the NGAW, and make a report thereon to the Board of Directors for appropriate action. Provided that any proposed change in laws or regulations affecting the individual rights of the members shall first be submitted to the membership for vote.

(2) To review and properly format proposed resolutions in accordance with Article X, and report on those resolutions submitted, with committee recommendations, at the Annual Conference.

d. By-Laws Committee. To review, develop and present proposed changes to these By-Laws. The committee shall consist of at least three members.

e. NGAW Memorial Scholarship Fund Committee. To administer the operation of this fund under the direction of the Board of Directors. The committee shall consist of a Chairperson and Vice-Chairperson, who shall alternate between the NGAW Officer and Enlisted Guild Chairpersons, the NGAW Treasurer, and two NGAW members-at-large, appointed annually by the President with the concurrence of the Board of Directors to obtain a reasonable mix of Army and Air Officer and Enlisted Members. Each Guild Chairperson shall assume duties as Vice-Chairperson during their first year on the Committee and then advance to Chairperson in their second year.

f. Professional Development Committee. Professional Development Committee reviews, develops, and identifies resources to support the professional development needs of the membership; monitors ongoing professional development offerings of the association, and recommends new initiatives to the Board of Directors.

g. Membership Communication Committee: To coordinate all communication with the membership to include: Facebook, website, twitter, newsletters, and other communication venues.

h. Special Projects Committee: To coordinate special projects as directed by the President and the Board of Directors. These projects may include activities such as management of the Camp Murray Beach and/or other projects that support the rights and interest on the Association members.

Section 2. Conference Committees. The Conference Committees of the NGAW shall be comprised of representation from eligible voting members of the Association and their functions shall be as follows:

- a. Conference Arrangement and Time and Place Committee. To make adequate arrangement for the Annual Conference and to propose to the NGAW future sites for the Annual Conference two (2) years in advance.
- b. Other such committees as deemed required for the Conference by the Board of Directors shall be appointed by the President.

ARTICLE VIII

FINANCE

Section 1. Annual Budget. The Board of Directors shall approve and execute the annual budget, effective for the fiscal year 1 January - 31 December prior to 30 September each year. The budget and current financial status shall be submitted to the membership for review and ratification at the next Annual Conference. The budget may be modified by the membership at the Annual Conference.

Section 2. Bond. All officers and employees who sign checks or have access to any funds of the NGAW shall be bonded for such amount as the Board of Directors may determine.

Section 3. Audit Requirements. The Board of Directors, acting through the Treasurer, shall require that the books and accounts of the NGAW receive a complete financial audit or financial review every other year. The financial audit and financial review will not occur in the same year. The Board may delegate authority to the President of the Association to execute contracts to ensure required audits are accomplished. The Board of Directors will report the results of all audits to the membership of the Association at the Annual Conference.

ARTICLE IX

EXECUTIVE DIRECTOR

Section 1. Terms and Conditions. The Board of Directors may contract, under terms and conditions deemed appropriate for the services of an Executive Director to perform routine duties of the NGAW. The contract with the Executive Director may be for a term longer than one (1) year, but shall not exceed two (2) years. The contract shall specify an expiration date and shall be subject to renewal at the discretion of the Board of Directors.

Section 2. Duties and Qualifications of Executive Director.

- (1) Subject to approval of the Board of Directors, employ such personnel as necessary to administer the mandates of the President and the Board of Directors;
- (2) Direct the duties of the employees and operation of the headquarters of the Association;
- (3) Prepare annually and submit to the Finance Committee and the Board of Directors, a proposed annual budget;
- (4) Incur and authorize such incidental expenses as may be necessary, with approval of the Board of Directors, in the direction and operations of the Association, its employees, and the headquarters office;
- (5) Collect and keep records on membership dues of the Association and remit annually, dues to the National Associations;
- (6) Plan and coordinate the Association's participation in the National Associations programs, priorities, and goals;
- (7) Render an annual report to the Association; and
- (8) Keep a physical inventory of all capital assets acquired by the Association.
- (9) Perform other duties as assigned by the President of the Association and the Board of Directors.
- (10) The Executive Director shall be a member ex-officio of all committees.

