

BYLAWS

NATIONAL GUARD ASSOCIATION OF NORTH DAKOTA, INC

ARTICLE 1.

QUALIFICATIONS OF MEMBERS

1.1 MEMBERSHIP CATEGORIES. The membership of the corporation consists of the following categories:

a. Active – All active federally recognized officers, warrant officers, retired officers, and retired warrant officers of the North Dakota National Guard shall be eligible for membership in the corporation. Active members shall have and enjoy all the rights and privileges of membership in the corporation. These rights include eligibility to be voting delegates at the annual meeting of the corporation, to hold office and to become a Life Active Member in the corporation.

b. Active Life – Members shall maintain all rights and privileges associated with Active membership even after retirement or honorable separation.

c. Associate – The following categories of people are eligible to be Associate members of the Corporation. Associate members shall have and enjoy all of the rights and privileges of active membership in the corporation, except that they shall not hold office, nor be voting delegates at any meeting of the corporation, nor become active life members. Any associate member of the corporation shall be eligible for Life Associate membership in the corporation. Life Associate members shall maintain all rights and privileges associated with Associate membership even after retirement or honorable separation. The surviving spouse of a member who held life Active or Life Associate membership at the time of death is automatically a Life Associate member.

1. Inactive and former officers of the North Dakota National Guard or of the National Guard Association of the United States
2. The spouse of an Active member in good standing.
3. The surviving spouse of a member in good standing.
4. Active, Inactive and Retired National Guard enlisted personnel.
5. All officers of the Advisory Group of the Active Army and the Active Air Force assigned to duty with the North Dakota National Guard.

d. Honorary – Governors, and past Governors of the State of North Dakota and other persons the Board of Directors of the corporation may elect, shall be honorary members of the corporation. Unless qualified to be Active members, Honorary members shall be classified as Associate members.

e. Benefactor – Enlisted personnel of the North Dakota National Guard may become a benefactor member of the corporation for the sole purpose of participating in group insurance plans. Former members of the North Dakota National Guard who continue to participate in the Corporation Group Insurance plans shall remain benefactor members for the duration of such participation. Benefactor members are non-voting members and must pay annual fees. The Executive Director may appoint Benefactor members to advise the corporation on matters of the insurance program.

f. Complimentary – Membership will be offered 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.

ARTICLE 2.

MEMBERSHIP FEES

2.1 The Board of Directors shall determine the annual and life fees for membership in the corporation. Annual membership fees are due and payable on or before 1 January of each year.

ARTICLE 3.

MEMBERSHIP MEETINGS

3.1 ANNUAL MEETING. The Planning Committee or the Board of Directors shall designate the specific time, place and date that the membership of the corporation shall hold an annual meeting. The membership shall elect officers, review the financial status of the corporation, receive the annual reports from the Board of Directors and various committees and transact other business as may come before them at the annual meeting.

3.2 SPECIAL MEETINGS. The Chair or a majority of the Board of Directors may call Special meetings of the membership of the corporation at any time, date and place. Active members may also call special meetings by presenting a petition, signed by at least twenty percent (20%) of the active members in good standing, to any member of the Board of Directors.

3.3 NOTICE OF MEMBERSHIP MEETINGS. The Secretary shall give written notice, stating the place, day and hour of any meeting to each member of the corporation. Such notice shall be delivered by e-mail or when deposited in the United States mail with prepaid postage and addressed to the member's address as it appears on the corporation's records. Notice of membership meetings shall be delivered to all members at least five (5) days but not more than thirty (30) days prior to the meeting.

3.4 QUORUM OF MEMBERSHIP. The presence of twenty voting members of the corporation present at any membership meeting shall constitute a quorum sufficient to conduct business.

3.5 ACTION BY QUORUM. The vote of a majority of the voting members present at any membership meeting shall be necessary for the adoption of any matter.

3.6 VOTING. Active members shall be entitled to one vote on each matter. Active Members may submit absentee ballots. Active members may not cumulative vote or vote by proxy.

3.7 WAIVER OF NOTICE OF MEETINGS. Any member may waiver notice of any meeting in writing. Attendance of a member at any meeting shall constitute a waiver of required notice of meeting except where a member attends a meeting for the express purpose of objecting to the transaction of any business because they feel the meeting is not lawfully called or convened.

