

BYLAWS

Missouri National Guard Association (MoNGA)

**Last Revised and Approved by the MoNGA Membership—
MoNGA Annual Conference on 22 April 2017**

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ARTICLE I NAME

Section 1 - NAME.

The name of this Association shall be the "Missouri National Guard Association" (MoNGA) a non-profit corporation, incorporated in the State of Missouri.

ARTICLE II PURPOSES AND POWERS

Section 1 - PURPOSES.

The purposes of the Missouri National Guard Association (MoNGA) shall be to:

- A. Promote and support the National Guard of the State of Missouri in accordance with its' mission both Federal and State;
- B. Foster and improve the status of the National Guard of the State of Missouri with the governmental agencies of the state;
- C. Promote and support the National Guard Association of the United States (NGAUS), and the Enlisted Association of the National Guard of the United States (EANGUS), in activities to improve the Missouri National Guard and the Army and Air National Guard of the United States as components of the Armed Forces of the United States.

Section 2 - POWERS.

The Association has all powers necessary, or appropriate to the furtherance of its purposes, including but not limited to:

- A. Receipt and collection of dues.
- B. Acceptance of contributions.
- C. Acquisition of property, both real and personal by purchase, gift, devise, or lease.
- D. Investment and reinvestment of funds.
- E. Sale, ease, or encumbrance of real or personal property or any part or parts thereof, and the conveyance by way of trust, mortgage or otherwise.

- F. Execution, performance, cancellation and/or revision of contracts of any kind.
- G. Creation of such trust or trusts as may be necessary.
- H. Sponsorship of a group insurance program for its members, associate members and members of the National Guard of the State of Missouri. The Board of Directors of the Association may, for and on behalf of the Association, administer the insurance program and invest the portion of divisible surplus, if any, attributable to any group insurance policies
- I. Granting of education scholarships to Annual, Life, Retired Life and Associate members of the Association or their dependents.
- J. Recognition of the continuing service or unique contributions of individual members of the Association or others by the presentation of appropriate awards. The Board of Directors of the Association shall establish an Association Awards Program to include awards category eligibility, nominating and selecting procedures, and presentation recommendation.

ARTICLE III MEMBERSHIP

Section 1 - MEMBERSHIP.

The membership year begins 1 January and ends 31 December of the same calendar year. Annual dues collection for a calendar year will begin on 1 October of the previous year, and end on 1 August of the current year. Any applicant for membership may be refused admission by a majority vote of the Board of Directors. The Board of Directors may also terminate a membership by majority vote and return of the current dues paid. No membership shall be terminated without the member having been given a hearing by the Board of Directors. The membership of this Association shall be composed of:

A. ANNUAL MEMBER.

- 1. Any Missouri National Guard officer, warrant officer, enlisted person or former officer, warrant officer, or enlisted person may become a member upon payment of annual

dues. Former military personnel who are prior members of the Missouri National Guard who desire to join the Association must have their application approved by the Board of Directors before enrollment.

2. In order to join NGAUS or EANGUS as an annual member, you must first be an Annual Member of the MoNGA.

B. LIFE MEMBER.

1. Any officer, warrant officer or enlisted person who is an active member of the Missouri National Guard may become eligible to apply for Life Membership, subject to the approval of the Board of Directors, and upon payment of the Life Membership dues.
2. In order to join the NGAUS or the EANGUS as a Life Member, you must first be a Life Member of the MoNGA.
3. Any member that joins as a Life Member is a member of the Association for life. They are not required to purchase a Retired Life Membership upon their retirement from active Guard service.

C. RETIRED LIFE MEMBER.

1. Any Annual member who leaves the active Guard program under honorable conditions and who is eligible to receive retired pay and benefits based on National Guard service shall be eligible to apply for Retired Life Membership, subject to the approval of the Board of Directors, and upon payment of the Retired Life dues.
2. In order to join NGAUS or EANGUS as a Retired Life Member, you must first be a Retired Life Member of the MoNGA.
3. If a Retired Life Member under this provision re-enters the active Guard program, this Retired Life Membership remains valid for the active period due to the member's previous honorable service which entitled the member to retirement pay and benefits, and the member owes no further dues.

D. ASSOCIATE MEMBER.

1. Any person who is not otherwise qualified for membership as set forth above, who is interested in and dedicated to the purpose of the Association, upon application and payment of the prescribed dues, and approval of the Board of Directors, may be issued an Associate membership. Associate Members are not entitled to vote or hold office.
2. Any person who is not otherwise qualified for membership as set forth above, who is interested in and dedicated to the purpose of the Association, upon application and payment of the prescribed dues, and approval of the Board of Directors, may be issued an Associate Life membership. Associate Life members are not entitled to vote or hold office.

