



BYLAWS

NATIONAL GUARD ASSOCIATION OF MICHIGAN

Approved on 21 May 2022

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BYLAWS HISTORY OF AMENDMENTS

Original Effective Date:	January 2015
Ratified by General Membership:	29 June 2015
Amended:	13 May 2017 2 December 2020 15 May 2021 21 May 2022

The last date of amendment reflects the most current guiding laws of the organization.

2 December 2020- Complete Revision Approved by Executive Council.

15 May 2021- Previous Revision Ratified by the General Membership

21 May 2022- Added the Communications Committee to NGAM Standing Committees, changed the title of Officer Corps Representative, changed the title of Enlisted Corps Representatives, and added section for removal of Appointed council members.

ARTICLE I – ORGANIZATION

The name of the organization shall be “National Guard Association of Michigan”. The official abbreviation shall be “NGAM” and hereinafter shall be referred to as “NGAM” or as the “Association”.

ARTICLE II – PURPOSE

Stated purpose of NGAM:

The purpose of the Association shall be to:

1. Promote legislation on behalf of our members and to improve the readiness, training, equipment, and prestige of the Michigan Army National Guard (MIARNG) and the Michigan Air National Guard (MIANG).
2. Provide benefits to all members.
3. Communicate information to all members.
4. Promote friendship, understanding, cooperation, and the social welfare of all members and families of the Association.
5. Host and conduct professional development opportunities for all members and families of the Association. Host professional, social, and recreational activities for all members and families of the Association.
6. Host the state sponsored life insurance program for members and their dependents.
7. Accomplish the purposes contained in Article II of the NGAM articles of incorporation.

ARTICLE III – MEMBERSHIP

NGAM membership shall be composed of the following classes and qualifications:

1. **Annual.** Upon application and payment of the prescribed dues, an Annual membership may be issued to any current, former or retired member of the Michigan National Guard (MING) or any National Guard veteran from another state or territory having established a permanent residence in Michigan.
2. **Life.** Upon application and payment of the prescribed dues, a Lifetime membership may be issued to any person eligible for an Annual membership. Life members will retain and continue to be rendered all rights and privileges of membership for the lifetime of the member. Life members may be awarded accreditation as a delegate for state, national, or special conferences, may hold office, and be entitled to a vote when applicable.
3. **Associate.** Upon application and payment of the prescribed dues, any person interested in and dedicated to the purposes of NGAM but not otherwise qualified for membership may apply for an Associate membership. Associate members shall NOT be an accredited delegate for any purpose, hold office, nor be entitled to a vote.
4. **Honorary.** Upon nomination and approval by a majority vote of the Executive Council, an Honorary membership may be conferred upon any person who has rendered outstanding service to the United States, any political subdivision thereof, Michigan, the Michigan National Guard, the families of the

Michigan National Guard, or to NGAM. Honorary members shall NOT be an accredited delegate for any purpose, hold office, be entitled to a vote, be assessed dues, nor be eligible to benefit from NGAM insurance, scholarship, or other programs developed in the future.

5. Partners in Patriotism. Upon application and payment of the prescribed dues found in the NGAM Corporate Prospectus, any company, firm, organization, or corporation with a common interest in the goals and objectives of NGAM can be considered for a Partner in Patriotism membership. The prospectus outlining fees and benefits shall be developed by the Executive Director and appropriate NGAM committee, then approved by the Executive Council on an annual basis. Additional benefits may be included, as approved by the Executive Council, if a mutual benefit can be made provided for all parties, including the NGAM membership. If more focused contracts for partnership are needed, all contracts of partnership shall be approved by the Executive Council, signed by either the President or the Executive Director, and executed by the Executive Director and the corporate partner. Contracts of this nature will recognize the partnership level based on value of the contract per the approved prospectus. Partners in Patriotism shall NOT be an accredited delegate for any purpose, hold office, nor be entitled to a vote.

Duration of Membership. Unless otherwise directed by the Executive Council or through an approved membership promotion, membership is paid on an annual basis. Multi-year membership can be purchased if the membership platform can maintain the correct records for each member, but membership will expire the day prior to the final year's anniversary. Life, Associate life, and Honorary memberships are for the lifetime of the member. Partners in Patriotism memberships will be for the duration of the approved terms of the prospectus or signed contract with the Executive Council.

Dues.

1. NGAM Annual and Annual Associate membership due's structure shall be based upon pay grade and/or the status of eligible applicants. NGAM Life membership dues shall be reviewed annually by the Executive Council, prior to the NGAM Annual Conference, for dues cost efficiency.

