BY-LAWS OF THE NATIONAL GUARD ASSOCIATION OF MINNESOTA

April 23, 2016
Minneapolis, Minnesota

ARTICLE I NAME

The name of this Organization 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 resource 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;
(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) Active 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. Dues to be paid annually in accordance with Article IV, section 2.

(b) 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."

(c) Alumni Annual Members. Any officer or warrant officer who has been a member of the Association and is honorably separated from the National Guard. Dues to be paid annually in accordance with Article IV, section 2.

(d) Alumni Life Members. Any separated officer who at any time has been an annual member of this Association shall be entitled to Alumni life membership upon payment of life dues as provided by these by-laws. Separated officers shall be defined as those commissioned or warrant officers who have separated or 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 Active Annual Member of this Association. Surviving spouses of separated members are eligible for alumni membership. Dues to be paid annually in accordance with Article IV, section 2.

(e) Associate Annual Members. Any person 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 accordance with Article IV, section 2.

(f) Associate Life Members. Any person 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 accordance with Article IV, section 2.

(g) Associate 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. Dues to be paid annually in accordance with Article IV, section 3.

(h) Honorary Members. By majority vote of the Board, membership may be issued to the Governor of the State of Minnesota, The First Lady, the Lt. Governor, the State Legislators, members of our State Congressional Delegation, any former officer, and any person who has rendered outstanding service to the United States, any political subdivision thereof, the Minnesota National Guard, or the National Guard Association of Minnesota. (Dues none)

(i) Complimentary Members. 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)

Section 2. 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 3. 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 4. 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.

Section 5. Privileges:
An Association Member, other than an Associate Annual or Life, Associate Corporate, or Honorary, may serve as:

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

ARTICLE IV 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 officers and associate members shall be at the rate established by the NGAUS plus the State Association dues as follows:

(a) Active Annual Members:
    (1) General Officers: $40
    (2) Colonel/Lieutenant Colonel: $35
    (3) Major/CW4/CW5: $30
    (4) Captain/CW3: $20
    (5) Lieutenant/WO1/CW2: $15
(b) Active Life Member: onetime payment of $250
(c) Alumni Life Member: onetime payment of $50
(d) Alumni Annual Member: $25
(e) Associate Annual Member: $25
(f) Associate Life Member: onetime payment of $125

Section 3. Associate Corporate Membership:
Annual dues for corporate members will be reviewed and determined annually by the Board of Directors and published by the Executive Director. Corporate Membership Annual Dues Categories are:

(1) Cadet $250
(2) Lieutenant $350
(3) Captain $500
(4) Major $750
(5) Colonel $1000
(6) General $1500

ARTICLE V OFFICERS

Section 1. Titles:
The officers of the Association, all of whom except the Webmaster and the Executive Director shall be non-salaried, shall be:

(a) President
(b) Vice President – Army
(c) Vice President – Air
(d) Vice President – Alumni Affairs

(e) Immediate Past President
(f) Secretary
(g) Treasurer
(h) Vice President – Company Grade Officer Affairs
(i) Vice President – Legislative Affairs
(j) Executive Director
(l) Vice President – Warrant Officer Affairs
(m) Webmaster

Section 2. Qualifications:
An officer of the Association shall be an Annual, Active, Life, or Alumni member of the Association, except for the Vice President – Alumni Affairs who must be an Alumni Life member. The Webmaster and 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 Webmaster and 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, Webmaster, 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, Vice President – Alumni affairs, Vice President- Company Grade Affairs, and Vice President- Warrant Officer Affairs shall be elected to a 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 – Alumni 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 is 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.

(f) The Secretary and Treasurer shall be elected to two (2) year terms.

(g) The Webmaster is appointed by 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, Webmaster 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; make arrangements for Annual

and Special meetings; and 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 – Alumni/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.

(e) Secretary: shall have charge of all records of the Association, including those of the Board.

(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) Webmaster: oversee all the technical aspects of the Association website, including coding, testing, online membership and online conference registration. Responsible to continually update the website, including National Legislative Alerts. Responsible for the creation and upkeep of corporate advertisements, including analytics and reports. He/She will perform other duties as outlined by the Board. He/She will receive compensation as determined by the Board.