E. HONORARY LIFE MEMBER.

1. The Governor of the State, State Officials, outstanding military personnel, or civilians may be elected to an Honorary Life Membership by the Association in conference. Honorary Members are not entitled to vote or hold office. Honorary Members will be approved by the Board of Directors by majority vote.

F. CORPORATE ASSOCIATE MEMBER).

1. Any business or corporation may become a Corporate Associate member of the Missouri National Guard Association upon payment of annual dues as set and approved by the Board of Directors. Corporate Associate Members are not entitled to vote or hold office but may attend state conferences as guests or observers. The Board of Directors retains the right to disapprove Corporate Associate Membership, which may be in conflict with the best interests of the Missouri National Guard.

Section 2 - MEMBERSHIP IDENTIFICATION.

An appropriate card of certification of membership shall be issued to each member of the Association.

ARTICLE IV OFFICERS

Section 1 - OFFICERS.

The officers of this Association shall be:

- A. President
- B. President-Elect
- C. Vice-Presidents Air and Army
- D. Immediate Past President
- E. Two Command Representatives from each Senior Command, as defined in Article V.
- F. Secretary
- G. Executive Director
- H. Treasurer
- I. Chaplain
- J. Retired Life Member
- K. Enlisted Committee Chairman
- L. Vice Enlisted Committee Chairman
- M. Auxiliary President
- N. Company Grade/Warrant Officer Representatives

Section 2 - DUTIES AND POWER OF OFFICERS

A. PRESIDENT. The President shall preside at the Annual Conference and all Special Conferences of the Association, and shall be the chairman Ex-Officio of the Board of Directors. The President is charged with the direction of all affairs pertaining to the Association between the Annual Conferences. The President shall hold regular Board of Directors meetings, and, as needed, Executive Council meetings. The President shall appoint special committees as needed. The President shall be a member ex-officio of all committees, make arrangements for Annual and Special

Conferences, and appoint the Conference Chairman of the Annual Conference scheduled two years in advance. Such appointment shall be in line with the recommendation of the Time and Place Committee, and made after conferring with the senior Army and Air Commanders in the area concerned. The President shall be charged with the responsibility for operation of the Office of the Association; have authority to incur such incidental expenses as may be necessary; employ such personnel and other clerical assistants as in the President's judgment may be necessary, and assign to them such duties the President deems advisable, provided that money for such expenditures is available in the treasury, over and above the money required to meet previous commitments and obligations. The President shall have the authority to prepare a suitably engrossed Resolution pertaining to the death of a Guardsman, former Guardsman or friend of the National Guard when deemed advisable by the President, or requested by a unit or member of the Missouri National Guard Association. The President may request any member of the Association to act in his behalf in the timely presentation of the framed Resolution to the bereaved family or relative. The President shall have the authority to appoint a Parliamentarian to preside at Board Meetings and the Annual Conference, if and when the President deems it advisable. The President, or his/her designee, shall make an Annual Report to the MoNGA, EANGUS, and NGAUS.

B. PRESIDENT-ELECT. Shall succeed to the office of President upon the expiration of the President's term; shall perform the duties of the President during the Presidents absence or disability; in case of death or termination of the President, the President-Elect shall fill the unexpired term. The President-Elect shall be a member of the Board of Directors and a member ex-officio of all committees. The President-Elect shall be elected from the membership of the Association.

- C. VICE-PRESIDENT AIR AND VICE-PRESIDENT ARMY. The Vice-Presidents Air and Army shall assist the President as requested and shall be members of the Board of Directors. It is the responsibility of the Vice-Presidents' Air and Army to work with the Command Representatives of their respective services to build a program to educate the members of their commands regarding the benefits of the MoNGA and to assist them in building membership within their commands. The Vice-Presidents' will collect Command Representative reports for consolidation NLT than 5 days prior to each meeting of the Board of Directors and will give one consolidated report at the meeting of the Board of Directors either in person or by teleconference. If either Vice-President cannot be at a meeting of the Board of Directors, they shall forward their consolidated report to the other Vice-President for presentation.
- D. IMMEDIATE PAST PRESIDENT. Upon the election of a new President of the Association, the President's predecessor automatically becomes the Immediate Past President and shall serve as a member of the Board of Directors and provide guidance to the incoming President as required.
- E. COMMAND REPRESENTATIVES. The Command Representatives shall perform such duties as may be assigned to them by the President of the Association and shall also be members of the Board of Directors. The Command Representatives shall be responsible for the annual membership drive for their respective Commands and shall provide to the Board of Directors at the summer Board meeting their membership drive plans for the upcoming year. Command Representatives shall be elected from each Senior Command. The composition of the Command Representatives shall be one officer and one enlisted. One Command Representative will be elected from each Senior Command for a two-year term. To ensure continuity, elections will be on opposite years between the officer and enlisted position. Elections shall take place each

year in caucus during the Annual State Conference, Senior Command breakout. Each Command will submit the names they have elected, in writing, to the Nominations Chairman, during the nominations committee meeting.