ARTICLE X

RESOLUTIONS

Section 1. Preparation, Submission and Consideration. Any member desiring to propose an amendment to law, either State or Federal, or a change in regulations or other proposals for consideration of NGAW, will submit three copies of the proposal to the Secretary, who will file one copy and transmit the others to the chairperson of the Legislative and Resolutions Committee. The Legislative and Resolutions Committee shall review the proposal, prepare it in proper format and present the resolution to the membership in conference for consideration and appropriate action.

Section 2. Conference Resolutions. Honorary resolutions or those for which the NGAW has the authority to implement may be presented to the conference without advance review by the Legislative and Resolutions Committee.

ARTICLE XI

DELEGATES

Section 1. Selection.

a. The delegates to the annual conference of the National Guard Association of the United States (NGAUS) shall be:

(1) The Adjutant General or, in the event the Adjutant General is unable to attend the Conference, an alternate designated by the Adjutant General.

(2) The President or Vice President of NGAW, whichever is an Officer Guild member. This delegate shall chair the delegation.

(3) The chairperson of the Retiree/State Guard Guild or a member of this Association who is retired.

(4) The chairperson or vice-chairperson of the Resolutions Committee, whichever is a member of the Officer Guild.

(5) Two Company Grade Officers, one Army and one Air.

(6) One Warrant Officer.

(7) Each member of the NGAUS Board (if applicable).

(8) Additional authorized delegates (one for each 50 members of the paid Active-Annual or Life, Separated-Annual, and Retired-Life members of NGAUS) shall be elected at the NGAW annual conference from among and exclusively by the members of the Officer Guild during the breakout session.

b. The delegates to the annual conference of the Enlisted Association of the National Guard of the United States (EANGUS) shall be:

(1) The President or Vice President of NGAW, whichever is a member of EANGUS. This delegate will chair the delegation.

(2) Additional authorized delegates (one for each 200 active enlisted members, or major fraction thereof, of the Association of the state) shall be elected at the NGAW annual conference from among and exclusively by the members of the Enlisted Guild during the Guild breakout session.

c. The delegates to the Annual Conference of the State Guard Association of the United States (SGAUS) shall be selected in the same manner as delegates to the annual conferences of NGAUS and EANGUS. The Retiree/State Guard Guild will elect the chairperson of the delegation. Delegates to the Annual Conference of SGAUS will not be provided any financial support from NGAW.

Section 2. Number of Delegates. The total number of delegates shall not exceed the number of delegates allocated to the State of Washington by NGAUS or EANGUS.

Section 3. Selection Criteria. Delegate for national conference will be selected on first come first paid basis based on required delegates slot see section 1A and 1B.

Section 4. Inability to Attend. Should any delegate be unable to attend the conference, their position as such delegate shall be filled on a first come first paid basis.

Section 5. Observers. Observers may be added to the EANGUS or NGAUS conference delegations, under the sponsorship of this association, for the purpose of added participation in conference activities. Observers may be added to the SGAUS delegation without sponsorship of the NGAW. The number of observers will be determined by the NGAW membership, following recommendations from the respective Guild Chairpersons, at the annual NGAW conference. Selection will initially be made from the list of nominees for delegate, in order of the number of votes received. If additional selection is necessary to obtain the number of observers authorized, they may then be appointed by the president, subject to the approval of the Board of directors.

ARTICLE XII

REVENUE PROGRAMS

Section 1. As one of its revenue programs, the NGAW may act as an insurance agent or broker in accordance with the insurance laws of the State of Washington.

Section 2. The Association may participate in other revenue programs as approved by the President and Board of Directors.

ARTICLE XIII

VOTING

Section 1. Ballots shall be finalized by the Nominating Committee at the Annual Conference following any further nominations from the floor. Ballots shall be reproduced only in the quantity equal to the number of members on the official membership list and placed in envelopes sequentially numbered accordingly. The ballots and numbered envelopes shall then be placed in outer member pre-addressed envelopes. They may be distributed at the Annual Conference insofar as possible and/or mailed to home addresses or unit of assignment. They may be turned in at the Annual Conference or returned by mail to the NGAW office. Any ballot not received at the NGAW office within forty five (45) days after the Annual Conference adjournment will be disregarded.

Section 2. Ballots not distributed at the Annual Conference shall be mailed to all members at least fifteen (15) days after the close of the Annual Conference. They shall include the names of persons nominated for all open positions.