(j) Group Representatives: will (1) provide representation for members of their respective group in all aspects of the Association including expressing and elevating thoughts and concerns to the President to facilitate conversation between the Board and group members. (2) educate members in their group on the benefits and accomplishment of the Association and increase membership and involvement. This includes planning, staffing, and reviewing membership development opportunities and providing quarterly membership strength within their groups with action items for growth. (3) act as liaison to the Board in matters of information dissemination and group roster accuracy. (4) 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. (5) serve on the Committee as designated in Article VII COMMITTEES.

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 2/3rds vote of the Board of Directors:

(a) When 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 VI 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 eight 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 HHBN.

(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, the Recruiting and Retention Battalion, 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.

Section 2. Term:
The term for members of the Board who are Executive Committee members is as 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 State 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, which equates to 9 voting members.

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, at a minimum of ten (10) 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, Webmaster, 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 Status Conference:
The Board shall certify the members to be delegates from this Association to attend the National Guard Association of the United States General Conference 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:
As determined by the Executive Committee, the use of electronic voting may be allowed. This electronic method will include a nominee's presentation of the issue, first and second from an executive committee member, opportunity for discussion/amendment, and a recorded vote. Any action which may be taken at a meeting of the Board or Executive Committee may be taken without a meeting (by electronic means) 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 an email may be used as written documentation.

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 statue, 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 – Alumni 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/reserve status.

ARTICLE VII COMMITTEES

Section 1. Standing Committees:
The Standing Committees of the Association shall be:

(a) Committee on Finance [Finance Committee]: shall be chaired by the Treasurer and composed of the Executive Director, The 34th ID Group Representative, and the Air Guard – Duluth Group Representative.. 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 chaired by the Executive Director and composed of the Treasurer, the 34th CAB Group Representative, and the Air Guard – Metro Group Representative. 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 chaired by the Secretary and composed of the Webmaster, the 84th TC Group Representative, the 347th RSG Group Representative, the Air-Guard – Duluth Group Representative, and the JFHQ Group Representative. The committee shall have the responsibility of 1) annually reviewing the by-laws of the Association for any revisions, amendments, or modifications that may be desired and recommend adoption of such amendments by the Board, and 2) 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 the By-Laws.

(d) Committee on Legislative Affairs [Legislative Affairs Committee]: shall be chaired by the VP – Legislative Affairs and composed of the 1/34th ABCT Group Representative, the 34th ID Group Representative, the Air Guard – Duluth Group Representative, and JFHQ Group Representative to research, analyze, and develop legislative programs to support the Minnesota National Guard.

(e) Committee on Membership [Membership Committee]: shall be chaired by the President and composed of the VP-Army, the VP-Air, the VP of Alumni Affairs, the VP – Company Grade Affairs, the VP-Warrant Officer Affairs, the 1/34th ABCT Group Representative, and the Air Guard – Metro Group Representative. The committee shall 1) assess the vitality of the Association membership program, 2) develop and review plans, programs, and strategies for future membership initiative for referral to the Board, and 3) review all programs for associated and corporate membership submitted to the Board for appropriateness and submit a recommendation to the Board.

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 comprised of the VP- Alumni Affairs 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: shall be Chaired by the President and comprised of VP Army and VP Air and shall report to the general membership its recommendations for nomination for any vacancies of the Association officers during the Annual Meeting.

(c) Time and Place Committee: shall be Co-Chaired by the VP Army/Air supported by the conference planning committee, 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.

(d) Conference Planning Committee: Chaired by the President and comprised by VP Army/Air (as designated), VP- Alumni Affairs, the Executive Director, the Webmaster, representatives from the Host Organization and will be convened annually in order to provide guidance and resources to the Host Organization to enter into contracts and planning for the upcoming State General Conference.

Section 3. Special Committees:

The President may appoint special committees and determine their composition with concurrence of the Board.

ARTICLE VIII 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 from the request.

Section 3. Presiding Officer:
The President, or in the absence of the President, the Vice President – Army or Vice President – Air (whoever 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 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 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.