

BYLAWS
OF THE VIRGINIA NATIONAL GUARD ASSOCIATION

As Amended: 24 April 2010

ARTICLE I

Purpose and Powers

1. The purpose of the Virginia National Guard Association shall be:

a. To promote and support adequate Commonwealth and National security under the provisions of the Constitutions of the United States of America and the Commonwealth of Virginia

b. To foster and improve the Army National Guard and the Air National Guard of the Commonwealth of Virginia, and its relations with the general public.

c. To promote close association, friendship, understanding, and cooperation among all members of the Association.

2. Powers: In order to promote the best interests of the Association and the purpose for which it was formed, it shall have power through the Executive Council, to receive and collect membership dues and accept contributions, and may acquire, hold, take by gift, divest or purchase property, either real or personal, and invest its funds therein. It may sell and dispose of such property and create obligations when it appears to be for the best interests of the Association. All income or increase from whatever source derived shall be used exclusively to promote the purpose for which the Association is organized. Title to real property shall be taken in the name of the Association. The custody and management of the same shall be vested in the Executive Council. Sale, transfer or encumbrance of real estate shall be made by the President of the Association and attested to by the Secretary when authorized by a resolution of the Executive Council approving such sale, transfer or encumbrance.

ARTICLE II

Membership

Section 1. The membership of the Association shall be composed of the following:

a. Active. All active commissioned officers and warrant officers of the Army National Guard or the Air National Guard of the Commonwealth of Virginia shall be eligible for Active membership. All active commissioned officers and warrant officers of the Army National Guard and the Air National Guard of the Commonwealth of Virginia shall be Active members of the Association upon payment of dues, as herein set forth.

Any Active member whose dues for the preceding fiscal year remain unpaid at the opening of the annual conference shall be deemed in arrears and shall be suspended from membership until his/hers arrears are paid; provided, however, that he shall not be required to pay more than two years dues to receive reinstatement. Any member whose qualifications for membership change from those for Active member to those for a Retired or an Associate member during the fiscal year shall automatically become a Retired or an Associate member for the balance of that fiscal year.

b. Retired. All commissioned officers and warrant officers of the Army and Air Force National Guard of the Commonwealth of Virginia who have attained an approved retirement shall be eligible for membership in the Association. Any Retired member of the Association shall be eligible to hold any office of the Association.

c. Associate. All former commissioned officers and warrant officers of the Army and Air National Guard of the Commonwealth of Virginia, whose separation was under honorable conditions, and officers/warrant officers of the Virginia Defense Force, that meet the veteran criteria, as defined under 501(c)19, and are currently actively serving/participating in monthly drills and annual field training exercises shall be eligible for Associate membership. A member of the Association who is an Associate member, by virtue of not having retired (as described above), shall be eligible to hold any office except that of the President or President-Elect.

d. Life. There shall be two classes of membership entitled to hold Life membership in the Association. Full Life membership may be granted to any Active member of the Association upon payment of the dues established for such a membership. A Retired or Associate Life membership may be granted to any person eligible for Retired or Associate membership upon payment of one half of the amount of the dues established for a full Life membership. A Life member who is a Retired Life member by virtue of having retired (or having completed 20 years of service and eligible to receive retiree pay, even though not in pay status) shall be eligible to hold any office. A Life member who is an Associate Life member by virtue of not having retired (as described above), shall be eligible to hold any office except that of President or President-Elect.

e. Affiliate. Any commissioned officer or warrant officer of the Army, Navy, Air Force or Marines on active duty who is presently serving in an advisory or liaison capacity with any element of the Virginia National Guard shall be eligible to become an Affiliate member upon payment of dues hereinafter set fourth. Such membership shall terminate upon such officer no longer being associated with the Virginia National Guard. Affiliate members shall not be entitled to vote or hold office.

f. Honorary. The Executive Council of the Association may, by majority vote, confer Honorary membership upon a person who has rendered outstanding service to the United States, the Army or Air National Guard of the United States, the Commonwealth of Virginia, the Virginia Army or Air National Guard, or the Virginia National Guard Association. Such members shall not be entitled to vote nor be subject to payment of dues.

g. Auxiliary. Any enlisted member of the Virginia National Guard Association Life Insurance Program, or any successor insurance or benefit program (currently

administered through Virginia National Guard Ventures, Inc.) shall be an Auxiliary member of the Association. Auxiliary members shall not be entitled to vote, hold office nor be subject to payment of dues. Such membership status shall terminate on the same date that coverage under the VNGA endorsed Life Insurance Program or successor program (currently administered through Virginia National Guard Ventures, Inc.) ceases.

