

MISSOURI NATIONAL GUARD ASSOCIATION

BY LAWS

ARTICLE I NAME.....	3
Section 1 - NAME.....	3
ARTICLE II PURPOSES AND POWERS.....	3
Section 1 - PURPOSES.....	3
Section 2 - POWERS.....	3
ARTICLE III MEMBERSHIP.....	4
Section 1 - MEMBERSHIP.....	4
Section 2 - MEMBERSHIP IDENTIFICATION.....	6
ARTICLE IV OFFICERS.....	7
Section 1 - OFFICERS.....	7
Section 2 - DUTIES AND POWER OF OFFICERS.....	7
Section 3 - ELECTION OF OFFICERS.....	10
Section 4 - TERM OF OFFICE.....	11
Section 5 - VACANCIES.....	11
Section 6 - ELIGIBILITY.....	11
ARTICLE V AREAS.....	12
Section 1 - COMMANDS.....	12
ARTICLE VI THE BOARD OF DIRECTORS.....	12
Section 1 - COMPOSITION.....	12
Section 2 - DUTIES AND POWERS.....	12
Section 3 - PRIVILEGES.....	13
Section 4 - MEETINGS.....	13
Section 5 - ACTION OF THE BOARD OF DIRECTORS.....	13
ARTICLE VII COMMITTEES.....	13
Section 1 - STANDING COMMITTEES.....	13
Section 2 - SPECIAL COMMITTEES.....	17
Section 3 - CONFERENCE COMMITTEES.....	17
Section 4 - RETIRED CHAPTERS.....	19
Section 5 - AUXILIARY STATUS.....	20
ARTICLE VIII THE EXECUTIVE COUNCIL.....	20
Section 1 - COMPOSITION.....	20
Section 2 - DUTIES AND POWERS.....	20
ARTICLE IX INSURANCE TRUST.....	20
Section 1 - INSURANCE TRUST.....	20
ARTICLE X CONFERENCE.....	21
Section 1 - ANNUAL.....	21
Section 2 - SPECIAL.....	21
Section 3 - REPRESENTATION.....	21
Section 4 - QUORUM.....	22
Section 5 - ORDER OF BUSINESS.....	23

ARTICLE XI SUSPENSION AND RESUMPTION OF ACTIVITIES.....	23
Section 1 - SUSPENSION OF ACTIVITIES.....	23
Section 2 - ASSETS OF THE ASSOCIATION.....	23
Section 3 - INSURANCE TRUST.....	24
Section 4 - RESUMPTION OF ACTIVITIES.....	24
Section 5 - MEMBERSHIP.....	24
Section 6 - REMITTANCE OF DUES.....	24
ARTICLE XII CONTRACT AND CONVEYANCES.....	24
Section 1 - CONTRACT AND CONVEYANCES.....	25
ARTICLE XIII FISCAL YEAR.....	25
Section 1 - FISCAL YEAR.....	25
ARTICLE XIV AMENDMENTS.....	25
Section 1 - AMENDMENTS.....	25

ARTICLE I NAME

Section 1 - NAME.

The name of this Association shall be: "The Missouri National Guard Association."

ARTICLE II PURPOSES AND POWERS

Section 1 - PURPOSES.

The purposes of the Missouri National Guard Association 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 Associations of the United States in its activities to improve the Missouri National. Guard and the Army arid 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 and associate members. The Board of Directors of the Association shall for and on behalf of the Association, enter in to a Trust Agreement pursuant to which Trustees shall 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 and associate members of the Association who are participants in the Missouri National Guard Insurance program, or their dependents. Unmarried spouses or children of a deceased member who was a participant of the Insurance program at the time of death shall retain their eligibility.
- J. Recognition of the continuing service or unique contributions of individual members of the Association or others by the presentation of appropriate award. 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. Annual dues shall be due and payable on or before 1 January of each year. Any applicant for membership may be refused admission by a majority vote of the Board of Directors. The Board 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 officer, warrant officer, enlisted person or former officer, warrant officer, or enlisted person, or citizen of the State of Missouri may become a member upon payment of

annual dues. Former military personnel and civilians who desire to join the Association must have their application approved by the Board of Directors before enrollment. Members who initially join the Missouri National Guard Association on or after 1 December are entitled to complimentary membership for the balance of that fiscal year, provided that dues for the new fiscal year starting 1 January are submitted with the application for membership. Civilian annual members are not entitled to vote or hold office.

