



BY-LAWS

of the

NATIONAL GUARD ASSOCIATION OF GEORGIA,  
INCORPORATED

**ARTICLE I**

NAME

The name of this Association is "National Guard Association of Georgia, Incorporated."

**ARTICLE II**

PURPOSE, OBJECTIVES, POWERS, RESTRICTIONS

*Section 2.01 – Purpose*

Founded in 1948, the purpose of the National Guard Association of Georgia, Incorporated shall be to advance the best interests of its members in support of the betterment of the Georgia National Guard as a ready, reliable, and relevant component of local, state and national security programs, now and in the future.

*Section 2.02 – Objectives*

The objectives of the National Guard Association of Georgia, Incorporated are to engage in any and all lawful activities, incidental to the foregoing purpose, except as restricted herein, including the following:

- (a) To promote membership in the Association so that it may best serve the collective interests of all those eligible for participation.
- (b) To promote and undertake activities and programs which benefit the Association, its members and their families, and the community.
- (c) To initiate or support local, state, and federal legislation for the betterment of the Georgia National Guard and the National Guard of the United States.
- (d) To provide the public pertinent information and assistance to enhance the public's awareness and understanding of the purpose and value of the Georgia National Guard and the national security program of the United States.

- (e) To preserve and foster esprit de corps among former, present, and future members of the Association, and to provide a professional organization through which they may unite in bonds of comradeship.
- (f) To support the purposes and objectives of the National Guard Association of the United States, the Enlisted National Guard Association of Georgia, and other organizations as determined by the Association.

### *Section 2.03 – Powers*

- (a) The Association shall have all powers necessary, incident or appropriate to the furtherance of its purpose. Specific powers are contained in Appendix A.
- (b) The powers of the Association shall be exercised exclusively in furtherance of exempt purposes within the meaning of Section 501(c)(19) of the Internal Revenue Code of 1986 as now in effect or hereafter amended, and shall include the power to establish insurance programs for the benefit of members and their dependents, either directly or through separate trusts, and to render promotional and administrative services with respect to such insurance programs.

### *Section 2.04 – Restrictions on the Disposition of Assets*

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes enumerated in Section 501(c)(19) of the Internal Revenue Code of 1986, as amended (or the corresponding section of any future Federal tax law). Notwithstanding any other provision of the Articles of Incorporation or these Bylaws, the Association shall not carry on any other activities not permitted to be carried on (a) by a corporation/organization exempt from Federal income tax under Section 502(c)(19) of the Internal Revenue Code of 1986, as amended (or the corresponding section of any future Federal tax law) or (b) by a corporation/organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding section of any future Federal tax law.)

Upon the dissolution of the Association, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(19) or 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding section of any future Federal tax law), or shall be distributed to the Federal government, or to a state or local government, for a public purpose. However, if a named recipient of the assets of the Association upon dissolution is not then in existence or is no longer a qualified recipient, or is unwilling or unable to accept the distribution, then the assets of this Association shall be distributed to a fund, foundation, corporation or other entity organized and operated exclusively for the purposes specified in Sections 501(c)(19) or Section 501(c)(3) of the

Internal Revenue Code of 1986, as amended (or the corresponding section of any future Federal tax law).

### ARTICLE III

#### MEMBERSHIP

##### *Section 3.01 – Classes, Qualifications, Requirements and Dues*

Upon application, and acceptance, and payment of the prescribed dues, the Association will issue the following classes of membership:

- (a) Active-Annual: Membership may be issued to a commissioned or warrant officer serving in the Georgia National Guard. *(Dues to be paid annually in an amount equal to one-half of the Active Annual dues of the National Guard Association of the United States, Incorporated.)*
- (b) Active-Life: Membership may be issued to an Active-Annual member. *(Dues to be paid in four \$125 installments within a two-year period or one lump sum of \$500.)*
- (c) Retired-Life: Membership may be issued to a former member of the Association who is retired from the Georgia National Guard or who is eligible to be retired based on service in the Georgia National Guard. *(Dues to be paid in the amount of \$125.)*
- (d) Associate-Annual: Membership 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. *(Dues to be paid annually in the amount of \$50.)*
- (e) Associate-Life: Membership may be issued to any person who has an interest in and who is dedicated to the purpose of the Association and who is not otherwise eligible for membership in the Association. *(Dues to be paid in the amount of \$250.)*
- (f) Associate-Corporate: Membership may be issued to any company, firm, organization, corporation or person upon approval by the Board of Directors. The Board may delegate approval authority to the President. *(Dues to be paid annually: Bronze - \$500; Silver - \$1000; Gold - \$1500; Platinum - \$2500.)*
- (g) Honorary: By majority vote of the Board, membership may be issued to any person who has rendered outstanding service to the United States, any political subdivision thereof, the Georgia National Guard, or the National Guard Association of Georgia, Incorporated. *(Dues None)*
- (h) Complimentary: Active-Annual Membership will be issued to all commissioned officers and warrant officers for a period of one full year

and any portion of the year in which appointed. Membership begins upon initial state appointment, when reported to the Association, and ends 31 December of the following year. (*Dues None*)

The Membership Year begins on 1 January and ends on 31 December. Annual dues shall be due and payable on or before the 1<sup>st</sup> of each membership year and no pro-ration shall be made for membership after that date.