F. SECRETARY. The Secretary shall have charge of all records of the Association, including those of the Board of Directors, and shall be a member of the Board of Directors. The Secretary shall take notes at all Board of Directors Meetings, and Executive Council Meetings. In the event the Secretary will miss a meeting, he/she will coordinate for another participant to take notes. The Secretary shall make an annual report to the MoNGA. The Secretary shall be elected from the membership of the Association.

G. EXECUTIVE DIRECTOR. The Executive Director shall be selected by the Board of Directors. The Executive Director may be either a full-time or part-time position as determined by the Board of Directors. The Executive Director shall not be a voting member of the Board of Directors. The Executive Director shall assist the elected Secretary on a part-time basis and perform such duties as directed by the President and Board of Directors. The Executive Director shall be an ex-officio non-voting member of all Standing Committees, Special Committees and Conference Committees.

H. TREASURER. The Treasurer shall monitor the receipts and disbursements of all funds of the Association, except such funds as are administered by the Insurance Administrator. The Treasurer will be bonded as required by the Board of Directors and will be authorized, along with such other members of the Board of Directors as directed by the President, to sign warrants for payment of bills of the Association. The Treasurer will assist the Executive Director in preparing a status of funds report to the quarterly Board of Directors' meeting. The Treasurer shall conduct annual internal audits, and be available

to answer questions during external audits. The Treasurer shall make an annual report of finances to the Annual Conference. The Treasurer shall be a member of the Board of Directors. The Treasurer shall be elected from the membership of the Association.

- I. CHAPLAIN. The Chaplain shall be elected from the military membership of the Association. The duties of the Chaplain will be as prescribed by the President. The Chaplain shall be a member of the Board of Directors.
- J. RETIRED REPRESENTATIVE. The Retired Representative of the Board of Directors shall be elected from the Retired Members of the Association. The Retired Representative shall be a delegate to the National Conference and the Missouri representative on the Continuity and Retiree Affairs Committee of EANGUS and the NGAUS Retired/Separated Caucus as appropriate. The Retired Representative shall be the Chairman of the Continuity and Retiree Affairs Committee and convene the annual caucus of retired members at the Annual Conference for the purpose of nominating a Retired Representative to this position and to submit to the President, the names of four additional members of that group to be appointed to the Continuity and Retiree Affairs Committee. The Retired Representative shall be a member of the Board of Directors.
- K. ENLISTED REPRESENTATIVE. The Enlisted Representatives who are officers of the Association, in addition to any other enlisted personnel elected to office, shall consist of the Enlisted Committee Chairman and Vice Enlisted Committee Chairman. The Enlisted Committee Chairman shall preside over the Enlisted Committee activities as provided for in these Bylaws. The Enlisted Chairman shall be selected in caucus on odd number years and serve a two-year term. The Vice Enlisted Committee Chairman shall be elected in caucus on even number years and serve a two-year term. The Secretary shall be elected in caucus annually.

The enlisted members identified herein are members of the Board of Directors.

L. COMPANY GRADE OFFICER/WARRANT OFFICER REPRESENTATIVES: The Company Grade Officer/Warrant Officer (CGO/WO) Representatives, one Army and one Air, shall be selected by the Company Grade/Warrant Officer caucuses, one Army and one Air. The CGO/WO representatives are responsible for communicating CGO/WO issues for consideration to NGAUS. Each caucus will submit the names of their selections, in writing, to the Nominations Chairman.

Section 3 - ELECTION OF OFFICERS.

All Officers of the Association, except the Executive Director, shall be elected at the Annual Conference of the Association. The Enlisted Committee Chairman and Vice Enlisted Committee Chairman shall be elected as prescribed in Article IV, Section 2. The Nomination Committee shall verify eligibility to hold office, as specified in Article VII, Section E (c), prior to presenting nominations to the Annual Conference. Nominations shall be presented to the Conference by the Nomination Committee. The Association President will call for nominations from the floor for all Association elective officer positions. Officers, except Vice-Presidents Air and Army, shall hold office for one year, or until such time as a qualified successor is elected, except that, 1) Vice-Presidents Air and Army will hold office for three-year term with alternating elections at the second year mark of their term and 2) Command Representatives shall hold office for two years. One Command Representatives shall be elected from each Senior Command at each Annual Conference for a two-year term, officer representatives will be elected on even years and enlisted representatives elected on odd years. The Company Grade Officer/Warrant Officer Representative, one Army and one Air, shall be elected at each Annual Conference, during the CGO/WO breakout session.

Section 4 - TERM OF OFFICE.

