

**BY-LAWS
OF
THE NATIONAL GUARD ASSOCIATION OF MINNESOTA**

April 25, 2009
Mankato, Minnesota

ARTICLE I NAME

The name of this Corporation is “National Guard Association of Minnesota”, hereinafter referred to as the “Association”.

ARTICLE II PURPOSE, OBJECTIVE, POWERS, RESTRICTIONS

Section 1. Purpose:

The purpose of the Association shall be to promote the security of the United States of America and the State of Minnesota.

Section 2. Objectives:

The Association shall engage in any and all lawful activities, incidental to its purpose, except as restricted herein, including the following:

- (a) Educating the public about the role of the Army and Air National Guard in national security, national defense, state missions, and community involvement.
- (b) Make the requirements of the Army and Air National Guard known to appropriate government entities and to the public, in order to enhance the national defense through a strong, well-trained, well-equipped and ready National Guard. Also to ensure the Army and Air National Guard are funded and modernized as equal partners in the nation’s ‘total force’ defense.
- (c) Encouraging membership in the Minnesota Army and Air National Guard and promoting the rights and benefits of current and former members of the National Guard.
- (d) Promoting the general education of young people by extending financial support to individuals and institutions.
- (e) Promoting values of service, patriotism and citizenship.

Section 3. Powers:

(a) The Association shall have all powers necessary, incident or appropriate to the furtherance of its purpose, including but not limited to:

- (1) Receipt and collection of dues;
- (2) Acceptance of contributions;
- (3) Acquisition of property, both real and personal, by purchase, gift, devise, or lease;
- (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 for goods and services; and
- (7) Creation of such trust or trusts as may be necessary

(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 1954 as now in effect or hereafter amended, and shall include the power to establish insurance programs for the benefit of members and their dependents, and members and retired members of the National Guard and their dependents, either directly or through separate trusts and to render promotional and administrative services with respect to such insurance programs.

Section 4. Restrictions on the Disposition of Assets:

(a) No part of the net earnings of the Association shall inure to the benefit of or be distributable to its members, directors, officers, or other private person, except that the Association shall be authorized to pay reasonable compensation for services rendered.

(b) In the event of dissolution, the Association's assets shall not be distributed to its members, directors, officers, or other private persons, but shall be dedicated to one or more exempt purposes as specified in Section 170(c)(4) of the Internal Revenue Code of 1954 as now in effect or hereafter amended.

ARTICLE III MEMBERSHIP

Section 1. Classes of Membership:

Classes of membership in the Association are:

(a) **Annual Members.** Any active commissioned or warrant officers of the National Guard of the State of Minnesota or the National Guard of the United States, upon payment of annual dues as provided in these by-laws shall be entitled to annual individual membership.

(b) **Retired Life Members.** Any retired officer who at any time has been an annual member of this Association shall be entitled to retired life membership upon payment of life dues as provided by these by-laws. Retired officers shall be defined as those commissioned or warrant officers who have retired from active or active reserve service and who either are or will be eligible to receive benefits as prescribed in Title 10, United States Code. If any such officer shall later enter active or active reserve status, they shall be required to become an Annual Member of this Association. Surviving spouses of retired members are eligible for retired membership.

(c) **Honorary Members.** The Board of Directors may elect the Governor of the State of Minnesota, The First Lady, the Lt. Governor, the State Legislators, members of our State Congressional Delegation and any former officer to an honorary membership.

(d) **Active Life Members.** Any active officer upon payment of the active life dues shall be entitled to the continuous benefits afforded to Annual Members without further payment of dues. The status of such members shall be listed as "active/paid."

(e) **Associate Members.** Former Minnesota National Guard officers, civilian employees of the Minnesota Department of Military Affairs, and current enlisted members of the Minnesota National Guard shall be entitled to associate, non-voting membership.

(f) **Corporate Members.** Any company, firm, organization, or corporation upon application and approval of the Board of Directors and payment of an annual corporate membership fee may be issued a certificate of corporate membership. Neither corporate members nor their officers, directors, or employees may vote or participate in benefits available to this Association, unless they become by their individual right an Annual, Life, or Associate member.

