

# BY-LAWS

## OF THE NATIONAL GUARD ASSOCIATION OF ILLINOIS

### ARTICLE I - OFFICERS

Section 1. The officers of this organization shall be those as provided in the Constitution. No person may hold more than one office simultaneously. The duties and powers of the respective officers shall be as follows:

#### a. President

(1) The President is the principal executive officer of the Association. Subject to the direction of the executive board, the President shall supervise and direct the activities of the Association, shall preside at all annual and special conferences of the Association and of the executive board, unless such authority be temporarily delegated to another member of the executive board.

(2) The President shall be a member ex-officio of all committees.

(3) The President shall:

(a) direct the affairs of the Association in accordance with the policies adopted by the executive board and/or an Annual or Special Conference;

(b) convene the executive board from time to time;

(c) appoint all committees and designate the chairperson of each;

(d) direct the nominating and voting procedures at annual and special conferences to insure impartial and fair elections for all vacancies;

(e) make necessary arrangements for each conference;

(f) direct the operations of the office staff of the Association;

(g) submit, to the Executive Board at least sixty days prior to the end of the current fiscal year, an annual budget for the coming fiscal year, showing estimated income, expense by category, and ending cash position of the Association;

(h) render an annual report to the Association and

(i) perform such other duties as may be required of the office by the Constitution and Bylaws of the Association or the executive board.

(4) The President may, upon approval of the executive board:

- (a) incur such incidental expenses as may be necessary in the direction and operation of the affairs of the Association and its office and staff;
- (b) organize the office of the Association as may be required;
- (c) employ such personnel, for and on behalf of the Association as deemed advisable, assign duties and fix the rate and amount of their compensation;
- (d) employ an Executive Vice-President and determine his/her compensation;
- (e) appoint a Chaplain;
- (f) assign duties to the President-Elect Vice-President, Secretary, and Treasurer of the Association consistent with the Constitution and Bylaws of the Association;
- (g) convene a special conference of the Association when directed by the executive board.

b. President-Elect and Vice-President. In the absence or disability of the President, the Presidential duties shall be discharged first by the President-Elect and secondly by the Vice-President.

(1) The President-Elect and Vice-President shall-

- (a) each monitor half of the existing committees as directed by the President;
- (b) assume in order of succession the office, title and prerequisites of the President in the event of termination, resignation, or removal from office, and serve the unexpired period of tenure in office; in addition to his/her elected term not to extend one term;
- (c) perform such additional duties as may be assigned to them by the President.

c. Secretary. Is the recording officer of the Association and responsible for the minutes and records of all executive board meetings and annual and special conferences. Performs such additional related duties as may be assigned by the President.

d. Treasurer. Is the custodian of all funds of the Association. Prepares a fiscal report for executive board meetings, and provides necessary information to the finance committee. Performs such additional related duties as may be assigned by the President. Is responsible for an annual audit and review of the records and finances of the Association, and submits a report to the conference.

e. Executive Vice-President. Is employed by the President, upon approval of the executive board. Employment is contractual for such a period as may be determined by the executive board. The Executive Vice-President shall perform those duties set forth in the employment contract.

f. Vice-President NGAUS. Is the association's liaison to the National Guard Association of the United States. This officer monitors the membership status of NGAUS. Coordinates with the

National Office and reports to NGAI Board, presides over NGAUS breakout at NGAI Conference, and present information about NGAUS National Conference to members.

(1) Attend NGAUS legislative workshops and National Conference, and brief Army and Air personnel about NGAUS and pertinent information.

(2) Serve on long range planning and legislative committees

(3) Coordinate Legislative notices with the NGAI legislative chairsperson

g. Vice-President ENGAUS. Is the association's liaison to the Enlisted National Guard Association of the United States. This officer monitors the membership status of ENGAUS, coordinates with the National Office and report to NGAI Board. Preside over ENGAUS breakout at NGAI Conference and present information about ENGAUS National Conference to members

(1) Attend ENGAUS legislative workshops and National Conference, and brief Army and Air personnel about ENGAUS and pertinent information.