Section 3. A Ballot Committee, appointed by the President, shall accomplish the following actions following the Annual Conference:

- a. Validate the sequentially-numbered ballot envelopes, received by the cut-off date, with the official membership list.
- b. A separate member of this committee shall remove all ballots from the envelopes.
- c. The committee shall then count the ballots and submit an election report to the President.

Section 4. Results of the elections shall be published and distributed to the membership within sixty (60) days following the Annual Conference adjournment with the conference report.

ARTICLE XIV

EMERGENCY BOARD

Section 1. In the event of the induction of the Washington National Guard or a major fraction thereof into the Federal Service, an interim Board of Directors shall be formed by the President to carry on the business and affairs of the National Guard Association of Washington during the period of such Federal service and until the Washington National Guard has been reconstituted in the State of Washington.

Section 2. The interim Board of Directors shall be composed of those members not inducted into the Federal service who have held office as a President or a member of the Board of Directors of the NGAW and such other members as the Board shall from time to time elect. The interim Board shall have and exercise all of the powers and duties of the Board of Directors and shall call a general membership meeting within six months of the return and reconstitution of the Washington National Guard to elect a new Board of Directors and transact other business.

ARTICLE XV

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

Section 1. Right to. Any person made a party to any civil or criminal action, suit or proceeding by reason of the fact that he, his testator or administrator is or was a director, officer or employee of Association, or of any association which he served as such at the request of this Association, shall be indemnified by the Association against reasonable expenses including, but not limited to, attorney's fees and amounts paid in satisfaction of judgment or in settlement other than amounts paid to the Association by him, actually and necessarily incurred by or imposed upon him in connection with, or resulting from, the defense of such civil or criminal action, suit or proceeding, or in connection with, or resulting from, any appeal therein except in relation to matters as to which it shall be adjudged in such civil action suit or proceeding, that such officer, Director or employee is liable for negligence or misconduct in the performance of his duties.

Section 2. Criminal Cases. In the case of a criminal action, suit or proceeding, a conviction (whether based on a plea of guilty, nolo contendere, or its equivalent, or after trial) shall not of itself be deemed an adjudication that such officer, director or employee is liable for negligence or misconduct in the performance of his duties to the Association.

Section 3. Payment. Any amount payable pursuant to this Article may be determined and paid pursuant to procedures set forth from time to time, the By-Laws, or by any of the following means:

- a. Order of the Court having jurisdiction of any such civil or criminal action, suit or proceeding to which the Association is party; or.
- b. Resolution adopted by a majority of the quorum of the Board of Directors of the Association without counting in such majority or quorum any interested Director.

Section 4. Other Rights. Right of indemnification shall not be exclusive of any other right which such officers, directors or employees of the Association, and other persons above mentioned, may have or hereinafter acquire, and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any By-Law, agreement, provisions of law, or otherwise, as well as their rights under this Article.

ARTICLE XVI

AMENDMENTS

Section 1. Amendment by Two-Thirds Vote:

a. These By-Laws may be amended at the Annual Conference of the Association by a two-thirds vote. An amendment may be proposed by the NGAW Board, a committee or a member of the Association and shall be submitted in writing to the President of the Association at least ninety (90) days prior to the date set for the convening of the annual conference at which the proposed amendment is to be considered. As soon as practicable after its receipt, the President shall notify the By-Laws Committee, which shall render a report at the annual conference, with such recommendations concerning the proposed amendments to the President and Board of Directors not less than thirty (30) days prior to the date set for the convening of the annual conference.

b. The NGAW Board at its last meeting prior to the Annual Conference shall consider each such proposed amendment and shall vote to support, to oppose, or to take no position on the proposed amendment. This action of the Board shall be advisory only and shall be reported by the By-Laws Committee during the annual conference at such time that the proposed amendment is being considered.

Section 2. Amendment by Unanimous Vote: The By-Laws may be amended at the Annual Conference by Members of the Association by a unanimous vote without prior notice and without prior action by the By-Laws Committee.

Section 3. The Effective Date: Unless otherwise provided, of an amendment of the By-Laws shall be effective upon the adjournment sine die of the Annual Conference that adopted it.