Section 2. The annual dues to the Association shall be based on rank as follows:

<u>RANK</u>	<u>DUES</u>
General Officers	\$ 70.00
Colonels	\$ 55.00
Lieutenant Colonels and CW5s	\$ 40.00
Majors and CW4s	\$ 35.00
Captains and CW3s	\$ 25.00
1st Lieutenants, CW2s	\$ 20.00
2nd Lieutenants, WO1s	\$ 15.00
Associates/ Retired	\$ 20.00
Active Life Membership	\$250.00
Retired Life Membership	\$150.00

“Complimentary: Active 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 initially appointed. Membership begins upon initial state appointment, when reported to the Association, and ends 31 December of the following year, (Dues none). Any Complimentary member of the Association SHALL NOT be eligible to hold any office of the Association”.

ARTICLE III

Officers

Section 1. The officers of the Association and their general functions shall be:

a. President. The President shall preside at the Annual Conference of the Association, at all special meeting of the Association, at all Executive Council Meetings, and shall be an ex-officio member of all committees of the Executive Council. He is charged with the direction and administration of all affairs pertaining to the Association between the Annual Conferences. The President shall make an annual report to the Association at the Annual Conference. The President shall also be a voting member of the Executive Council.

b. President-Elect. The President-Elect shall perform the duties of the President during the absence or disability of the President. In case of death, resignation or removal from office of the President, he shall become the President of the Association

for the un-expired term. The President Elect shall also be a voting member of the Executive Council.

c. Vice President-Army. The Vice President-Army shall perform the duties as specified in the SOP and those delegated by the President. The Vice President-Army shall also be a voting member of the Executive Council.

d. Vice President-Air. The Vice President-Air shall perform the duties as specified in the SOP and those delegated by the President. The Vice President-Air shall also be a voting member of the Executive Council.

e. Secretary. The Secretary shall assist the Executive Council, maintain and sign the official minutes of the Executive Council Meetings, Association Annual Conferences and Business Meetings, all Special Meeting of the Association, and perform other duties as assigned by the President. The Secretary shall be a voting member of the Executive Council if he/she is an Active, Retired, Life or Associate Member of the Association.

f. Treasurer. The Treasurer shall control and manage all revenue and expenditures for the Association in compliance with all federal, state, and/or local laws; and in conformance with responsibilities stated in the SOP, where not inconsistent with law. The Treasurer shall be a voting member of the Executive Council if he/she is an Active, Retired, Life or Associate Member of the Association.

g. Executive Director.

- (1) DUTIES: The Executive Director is responsible for handling the day-to-day operations of the Virginia National Guard Association, and other duties assigned by the current President, and responsibilities stated in the contract and SOP. The Executive Director will be a voting member of the Executive Council (If he or she is a qualified voting member of the Association).
- (2) CONTRACT: Upon appointment the Executive Director shall execute a contract with the Executive Council, which will specify the term of his/her appointment and duties. The normal contract for the Executive Director will be for a term of Three Years. The contract will be signed by both the current President and the Executive Director. A copy of the contract will be maintained in the VNGA files and available to Executive Council members upon request.
- (3) APPOINTMENT/REMOVAL PROCEDURE:
 - (a) The Executive Director shall be appointed or removed by a majority vote of the Executive Council at a duly convened meeting of the Executive Council. Neither the appointment nor the removal can be voted on at an Emergency Council Meeting.
 - (b) In the event of a change of Executive Director (resignation, removal, etc) the current President will appoint a nomination committee to review resumes and interview interested candidates; and provide a prioritized Order of Merit List of all candidates considered to the Executive council at the next duly convened Executive Council Meeting following the "cut-off" date for applications. The nomination committee will consist, at a minimum of three persons to include the most recent Past President