The term of office for newly elected officers of the Association shall begin at the conclusion of the annual conference in which they were elected. All bills pertaining to the Annual Conference shall be settled by the officers whose terms expire. The funds shall be terminally audited and the transfer shall be acceptable to the newly elected officers.

Section 5 - VACANCIES.

Officers of the Association who resign, do not regularly attend Board of Directors' Meetings, or otherwise cease to function as determined by the Board of Directors, shall be removed from office by the Board of Directors, and a replacement shall be appointed by the Board of Directors to serve until a successor is selected at the next Annual Conference of the Association. Regular attendance at board meetings is defined as missing three or more scheduled board meetings. Any appointee to an Executive Council position shall have served at least one previous year as a member of the Board of Directors.

Section 6 - ELIGIBILITY.

To be eligible for elective office, an individual must be a member in good standing for at least two (2) consecutive years.

ARTICLE V AREAS

Section 1 - SENIOR COMMANDS.

The State shall be divided into Senior Commands (SENCOM) The commands will be known by the Command name and will have one officer and one enlisted Command Representative each. The Senior Commands shall be aligned with the senior command structure of the Missouri National Guard.

Section 2 - SENIOR COMMAND REALIGNMENTS.

The Board of Directors shall be empowered to make adjustments in the Command structure caused by reorganization or realignment of the Missouri National Guard. Realignment of Commands does not require a Bylaws change. The Board of Directors will publish a list of Senior Commands each year prior to January 1st and at other times when the structure of the Missouri National Guard changes.

ARTICLE VI THE BOARD OF DIRECTORS

Section 1 - COMPOSITION.

The Board of Directors shall consist of the President, President-Elect, Vice-President Army, Vice-President Air, Immediate Past President, Command Representatives, Secretary, Treasurer, Retired Representative, Auxiliary President, Enlisted Committee Chairman, Company Grade Officer/Warrant Officer Representatives, Vice Enlisted Committee Chairman, Chaplain, and Executive Director of the Association.

Section 2 - DUTIES AND POWERS.

The Board of Directors, during the intervals between Conferences, shall carry out the policies of the Association. A Committee of no less than three (3) members of the Board of Directors shall audit all financial accounts, except the Insurance Program, and make a report of such audit to the Annual Conference. The Board of Directors shall have the authority to call a Special Conference of the Association by majority vote of the Board. The Board of Directors shall have the authority to designate time and place of the next Annual Conference when not fixed by the Annual Conference. The Board of Directors shall review the membership dues on an annual basis, prior to the annual membership drive, and have the authority to change the dues rate, by rank, as they deem appropriate. In the event a vacancy exists on the Board of Directors, or any office, with the exception of the President, the same shall be filled by vote of the Board of Directors.

The Board of Directors shall have the authority to sponsor a program or programs of Group Insurance Coverage for its Annual, Life, Retired Life, and Associate members.

Section 3 - PRIVILEGES.

All members of the Board of Directors shall be automatically selected as first delegates to the Annual Conference of the National Guard Association of the United States or Enlisted Association of the National Guard of the United States as appropriate, or shall select an appropriate member from their respective area of the state to serve in their absence. The Enlisted Chairman of the Board of Directors, along with the Secretary of the Enlisted Committee and Vice Enlisted Committee Chairman will automatically be delegates to the National Conference of the EANGUS. In the event any of these personnel are unable to attend the EANGUS National Conference, the Enlisted Committee Chairman shall select an appropriate replacement. The CGO/WO Representatives will automatically be given first priority to attend the NGAUS National Conference on OPD Orders, provided funding is available. If one or both individuals are unable to attend, or if funding allows for more than two (2) attendees, Senior Commands will submit names to the Executive Council, along with a biography and why that Soldier/Airman should be sent, and a vote will be taken.

Section 4 - MEETINGS.

The Board of Directors shall meet monthly. A majority of the Board shall constitute a quorum. The Executive Council shall meet at the call of the President, but not less than once each quarter.

Section 5 - ACTION OF THE BOARD OF DIRECTORS.

Actions of the Board of Directors shall be taken only upon a majority vote of those present at a meeting at which a quorum is present (51%).

ARTICLE VII COMMITTEES

Section 1 - STANDING COMMITTEES

Shall consist of the following:

A. BYLAWS COMMITTEE. The Bylaws Committee shall consist of at least three members of the Association in good standing. The Chairman and members shall be appointed by the President and serve the President. The Committee shall constantly evaluate and study the Bylaws in relation to the purposes and operation of the Association. They shall recommend revisions, amendments or additions to the President and the Board of Directors as necessary to assure the continuous and orderly growth of the association.