B. RETIRED LIFE MEMBER.

1. Any member who leaves the active Guard program under honorable conditions and who is eligible to receive retired pay and benefits shall be eligible to apply for Retired Life Membership, subject to the approval of the Board of Directors.
2. If a Retired Life Member under this provision re-enters the active Guard program, this membership is void for the active period and annual dues for the member's grade must be paid. The Life Membership shall, be reinstated, without further payment of dues, when the member again leaves the active Guard.

C. ASSOCIATE MEMBER.

1. Officers, warrant officers, and enlisted members of the Missouri National Guard who are not otherwise members of the Association, shall automatically be Associate Members while enrolled in the Missouri National Guard Insurance Program. Associate Members are not entitled to vote or hold office.

D. 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.

E. INSURANCE LIFE MEMBER

1. Any member who leaves the active Guard program for any reason under honorable conditions, and desires to maintain the MoNGA Group Insurance shall maintain the MoNGA Group Insurance, shall., upon payment of \$25.00 one-time dues be entitled to Insurance Life Membership, subject to the approval, of the Board of Directors. Insurance Life Members are not entitled to vote or hold office.

F. CORPORATE MEMBER.

1. Any business or corporation may become a member of the Missouri National Guard Association upon payment of annual dues as set and approved by the Board of Directors. Business/Corporate 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 Business/Corporate Memberships, which may be in conflict with the best interests of the Missouri National Guard.

G. ACTIVE LIFE MEMBER

1. Any member who is an active member of the Guard in the State of Missouri shall be eligible to apply for Active Life Membership, subject to the approval of the Board of Directors.

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-President (Air)
- D. Vice-President (Army)
- E. Immediate Past President
- F. Two Vice-Presidents from each Senior Command, as defined in Article V.
- G. Secretary
- H. Executive Director
- I. Treasurer
- J. Chaplain
- K. Retired Life Member
- L. Enlisted Committee President
- M. Enlisted Committee President-Elect
- N. Auxiliary President

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, from time to time call meetings of the Board of Directors, appoint special committees. The President shall be a member ex-officio of all committees; make arrangements for Annual and Special Conferences, and appoint the General Chairman of the Annual Conference scheduled four 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 Troop 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 shall make an Annual report to the Association.

- 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 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 shall assist the President as requested and shall be members of the Board of Directors.
- D. IMMEDIATE PAST PRESIDENT. Upon the election of a new President of the Association, the Presidents predecessor automatically becomes

the Immediate Past President and shall serve as a member of the Board of Directors.

- E. COMMAND VICE-PRESIDENT. The Command Vice President 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. Command Vice-Presidents shall be elected from each Senior Command. The composition of the Command Vice-Presidents shall be one officer and one enlisted. One Command Vice-President will be elected from each Senior Command for a two-year term. This shall be done each year in caucus during the Annual State Conference, Senior Command. Each Command will submit to the Nominations Chairman in writing of their selection.
- 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 make an annual report to the Association. 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 shall not be a voting member of the Board of Directors. The Executive Director shall assist the elected Secretary on a full-time basis and perform such duties as directed by the President and Board of Directors.
- H. TREASURER. The treasurer shall monitor the receipts and disbursement of all funds of the Association except such funds as are administered by the Insurance Trust. 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 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 LIFE MEMBER. The Retired Life Member of the Board of Directors shall be elected from the Retired Life Members of the Association. The Retired Life Member shall be a delegate to the National Conference and the Missouri representative on the Continuity Committee of NGAUS or EANGUS as appropriate. The Retired Life Member shall be the Chairman of the Continuity Committee and convene the annual caucus of retired members at the Annual Conference for the purpose of nominating a Retired Member to this position and to submit to the President, the names of four additional members of that group to be appointed to the Continuity Committee. The Retired Life Member shall be a member of the Board of Directors.
- K. ENLISTED MEMBER. The Enlisted Members who are officers of the Association, in addition to any other enlisted personnel elected to office, shall consist of the Enlisted Committee President and Enlisted Committee President-Elect. The Enlisted Committee President shall preside over the Enlisted Committee activities as provided for in these By-Laws. The President- Elect shall be selected in caucus by the Enlisted Committee during the Annual Conference, and will automatically succeed to the Enlisted Committee President annually. These enlisted members are members of the Board of Directors.