#### *Section 3.02 – Privileges*

An Association Member, other than an Associate-Annual or Life, Associate-Corporate, or Honorary, may serve as:

- (a) An officer of the Association
- (c) A member of the Board of Directors
- (d) A member of a Standing or Special Committee
- (e) A delegate to any General Conference

#### *Section 3.03 – Meetings*

- (a) An annual General Conference for the election of Officers and Directors, for the consideration of reports and for such other business as may be brought before the meeting shall be held at such time as may be designated by the Board of Directors.
- (b) Special meetings of the Members may be called by the President, the President Elect, a majority of the Board of Directors or by fifty percent (50%) of the Members.

#### *Section 3.04 – Place of Meetings*

Meetings of the General Conference or Members may be held at any place within or without the State of Georgia. If no designation is made, the place of meeting shall be the principal office of the Association in the State of Georgia.

## **ARTICLE IV**

### OFFICERS

#### *Section 4.01 – General Powers*

#### *Section 4.02 – Offices, Election, and Terms*

The Officers of this Association shall be a President of the Board of Directors, a President Elect of the Board ("President Elect), an Army National Guard Vice President of the Board ["Vice President (Army)"], an Air National

Guard Vice President of the Board ["Vice President (Air)"], an Executive Director of the Board, a Treasurer and a Secretary.

- (a) The President and the President Elect shall be elected at a General Conference for a concurrent term of two years. The President Elect shall succeed the President upon the expiration of the President's term of office.
- (b) The Secretary and the Treasurer shall be elected at a General Conference for a concurrent term of two years, such term to begin coincident with the second year of the term of the President and the President Elect. There are no restrictions on the successive terms of the Secretary or the Treasurer.
- (c) The Vice President (Army) and the Vice President (Air) shall be elected at a General Conference for a term of one year. A Vice President may succeed him/herself one time.
- (d) The Executive Director shall be retained by and serve at the pleasure of the Board.

#### *Section 4.03 – General Duties of Officers*

- (a) The President shall preside at General Conferences and all meetings of the Board. The President shall be an ex-officio member of all Committees.
- (b) In the absence of the President or in the event of a vacancy in the office of President, the President Elect shall succeed.
- (c) The President shall have such powers as the Board shall confer on him/her.
- (d) The President, the President Elect, the Secretary, the Treasurer and the Executive Director shall have the authority, jointly or severally, to sign, execute and deliver in the name of the Association any deed, mortgage, bond, instrument, agreement or other document evidencing any transaction authorized by the Board.
- (e) In the absence of any Officer, or for any other reason which the Board may deem sufficient, the Board may delegate the authorities and duties of any Officer to any other Officer or to any Director.

Specific duties and powers of Officers are contained in Appendix B.

#### *Section 4.04 – Resignation*

- (a) Any Officer may resign at any time by giving written notice to the President or Secretary which shall become effective at the time specified therein.

- (b) Any vacancy by reason of this section may be filled at the next meeting of the Board.

*Section 4.05 – Removal and Appointment*

- (a) Any Officer may be removed by the Board, with cause, at any time by a two-thirds vote of the Board.
- (b) Any vacancy by reason of this section may be filled at the same meeting of the Board.

**ARTICLE V**

**BOARD OF DIRECTORS**

*Section 5.01 – General Powers*

The powers of the Association shall be exercised, its business affairs conducted and its property managed under the direction of the Board of Directors (hereinafter “Board”). The exercise of general powers of the Board with respect to matters of policy of the Association shall be consistent with and consonant with the resolutions of the General Conference then in effect and with these By-Laws.

The Board shall act primarily by a majority vote unless otherwise specified. Specific duties and powers are contained in Appendix C.

*Section 5.02 – Composition and Classification,*

- (a) The Board of Directors shall be composed of twenty-two members:
- (i) Nine Directors elected at a General Conference from eligible Members of the Association.
  - (ii) Two Directors elected at a General Conference from eligible Company Grade Officers. One shall be from the Army National Guard and the other from the Air National Guard.
  - (iii) One Director elected at a General Conference from eligible Warrant Officers.
  - (iv) Two Directors elected at a General Conference from eligible Retired Annual or Retired Life members. One shall be from the Army National Guard and one from the Air National Guard.
  - (v) The Immediate Past President of the Association

- (vi) The Officers {President, President Elect, Vice President (Army), Vice President (Air), Secretary, Treasurer, and Executive Director} of the Association.
- (b) The Board members specified under Section 5.02 (1) through (vi) inclusive shall be voting members of the Board with the exception of the Executive Director who shall be a non-voting member of the Board.

#### *Section 5.03 – Election and Terms*

- (a) Each Director elected under Section 5.02(a)(i) shall be elected for a term of three years, with one third of such Directors being elected each year.
- (b) Each Director elected under Section 5.02 (a)(ii), (iii) and (iv) shall be elected for a term of two years, with one Director from each of Sections 5.02 (a)(ii) and (iv) being elected each year.
- (c) The Immediate Past President of the Association shall serve until the term of the successor as President is complete and he or she becomes Immediate Past President. In the event there is a vacancy in the office of Immediate Past President, it shall remain vacant.
- (d) All terms of office shall begin at the time of the installation of new officers during the General Conference at which they were elected and end at the time of installation of new officers for that office at the next applicable General Conference.