B. LEGISLATIVE COMMITTEE. The Legislative Committee shall consist of at least three (3) members of the Association in good standing. The Chairman and members shall be appointed by the President and serve the President. The number of members may be increased at the discretion of the Chairman with concurrence of the President. The Legislative Committee shall prepare, request the introduction of, and support legislation required to implement legislation to facilitate the mission, quality of life and activities of the Missouri National Guard and the policies of the Association. The Legislative Committee shall provide the members of the state legislature with information regarding national security and the Missouri National Guard, monitor pending legislation, support legislation that is advantageous to the Missouri National Guard, oppose legislation detrimental to the interest of the Missouri National Guard and the Association, develop and recommend to the Board of Directors the legislative policy of the Association and render an annual report to the Association.

C. CONTINUITY AND RETIREE AFFAIRS COMMITTEE. The Continuity and Retiree Affairs Committee shall consist of at least five (5)

Retired Members of the Association in good standing. The Retired Representative elected by the members of the Association at the Annual Conference, shall be the Chairman of the Continuity and Retiree Affairs Committee. A Vice-Chairman will be elected to assist the Chairman and function in the absence of the Chairman. A caucus of Retired members will convene at the Annual Conference for the purpose of selecting a nominee for the Retired Representative position on the Board of Directors. The name of the nominee shall be given to the Chairman of the Nominations Committee prior to the time he presents his report to the Conference. This caucus shall also recommend the names of four other members to be appointed by the Chairman of this Committee. They shall represent all areas of the State. The Chairman shall be an official delegate to the National Conference and represent the Association on the Continuity and Retiree Affairs Committee of the National Guard Association of the United States and/or the Enlisted Association National Guard of the United States as appropriate. The Continuity and Retiree Affairs Committee shall encourage and solicit retired members of the Missouri National Guard to become Retired Life Members of both the Missouri Association and the appropriate national association. They shall lend their experience and mature judgment to furthering the purposes and image of the Missouri National Guard. The Committee shall recommend ways and pursue methods of increasing active participation of retired members in the business of the Association. Members of the Committee shall develop and recommend to the Board of Directors policies, which will establish and maintain good will for the National Guard throughout the State and their communities.

D. SCHOLARSHIP COMMITTEE. The Scholarship Committee shall consist of three (3) members of the Association in good standing. The members of this Committee shall be appointed by the President at the Annual Conference of the Association. One member shall be

appointed each year and shall file a written acceptance of their appointment with the Association: provided that each member shall continue to serve until his successor is chosen and has accepted in writing. The senior member of the Committee will be the Chairman, unless otherwise designated by the President. The term of the Chairman shall be for one year. The Committee shall study established criteria for awarding scholarships, methods of awarding scholarships, and submit recommendations to the Board of Directors as deemed advisable. They shall formulate instructions and application forms, set dates for applications to be submitted, ensure utmost publicity for the scholarship program, and determine recipients to scholarships. Announcements of the annual program and deadlines shall be made through the Association newsletter, through every Senior Command and on the MoNGA-online website. The Board of Directors shall determine the number and amount of scholarships based upon the allocations to the Scholarship Fund from the Insurance Program. The Committee may petition the Board of Directors for additional monies based upon the number and quality of applicants. The Committee shall submit a report to the Annual Conference to announce the current year recipients, status of past recipients, and also include recommendations for future changes. The Scholarship Committee members cannot have family members competing for a scholarship.

E. ENLISTED COMMITTEE. The Enlisted Committee shall consist of no less than ten (10) enlisted members, at least one member from each Senior Command of the Association, in good standing. The Chairman of the Enlisted Committee shall convene a caucus of enlisted members at the Annual Conference, which shall select an Enlisted Chairman and Vice Enlisted Committee Chairman as prescribed in Article IV Section 2 to serve on the Board of Directors. The Chairman, Vice Chairman, and Secretary of the Enlisted Committee shall be official delegates to the National Conference of the EANGUS. The name of the Chairman and or Vice

Chairman selected in caucus will be given to the Chairman of the Nominations Committee prior to the time of that Committee report to the Annual Conference. The Enlisted Committee shall encourage and solicit enlisted persons of the Missouri National Guard to become members of both the Missouri National Guard Association and the EANGUS. They shall lend their experience and insight to furthering the purposes and image of the Missouri National Guard. The Committee shall recommend ways and pursue methods of increasing active participation of enlisted persons in the conduct of the Association. Members of the committee shall develop and recommend to the Board of Directors policies, which will establish rapport and maintain good will with the enlisted personnel of the Missouri National Guard throughout the units and individual communities of the State.

F. FINANCE COMMITTEE. The Finance Committee will be appointed by the President at the beginning of the membership year. The Finance Committee shall consist of no less than four (4) members, in good standing, including the Executive Director. The Treasurer shall be the Chairman of the Committee. They shall recommend an annual budget to the Board of Directors during the November Board of Directors meeting for the disbursement of all funds. They shall periodically examine all funds of the Association during the year of tenure.

Section 2 - SPECIAL COMMITTEES.