Section 2. Certificate:

An appropriate certificate of membership shall be issued to each individual and corporate member.

Section 3. National Guard Association of the United States (NGAUS):

All Annual, Active, Life, and Associate members must also be members of the National Guard Association of the United States.

Section 4. Refusal of Admission to Membership:

Any applicant for membership may be refused admission by a two-thirds vote of the Board of Directors and upon due notice to the affected applicant with the opportunity for a hearing, if requested.

Section 5. Termination of Membership:

The Board of Directors may terminate any membership by a two-thirds majority vote upon due notice to affected member with the opportunity for a hearing, if requested.

ARTICLE IV OFFICERS

Section 1. Titles:

The officers of the Association, all of whom except the Executive Director shall be non-salaried, shall be:

- (a) President
- (b) Vice President – Army
- (c) Vice President – Air
- (d) Vice President – Retired Affairs
- (e) Immediate Past President
- (f) Secretary
- (g) Treasurer
- (h) Vice President – Company Grade Officer Affairs
- (i) Vice President – Legislative Affairs
- (j) Executive Director
- (k) Vice President – Corporate Relations
- (l) Vice President – Warrant Officer Affairs

Section 2. Qualifications:

An officer of the Association shall be an Annual, Active, Life, or Retired member of the Association, except for the Vice President – Retired Affairs who must be a Retired Life member. The Executive Director must be an Association member in whichever category is applicable to his/her status. If no previously defined category is applicable to the Executive Director's status, then he/she will join as an Associate member.

Section 3. Election of Officers:

All officers of the Association except the Vice President – Legislative Affairs, Vice President – Corporate Relations, and the Executive Director shall be elected at the annual meeting of the general membership. The term of the officers begins at the first meeting following the Annual Meeting.

- (a) The President, Secretary, Treasurer, Vice President – Retired affairs, Vice President – Company Grade Officer Affairs, and Vice President – Warrant Officer Affairs shall be elected to one (1) year term.
- (b) The Vice President – Army and Vice President – Air shall be elected to a two (2) year term (Army during even years and Air during odd years). The President and Vice Presidents (Army and Air) shall be elected to no more than two consecutive terms in each office.
- (c) The Vice President – Retired Affairs, Vice President – Company Grade Officer Affairs, and Vice President – Warrant Officer Affairs, shall be elected by their respective caucuses.
- (d) The Vice President – Legislative Affairs and Vice President – Corporate Relations are appointed to his/her position by the Board of Directors for a three (3) year term.
- (e) The Executive Director is appointed by the Board of Directors (also referred to as the Board) and serves at the will of the Board. The terms and conditions of this appointment will be reviewed by the board every (2) two years.

Section 4. Executive Committee:

The twelve officers of the Association shall constitute the Executive Committee, which will be chaired by the President. The Vice President – legislative Affairs, Vice President – Corporate Affairs and the Executive Director shall be non-voting members of the committee.

Section 5. Other Officers:

The Board of Directors may appoint other such officers as it shall deem necessary, from time to time, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined by the Board.

Section 6. Duties and Powers:

(a) **President:** shall preside at the Annual Meeting of the membership and at all Special Meetings of the Association, and shall be Chair of the Executive Committee and the Board of Directors. The President will provide direction to all affairs pertaining to the Association between the Annual Meetings. He/She is responsible for maintaining Association membership at satisfactory levels. The President will: call meetings of the Executive Committee and Board of Directors; appoint all special committees; and make arrangements for Annual and Special meetings; make an annual report to the Association. With approval of the Board, he/she shall have the authority to incur such incidental expenses as may be necessary.

(b) **Vice President – Army/Air:** will monitor activities of their respective services, and work closely with the Vice President – Legislative Affairs in recommending legislative action plans. They will serve as co-chairs of the Resolutions Committee. The Senior Vice President (in terms of tenure in office) shall perform the duties of President should the President be absent or otherwise incapacitated.

(c) **Vice President – Retired/Company Grade/Warrant Officers:** shall serve as Chair of their respective caucuses during the Annual Meeting and advise the President on matters pertaining to issues that impact their caucus members.