#### *Section 5.04 – Executive Committee*

- (a) There shall be an executive committee to meet the emergency and routine business demands of the organization subject to and with all powers of the Board. The executive committee's actions shall be subject to ratification at the next meeting of the board after such action is taken.
- (b) The executive committee shall consist of the President, the President Elect, the Secretary, the Treasurer, and two Directors (one Army and one Air) elected by the Board of Directors.

#### *Section 5.05 - Meetings*

- (a) The Board of Directors shall meet at least quarterly. One meeting shall be held at the General Conference of the Association. Other meetings shall be held at a time and place designated by the President.
- (b) Special meetings of the Board may be called by the President or any three (3) Directors.

#### *Section 5.05 – Place of Meeting and Electronic Meetings*

- (a) Meetings of the Board may be held at any place within or without the State of Georgia. If no designation is made, the place of meeting shall be the principal office of the Association in the State of Georgia.
- (b) Any meeting of the Board may be held through any video teleconference or teleconference pursuant to which each Director is able to hear each other Director participating.

*Section 5.06 – Notice of Meeting*

- (a) Written notice of the time and place of each meeting of the Board shall be given each Director either by personal delivery or by mail, e-mail or telegram at least seven (7) days before each meeting.
- (b) Any Director may waive notice in writing of the time and place of any meeting of the Board, either before or after holding of the meeting.

*Section 5.07 – Quorum and Manner of Action*

A majority of the authorized number of Directors shall constitute a quorum for transaction of business at any meeting of the Board and its committees unless otherwise specified.

*Section 5.08 – Action by Board of Directors without Meeting*

- (a) Any action, which may be authorized or taken at a Board of Directors' meeting, may be taken without a meeting under the following conditions:
  - (1) The subject matter involves exigent circumstances that require action prior to the next scheduled meeting of the Board.
  - (2) The subject matter does not involve:
    - (i) Undertaking contractual obligations or the expenditure of money exceeding the sum of \$50,000 in the aggregate.
    - (ii) Exposing the Association to potential liability except as provided above.
    - (iii) Permanent removal of an officer of the Association.
  - (3) Reasonable notice of the proposed action has been provided to all Directors allowing at least two days in which the Director may assent or object to the proposed action. Notice shall be sufficient if:
    - (i) By electronic mail or telefacsimile, notice is made to the electronic mail address or telefacsimile phone number maintained by the Association.
    - (ii) By mail, such notice shall be deemed effective at the

earlier of when received; or five (5) days after deposited in the United States mail, addressed to the Director's designated address for Association mail, with postage thereon prepaid; or the date shown on the return receipt if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the Director.

- (4) If a majority of the Board assents to the action.
- (b) The action may be evidenced by proof of notice and the written consents received (including by electronic mail and telefacsimile) describing the action taken, signed by each responding Director, and included in the minutes or filed with the Association records reflecting the action taken. Action evidenced by written consents under this section is effective when the last responding Director signs the consent, unless the consent specifies a different effective date. Consent signed under this section has the effect of a meeting vote and may be described as such in any document.

#### *Section 5.09 – Resignations*

Any Director of the Association may resign at any time by giving written notice to the President or Secretary, which shall become effective at the time specified therein.

#### *Section 5.10 – Removal*

Any Director may be removed for cause, by the affirmative vote of two-thirds of the Directors.

#### *Section 5.11 – Vacancies*

Where a vacancy has occurred, the remaining Directors may, by a vote of a majority of their number, temporarily fill any vacancy for the offices of Director for the unexpired term with any eligible member, as the case may be, in order to maintain the composition of the Board as set forth in Section 5.02.

#### *Section 5.12 – Guests of the Board*

The Board may appoint one or more persons as Guests of the Board, which guests shall be entitled to notice, to be present in person, and to take part in any deliberations of any business by the Board at any regular meeting of the Board. They will not be entitled to make motions or to vote.

#### *Section 5.13 – Honorary Members*

All former Presidents of the Association will be Honorary Members of the Board and will serve at no cost to the Association.

## **ARTICLE VI**

### COMMITTEES

#### *Section 6.01 – Standing Committees*

Standing Committee shall be appointed by the President subject to ratification of the Board.

- (a) Committee on Audit
- (b) Committee on Awards
- (c) Committee on By-Laws
- (d) Committee on Company Grade Issues
- (e) Committee on Finance
- (f) Committee on Membership
- (g) Committee on Warrant Officer Issues
- (h) Committee on Public Relations and Publicity
- (i) Committee on the NGAGA Insurance Trust

#### *Section 6.02 – Special Committees*

The President may create Special Committees with the concurrence of the Board.

#### *Section 6.03 – General Conference Committees*

- (a) Committee on Time and Place
- (b) Committee on Nominations
- (c) Committee on Resolutions

#### *Section 6.04 – Powers and Duties of Committees*

Each committee shall have the powers, duties and make up as are set forth by the appointing authority in the appointment of the committee and/or in Appendix D.

## **ARTICLE VII**

### WAR OR NATIONAL EMERGENCY

#### *Section 7.01- When Article Invoked*

This article may be invoked by majority vote of the Board in the event of war or national emergency proclaimed by the President of the United States or declared by the Congress of the United States. This article, when invoked, shall take precedence over any conflicting provision of the By-Laws of this Association.