available who will also be the Chairperson, one Company Grade Officer, and one former Executive Director if available (if not available another Past President). All members of the committee must be current Executive Council representatives of VNGA. The President will ensure the “vacancy of Executive Director” requesting interested candidates to apply, is posted on the VNGA Web Site for a period of not less than thirty (30) days prior to the established “cut-off date” for applications. The announcement will include a job description, eligibility criteria, and “cut-off” date for applications to be received by the Nominating Committee. The Nominating Committee is encouraged to solicit applications for the vacant position.

- (4) **PERFORMANCE EVALUATION:** Each year the President will complete an annual performance evaluation of the Executive Director NLT one month following the anniversary date of the contract execution for the current Executive Director. The evaluation will be provided to the Executive Council for review at the next duly convened Executive Council Meeting. The format of the performance evaluation shall be described in the SOP and made an attachment to both the current contract and the SOP. The “out-going” president will provide comments for the Performance Evaluation to the incoming President NLT 30 days following the expiration of his/her term as President.

h. Company Grade Representative. The Company Grade Representative shall perform the duties as specified in the SOP and those delegated by the President. The Company Grade Representative shall also be a voting member of the Executive Council.

i. Warrant Officer Representative: The Warrant Officer Representative shall perform the duties as specified in the SOP and those delegated by the President. The Warrant Officer representative shall also be a voting member of the Executive Council.

Section 2. Duties of Officers. The duties of the Officers of the Association shall be as prescribed herein, as augmented by the SOP, as it may be changed from time to time.

Section 3. Term of Office. The term of office for Officers of the Association shall begin 1 July immediately following the Annual Conference at which they are elected or appointed; and shall continue until their successors are duly elected or appointed and qualified.

Section 4. Removal from Office. Any Officer of the Association or other member of the Executive Council may be suspended or removed from office for inefficiency, for conduct grossly detrimental to the interests of this Association or for any other grave cause, by a two-thirds vote of the members of the Executive Council.

ARTICLE IV

Executive Council

Section 1. Composition. The Executive Council is composed of:

- a. The President.
- b. The President-Elect.
- c. The Vice President-Army.
- d. The Vice President-Air.
- e. The Treasurer.
- f. The Secretary.
- g. The Executive Director.
- h. Representatives from commands and groupment of commands as established in Article VI of the Bylaws.
- i. The Immediate Past-President.
- j. All other Past-Presidents, who shall be nonvoting members of the Executive Council.
- k. Company Grade Representative.
- l. Warrant Officer Representative.

Section 2. The ordinary powers and duties of the Executive Council shall be as prescribed herein, as augmented by the SOP, as it may be changed from time to time; provided, however, that the decision to change the payroll withholding designee for group life insurance shall require a two-thirds vote of the members present at an Annual Conference or Special Meeting with a quorum present.

Section 3. Fifty-one percent (51%) of the membership at any Executive Council meeting shall constitute a quorum.

Section 4. Proxy voting is not permitted.

ARTICLE V

Emergency Executive Council

In the event of war or other national or state emergency, as a result of which, the Army National Guard and/or the Air National Guard of the Commonwealth of Virginia is ordered or called into the active military service of the United States, the Executive Council of the Association is authorized and empowered to carry on and conduct the business of the Association. In the event that a vacancy occurs in the office of President or President-Elect as a result of a situation such as that described in the preceding sentence, any such vacancy may be filled by any Active or Retired member, notwithstanding any provision of either the Bylaws of the Association or its SOP.