(d) **Immediate Past President:** The out-going President shall automatically become the Immediate Past President at the first meeting following the Annual Meeting when the new President takes office. The Immediate Past President will advise the President on all matters pertaining to the Association, and shall serve as Chair of the Insurance Committee

(e) **Secretary:** shall have charge of all records of the Association, including those of the Board and active life membership records. The Secretary shall serve as the Chair of the Time and Place Committee.

(f) **Treasurer:** shall receive and receipt for and be custodian of all funds of any nature whatsoever due the Association and such contributions as may be made to it and deposit same in the name of the Association in a financial institution, and shall issue checks in payment of all bills and claims against the Association when such bills and claims have been certified by the President. The Treasurer shall furnish such bond as may be required by the Board, the premiums of which shall be paid from funds of the Association, and shall make an annual report of the finances of the Association to the general membership and the Annual Meeting. He/She serves as the Chair of the Committee on Finance.

(g) **Vice President – Legislative Affairs:** will plan, coordinate, and execute legislative strategy developed by the Board. Maintain close liaison with the Minnesota Department of Military Affairs, the Minnesota National Guard Enlisted Association, and the NGAUS. He/She serves as Chair of the Committee on Legislative Affairs.

(h) **Executive Director:** will, along with the Secretary and Treasurer, maintain all official records of the Association. He/She will become a member of the National Guard Executive Director's Association (NGEDA) and represent the Minnesota National Guard Association at NGEDA activities. The Executive Director will perform other duties as outlined by the Board of Directors

in the “Executive Director Job Description”. He/She will receive compensation as determined by the Board.

(i) **Vice President - Corporate Relations:** will plan, coordinate, and execute corporate relations strategy developed by the Board; maintain close liaison with past corporate sponsors/members; solicit additional support from new businesses and corporations; and coordinate annual recognition of corporate members/sponsors in a professional and consistent manner.

Section 7. Termination of Tenure:

Tenure in office is terminated by:

- (1) Death;
- (2) Resignation which shall be tendered to the Board; or
- (3) Removal: An officer may be removed from office by two-thirds vote of the Board of Directors:
 - (a) When it is he/she is unable to fulfill the duties of his/her office due to physical or mental disability;
 - (b) for inefficiency;
 - (c) for conduct detrimental to the Association; or
 - (d) for other sufficient cause.

ARTICLE V BOARD OF DIRECTORS

Section 1. Composition:

The Board of Directors (previously and hereafter referred to as the Board) shall be composed of the members of the Executive Committee and nine members and alternates elected by the following groups unless otherwise indicated:

- (a) **1 BCT.** One member and alternate from 1st Brigade Combat Team consisting of HHC, 1st Brigade, and all other 1st Brigade units.
- (b) **RSG:** One member and alternate from RSG consisting of HHC and all Minnesota Army National Guard units assigned to Regional Support Group.
- (c) **HQ 34th ID:** One member and alternate from HQ, 34th ID consisting of the 34th ID Main Command Post, 34th ID Tactical Command Posts, and the 34th ID Special Troops Battalion.
- (d) **Air Guard – Metro:** One member and alternate from all Air National Guard (ANG) units located at or attached to the Twin Cities Air National Guard Base.
- (e) **Air Guard - Duluth:** One member and alternate from all units located at or attached to the Duluth Air National Guard Base.
- (f) **JFHQ:** One member and alternate from JFHQ consisting of all Minnesota Army and Air National Guard forces attached to Joint Forces HQ, the Camp Ripley Installation Support Unit, and the 175th Regional Training Institute.
- (g) **84th Troop Command:** One member and alternate from 84th Troop Command consisting of all units assigned or attached to Troop Command.
- (h) **34th Combat Aviation Brigade:** One member and alternate from 34th Combat Aviation BDE consisting of all units assigned or attached to the CAB.
- (i) **Retired:** Retired consists of those members who are in a ‘retired’ Life membership status and are represented by the Vice President – Retired Affairs.

Section 2. Term:

The term for members of the Board who are Executive Committee members is specified in Article IV. The respective Groups elect members for a two (2) year term. The Board of Directors will notify groups that need elections each year. Elections will take place during the Annual Meeting.