ARTICLE 4.

OFFICERS

4.1 NUMBER. The officers of this corporation shall include a Chair, Chair Elect, Vice Chair, Secretary and Treasurer. These officers shall also constitute the Executive Board of the corporation.

4.2 QUALIFICATIONS AND ELECTION. The officers of the corporation shall be Active members of the corporation. The Active members of the corporation shall elect the Vice Chair, Secretary and Treasurer by a majority vote. The Nominating Committee shall submit names of Nominees for these offices at the annual meeting. Active members may submit names for nomination to the nominating committee or from the floor at the annual meeting.

4.3 TERM OF OFFICERS. The Chair, Chair-Elect, Vice Chair shall serve an annual term. The Chair will step down at the end of the annual membership meeting. The Chair-Elect shall automatically assume the Chair position at the conclusion of the annual membership meeting. The Vice Chair shall become the Chair-Elect at the end of the annual membership meeting. The Active membership will elect the Secretary and Treasurer on alternating years to three year terms, without term limits.

4.4 DUTIES AND POWERS. The following are the duties and powers of the officers of the corporation.

a. Chair – The Chair Shall:

- i. Preside at all membership meetings of the corporation.
- ii. Chair the Board of Directors.
- iii. Direct all corporation affairs between annual membership meetings.
- iv. Call meetings of the Board of Directors at least semi-annually.
- v. Appoint such officers and committees as authorized in the Bylaws.
- vi. Make arrangements for membership meetings.
- vii. Incur such incidental expenses as may be necessary.
- viii. Make an annual report to the corporation.

b. Chair-Elect – The Chair-Elect shall perform the duties of the Chair during the absence or disability of the Chair. In case of the death, resignation, call to active duty or removal from office of the Chair, the Chair-Elect shall become Chair for the corporation. The Chair-Elect shall also be a member of the Board of Directors.

c. Vice Chair – The Vice Chair shall perform the duties of the Chair during the absence or disability of the Chair and the Chair-Elect. In case of the death, resignation, call to active duty or removal from office of both the Chair and the Chair-Elect, the Vice Chair shall become Chair of the corporation and appoint a new Chair-Elect from the other service. The Vice Chair shall also serve on the Board of Directors.

d. Secretary – The Secretary shall:

- i. Keep minutes of all membership meetings and Board of Directors meetings;
- ii. Give notices of the membership meetings and Board of Directors meetings;
- iii. Maintain a current copy of the corporation constitution, Bylaws, the Articles of Incorporation, and Policy Handbook of the National Guard Association of North Dakota;
- iv. Make an annual report to the annual membership meeting;
- v. Serve as a member of the Board of Directors;
- vi. Perform duties at the request of the Chair.

e. Treasurer – The Treasurer shall:

- i. Receive and be custodian of all receipts and funds, including contributions of any nature whatsoever, due the corporation, and deposit the same in the name of the corporation in accounts as designated by the Board of Directors;
- ii. Disburse funds, as approved by the annual budget, in order to pay all bills and claims against the corporation;
- iii. Obtain Board of Director or Executive approval for payment of all non budgeted items;
- iv. Keep regular accounts of receipts and disbursements;
- v. Furnish such bond as the Board of Directors may require. The corporation will pay the premium of this bond;

- vi. Make an annual report to the annual membership meeting;
- vii. Serve as a member of the Board of Directors;
- viii. Prepare an annual budget;
- ix. Perform duties at the request of the Chair; and
- x. Ensure preparation and filing of tax receipts and documents is accomplished.

4.5 REMOVAL OF OFFICERS. The Active members of the corporation may suspend or remove any officer of the corporation by a two-thirds vote at any corporation meeting during which a quorum is present. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer so removed. Election or appointment of an officer shall not create contract rights.

4.6 VACANCIES. If the Chair's office becomes vacant prior to expiration of term, the Chair-Elect will assume the term of the Chair and remain in that position the next year. The Vice Chair would then become the Chair-Elect and remain in that position the next year. The Active membership would fill the vacancy remaining in the Vice Chair position at the next annual membership meeting. If the Chair-Elect position becomes vacant before the expiration of the term, the Chair would appoint a successor from the same service. If the Vice Chair's office becomes vacant prior to the expiration of term, the Active membership will elect a new Chair-Elect, and Vice Chair, at the next annual meeting. If two officers leave before expiration of term the remaining officer will assume the Chair and appoint a new officer, from the other service, to the Vice Chair position.