(2) Serve on long range planning and legislative committees.

(3) Coordinate Legislative notices with the NGAI legislative chairsperson.

Section 2. Election of all Officers of the association will be by majority vote of the delegates of the annual conference of the Association.

Section 3. Tenure. Unless terminated or removed from office as provided in these by-laws:

a. The offices of President, President-Elect and Vice-President, will be occupied as a series of progressive positions with individuals serving in each capacity for approximately one (1) year, being installed in office on the last day of the annual conference. Each year, the position of Vice-President will be elected, alternating between Army and Air (retirees will represent the branch of service retired from) thereby insuring an equitable representation between the two services. At each subsequent annual conference the Vice-President will advance to the position of President-Elect, the President-Elect will advance to the position of President.

b. The offices of Secretary and Treasurer shall be for a term of two (2) years or until a successor is duly qualified. Effective with the current Treasurer, the term of office will expire April 2002. Thereafter, the term of office for succeeding Treasurers will be for a period of two (2) years, being elected in even-numbered years. The term of office for the current Secretary will expire in April 2003. Thereafter, the term of office for succeeding Secretaries will be for a period of two (2) years, being elected in odd-numbered years.

c. The offices of VP- NGAUS and VP-EANGUS shall be for a term of two (2) years or until a successor is duly qualified, with the VP-NGAUS being elected in even-numbered years, and the VP-EANGUS being elected in odd-numbered years, beginning with the 2001 Annual Conference.

Section 4. Termination and removal.

a. Tenure in office is terminated by:

- (1) death;
- (2) resignation or expiration of term of office.

b. An officer may be removed from office by two-thirds vote of the executive board under the following circumstances:

- (1) when it is determined that an officer is unable to fulfill the duties of the office due to physical or mental disability;
- (2) for inefficiency;
- (3) for conduct detrimental to the Association or
- (4) for other sufficient cause.

c. An officer can be removed from office and temporarily replaced by a simple majority if unable to fulfill the duties of the office due to mobilization or deployment. An officer replaced under this provision will resume the duties of the office upon return from deployment, unless the officer chooses to resign at that point.

## ARTICLE II - EXECUTIVE BOARD

### Section 1. Duties and powers.

a. The executive board shall -

(1) act as the governing body of the Association in accordance with the policies adopted in annual or special conference of the Association.

(2) fix the time and place of an annual conference when:

(a) the previous annual conference fails to fix the time and place for the succeeding conference or

(b) an annual conference cannot for any reason be convened at the time or place fixed therefor.

(3) in the event of a vacancy on the executive board of a member or alternate, who is not an officer of the Association, elect thereto, by majority vote, a replacement from the appropriate electing group to serve the unexpired period of tenure.

(4) in the event of a vacancy in the office of President, President-Elect or Vice-President, the subordinate member will advance to the next higher position and the executive board will elect, by majority vote, a successor of appropriate military branch affiliation, to the vacant office to serve the unexpired period of tenure.

(5) in the event of a vacancy in the office of Secretary or Treasurer, elect thereto, by majority vote, a replacement to serve the unexpired period of tenure.

(6) consider the annual budget for the Association as recommended to it by the President, revise, amend, or modify it as desired and appropriate the funds required for its support.

(7) exercise control and direction over the property of the Association, both real and personal subject to the Bylaws.

(8) convene -

(a) at the call of the President of the Association or

(b) upon written demand signed by a majority of the members thereof and communicated to each member of the executive board.

(9) perform such additional duties and exercise such additional powers as are specifically granted in, or required by, the Constitution and Bylaws of the Association.

(10) issue the call for a scheduled annual or special conference of the Association in the event the President of the Association fails or refuses to do so.