*Section 7.02 – Tenure and Filling Vacancies*

On or after the date of invocation of this article:

- (a) The tenure in office of each Officer of the Association and of each member of the Board of the Association is, if so determined by a majority vote of the Board, extended for the duration of the war or national emergency and for six months thereafter or until the Board, by majority vote, determines that this article shall no longer remain in effect;
- (b) The Board may, by a two-thirds vote, replace an Officer unable to fulfill his duties due to war or national emergency;
- (c) In the event of a vacancy on the Board, other than an Officer of the Association, the Board shall elect thereto, by majority vote and in keeping with the Board composition specified in Section 5.02, an eligible member of the Association to serve the unexpired term;
- (d) If the offices of President and President Elect are both vacant, the Board, by majority vote, shall elect one of its members to the office of President;
- (e) In the event of a vacancy in the office of Vice President (Army), Vice President (Air), Secretary, or Treasurer of the Association, the Board shall elect to that office, by majority vote, a member of the Association;
- (f) The Board may, by two-thirds vote, suspend the operation of any provision of Article VI and/or Article VIII.

## **ARTICLE VIII**

### GENERAL CONFERENCES

*Section 8.01 – General Conferences*

A General Conference of the Association shall be convened annually. The method of voting at a General Conference is contained in Appendix E.

*Section 8.02 – Quorum*

Seventy-five (75) members of the total membership in good standing shall constitute a quorum for transaction of the business of the Association at any General Conference or special meeting.

*Section 8.03 – Representation*

Representation at a General Conference is by individual member.

- (a) The Active Annual, Active Life, Retired Annual, and Retired Life Members of the Association shall comprise the voting body of a General Conference.
- (b) A member who is in arrears in the payment of dues shall not be eligible for election or to vote in any election held by the Association.
- (c) Each General Conference includes as ex-officio members the Chairman of each Standing, Special or General Conference Committee who is required or requested to render a report to the Conference if actually present and not otherwise a member of the voting body.

#### *Section 8.04 – Resolutions*

Resolutions shall be a statement of policy of the Association with regards to legislative priorities and positions on manpower, force structure, roles and missions, equipment and other issues consistent with the purposes and objectives of the Association as set forth in Article II. Resolutions adopted by a General Conference are effective for one year or until the next General Conference.

### **ARTICLE IX**

#### FISCAL

#### *Section 9.01 – Fiscal Governance*

The fiscal governance of the National Guard Association of Georgia will be conducted according to Generally Accepted Accounting Principles, consistently applied. The President will submit through the Committee on Finance an annual budget for adoption by the Board.

#### *Section 9.02 – Fiscal Year*

The fiscal year of the Association commences on 1 January and ends on 31 December.

#### *Section 9.03 – Public Accounting Report*

A certified public accountant retained by the Board of the Association shall annually audit the records and finances of the Association and render a report thereon to the Board, which shall transmit same to the Committee on Audit and the Committee on Finance prior to the next annual General Conference. The Committee on Finance shall include the results of the audit in its annual report.

#### *Section 9.04 – Contracts*

- (a) Contracts of \$25,000 or more shall be executed in the name of the Association and signed by the President with Board authorization.
- (b) Contracts of less than \$25,000 shall be executed in the name of the Association and signed by a member or members of the staff designated by the President for specific functions.

*Section 9.05 – Expenditures*

Bills, claims and expenditures of the Association shall be

- (a) certified by the President or Executive Director of the Association; and
- (b) paid by check drawn on the funds of the Association and executed by any of the following:
  - (i) President
  - (ii) President Elect
  - (iii) Treasurer
  - (iv) Executive Director

*Section 9.06 – Life Membership Dues*

Collected Life Membership dues will be accounted for separately from the Association's operating funds. Ten (10%) percent of the value of the "Life Membership Account" may be transferred into the operating account at the beginning of each NGAGA Fiscal Year.

**ARTICLE X**

**INDEMNIFICATION AND INSURANCE**

*Section 10.01 – Indemnification*

- (a) The Association shall indemnify any person who was, or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact that he is, or was, a director, officer, employee or agent of the Association, or is, or was, serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding if such person acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the Association, and, with respect to any criminal action or proceeding, had no

reasonable cause to believe that such person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the Association, and with respect to any criminal action or proceeding, had no reasonable cause to believe that such person's conduct was unlawful.

- (b) Indemnification shall be made only if the Association shall be advised, in case of none of the persons involved shall be or have been a director, by the board of directors of the Association, and otherwise by independent counsel to be appointed by the board of directors, that in its or his opinion such director, incorporator, or officer was not guilty of gross negligence or willful misconduct in the performance of his duty, and in the event of a settlement, that such settlement was or is in the best interest of the Association. In the event the determination is to be made by the board of directors, it may rely as to all questions of law on the advice of independent counsel. In addition, such director, incorporator or officer shall have such rights to which he may be entitled under any by-law, agreement, vote of members, or otherwise.
  