The President of the Association shall appoint any other such special committees as deemed necessary. The membership thereof shall consist of such members as the President of the Association may desire, provided that where practical appointments will be made on the basis of at least one member from each Senior Command of the State.

Section 2 - CONFERENCE COMMITTEES.

Shall consist of the following:

- A. CREDENTIALS COMMITTEE. The Credentials Committee shall be appointed by the President of the Association and shall be composed of not to exceed three (3) members of the Board of Directors. The Secretary of the Association shall be the Chairman of the Credentials Committee. This Committee shall examine the credentials of the delegates to the Conference to determine their eligibility and make a report to the Conference. Delegates and nominees must be members of the Association in good standing.
- B. RESOLUTION COMMITTEE. The Resolution Committee consists of two (2) members, one officer and one enlisted, of the Association from each major military organization that is commanded by an O5 grade officer or higher which is a federally recognized unit. The senior officer and senior NCO of the aforementioned unit will select their respective officer/warrant officer and enlisted members accordingly. An officer/warrant officer may not be substituted for an enlisted member; likewise an enlisted member may not be substituted for an officer/warrant officer. The Board of Directors will designate the units authorized a Committee Representative and notify such in writing with the Annual Call of the conference. The President shall designate the Chairman and Vice-Chairman. The Committee shall meet at the Call of the Chairman prior to or during the Annual Conference of the Association. The Committee shall be chaired and vice chaired by an Army or Air officer/warrant officer or NCO. The Vice Chair shall be in the opposite branch of service as the Chairman. All resolutions will be divided into three categories Army issues, Air issues and Joint issues. The Chairman and Vice-Chairman will chair subcommittees for issues pertinent to their branch of service only. The full Committee shall be convened and subcommittees will report on resolutions they recommend for adoption. Upon acceptance of subcommittee recommendations, Joint issues will be reviewed and recommended for adoption. The

committee shall review all resolutions submitted in writing to the President, Officers of the Association, the Executive Director, or the Chairmen of the Resolutions Committee prior to the Annual Conference and then present to the Conference only those which it recommends for adoption. Resolutions presented from the floor during the Conference, shall be in writing and shall be considered at that Conference only with the concurrence of a simple majority of the official delegates present. This section is not intended to limit the authority of the Board of Directors to act on timely resolutions between Annual Conferences

C. NOMINATIONS COMMITTEE. The Nominations Committee shall consist of two (2) members (one officer and one enlisted) of the Association from each major military organization that is commanded by an O5 grade officer or higher which is a federally recognized unit. The senior officer and senior NCO of the aforementioned unit will select their respective officer/warrant officer and enlisted members accordingly. An officer/warrant officer may not be substituted for an enlisted member; likewise an enlisted member may not be substituted for an officer/warrant officer. The Board of Directors will designate the units authorized a Committee Representative and will notify such in writing with the Annual Call of the Conference. The President shall designate the Chairman. The Committee shall meet at the Call of the Chairman prior to or during the Annual Conference of the Association. The Committee, by majority vote, shall select one (1) candidate for each position to be filled and report to the Conference its recommendation for nominations for officers of the Association for the ensuing year. The Command Representatives shall be nominated in caucus by members from each Senior Command, and the Company Grade Officer/Warrant Officer Representatives shall be nominated in caucus by Company Grader Officers and Warrant Officers. Such nominations shall be submitted to the Nominations Committee to be included in the report of the

Committee to the Conference. This Committee shall also submit nominations to the Conference for members of the Scholarship Committee and the Insurance Committee.

D. TIME AND PLACE COMMITTEE. The Time and Place Committee shall consist of two (2) members (one officer and one enlisted) of the Association from each major military organization that is commanded by an O5 grade officer or higher which is a federally recognized unit. The senior officer and senior NCO of the aforementioned unit will select their respective officer/warrant officer and enlisted members accordingly. An officer/warrant officer may not be substituted for an enlisted member; likewise an enlisted member may not be substituted for an officer/warrant officer. The Board of Directors will designate the units authorized a Committee Representative and will notify such in writing with the Annual Call of the Conference. The President shall designate the Chairman. The Committee shall meet at the Call of the Chairman prior to or during the Annual Conference of the Association. The Committee shall recommend to the Conference the time and place of Conference, three (3) years in advance. If the Committee does not select the time and place of such Conferences, such selection shall be made by the Board of Directors.

Section 3 - RETIRED CHAPTERS.

Retired members are authorized to establish local Retired Chapters of the Missouri National Guard Association. Formal status and recognition must be approved by the Board of Directors after receiving written application for Retired Chapter approval. Application for Chapter approval will include the Chapter name, Managing Committee, and location, as a minimum. Each Retired Chapter of the Missouri National Guard Association will be authorized representation at the Annual or Special Conference as provided by Article X.