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

President-Elect of the Enlisted Committee shall be elected as prescribed in Article III, Section 1. 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 shall hold office for one year, or until such time as qualified successor is elected, except that, Command Vice-Presidents shall hold office for two years. Two Command Vice Presidents, one officer, one enlisted, one shall be elected from each Senior Command at each annual Conference for a two-year term.

Section 4 - TERM OF OFFICE.

The term of office for newly elected officers of the Association shall begin on 1 May. 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 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.

Section 6 - ELIGIBILITY.

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

ARTICLE V AREAS

Section 1 - COMMANDS.

The State shall be divided into Ten Commands one (1) HQ, MONG, Six (6) Army and three (3) Air. The commands will be known by the Command name and will have one officer and one Enlisted Vice President.

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 Vice-Presidents, Secretary, Treasurer, a Retired Life Member, and the Auxiliary President, Enlisted Committee - President, Enlisted Committee - President Elect, Chaplain, and Executive Director of the Association.

Section 2 - DUTIES AND POWERS.

The Board of Directors, during the intervals between Conference, 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 Trust 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. In the event a vacancy exists in 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, civilian, associate and life members. The Directors of the Association shall, for and on behalf of the Association, enter into a

Trust Agreement pursuant to which trustees shall administer the insurance program.

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 National Guard Association of the United States, or shall select an appropriate officer from their respective area of the state to serve in their absence. Enlisted Members of the Board of Directors, along with the Secretary of enlisted members, 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 President shall select an appropriate replacement.

Section 4 - MEETINGS.

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

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.

ARTICLE VII COMMITTEES

Section 1 - STANDING COMMITTEES

Shall consist of the following:

- A. COMMITTEE ON BY-LAWS. The committee on By-Laws 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 By-Laws in relation to the purposes and operation of the Association. They shall recommend revisions, amendments

or additions to the President as necessary to assure the continuous and orderly growth of the association.

B. COMMITTEE ON LEGISLATION. The Committee on Legislation 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 committee on Legislation shall prepare, request the introduction of, and support legislation required to implement the policies of the Association. They shall provide the Legislative Committee and members of the state legislature with information regarding national security and the Missouri National Guard, monitor and oppose legislation detrimental to the purposes of 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. COMMITTEE ON CONTINUITY. The Committee on Continuity shall consist of at least five (5) Retired Life Members of the Association. The Retired Life Member elected by the members of the Association in conference shall be the Chairman of the Continuity Committee. The chairman shall convene. A vice-chairman will be elected to assist the chairman and function in the absence of the chairman. A caucus of Retired Life Members will convene at the Annual Conference for the purpose of selecting a nominee for the Retired Life Member of the Board. The name of the nominee shall be given to the Chairman of the Nominating 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 President 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 Committee of the Nation Guard Association of the United States or the Enlisted

Association National Guard of the United States as appropriate. The Committee on Continuity shall encourage and solicit retired members of the Missouri National Guard to become 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 Life 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. 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 for a term of three years 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 and determine recipients to scholarships. The Board of Directors shall determine the number and amount of scholarships based upon the allocations to the Scholarship Fund from the Insurance Trust. 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.

E. THE ENLISTED COMMITTEE shall consist of no less than ten enlisted members, at least one member from each Senior Command of the Association. The President of the Enlisted Committee shall convene a caucus of enlisted members at the Annual Conference, which shall select a President-Elect for the Enlisted Committee Board of Directors' position and a Secretary of the Enlisted Members. The President, President-Elect and Secretary shall be official delegates to the National Conference of the EANGUS. The name of the President-Elect selected in caucus will be given to the Chairman of the Nominating Committee prior to the time of that Committee report to the Annual Conference. The Enlisted Commit Lee shall encourage and solicit enlisted persons of the Missouri National Guard to become members of both the Missouri 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 persons 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 members including the Executive Director. The Treasurer shall be the Chairman of the Committee. They shall recommend an annual budget to the Board of Directors 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 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 3 - 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 President shall designate the Chairman. This Committee shall examine the credentials of the delegates to the Conference to determine their eligibility and make a report to the Conference.
- B. RESOLUTION COMMITTEE. The Resolution Committee consists of two 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 and enlisted members accordingly. An officer may not be substituted for an enlisted member; likewise an enlisted member may not be substituted for an 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 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 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 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 and enlisted members accordingly. An officer may not be substituted for an enlisted member; likewise an enlisted member may not be substituted for an 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 Vice-Presidents

shall be nominated in caucus by members from each Sr. Command. 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 Trust.