- (c) All claims for indemnification by a party entitled to be indemnified hereunder (an "Indemnitee") to the Association (for purposes of this Article X, the "Indemnitor") shall be asserted and resolved as follows:
  - (i) In the event that any claim or demand for which an Indemnitee may claim indemnity is asserted against or sought to be collected from the Indemnitee by a third party, the Indemnitee shall notify the Indemnitor within 45 days following the receipt by the Indemnitee of such claim or demand, specifying the nature of such claim or demand and the amount or the estimated amount thereof to the extent then feasible (which estimate shall not be conclusive of the final amount of such claim and demand) (the "Claim Notice"). Failure of an Indemnitee to so notify the Indemnitor within such 45-day period shall not relieve the Indemnitor of its obligation to indemnify the Indemnitee for such claim or demand unless the delay in giving notice of such claim or demand in fact materially prejudices (i) the defense of such claim or demand where the Indemnitor has the right to control such defense or (ii) participation in the defense of such claim or demand where the Indemnitor has a right of participation. Any party hereto against whom a claim or demand is asserted by a third party shall, without prejudice to any right of indemnification hereunder, appropriately respond to such claim or demand (whether by answer, denial, request for extension of time or other action) to such claim or demand within any applicable time period, so as to preserve any rights or remedies it or any other party may have against the person making such claim or demand.

(ii) The Indemnitor shall have thirty (30) days from the date on which the Claim Notice is duly given (the "Notice Period") to notify an Indemnitee (i) whether or not it disputes the liability of the Indemnitor to the Indemnitee hereunder with respect to such claim or demand and (ii) whether or not the Indemnitor desires, at its sole cost and expense, to defend the Indemnitee against such claim or demand. If the Indemnitor does not notify an Indemnitee within the Notice Period that it disputes its liability to the Indemnitee, the Indemnitor shall be liable for the amount of any resulting Losses.

(iii) In the event the Indemnitor notifies an Indemnitee within the Notice Period that it desires to defend the Indemnitee against such a claim against or demand from the Indemnitee, then except as hereinafter provided the Indemnitor shall defend, at its sole cost and expense, the Indemnitee by appropriate proceedings, shall use its best efforts to settle or prosecute such proceedings to a final conclusion in such a manner as to avoid any risk of the Indemnitee becoming subject to any injunctive or other equitable order or relief or to liability for any other matter, and shall control the conduct of such defense; provided, however, that the Indemnitor shall not, without the prior written consent of the Indemnitee, consent to the entry of any judgment against the Indemnitee or enter into any settlement or compromise which does not include, as an unconditional term thereof, the giving by the claimant or plaintiff to the Indemnitee of a release, in form and substance reasonably satisfactory to the Indemnitee, from all liability in respect of such claim or litigation. If the Indemnitee desires to participate in, but not control, any such defense or settlement, it may do so at its sole cost and expense.

(iv) Prior to the Indemnitor's settling any claim or demand the defense of which it has assumed control, the Indemnitor shall obtain the Indemnitee's approval, confirmed in writing in accordance with the notice provisions hereof, which approval shall not be unreasonably withheld or delayed. If an Indemnitee notifies the Indemnitor of its disapproval of such settlement, the Indemnitee shall thereupon become liable, from and after the date of its disapproval, for the amount of any award, judgment, costs or expenses (including attorney fees) in excess of the proposed settlement amount and shall have the right to elect to control the defense of such claim at its sole cost and expense.

#### *Section 10.02 – Insurance*

The Association may, as the Board may direct, purchase and maintain such insurance on behalf of any person who is or at any time has been a Director, Officer, employee or other agent of or in a similar capacity with the Association, or who is or at any time has been, at the direction or request of the Association, a Director, Officer, administrator, manager, employee, member, advisor or other agent of or fiduciary for any other Association, partnership, trust, venture or other entity or enterprise including any employee benefit plan against any liability asserted against and incurred by such person.

**ARTICLE XI****AMENDMENTS***Section 11.01 – Amendment by Two-Thirds Vote*

- (a) The Articles of Incorporation and these By-Laws may be amended at a General Conference of the Association by a two-thirds vote of the members present at any meeting of the Association at which a quorum has been established. An amendment may be proposed by the Board or a member of the Association and shall be submitted in writing to the Executive Director of the Association at least ninety (90) days prior to the date set for the convening of the conference at which the proposed amendment is to be considered. As soon as practicable after its receipt by him, the Executive Director shall mail copies of the proposed amendment to the members of the Committee on By-Laws of the Association, which shall render a report to such conference, with such recommendations concerning the proposed amendments to the Board of Directors not less than thirty (30) days prior to the date set for the convening of the conference.
- (b) The Board at its last meeting prior to the General 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 Chairman of the Committee on By-Laws to the General Conference at such time that the proposed amendment is being considered.

*Section 11.02 – By Unanimous Vote*

The Articles of Incorporation and the By-Laws may be amended at a General Conference by Members of the Association by a unanimous vote without prior notice and without prior action by the Committee on By-Laws.

*Section 11.03 – Effective Date*

Unless otherwise provided, an amendment of the By-Laws shall be effective upon the adjournment sine die of the General Conference of the Association that adopted it. The amendment of the Articles of Incorporation shall be effective as provided by law.

*Section 11.04 – Appendices to the By-Laws*

Notwithstanding the provisions of Section 11.01, Appendices to the By-Laws may be amended by a General Conference of the Association by majority vote on the recommendation of the Board of Directors without referral to the Committee on By-Laws. Such amendments may be proposed and will be considered by the Board as are proposed amendments to the By-Laws. The action of the Board on proposed amendments will be mailed to the Board of

Directors not less than thirty (30) days prior to the date set for the convening of the Conference at which amendments are to be considered.