Section 4 - AUXILIARY STATUS.

The Association Auxiliary and its members shall be non-voting members of the Association in good standing. Recognizing the beneficial work of the Auxiliary which work is exclusively in furtherance of the tax-exempt work and purpose of the Association, the Association shall foster and encourage the furtherance of this work by endorsing and assisting the Auxiliary in its purposes. The Association recognizes, by these Bylaws, the related organization status of the Auxiliary and endorses administrative action necessary to establish and maintain the tax-exempt status of the Auxiliary.

ARTICLE VIII THE EXECUTIVE COUNCIL

Section 1 - COMPOSITION.

The Executive Council of the Board of Directors shall be composed of the President, President-Elect, Vice-President Air, Vice-President Army, Enlisted Committee Chairman, Immediate Past-President, Secretary, Treasurer and the Executive Director. The Executive Director shall not be a voting member of the Executive Council. A majority of the Executive Council shall constitute a quorum.

Section 2 - DUTIES AND POWERS.

The Executive Council shall have general supervision of the affairs of the Association between the meetings of the Board of Directors. The Executive Council shall have authority to authorize the expenditure of funds in conjunction with the Finance Committee on any item on a budget previously approved by the Board of Directors, make emergency decisions deemed in the best interest of the Association between the scheduled Board of Directors' meetings, and exercise such other powers as may be delegated to it by the Board of Directors. Such other delegations will be made in writing and will become a part of the formal minutes of the Board of Directors' Meeting. The Executive Council may meet in person, by teleconference, or by using email to circulate an issue and recording votes received by email response.

All actions undertaken by the Executive Council must be by majority vote with a quorum present as set forth above. Any action taken or approved by the Executive Council between the Board of Directors' meetings shall be reported to the Board of Directors at the next scheduled Board meeting and be made a part of the minutes of that Board meeting.

ARTICLE IX CONFERENCE

Section 1 - ANNUAL.

There shall be an Annual Conference of the Association, normally held between Easter and 1 May. The Board of Directors may approve a date not in this time span if local conditions dictate.

Section 2 - SPECIAL.

Special Conferences may be called by the President or majority of the Board of Directors to transact such business as is directed in the Call of the Special Conference.

Section 3 - REPRESENTATION.

The right to be a delegate at an Annual Conference or Special Conference shall be limited to Annual, Life and Retired Life Members. Each of the Senior Command Representatives shall contact the units in their command regarding the selection of voting delegates at Conferences; the Enlisted Senior Command Representative will contact the senior NCO of each unit and the Officer Senior Command Representative will contact the senior officer of each unit. Conference delegates shall be selected on the basis of two delegates (one officer/warrant officer and one enlisted) per federally recognized unit as designated by NGB, which has a unit identification code. Split units are considered as one unit. The Senior Command Representatives (Enlisted and Officer) shall submit names of voting delegates to the Secretary and/or the Chairman of the Credentials Committee at least twenty (20) days prior to the opening of the

Business Session of the Conference. Only those representatives present who are accredited delegates as verified by the Credentials Committee shall be entitled to vote. If the number of accredited delegates present does not equal the number to which a command is entitled, then the accredited enlisted and officer delegates present shall, by majority vote, cast their respective enlisted or officer ballot for the difference between the number cast individually and the total number to which the Command is entitled. If only one accredited delegate represents the Command, he or she shall cast the entire enlisted or officer ballot to which the Command is entitled, but not both. If the command is represented by only two accredited delegates, one officer and one enlisted, they shall cast their command's total enlisted ballot and officer ballot respectively. Each officially designated Retired Chapter shall be authorized two (2) delegates (one officer/warrant officer and one enlisted) at the Annual or Special Conference. The Chapter is responsible for submitting the name of the voting delegate to the Credentials Committee at least twenty (20) days prior to the opening of the Business Session of the Conference.

Section 4 - QUORUM.

Before transacting the business of the Association at either an Annual Conference or a Special Conference, the Secretary shall certify that a quorum of the delegates is present. Two-thirds of those delegates whose names have been submitted to the Credentials Committee and who are registered for the Conference shall constitute a quorum.

Section 5 - ORDER OF BUSINESS.

The order of business shall be governed by the latest issue of Roberts's Rules of Order, except as herein modified. The order of business and programs for each conference shall be arranged by the President of the Association.

ARTICLE X INSURANCE PROGRAM

Section 1 - INSURANCE ADMINISTRATOR

The Insurance Program will be managed by an appointed administrator. The Insurance Administrator will be appointed by the Executive Council, managing the MONGA Insurance Program through the making of recommendations and providing reports to the Executive Council. This position is by appointment only and will be reappointed as necessary to maintain continuity in the management of the MONGA Insurance Program.

