

BYLAWS
OF THE VIRGINIA NATIONAL GUARD ASSOCIATION

As Amended 29 April 2017

ARTICLE I

Purpose and Powers

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

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

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

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

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

ARTICLE II

Membership

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

a. Active. All active commissioned officers and warrant officers of the Army National Guard or the Air National Guard of the Commonwealth of Virginia shall be eligible for Active membership. All active commissioned officers and warrant officers of the Army National Guard and the Air National Guard of the Commonwealth of Virginia shall be Active members of the Association upon payment of dues. Any member whose

qualifications for membership change from those for Active member to those for a Retired or an Associate member during the fiscal year shall automatically become a Retired or an Associate member for the balance of that fiscal year.

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

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

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

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

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

g. Auxiliary. Any enlisted member of the Virginia National Guard Association Life Insurance Program, or any successor insurance or benefit program (currently administered through Virginia National Guard Ventures, Inc.) shall be an Auxiliary member of the Association. Auxiliary members shall not be entitled to vote, hold office

nor be subject to payment of dues. Such membership status shall terminate on the same date that coverage under the VNGA endorsed Life Insurance Program or successor program (currently administered through Virginia National Guard Ventures, Inc.) ceases.

Section 2. Dues shall be based on rank or other method determined by the Executive Council of the VNGA and so stated in the VNGA SOP.

Complimentary: Active membership will be offered to all commissioned officers and warrant officers for a period of one full year and any portion of the year in which initially appointed. Membership begins upon initial state appointment, when reported to the Association, and ends 31 December of the following year, (Dues none). Any Complimentary member of the Association SHALL NOT be eligible to hold any office of the Association.

ARTICLE III

Officers

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

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

b. President-Elect. The President-Elect shall perform the duties of the President during the absence or disability of the President. In case of death, resignation or removal from office of the President, he shall become the President of the Association for the un-expired term. The President Elect shall also be a voting member of the Executive Council.

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

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

e. Secretary. The Secretary shall assist the Executive Council, maintain and sign the official minutes of the Executive Council Meetings, Association Annual Conferences and Business Meetings, all Special Meeting of the Association, and perform other duties as assigned by the President. The Secretary shall be a voting member of the

Executive Council if he/she is an Active, Retired, Life or Associate Member of the Association.

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

g. Executive Director.

(1) DUTIES: The Executive Director is responsible for handling the day-to-day operations of the Virginia National Guard Association, and other duties assigned by the current President, and responsibilities stated in the contract and SOP. The Executive Director will be a voting member of the Executive Council (If he or she is a qualified voting member of the Association).

(2) CONTRACT: An individual or a management organization shall be appointed by the Executive Council of the VNGA to function as the Executive Director, and upon appointment shall enter into a contract with the VNGA per the SOP. The term of the contract and duties shall be specified in the contract and approved by the Executive Council.

(3) SELECTION/APPOINTMENT/HIRING/REMOVAL:

(a) The Executive Director shall be appointed or removed by a majority vote of the Executive Council at a duly convened meeting of the Executive Council. Neither the appointment nor the removal can be voted on at an Emergency Council Meeting.

(b) In the event of a change of the Executive Director (resignation, removal, or other event) the position will be advertised for a minimum of thirty (30) days with a cut-off date specified. The method of advertisement and job description will be governed by the VNGA SOP. The selection criteria will be determined by the VNGA SOP.

(c) The contract with the Executive Director may be terminated at any time for cause; or the contract may be renewed or non-renewed upon mutual agreement of the VNGA Executive Council and the Executive Director; and it may be renewed or non-renewed annually based on the performance evaluation.

(4) PERFORMANCE EVALUATION: Each year (during the anniversary month of the contract) the President and President-elect of the VNGA will complete an annual performance evaluation and conduct an in-person review of the evaluation with the Executive Director. The format of the evaluation will be based on the criteria stated in the contract and may be modified by the VNGA SOP.

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

Council.

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

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

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

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

ARTICLE IV

Executive Council

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

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

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

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

Section 4. Proxy voting is not permitted.

Section 5. The President is authorized to convene Executive Council Meetings by means of teleconference, video teleconference, web conference or other electronic means available

ARTICLE V

Emergency Executive Council

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

ARTICLE VI

Elections

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

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

Section 2. Eligibility of Members to Hold Office. As more fully described in Article II, any Active or Retired or Associate (Associate may not hold the office of President or President-elect) member may hold office or membership in the Executive Council. No member shall be eligible to serve more than two consecutive terms in the same elected office, except the President and President-Elect, which are each limited to a single term. The appointed offices of Secretary, Treasurer, and the Executive Director can be

reappointed for an unlimited number of successive terms subject to the approval of a majority of the Executive Council at a duly convened meeting of the Executive Council.

Only Company Grade Officers (0-1 through 0-3) may hold the position of the Company Grade Representative. In the event that the elected Company Grade Representative no longer meets the criteria to hold the position, the Executive Council shall, by majority vote, elect a new Company Grade Representative to complete the term of office.

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

Section 4. Nominations may be made from the floor.

ARTICLE VII

Committees

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

a. Finance. Shall consist of not less than four members of the Association, as prescribed in the SOP. It shall present a proposed budget to the Executive Council to govern financial activities of the Association. Shall also select an outside accounting agency to audit the finance records of the association when an audit is called for by the executive council.

b. Joint Resolutions. Shall consist of not less than four members of the Association, as prescribed in the SOP. It shall prepare, request the introduction of, and support legislation required to implement the policies of the Association. And shall also consider all resolutions presented and make its recommendations to the membership at the Annual Conference.

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

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

e. Publicity and Public Relations. Shall consist of not less than three members of

the Association and shall perform such duties as are assigned by the President of the Association. It shall recommend to the annual conference the policies to promote understanding and goodwill between the Army and Air National Guard and the public. It shall acquaint the members with the polices and activities of the Association.

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

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

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

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

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

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

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

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

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

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

a. It shall have one subcommittee, the Search Committee, which shall consist of a

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

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

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

ARTICLE VIII

Conferences

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

Section 2. Quorum and Voting.

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

b. Proxy voting is not permitted.

ARTICLE IX

Political Activity

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

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

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

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

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

c. Providing information to Association members concerning candidates' or

incumbents' positions on issues and policies that are of interest to the Association.

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

ARTICLE X

Amendments

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

ARTICLE XI

Standing Operating Procedures

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