## **ARTICLE XII**

### **RULES OF ORDER**

The parliamentary authority for the Association will be Roberts Rules of Order, as revised, and will pertain to the formal meetings of the Board and business sessions of the General Conference.

## **ARTICLE XIII**

### **DEFINITIONS**

For the purpose of these By-Laws:

- (a) "may" is used in a permissive sense;
- (b) "shall" is used in an imperative sense;
- (c) "may not" is used in a prohibitive sense;
- (d) "majority vote" means and includes a majority of the legal votes cast;
- (e) "two-thirds" vote means and includes two-thirds of the legal votes cast;
- (f) "member" means those persons to whom the Association has issued membership under the provision of Article III;
- (g) "retired" means and includes a former commissioned or warrant officer of the National Guard who is drawing retired pay or is eligible to draw retired pay based upon that service;
- (h) "appendix" means a document that provides details and specifics of a subject addressed in these By-Laws.

## **Appendix A**

### Specific Powers of the Association

1. Receipt and collection of dues.
2. Acceptance of contributions.
3. Acquisition of property, both real and personal.
4. Investment and reinvestment of funds.
5. Sale, lease or encumbrance of real or personal property or any part or parts thereof, and the conveyance by way of trust, mortgage or otherwise.
6. Execution, performance or cancellation and rescission of contracts of every kind.
7. Creation of such trust or trusts as may be necessary.

**Appendix B**

## Specific Duties and Powers of Officers

The President of the Board of Directors shall:

1. Direct the affairs of the Association in accordance with policies adopted in the General Conference of the Association.
2. Convene the Board of Directors from time to time.
3. Appoint Standing, Special and General Conference Committees and designate of the chairman and vice chairman of each.
4. Appoint special staff officers (i.e. Chaplain, Parliamentarian, Sergeant-at-Arms) incidental to the conduct of a General Conference.
5. Issue the call of the General Conference and make the necessary arrangements for such conference.
6. Render an annual report to the Association.
7. Perform such other duties as are usually performed by the President of the Board of an organization and as may be prescribed by the By-Laws or assigned by the Board of the Association.
8. Assign duties to be performed by the Vice Presidents, Treasurer, Secretary and Executive Director of the Association which are consistent with the By-Laws of the Association or with the usual duties performed by such officers of organizations.

The President Elect shall:

Be the Chairperson of the Resolutions Committee. Perform the duties usually performed by President Elects of an organization and such duties as may be assigned by the President of the Board.

The Vice Presidents shall:

Perform the duties usually performed by Vice Presidents of an organization and such duties as may be assigned by the President of the Board.

The Immediate Past President:

May not succeed to any other office by reason of the absence, incapacity, death, resignation or removal from office of such other officer.

The Executive Director shall:

1. Direct the operation of the employees and headquarters office of the Association.
2. Prepare annually and present the Committee on Finance a proposed budget consisting of an itemized statement of estimated revenues and anticipated and proposed expenditures for the next fiscal year.
3. Organize the headquarters office as may be required.

4. Incur and authorize such incidental expenses as may be necessary in the direction and operation of the affairs of the Association, its employees and headquarters office.
5. Employ such personnel within the approved budget on behalf of the Association as in his judgment are required. Retain such other professional counsel, consultants or advisors as may be required. Prescribe the duties to be performed by the other professional counsel, consultants or advisors employed or retained on behalf of the Association.
6. Subject to the approval of the Board of Directors, fix the rate and amount of compensation and allowances to be paid to all employees of the Association and the rate of and amount of fee or compensation and allowances to be paid to other professional counsel, consultants or advisors retained for or on behalf of the Association.

The Treasurer shall:

1. Be the custodian of all funds of the Association.
2. Be an ex-officio member of the Committee on Finance.
3. Cause a receipt to be issued for all funds received by the Association.
4. Perform the duties usually performed by the Treasurer of an organization and such duties as may be assigned by the President of the Board.
5. Cause to be kept an accurate account of all receipts and disbursements of all monies, securities and other property of the Association; report to the Committee on Finance and the Board of Directors on the financial standing of the Association, whenever required to do so; and render an annual report to the Association. The Treasurer may receive a monthly stipend as determined by the Executive Director and subject to the approval of the Board of Directors.

The Secretary shall:

1. Be the recording officer of the Association.
2. Be responsible for the records of the Association.
3. Perform the duties usually performed by the Secretary of an organization and such duties as may be assigned by the President of the Board.

**Appendix C**

## Specific Duties and Powers of the Board

The Board shall:

1. Retain an Executive Director whose tenure, salary, duties and responsibilities shall be those enumerated in Article IV of the By-Laws and Appendix B.
2. Establish the facilities and related criteria for a General Conference.
3. Fix the time and place of a General Conference based upon a recommendation of the President.
4. Consider the annual budget for the Association as recommended to it by the Committee on Finance, revise, amend or modify it as desired and approve the expenditure of the funds as set forth in the budget
5. Exercise direction and control over and provide for the proper care and maintenance of the property of the Association.
6. Issue the call for a General Conference of the Association in the event the Chairman of the Board fails to do so.
7. Each Board member on or before 31 December of each year shall submit a conflict of interest disclosure statement to the Association. The statement shall be reviewed by the President of the Board and if any conflicts with the Association are perceived, he shall discuss them with the Board member and if deemed necessary by the President, bring the issue before the Board.
8. Perform such additional duties and exercise such additional powers as are specifically granted in, or required, the By-Laws of the Association.