(11) have the authority and responsibility to decide any issue in the best interest of the Association, which is not specifically addressed in the Constitution and Bylaws.

b. The executive board may -

(1) order an audit of records and finances of the Association by a Certified Public Accountant in addition to the annual review required by these Bylaws.

(2) by majority vote, convene a special conference of the Association and fix the time and place therefor.

(3) by majority vote, refuse admission to any applicant for membership in the Association.

(4) by majority vote and in accordance with the Constitution, terminate the membership of any member of the Association.

(5) remove from office any officer of the Association in accordance with the Bylaws.

## Section 2. Election.

a. Officers of the Association are members of the executive board by virtue of the election to an office of the Association as provided in the Constitution of the Association.

b. Members of the executive board (directors) and their alternates shall be elected from the electing group hereinafter defined. The terms of the directors and their alternates commencing

with the annual conference in 2001 shall be for a period of two years. Directors may seek reelection to the position for an unlimited number of terms. The following electing groups (or their successor organizations) shall elect directors at the 2001 conference, and in each odd-numbered year thereafter: 108th Sustainment Brigade, 33rd Brigade Combat Team, Peoria ANG, and the Retirees. Directors for the remaining electing groups (or their successor organizations) shall continue to serve until the 2002 conference, when the groups shall elect directors, and in each even-numbered year thereafter: Joint Force Headquarters (JFHQ), 65th Troop Command Brigade, 404th Chemical Brigade, Springfield ANG, Scott ANG.

c. The senior officer of each electing group is responsible for the conduct of an election by secret ballot to select a director and alternate director, from his/her electing group. With respect to the active members who are retired, the President of the Association shall appoint a retiree member to conduct the election. Such elections shall be held in conjunction with and at the site of the annual conference.

Section 3. Tenure. Unless terminated or removed therefrom as provided in these Bylaws, members of the executive board shall:

a. be installed on the last day of the annual conference by which they were elected to the executive board or to an office of the Association.

b. serve as a member or alternate of the executive board -

(1) for a term of two years except as otherwise provided in Section 2b preceding. The term of office for the positions of President, President-Elect and Vice President shall be one year.

(2) until no longer an officer of the Association, if a member of the executive board by virtue of election to an office of the Association.

Section 4. Termination or removal.

a. Membership on the executive board is terminated by:

(1) death.

(2) resignation.

(3) expiration of term of office.

(4) board member moving from one electing group to another by reason of duty assignment or retirement.

b. A member of the executive board may be removed there from by a two-thirds vote thereof:

(1) when it is determined that a member, other than an officer of the Association, is unable to fulfill the duties as a member of the executive board due to war, national emergency, or physical or mental disability.

(2) for inefficiency.

(3) for conduct detrimental to the Association.

(4) for other sufficient cause.

### ARTICLE III - WAR OR NATIONAL EMERGENCY

Section 1. This article may be invoked by majority vote of the executive board of the Association in the event of war or national emergency declared by the Congress of the United States.

Section 2. This Article, when invoked, shall take precedence over any conflicting provision in the Constitution or Bylaws.

Section 3. On or after the date of invocation of this Article the tenure in office of each officer and of each member of the executive board is, if necessary, automatically extended for the duration of war or national emergency and six months thereafter or until the executive board, by majority vote, determined that this Article shall no longer remain in effect.

Section 4. The executive board may suspend the operation of any provision of Article VI and/or Article VII of the Constitution.

### ARTICLE IV - COMMITTEES

Section 1. In addition to the primary responsibilities listed hereafter, committees will comply with the duties which may from time to time, be developed and approved by the executive board.

a. The Committee on Legislation, Research and Archives. The Committee on Legislation consists of the number of members of the Association appointed by the President to serve at the pleasure of the President. The committee on legislation shall:

(1) prepare, request the introduction of, and support legislation required to implement the policies of the Association on a State and National level.

(2) cooperate with the EANGUS and NGAUS in providing Congressional committees and members of the Congress with information regarding national security and the National Guard.