ARTICLE VI

Elections

Section 1. Officers. Upon the election and qualification of a new President-Elect, his/her predecessor shall become the current President as of the next following 1 July. All other officers of the Association, shall be elected by majority vote of the membership of the Association at the Annual Conference and shall hold office until their successors are duly elected and qualified, except that the Secretary, the Treasurer, and the Executive Director, shall be appointed by the President, subject to the approval of the majority of the Executive Council at a duly convened meeting of the Executive Council. The Company Grade Representative shall be elected by majority vote of the Company Grade membership of the Association at the Annual Conference. The Warrant Officer Representative shall be elected by a majority vote of the Warrant Officer membership of the Association at the Annual Conference.

In the event the President-Elect resigns, is removed from office, or cannot serve the entire term of office for any reason, the Executive Council shall, by majority vote, elect either the Vice President-Army or Vice President-Air to fill the un-expired term of President-Elect to perform the duties of the President-Elect. At the next Annual Conference of the Association following such vacancy that has been filled as described above, the Association membership shall elect a President and a President-Elect. In a situation, as described above, when the President-Elect was not originally elected to that office by a vote of the membership of the Association at an Annual Conference or Special Meeting, the President-Elect may succeed himself/herself in the office of President-Elect for that next term only.

Section 2. Eligibility of Members to Hold Office. As more fully described in Article II, any Active or Retired or Associate (Associate may not hold the office of President or President-elect) member may hold office or membership in the Executive Council. No member shall be eligible to serve more than two consecutive terms in the same elected office, except the President and President-Elect, which are each limited to a single term. The appointed offices of Secretary, Treasurer, and the Executive Director can be reappointed for an unlimited number of successive terms subject to the approval of a majority of the Executive Council at a duly convened meeting of the Executive Council. Only Company Grade Officers (0-1 through 0-3) may hold the position of the Company Grade Representative. In the event that the elected Company Grade Representative

no longer meets the criteria to hold the position, the Executive Council shall, by majority vote, elect a new Company Grade Representative to complete the term of office.

Section 3. Representative Members of the Executive Council. Category One Representative Members and their respective alternates to the Executive Council shall be elected in odd-numbered years by their respective commands as set forth in the SOP of the Association, to serve for two years or until their respective successors are duly elected and qualified. Category Two Representative members and their respective alternates to the Executive Council shall be elected in even-numbered years by their respective commands as set forth in the SOP of the Association, to serve for two years or until their respective successors are duly elected and qualified.

Section 4. Nominations may be made from the floor.

ARTICLE VII

Committees

Section 1. Standing Committees. The Standing Committees of the Association shall be appointed by the President and approved by the Executive Council, and are described as follows:

a. Finance. Shall consist of not less than four members of the Association, as prescribed in the SOP. It shall present a proposed budget to the Executive Council to govern financial activities of the Association.

b. Legislative. Shall consist of not less than three members of the Association. It shall prepare, request the introduction of, and support legislation required to implement the policies of the Association.

c. Membership. Shall consist of one representative from each of the commands or groupments as established in accordance with Article VI of the Bylaws. It shall take such action as may be authorized or approved by the Executive Council, to maintain the membership at the maximum possible level, consistent with the Bylaws.

d. Resolutions. Shall consist of not less than five members of the Association and shall consider all resolutions presented and make its recommendations to the Annual Conference.

e. Bylaws and Standing Operating Procedures. Shall consist of not less than three members of the Association; shall consider all requested amendments to the Constitution and Bylaws made pursuant to Article X and Article VII, respectively, and make its recommendations to the Annual Conference, or special conference called for that purpose.

f. Publicity and Public Relations. Shall consist of not less than three members of the Association and shall perform such duties as are assigned by the President of the Association. It shall recommend to the annual conference the policies to promote

understanding and goodwill between the Army and Air National Guard and the public. It shall acquaint the members with the polices and activities of the Association.

g. Scholarship. Shall consist of not less than three members of the Executive Council. It shall consider and make awards of scholarships (including the award of the CW4 William C. Singletary Scholarship to the top nominee) pursuant to policies and budgets adopted and approved by the Executive Council.

h. Arrangements (for Annual Conference or any Special Meeting). Shall consist of members of the conference host command, as selected by the host command commander.