4.7 APPOINTED OFFICERS.

a. The Chair may appoint a Chaplain, a Sergeant of arms and a Judge Advocate, for the purpose of advising and assisting the corporation and the officers and committees thereof. The officers appointed pursuant to this Section shall not be deemed members of the Board of Directors.

b. The Chair, with the approval of the Board of Directors, will appoint an Executive Director (formerly referred to as "President") who shall not be deemed a member of the Board of Directors. The Executive Director shall be responsible for all duties prescribed by the Board of Directors and shall serve as ex-officio member of the Board of Directors and the Executive Board. The duties, responsibilities, and compensation details of the Executive Director will be captured in a contract that will be approved annually by the Board of Directors.

ARTICLE 5.

BOARD OF DIRECTORS

5.1 DUTIES AND POWERS. The property, affairs, activities and concerns of the corporation shall be vested in the Board of Directors. During the interval between annual meetings the Board of Directors shall implement the policies adopted by the membership.

The Board of Directors shall:

- 1. Review the annual audit of the financial accounts of the corporation;
- 2. Have the authority to call a special meeting of the membership by a majority vote of the Board of Directors; and
- 3. Have the authority to designate the time and place of the next annual meeting of the membership when circumstances prevent the Time and Place Committee from doing so.

5.2 NUMBER. The number of members of the Board of Directors shall reflect the current force structure documents including task organization

5.3 QUALIFICATIONS. All major elements of the Army and Air National Guard of North Dakota shall be represented on the Board of Directors. In order to ensure this representation, the Active membership will approve the allotment of members to the Board at each annual membership meeting. That allotment shall be reflected in the policy book of the corporation.

5.4 ELECTION. Units entitled to representation on the Board of Directors, as set forth above, shall choose such representative(s) by a method to be determined by a majority vote in that unit. The unit commander will forward the names of the representative(s) chosen to the corporate Secretary not later than the conclusion of the next annual membership meeting.

5.5 TERM. Elected, or appointed, members of the Board of Directors shall serve for a three year term.

5.6 EX-OFFICIO MEMBERS. The Adjutant General, or designated representative, the immediate Past Chair, and Executive Director shall be Ex-Officio members of the Board of Directors.

5.7 MEETINGS. The Board of Directors shall hold an annual meeting either prior to or after the annual membership meeting. The Chair may, or the Secretary, shall, at the request of a majority of the Board of Directors, call a special meeting of the Board of Directors. The Secretary shall give notice of said special meeting either personally or by mail or e-mail five (5) days prior to the meeting. Notice of a meeting shall state the date, time and place and proposed agenda of the meeting.

5.8 WAIVER OF NOTICE OF MEETINGS. Whenever any notice is required to be given to any member of the Board of Directors under this Article, a waiver thereof in writing signed by the Board Member entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Attendance of a member of the Board of Directors at any meeting shall constitute a waiver of required notice of meeting except where a Board member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

5.9 QUORUM OF BOARD OF DIRECTORS. A majority of the number of the Board of Directors shall constitute a quorum for the transaction of business. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

5.10 VOTING. Each member of the Board of Directors shall be entitled to one vote on each matter submitted to a vote of the Board. Directors may only use proxy voting to ensure a quorum at Board meetings.

5.11 REMOVAL OF DIRECTORS. If any Board member is absent from two Board of Director meetings, in one calendar year, and fails to have those absences excused by the Chair or to have a proxy present, the Chair may automatically remove that Director from the Board.

5.12 VACANCIES. When vacancies on the Board of Directors occur the Chair would then request that director's unit or the retired group elect a new representative prior to the next annual membership meeting of the corporation.

ARTICLE 6.