(3) monitor and oppose legislation detrimental to the purposes of the Association.

(4) develop and recommend to the executive board the legislative policy of the Association.

(5) render an annual report to the Association.

(6) maintain records and archives of the NGAI.

b. Committee on Constitution and By-Laws. This committee consists of members of the Association appointed by the President to serve at the pleasure of the President. It shall –

(1) Annually review the Constitution and By-Laws, and prepare a report to the President and Executive Board. The report and any proposed amendments shall be submitted to the President to be forwarded to the Electing groups in accordance with the applicable Articles on Amendments.

(2) Review any proposed amendments submitted by the membership, and present the amendment with a recommendation to the President and Executive Board.

(3) Present a committee report to the annual conference, including any proposed amendments and their recommendations.

c. Committee on Awards. This committee consists of members of the Association appointed by the President to serve at the pleasure of the President. It shall -

(1) implement the responsibilities outlined in the Associations Awards program.

(2) review the Awards program with a view to its improvement and draft proposed changes thereto and recommend their adoption.

d. Committee on Resolutions. This committee consists of members of the Association appointed by the President to serve at the pleasure of the President. In addition, the Vice-President and President-Elect shall serve as ex-officio members of this committee to represent the interests of their respective service. It shall -

(1) consider each resolution referred thereto and may revise, amend, or modify it as desired. Each resolution shall be:

(a) recommended for adoption or

(b) rejected.

(2) The chairperson of the Committee on Resolutions may if necessary, appoint the respective Army National Guard and Air National Guard members of the Committee as subcommittees of their respective components, and designate the chairperson of each subcommittee, to act upon specific Army/Air recommendations.

(3) report to the conference those resolutions which the committee recommends for adoption and

(4) refer all adopted resolutions to the President-Elect for action.

e. The Committee on Credentials and Rules. This committee consists of members of the Association appointed by the President to serve at the pleasure of the President. It shall -

(1) rule on the credentials of each delegate to an annual or special conference of the Association;

(2) render a report to each annual or special conference of the Association, consisting of:

(a) a list of members who are authorized as accredited delegates;

(b) a recommendation concerning any special rules to be adopted by the conference concerned.

f. Committee on Finance. This committee consists of past Presidents of the Association, or other members of the Association, appointed by the President to serve at the pleasure of the President. It will be chaired by the Treasurer. It shall -

(1) Review the results of the annual audit prior to the annual conference, which the Treasurer shall report to the conference.

(2) Review the investments and other assets of the association, and make recommendations to the Executive Board regarding investment strategy.

g.. Committee on Nominations. This committee consists of members of the Association appointed by the President to serve at the pleasure of the President. It shall-

(1) prepare a slate of nominees consisting of not fewer than two nor more than four names of eligible members of the Association for each office or director vacancy on the executive board, required to be filled at the annual conference;

(2) report to the conference its slate of nominees

h. Committee on Time and Place. This committee consists members of the Association appointed by the President to serve at the pleasure of the President. It shall recommend to the conference the time and place for the second succeeding annual conference of the Association.

i. Committee on Long Range Planning. This committee consists of the President-Elect, the Vice-President, the VP-NGAUS, and VP-EANGUS, and other members of the Association appointed by the President to serve at the pleasure of the President. It shall review the Association's strategic plan and current goals, and recommend changes to the President and Executive Board. The committee will also review and develop action plans for other projects as assigned by the president.

## ARTICLE V - FISCAL

Section 1. Fiscal Year. The fiscal year of the Association commences on 1 January and ends on 31 December.