The Board may:

1. Order an audit of the records and finances of the Association by a certified public accountant in addition to the annual audit required by Article IX Section 9.03 of the By-Laws.
2. By a majority vote, refuse admission to any applicant for membership in the Association.

## Appendix D

### Specific Powers, Duties and Make Up of Committees

#### Standing Committees

##### Committee on Audit

1. The Committee on Audit shall consist of at least three independent Board members for staggered terms of three years each, and is composed of the best qualified members with a financial auditing background, and a Board chairperson appointed at large.

The Committee shall :

- a. Approve selection of independent auditors and scope of audit services.
- b. Consider auditor comments on internal control weaknesses and management's response.
- c. Meet with independent auditors and discuss matters of concern relating to financial statements or results of audit. (Management should be excluded from this meeting.) The auditors are required by generally accepted auditing standards to provide the audit committee certain required communications.
- d. Review internal accounting procedure and controls, including internal reporting process and assessment of fraud risk.
- e. Perform those audit oversight functions as directed by the President or the Board and report on the results of all work to the Board.

##### Committee on Awards

1. The Committee on Awards shall consist of a chairman and four members appointed for terms of three years each, and which is composed of:
  - a. Two ARNG and two ANG members at large.
  - b. Appointments made to fill vacancies created other than by end of tenure shall be from the same component as the member vacating the position and only to fill the un-expired term.
2. The Committee on Awards shall:
  - a. Review nominations and make recommendations on selections to the Board for the awards presented by the NGAGA.
  - b. And the following NGAUS awards:

- (i) Harry S Truman Award for Distinguished Service in Support of National Defense.
  - (ii) Distinguished Service Medal
  - (iii) The Valley Forge Cross for Heroism
  - (iv) Meritorious Service Award
  - (v) The Charles Dick Medal of Merit
  - (vi) The Patrick Henry Citation
  - (vii) Garde Nationale Trophy
  - (viii) The Montgomery Award
- c. Periodically review the Association Awards program for adequacy and administrative effectiveness.
  - d. Develop and recommend to the Board changes to the NGAGA Awards Program.

#### Committee on By-Laws

1. The Committee on By-Laws shall consist of seven members appointed for terms of three years each and is composed of:
  2. Two ARNG members and one ANG member from the members at large.
  3. One member selected without regard to service or who shall serve as chairman.
  4. Appointments made to fill vacancies created other than by end of tenure shall be from the same component as the member vacating the position, and only to fill the unexpired term.
  5. Initial appointments will be staggered for one, two, and three year periods to effect the appointment of two new members each year.
6. The Committee on By-Laws shall:
  7. Annually review the Articles of Incorporation and By-Laws for any revisions, amendments or modifications that may be desired and recommend adoption by the Board.
  8. Develop and present to the Board answers to questions submitted to the Committee for interpretation of the meaning and the effect of the Articles of Incorporation and By-Laws.
  9. Assist the Parliamentarian at each General Conference of the Association in properly conducting the business sessions.

#### Committee on Company Grade Issues

1. The Committee on Company Grade Issues shall consist of seven members appointed for two years and is composed of:
  - a. The ARNG and ANG Company Grade Representatives to the Board, one of which shall serve as Chairman.
  - b. Company Grade Representatives from each of the three ARNG and ANG MACOM's.

- c. Appointments made to fill vacancies created other than by end of tenure shall be from the same component as member vacating the position, and only to fill the unexpired term.
2. The Committee on Company Grade Issues shall:
    - a. Assess the vitality of the Company Grade corps in the Association.
    - b. Develop and review plans, programs and strategies of present and future Company Grade issues for referral to the Board.
    - c. Maintain a list of Company Grade point-of-contacts within their MACOM's and communicate to them current issues.
    - d. Report annually to the General Conference.

#### Committee on Finance

1. The Committee on Finance shall consist of seven members for terms of three years each and is composed of:
  - a. The best qualified members with a financial background from the Membership at Large.
  - b. One member selected who shall serve as chairman.
  - c. The Treasurer of the Association as an ex-officio member.
2. The Committee on Finance shall:
  - a. Review the annual budget of the Association as developed by the Executive Director, revise, amend or modify it as desired and recommend its adoption by the Board.
  - b. Develop and recommend to the Board fiscal policies for the Association.

#### Committee on Membership

1. The Committee on Membership shall consist of seven members for terms of three years each and is composed of:
  - a. One member who shall serve as chairman.
  - b. Appointments made to fill vacancies created other than end of tenure shall be from the same component as the member vacating the position, and only to fill the unexpired term.
2. The Committee on Membership shall:
  - a. Assess the vitality of the Association membership program.
  - b. Develop and review plans, programs and strategies for future membership initiative for referral to the Board.
  - c. Review all programs for associate and corporate membership submitted to the Board for appropriateness and submit a recommendation to the Board.