i. Awards. Shall consist of not less than five members of the Association, as prescribed in the SOP. It shall receive for consideration citations of activities and accomplishments of persons recommended to receive awards, certificates, medals, and/or other appropriate recognition.

j. Credentials and Rules. Shall consist of not less than three members of the Association. It shall rule on the credentials of each delegate to an Annual Conference or Special Meeting of the Association.

k. Audit. Shall consist of not less than three members of the Association.

l. Company Grade. Shall be chaired by the Company Grade Representative and shall concern itself with issues of importance to company grade officers and prepare at least an annual report following the company grade caucus of each Annual Conference.

m. Warrant Officer. Shall be chaired by the Warrant Officer Representative and shall concern itself with issues of importance to Warrant Officers and prepare at least an annual report following the Warrant Officer caucus of each annual conference.

n. Family Support. Shall concern itself with issues of importance to the Virginia National Guard families IAW Article III of the SOP and prepare periodic reports on the status of the Association's Family Support Program.

o. Retired and Associate. Shall concern itself with issues of importance of Virginia Army and Air National Guard Retired and Associate Membership as described in Article III of the SOP, and shall prepare periodic reports as appropriate to the Executive Council and the membership of the Association.

p. Standing Committee. Shall make an annual report to the Association at the Annual Conference and such other times as the President may request.

Section 2. Nominating Committee. Shall consist of not less than five members of the Executive Council. It shall make an annual report to the Association at the Annual Conference.

a. It shall have one subcommittee, the Search Committee, which shall consist of a minimum of three members appointed by the President and approved by the Executive Council, one Past President who is not a current elected or appointed Officer of the Association, and one other member of the Association. The Executive Director shall be a non-voting member of the committee.

b. It shall assist the Nominating Committee in its solicitation and consideration of candidates for officer positions of the Association.

Section 3. Special Committees. The President of the Association may appoint such committees, as necessary. The membership thereof shall consist of such members as the President may determine.

ARTICLE VIII

Conferences

Section 1. Conferences. There shall be an Annual Conference of the Association and such Special Meetings as may be called by a majority of the Executive Council.

Section 2. Quorum and Voting.

a. The lesser of 51% of the membership or 70 members in good standing at an official Annual Conference or Special Meeting shall constitute a quorum; 51% of the membership at any Executive Council meeting shall constitute a quorum.

b. Proxy voting is not permitted.

ARTICLE IX

Political Activity

1. The political activities of the Association shall be for the purpose of educating political leaders and the general public as to the history, organization, purpose, missions, and capabilities of the Virginia Army and Air National Guard.

2. This association shall not endorse any one political candidate or party, and shall not contribute any funds or support, directly or indirectly, to any candidate, party, or political action committee.

3. Allowable activities include, but are not limited to:

a. Inviting candidates or incumbents to Association activities to provide information that may be of value to association members.

b. Going to, or hosting, meetings and social activities with candidates or incumbents (including staffs), to provide and receive information concerning issues and policies that are important to the Association.

c. Providing information to Association members concerning candidates' or incumbents' positions on issues and policies that are of interest to the Association.

d. Any Association member called to do so may testify before state or national legislative bodies concerning issues and policies that are of interest to the Association.

ARTICLE X

Amendments

These Bylaws may be amended by a two-thirds vote of members present at any Annual Conference or Special Meeting provided there is a quorum present. Proposed amendments to the Bylaws shall be submitted to the President in writing at least 90 days prior to the date of the conference at which the amendments are to be considered in order that said amendments may be reviewed by the Constitution and Bylaws Committee and disseminated to the membership at the Annual Conference.

ARTICLE XI

Standing Operating Procedures

The Standing Operating Procedures (SOP) is a living document that is intended to control and direct the Association in its day-to-day operations. The SOP can be amended from time to time by a majority vote of the Executive Council at a duly convened meeting of the Executive Council. A revision to the SOP can be initiated by any member of the Executive Council and can take effect immediately upon approval of the Council. The SOP, as amended from time to time, is hereby incorporated by reference in its entirety.