Section 2. Dues.

a. The dues required for membership in the Association are:

(1) Active:     Officers \$20.00  
                  Enlisted \$10.00

(2) Non-Resident \$10.00

- (3) Associate \$10.00
- (4) Patron: Commercial/Institution - Annual \$125.00  
Individual - Annual \$15.00  
Individual - Life \$125.00
- (5) Life: Officers \$125.00  
Enlisted \$75.00
- (7) Honorary: None
- (8) Electronic Membership: Annual - \$1.00  
Life - \$20.00

b. Annual dues are due and payable before January 1 of each year. One dollar of dues is for subscription to the publication of the Association for one year, Life members will receive the publication for life. (Exception: The Association is not required to mail the publication to foreign countries.) An annual membership is effective from January 1, except as provided in c below. For purposes of determining unit membership, totals are calculated based upon memberships received no later than 1 March of each current year.

c. An individual who initially qualified for annual membership in the Association on or after July 1 of any year, but prior to December 31 of that year, may, upon payment of the full annual dues fee, be issued an annual membership which would guarantee paid-up membership for the remainder of that six month period plus the additional annual 12 month period commencing January 1 and ending December 31.

Section 3. Gift memberships: To encourage membership in the Association, the executive board may authorize the awarding of a free initial membership to first term enlisted/officer members of the Illinois Army and Air National Guard.

Section 4. Bonding and Liability Insurance.

a. By majority vote, the executive board may require the bonding of, or liability insurance for:

- (1) an officer of the Association;
- (2) an employee of the Association;
- (3) a member of the executive board or
- (4) a member of any committee

b. The executive board shall authorize the expenditure of funds required to pay the premium of any bonds or liability insurance required by it.

Section 5. Funds. Funds of the Association shall be -

- a. Deposited in the name of the Association in Federally insured banks, Savings and Loans, or Credit Unions designated by the executive board.
- b. Separated into such accounts as the executive board may direct.
- c. Expended without further authority from the executive board in support of the approved annual appropriation.
- d. Invested and reinvested in accordance with the purpose of the Association as the executive board may direct and
- e. Used to promote the purposes of the Association.

Section 6. Expenditures. Bills, claims and expenditures of the Association shall be -

- a. Reviewed and authorized for payment by the President or the Executive Vice-President of the Association, and
- b. Paid by draft drawn on the funds of the Association and executed by any of the following:
  - (1) President
  - (2) President-Elect
  - (3) Executive Vice-President
  - (4) Treasurer

Section 7. Property. Personal and real property acquired by the Association shall be administered in the following manner:

- a. Personal property acquired by the Association shall be:
  - (1) held in the name of the Association and
  - (2) under the control and direction of the executive board.
- b. Real property acquired by the Association shall be:
  - (1) subject to the provisions of the Constitution and By-Laws of the Association, and
  - (2) held subject to the terms and conditions as follows: Title to real property shall be invested in the name of the "National Guard Association of Illinois, a Not for Profit Corporation of the State of Illinois".

Section 8. Contracts. Contracts, other than those involving real property, shall be executed in the name of the Association and signed by:

- a. The President of the Association, and

b. The Secretary or Executive Vice-President.

Contracts involving the purchase, sale, transfer, or encumbering in any way of real estate shall be executed by the above named officers only upon approval by the executive board.

## ARTICLE VI - VOTING

### Section 1. General

a. Except as otherwise provided herein, the method of voting

(1) at an annual or a special conference is determined by the presiding officer, and

(2) in a committee or the executive board is determined by the chairperson or presiding member.

b. Voting by proxy is not authorized.

c. Each member of the committee shall, when actually present, be entitled to one vote on each matter acted upon by the committee. Members who participate in a meeting by two-way teleconference/videoconference, who are therefore able to follow the proceedings and be recognized by the chairperson or presiding member, are entitled to vote and have all other rights as though they were physically in attendance.

d. Email Voting. The executive board may vote on motions proposed between meetings through Email voting. The proposed motion must be emailed out by the Executive Director to all board members, who will confirm receipt by return email. After a period of discussion (to include a second to the motion), the President may call for a vote, and establish a deadline. Board members will then email their votes to the Secretary, ensuring all board members are included on the email. At the close of the voting period, votes will be tabulated, and if the 'Yea' votes constitute a majority of voting board members (9 of 17), the motion will be considered to have passed. The motion and voting results will be read into the minutes during the following scheduled board meeting.