ARTICLE XI WAR OR NATIONAL EMERGENCY, SUSPENSION AND RESUMPTION OF ACTIVITIES

Section 1 - SUSPENSION OF ACTIVITIES.

- A. This article may be invoked by majority vote of the Board of Directors of the Association in the event of war or national emergency proclaimed by the President of the United States. This article, when invoked, shall take precedence over any conflicting provision of the Bylaws of the Association.
- B. The activities of the Association shall be suspended during the absence of 85% of the Annual and Life Members.
- C. The entry of an elected officer or member of the Board of Directors into extended active duty (does not include Title 32 AGR) in the Federal military service shall automatically cause a vacancy in their office and the same shall be filled as provided herein; except that this paragraph shall not apply to officers of the Association holding office at this time of activities under this Article. For the purpose of this article, extended active duty is defined as federal mobilization for a period of more than two hundred seventy (270) days, under a Presidential Selected Reserve Call-Up (PSRC), in time of war or national emergency as

declared by Congress, under Title 10 U.S.C. 12301 a, b, c and d, 12302 and 12304, as amended.

D. The Board of Directors, or in the absence of a majority thereof, the Executive Council or President, and the Adjutant General will, by proclamation, determine the absence of 85% of the Annual and Life members not on the retired rolls of the Association and the activities of the Association shall thereupon be suspended. Absence as used in this Article shall mean absent on extended active duty in the military service as defined in paragraph C. above.

Section 2 - ASSETS OF THE ASSOCIATION.

If time permits, the Board of Directors functioning at the time of suspension of activities shall turn over to the Adjutant General of the State of Missouri, the assets of the Association, to be held by him, in trust, until the Association resumes activities. If time does not permit an orderly transfer, the Adjutant General shall take possession of the assets of the Association in any manner, which seems reasonable and proper under the existing circumstances. The Adjutant General may appoint a Committee composed of Annual, Life or Retired Life Members, who are available to assist him in discharging this responsibility.

Section 3 - INSURANCE PROGRAM.

During such time that activities are suspended under this Article, the Adjutant General shall appoint an individual who is an Annual, Life or Retired Life Member to fill vacancy as the Insurance Administrator.

Section 4 - RESUMPTION OF ACTIVITIES.

When at least 15% of the Annual and Life Members not on the retired rolls, as determined by the Adjutant General, have returned from extended active duty military service, the Adjutant General shall appoint interim members to the Board of Directors, as provided in Article VI., and return the assets of the Association to the Board of

Directors. The Interim Board shall call a Conference within ninety days after appointment at which time officers shall be elected and normal activities resumed in accordance with the provisions of these Bylaws.

Section 5 - MEMBERSHIP.

Each member who is an Annual Member at the time of suspension of activities under this Article, if called or inducted into Federal service, shall continue to be classed as an Annual Member while in such Federal service and after release from such Federal service until the first Conference of the Association is held following resumption of activities.

ARTICLE XII CONTRACT AND CONVEYANCES

Section 1 - CONTRACT AND CONVEYANCES.

All contracts and conveyances affecting any real property owned or managed by the Association shall be signed and executed by the President and the Secretary of the Association after a resolution has been adopted by the Board of Directors of the Association authorizing the entering into of the specific contract or conveyance.

ARTICLE XIII FISCAL YEAR

Section 1 - FISCAL YEAR.

The fiscal year of the Association shall commence on 1 January and terminate on 31 December.

ARTICLE XIV AMENDMENTS

Section 1 - AMENDMENTS/REVISIONS TO BYLAWS BY MAJORITY VOTE.

These Bylaws may be revised, amended and added to by a majority vote of delegates at the Annual Conference or any Special Conference called for that purpose by the President or Board of Directors of the Association. Proposed revisions or amendments shall be submitted in

writing to the Bylaws Committee not later than ninety (90) days prior to the Annual Conference. The Board of Directors or any member of the Association in good standing may submit revisions or amendments to the Bylaws Committee for their consideration. The Bylaws Committee will convene a meeting (in person, by teleconference or circulating the proposed amendments or Revisions electronically with documentation of the review process) to consider the proposed changes to the Bylaws. The Bylaws Committee will then submit a report with their recommendations to the Board of Directors of the Association not later than sixty (60) days prior to the Annual Conference. The Board of Directors, upon acceptance of the report of the Bylaws Committee, will post the proposed revisions or amendments on the Missouri National Guard Association web site at least thirty (30) days prior to the date of the Annual Conference at which the proposed revisions or amendments are to be considered. The MoNGA web site will place a banner to alert the members of the proposed changes to the Bylaws. The Bylaws Committee will submit their report at the Annual Conference. The delegates to the Annual Conference will then vote on acceptance of the Bylaws Committee's report for approval by the delegates. The Bylaws approved at the Annual Conference go into effect immediately following the conclusion of the Annual Conference.

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