Section 3. Duties:

The Board shall have and may exercise all the powers of the Association except those conferred upon the members and the officers by law, by the Articles of Incorporation, and by these by-laws; and shall carry out the policies adopted by the Association at the Annual Meeting.

Section 4. Quorum:

A quorum for a meeting of the Board shall consist of a majority of the Directors.

Section 5. Presiding Officer:

Unless otherwise determined by the Board, the President of the Association shall preside at all meetings of the Board.

Section 6. Meetings:

Not less than four (4) regular meetings of the Board of Directors shall be held each year at such time and such place as shall be determined by the Board. The President may call special meetings of the Board at any time. Notice of a special meeting of the Board shall be given to each Director personally, or by U.S. or electronic mail or telegram, at a minimum of ten (10) and maximum of sixty (60) days ahead of time.

Section 7. Order of Business:

Except when otherwise provided by the Board, “Roberts Rules of Order” shall govern.

Section 8. Voting:

All members of the Board shall have one (1) vote except the Vice Present – Legislative Affairs, Vice President – Corporate Relations, and the Executive Director.

Section 9. Vacancies:

Vacancies on the Board shall be filled by appointment by the Board of Directors until such time as said vacancy is filled at the next Annual Meeting of the general membership in accordance with the provisions of these by-laws. Vacancies as to any Director shall be filled by the alternate from that group.

Section 10: National Guard Association of the United States Conference:

The Board shall certify the members to be delegates from this Association to attend the general conference National Conference of NGAUS, and shall allocate among the respective Groups of this Association numbers of those authorized to attend.

(a) The delegates shall include the members of the Executive Committee.

(b) The Board shall have the authority to approve expenditures for the purpose of sending delegates to the National Conference.

(c) All delegates must be current paid members of both the State and National Associations.

Section 11: Budget:

The Board shall approve the budget of the Annual Meeting and a proposed budget for each calendar year.

Section 12: Action in Writing:

Any action which may be taken at a meeting of the Board or Executive Committee may be taken without a meeting if authorized by a writing(s) signed by all of the Directors or all of the members of the Executive Committee as may be the case (printed copies of email may be used).

Section 13: Reassignment and Removal:

Any Board member or officer may resign at their own request. Any Board member or officer may be removed automatically after four (4) unexplained absences from scheduled Board meeting or by three-fourths vote of the remaining members of the entire Board, after due notice and public hearing if requested.

Section 14: Other Powers:

In addition to the power and authority expressly conferred upon it by these by-laws, the Board may exercise all powers of the Association and do all lawful acts and things that are not by statute, by the Articles of Incorporation, or by the by-laws, directed or required to be exercised by the members.

Section 15. Emergency Plan [Interim Board of Directors]:

In the event that units of the Minnesota National Guard are called into active service and the Board is unable to produce a quorum, the President, Vice President – Army, Vice President – Air, Vice President – Retired Affairs, in that order, are authorized to form an Interim Board of Directors (hereafter referred as Interim Board) to be composed of members not called to active duty. The Interim Board is authorized to take only such action as may be necessary for the perpetuation of this Association and will call a general membership meeting of the Association as soon as practical after the return of the units and/or members to state status.

ARTICLE VI COMMITTEES

Section 1. Standing Committees:

The Standing Committees of the Association shall be:

(a) Committee on Finance [Finance Committee]: shall be composed of three members to be appointed by the Treasurer and confirmed by the Board for a term of three (3) years. The Finance Committee shall have the following powers and duties:

- (1) To direct investment of all such funds as may accrue to the Association
- (2) To recommend disposition and planned expenditures of all funds to the Board for its consideration and action
- (3) To prepare an annual report of the fiscal program of the Association for the membership
- (4) To make an annual audit of all financial accounts of the Association and make a report of such audit to the general membership at the Annual Meeting.

(b) Committee on Insurance [Insurance Committee]: shall be composed of three members appointed by the Board for a three (3) year term and Chaired by the Immediate Past President. The Insurance Committee will oversee the Association’s insurance program, and make recommendations to the Board concerning sales and marketing policy/procedures and the disposition of dividends paid by the Insurer. The committee shall prepare a report concerning the status of the program to the general membership to be presented during the Annual Meeting.