Section 2. Annual and/or special conference. At an annual or special conference of the Association -

a. The voting body consists of all accredited delegates.

(1) The accredited delegates

(2) Past Presidents of the Association who are

(a) Present at the conference and not otherwise accredited as delegates, and

(b) members of the Association.

- b. Each member of the voting body shall, when actually present, be entitled to one vote on each matter acted upon by the conference.
- c. Upon demand of two or more electing groups, the presiding officer shall order a vote by roll call of the delegates by secret ballot, whichever is demanded.
- d. In the event a vote by roll call or by secret ballot is ordered, each delegate shall be entitled to one vote. Proxy voting shall not be allowed.

#### ARTICLE VII - RULES OF ORDER

Section 1. Order of business. Except as modified in the Constitution and By-Laws of the Association, the order of business shall be:

- a. As established in Robert's Rules of Order, current edition, and
- b. For each annual and special conference arranged by the President of the Association.

Section 2. Parliamentary authority. The Rules contained in Robert's Rules of Order, the latest revised edition thereof, shall govern the Association in all cases to which they are applicable, except when modified by:

- a. The constitution or Bylaws of the Association or
- b. Standing rules or special rules established by an annual or special conference.

Section 3. Rules. At an annual or special conference of the Association -

- a. Each proposed resolution shall be referred to the committee on resolutions by the presiding officer of the conference and
- b. Subsequent to the final report of the committee on resolutions, the presiding officer of a annual or special conference may not entertain a proposed resolution except by unanimous consent of that conference.

#### ARTICLE VIII - DEFINITIONS

For the purpose herein:

a. "Electing Groups" are as follows: Each of the following electing groups shall have 1 director and 1 alternate director:

- (1) 108th Sustainment Brigade or its successor organization
- (2) 33rd Brigade Combat Team or its successor organization
- (3) Joint Force Headquarters (JFHQ) or its successor organization
- (4) 65th Troop Command Brigade or its successor organization

(5) 404th Chemical Brigade or its successor organization

(6) Scott ANG or its successor organization

(7) Peoria ANG or its successor organization

(8) Springfield ANG or its successor organization

(9) Active members who are retired

b. "may" is used in a permissive sense.

c. "shall" is used in an imperative sense.

d. "may not" is used in a prohibitive sense.

e. "majority vote" means a minimum of a simple majority of the legal votes cast.

f. "two-thirds vote" means a two-thirds of the legal votes cast.

g. "retired status" means any person who, under honorable conditions, has been discharged or separated from appointment as a reserve officer or enlisted person, and transferred under Federal law to a retired list.

## ARTICLE IX - AMENDMENTS

Section 1. The Bylaws may be amended at an annual or special conference by two-thirds vote of those present and voting. An amendment may be proposed by any member or National Guard unit in the State and shall be submitted in writing to the President of the Association by 31 December prior to the date set for the convening of the conference at which the proposed amendment is to be considered. As soon as practicable after its receipt, the President shall mail or cause to be mailed, copies of the proposed amendment to the members of the committee on constitution and bylaws of the Association to render a report to such conference with such recommendations as it may see fit. The President will insure that members of the executive board have been notified of the proposed amendments by 28 February prior to the date set forth for the convening of the conference. The President shall cause to be mailed copies of the proposed amendment to the senior officers of all electing groups of the National Guard not later than 15 March prior to the date set forth for the convening of the conference.

The senior officers are responsible for ensuring that their unit's delegates understand the proposed amendments prior to their being asked to vote on them.

Section 2. These bylaws may be amended at an annual or special conference of the Association by a unanimous vote without prior notice and without prior action by the committee on constitution and bylaws.

Section 3. Effective date. Unless otherwise provided, an amendment of the bylaws shall be effective upon adjournment "sine die" of the annual or special conference of the Association which adopted it.