D. TIME AND PLACE COMMITTEE. The Time and Place Committee shall consist of two 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 and enlisted members accordingly. An officer may not be substituted for an enlisted member; likewise an enlisted member may not be substituted for an 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, four 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 4 - 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 5 - 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 By-Laws, 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 shall be composed of the President, President-Elect, Vice-President (Air), Vice-President (Army), Vice-President Enlisted Committee, immediate Past-President, Secretary, Treasurer, and Executive Director.

Section 2 - DUTIES AND POWERS.

Between the meetings of the Board of Directors, the Executive Council may exercise such powers as may be delegated to it by the Board of Directors. Such delegation will be made in writing and will become a part of the formal minutes of the Board of Directors' Meeting.

ARTICLE IX INSURANCE TRUST

Section 1 - INSURANCE TRUST.

A Board of Trustees shall be elected by the members of the Association in Conference to administer the Missouri National Guard Association Group Insurance Program. The Board of Directors of the Association shall, for and on behalf of the Association, enter into a Trust Agreement pursuant to which elected trustees shall administer the Insurance Program and invest the portion of divisible surplus, if any,

attributable to any group insurance policies. The operation of the Trust shall be governed by an agreement executed by and between the Board of Directors of the Association and the Board of Trustees. The Board of Trustees shall consist of seven (7) members, four elected by the Association. The non-elected members of the Board of Trustees are President, President-Elect, and Immediate Past-President. One Trustee shall be elected each year by vote of the members of the Association in Conference. Each Trustee shall be elected for a term of four years and shall file a written acceptance of their appointment with the Association; provided that each Trustee shall continue to serve until his successor is chosen and has accepted in writing. The members shall designate one of their members to be Chairman of the Board of Trustees. The Board of Directors of the Association shall elect individuals to fill interim vacancies for the balance of that Trustee's term or until the next Annual Conference of the Association, whichever occurs first. Trustees may resign and be discharged from liability upon proper audit.

ARTICLE X 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 and Retired Life Members. Each of the Senior Command Vice-Presidents shall contact the units in

their command regarding the selection of voting delegates at Conferences; the Enlisted Senior Command Vice President will contact the senior NCO of each unit and the Officer Senior Command Vice President will contact the senior officer of each unit. Conference delegates shall be selected on the basis of two delegates (one 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 Vice-Presidents (Enlisted and Officer) shall submit names of voting delegates to the Secretary and/or the Chairman of the Credentials Committee at least twenty 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 delegates (one 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 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 XI SUSPENSION AND RESUMPTION OF ACTIVITIES

Section 1 - SUSPENSION OF ACTIVITIES.

- A. The activities of the Association shall be suspended during the absence of 85% of the annual membership.
- B. The entry of an elected officer, or member of the Board of Directors into extended active duty (does not include 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.
- C. The Board of Directors, or in the absence of a majority thereof, the President, and the Adjutant General will, by proclamation, determine the absence of 85% of the annual members 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.

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 or Retired Life Members, who are available to assist him in discharging this responsibility.

Section 3 - INSURANCE TRUST.

During such time that activities are suspended under this Article, the Adjutant General shall appoint individuals who are Annual or Retired Life Members to fill vacancies on the Insurance Trust.

Section 4 - RESUMPTION OF ACTIVITIES.

When at least 15% of the Annual Members, 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 officers shall be elected and normal activities resumed in accordance with the provisions of these By-Laws.

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 front such Federal service until the first Conference of the Association is held following resumption of activities.

Section 6 - REMITTANCE OF DUES.

The Association will automatically remit membership dues for any member in good standing that is not available to pay their dues on January 1st due to involuntary mobilized into Federal active duty for war or other emergencies declared by Congress or the President of the

United States. Upon release from extended active service, the member will be required to reinstate their membership in accordance with Article III, Section I.

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.

These By-Laws 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 amendments shall be submitted in writing to the President of the Association at least thirty days prior to the date of the Conference at which time proposed revisions, amendments and/or additions are to be considered. Each member, Annual and Retired Life, shall be notified in writing of the changes to be considered.