(c) Committee on the By-Laws [By Laws Committee]: shall be composed of three members appointed by the President to serve a one (1) year term and shall have the responsibility of reviewing the by-laws of the Association and recommend such amendments as may be deemed necessary.

(d) Committee on Legislative Affairs [Legislative Affairs Committee]: shall be composed of three (3) or more members appointed to an indefinite term by the President and

Chaired by the Vice President – Legislative Affairs to research, analyze, and develop legislative programs to support the Minnesota National Guard.

Section 2. Committees of the Conference:

Committees for the Annual Meeting (Conference) shall be:

(a) Resolutions Committee: shall be Co-Chaired by the Vice Presidents – Army/Air and consider all resolutions presented them for action to the general membership during the Annual Meeting. Nothing contained in this section shall preclude the submission of a resolution from the floor.

(b) Nominations Committee: appointed by the President and shall report to the general membership its recommendations for Association officers during the Annual Meeting.

(c) Time and Place Committee: Chaired by the Secretary and convened as deemed necessary by the Board, and shall recommend to the general membership during the Annual Meeting the time and place for future Annual Meetings.

Section 3. Special Committees:

The President may appoint special committees and determine their composition.

ARTICLE VII MEETINGS OF MEMBERS AND VOTING

Section 1. Annual Meeting:

The Annual Meeting designated as the conference of the members of this Association shall be held in the second quarter of each year at the place designated at the prior Annual Meeting of the membership or at such other place as shall be designated by the Board.

Section 2. Special Meetings:

Special meetings of the membership for any purpose, unless otherwise prescribed by statute, may be called by the President at the written request of a majority of the Board. The President shall give notice to all members entitled to vote as such special meetings. The notice shall specify the date, time, place, and purpose of the meeting. If the meeting is called at the request of the Board of Directors it shall be held not less than ten (10) days nor more than sixty (60) days from the request.

Section 3. Presiding Officer:

The President, or in the absence of the President, the Vice President – Army or Vice President – Air (whichever is senior in terms of tenure), shall preside at all meetings of the members.

Section 4. Order of Business:

“Robert’s Rules of Order” except as herein modified shall govern the order of business and conduct of all business at any meeting of the Association. The Board shall designate a ‘Parliamentarian’ to rule on and clarify order of business at the Annual Meeting.

Section 5. Notice of Meeting:

Notice of annual meetings and special meetings stating the date, time, and place of the meeting shall be given to each member entitled to vote in such a manner as shall be deemed appropriate by the Board of Directors and not less than ten (10) calendar days before the date of the meeting.

Section 6. Quorum:

If a notice of a general membership meeting has been properly given as prescribed in Section 5 above, then those members present at the meeting shall constitute a quorum.

Section 7. Voting:

Each paid up member of this Association shall be entitled to one (1) vote at any meeting of the Association. A member must be present to cast a vote.

ARTICLE VIII FISCAL

Section 1. Fiscal Year and Membership Year:

Both the fiscal and membership years of the Association commence on January 1st and end on December 31st.

Section 2. Dues:

The annual dues of the Association for active officers and associate members shall be at the rate established by the NGAUS plus the State Association dues as follows:

(a) Active Members:

General Officers:	\$40
Colonel/Lieutenant Colonel:	\$35
Major/CW4/CW5:	\$30
Captain/CW3:	\$20
Lieutenant/WO1/WO2:	\$15
(b) Active Life Member:	\$250
(c) Associate Member:	\$25

Section 3. Retired Life Member Dues:

The dues payable for Retired Life membership in this Association shall be the sum of \$50.

Section 4. Corporate Membership:

Annual dues for corporate members will be reviewed and determined annually by the Board of Directors and published by the Vice President – Corporate Affairs.

(a) Corporate Membership Annual Dues Categories are:

(1) Cadet	\$100
(2) Lieutenant	\$250
(3) Captain	\$500
(4) Major	\$750
(5) Colonel	\$1000

ARTICLE IX AMENDMENT

These by-laws may be amended by two-thirds vote at any Annual Meeting of the Association or any Special meeting called for that purpose. Proposed amendments should be submitted to the President at least thirty (30) days prior to the date of the Annual Meeting.