#### Committee on Warrant Officer Issues

1. The Committee on Warrant Officer Issues shall consist of three members for terms of two years and is composed of:
  - a. The Warrant Officer Representative to the Board.
  - b. Appointments made to fill vacancies created other than by end of tenure shall be only to fill the unexpired term.
  
2. The Committee on Warrant Officer Issues shall:
  - a. Assess the vitality of the Warrant Officer Corps in the Association.
  - b. Develop and review plans, programs and strategies of present and future Warrant Officer issues for the Board.
  - c. Maintain a list of Warrant Officer points-of-contact within the State and communicate current issues.
  - d. Report annually to the General Conference.

#### Committee on Public Relations and Publicity

The Committee on Public Relations and Publicity shall advise the Board of Directors and members of the Association on ways to improve the public's awareness of the functions and contributions of the National Guard.

#### Committee on NGAGA Insurance

1. The NGAGA Insurance Committee shall consist of the President, President-Elect, who shall chair the committee, and four additional members elected by the Board of Directors for staggered three year terms.
  
2. This committee shall serve as the Officer's Association Trustees on the NGAGA Insurance Trust effective their first meeting after 1 July each year. Trustee vacancies will be filled by election of the Board of Directors within 6 months of the occurrence of the vacancy.
  
3. It shall be the duty of this committee to recommend way to promote and sustain participation in the NGAGA Group Insurance Program.
  
4. The Committee shall have the Insurance Trust Administrator present the status of the Insurance Program to the members at the General Conference.

#### General Conference Committees

##### Committee on Credentials and Rules

1. The Committee on Credentials and Rules consists of not more than five members of the Board of the Association to serve during the General Conference.
  
2. The Committee on Credentials and Rules shall:

- a. Subject to an appeal to the General Conference concerned, rule as needed on the credentials of each voting member to a General Conference of the Association.
- b. Cause each member of the voting body of a General Conference of the Association to be provided with appropriate identification.
- c. Render a report to each General Conference of the Association, consisting of:
  - (i) A list of the members of the voting body.
  - (ii) A list of the ex-officio members of the conference concerned.
  - (iii) A recommendation concerning any special rules to be adopted by the conference concerned.

#### Committee on Nominations

1. The Committee on Nominations shall consist of a chairman and two additional members.
2. The Committee on Nominations shall:
  - a. Not later than thirty days prior to the General Conference, prepare a slate of nominations consisting of the names of one eligible member of the Association for each office to be filled by the General Conference.
  - b. Convene on the first day of a General Conference which is required to elect officers of the Association and have placed in nomination the names of those members seeking officer positions.
  - c. Prepare a slate of nominations for any vacancies on the Board required to be filled by the General Conference, consisting of the names of members of the Association referred to it by the Board.

#### Committee on Resolutions

1. The Committee on Resolutions shall consist of the President Elect as chairman, one Army National Guard delegate and one Air National Guard delegate, designated by the President of the State Association with the concurrence of the Board of Directors to serve during a General Conference of the Association.
2. The Committee on Resolutions shall:
  - a. consider each resolution referred thereto and may revise, amend or modify it as desired.
  - b. recommend that each resolution be adopted, rejected or withdrawn by the sponsoring state or states.

3. The Chairman of the Committee on Resolutions shall:
  - a. Appoint the Army National Guard members of the Committee as a subcommittee to consider and report on resolutions pertaining to the Army National Guard.
  - b. Appoint the Air National Guard members of the Committee as a subcommittee to consider and report on resolutions pertaining to the Air National Guard.
  - c. Designate the chairperson of each subcommittee.
  - d. Convene the full committee to consider and act on the report of each subcommittee and consider and act on resolutions which pertain to both the Army and Air National Guard.
  - e. Report to the conference those resolutions which the Committee recommends for adoption.

## Appendix E

### Voting at a General Conference

1. Voting may not be by proxy.
2. In the event that more than one eligible member is proposed in the Committee on Nominations for an office of the Association, voting on such nomination in that committee shall be by roll call, and each member of the committee shall cast one vote.
3. If a nominee for an office of the Association fails to receive a majority of votes at the General Conference, the presiding officer shall invite nominations from the floor. If nominations are received from the floor, the election will be conducted as if it were a contested office. If nominations are not received from the floor, the office will be filled by a majority vote of the newly elected Board of Directors.
4. After the report of the Nominating Committee has been received, the presiding officer shall invite nominations from the floor. If nominations are made from the floor, the elections for the contested office(s) shall be delayed until the uncontested office(s) can be voted on by the membership.
5. Voting for uncontested office(s) may be done by acclamation.
6. The candidates for the contested office(s) shall each then have five minutes to address the membership as to their qualifications for the contested office. Election of the contested office(s) shall be held by secret ballot, with the President being the officer primarily responsible for the counting of ballots.
7. The person receiving the highest number of votes for each office shall be declared duly elected.
8. Each member of the voting body shall, when actually present, be entitled to one vote on each matter acted upon by the Conference.
9. Upon demand of fifty (50) or more members, the presiding officer shall order a vote by roll call of the members.
10. In the event of a roll call of the members each member shall:
  - (1) Be entitled to one vote, whether or not actually present.
  - (2) Cast the number of votes to which it is entitled provided they are present.