DELEGATES TO THE NATIONAL CONVENTION

6.1 QUALIFICATION AND APPOINTMENT. The Chair shall appoint the authorized number of delegates to the NGAUS Annual Conference from the Board of Directors and the Active membership. The Chair will seek the advice of the Adjutant General and Senior Officers, Army and

Air National Guard for these appointments. The Chair may appoint active members in good standing from the corporate membership as delegates to the Annual Conference in the event the authorized number of delegates cannot be obtained from the Board of Directors. Appointment of delegates shall be made in such a manner so as to insure, so far as possible, an equitable representation of the Army and Air National Guard at the National Conference. The Chair and the Adjutant General, or representative, shall be delegates to the Annual Conference. The Chair or a designee shall be the Chair of the delegation and the Executive Director or the Chair's designee shall be the Secretary of the delegation.

6.2 EXPENSES. The corporation will pay the Chair's and the Executive Director's lodging, registration, and transportation expenses. All other delegates will share the balance of the budgeted national convention funds.

ARTICLE 7.

STANDING COMMITTEES

7.1 MEMBERSHIP COMMITTEE. The Chair shall appoint a Membership Committee, composed of not less than three no more than five active members of the corporation. This committee shall have two distinct roles. First, they will advise the Chair and Executive Director on all matters of the annual membership drive. Second, they will examine the credentials and eligibility of the members attending the annual membership meeting, determine the validity of absentee ballots and report the number of voting delegates and the absence or presence of a quorum at the annual membership meeting.

7.2 RESOLUTIONS COMMITTEE. The Chair shall appoint a Resolutions Committee of at least one representative from each service. This committee shall consider all resolutions that Active members submit prior to the annual membership meeting and make its recommendations at that meeting. Active members may submit resolutions from the floor at an annual membership meeting.

7.3 LEGISLATIVE COMMITTEE. The Chair shall appoint a Legislative Committee to study the legislative needs of the Army and Air National Guard of North Dakota. It shall present the corporation's legislative program to the Adjutant General and shall assist the Adjutant General in all Legislative matters. The committee shall make a report on its activities at the annual membership meeting.

7.4 PLANNING COMMITTEE. The Chair will appoint a Planning committee to recommend the time and place of the second subsequent annual membership meeting. If for any reason the Active membership does not approve the time and place, the Board of Directors will then approve the selection.

7.5 AUDIT COMMITTEE. The Board of Directors will appoint an Audit committee of three active members of the corporation at its annual meeting. The Board of Directors will determine how often the Audit committee shall audit the accounts of the corporation each fiscal year. At least two members of the Audit committee shall verify all accounts and certify the correctness of the accounts in writing annually. The Audit committee shall report the status of the accounts to the membership at the next annual membership meeting and to the Board of Directors upon request.

7.6 FINANCE COMMITTEE. The Chair will appoint a Finance Committee to review, revise and recommend adoption of the Treasurer's annual budget of the corporation. The committee will also develop and recommend corporation fiscal policies to the Board of Directors.

ARTICLE 8.

SEAL

8.1 This corporation shall not have or use a seal.

ARTICLE 9.

FISCAL YEAR

9.1 The fiscal year of the corporation shall begin January 1 and end December 31 of each year.

ARTICLE 10.

AMENDMENTS

10.1 The Active membership of this corporation may amend these Bylaws by a majority vote at any annual membership meeting or at any special meeting called for that purpose as set forth in Article 3 of these Bylaws. An Active member must submit proposed amendments to the Bylaws in writing to the Executive Director at least forty-five (45) days prior to the date of the meeting at which the Active membership will consider them. The Secretary will mail the proposed amendments to all corporation members at least two (2) weeks prior to the meeting. Unless otherwise provided, an amendment of these Bylaws shall be effective upon indefinite adjournment of the membership meeting which adopted said amendment(s).

ARTICLE 11.

DISSOLUTION

11.1 In the event of dissolution or liquidation of this corporation, the Treasurer shall pay outstanding indebtedness to the maximum extent possible. If any business property and assets of the corporation remain after the payment of indebtedness, the Board of Directors will select, and the Treasurer shall distribute them to one or more nonprofit corporations, governmental entities, or combinations thereof. These organizations will use these assets for the objects and purposes specified in Section 501 (c) of the Internal Revenue Code of 1954 as now in effect or hereinafter amended. If none of these organizations will accept the assets for those purposes; then the Board of Directors shall select, and the Treasurer will distribute, the property and assets to one or more governmental entities to be used for and devoted to the general welfare of the State of North Dakota. If no such governmental entity exists, then the assets and property shall be distributed in such manner as the applicable statutes may provide.

Amended March 23, 2019