2. Any change to NGAM Annual or Annual Associate membership dues must be proposed to the general membership during an official business meeting and then allowed at least thirty (30) days before adoption for membership review and response, to include promotional and temporary membership cost changes. Proposed changes, either an increase or decrease, must be approved by a two-thirds majority of voting members attending an official business meeting. Any change to NGAM Life membership dues must be presented to the membership no less than forty-five (45) days in advance and shall be voted on only during the NGAM annual conference. A two-thirds majority of voting members attending the Annual Conference will be required to pass.

4. Unless separated by a promotional membership rate, Annual and Life dues should include the NGAUS or EANGUS dues for the rank of each member.

5. Dues for Partners in Patriotism will be included in the annual NGAM Prospectus, as approved by the Executive Council.

Membership Termination. Membership in NGAM may be refused or terminated by the Executive Council with a two-thirds majority vote and the return of the current dues paid when:

1. Admission to membership would be detriment to NGAM.

2. Conduct of a member brings discredit to NGAM.

3. The Executive Council can prove just cause for denial or termination. Cause shall include, but not be limited to, intentional violation of NGAM Bylaws and/or policies, conduct unbecoming, erroneous support or opposition of a political candidate in the name of NGAM, or negative publicity detrimental to the Association.

All members facing termination or denial of membership shall be provided the opportunity of a proper hearing before the Executive Council.

Resignation of Membership. Any dues paying member from any class, except where contractually obligated under a corporate partnership, may resign membership in NGAM upon a written request to the Executive Council through the Association Secretary. Upon resignation, the members name will be removed from active membership rolls, however, paid dues are non-refundable.

ARTICLE IV – EXECUTIVE COUNCIL

Governance. NGAM shall be governed by an Executive Council who provides oversight to an Executive Director who manages the day-to-day administration and operations of the Association. Committee chairmen serve the will of the council under the direction of the President and report to the President and Executive Director.

Composition of the Executive Council. The Executive Council shall be comprised of:

1. Executive Officers (Voting Members).

- a. President (Votes per Modern Rules of Order)
- b. Vice President
- c. 2nd Vice President
- d. Secretary
- e. Treasurer
- f. Past President

2. Appointed Council (Voting Members).

- a. Officer Corps Representative
- b. Enlisted Corps Representative
- c. Air Guard Retiree Representative
- d. Army Guard Retiree Representative

3. Ex-Officio Members (Non-Voting)

- a. Executive Director
- b. Committee Chairs (as assigned/as needed)
- c. Family Programs

d. MSC Representatives: MSC Command teams, senior officer and enlisted, will be encouraged to appoint one (1) officer and one (1) enlisted rep per command. The MSC Representatives will provide feedback for the Executive Council, communicate to their respective MSC's messaging from NGAM, and encourage membership and engagement. Command teams should select representatives who will be active in participation.

1. JFHQ- Army
2. Camp Grayling JMTC
3. Fort Custer Training Site/ 177th RTC
4. 46th MP CMD
5. 63rd TRP BDE
6. 272nd RSG
7. 177th MP BDE
8. JFHQ- Air
9. 127th WG
10. 110th WG
11. Alpena CRTC

- e. Company Grade Officer/Junior Officer Representative
- f. Junior Enlisted Representative
- g. TAG Representative
- h. SEL Representative

Duties of Executive Officers.

1. **President.** The NGAM President shall:

- a. Preside at all meetings of NGAM and the Executive Council
- b. Serve as an ex officio member of all committees except Nominations and Elections.
- c. Approve agendas and agenda items for all meetings prior to distribution.
- d. Direct the affairs of NGAM in accordance with the policies adopted during Annual, Special Conferences, and of the Executive Council.
- e. Appoint Committee Chairs and Vice Chairs of all standing and special committees, unless otherwise appointed by the organizational bylaws. All Presidential appointments shall be confirmed by a majority vote of the Executive Council. The appointees will serve concurrently with the serving President, unless sooner replaced.
- f. Issue a call for the Annual Conference, Special Conferences, and council meetings. Ensure all meetings arrangements have been made and business is conducted in accordance with all applicable guidelines.
- g. Serve as the immediate supervisor and directs the operations of the Executive Director, per the guidance of the Executive Council.

h. Render an annual report to the membership at each Annual conference, showing a summary of the major achievements, activities, and concerns of the NGAM Executive Perspective.

i. Perform other duties as prescribed by the Bylaws, assigned by the Executive Council, or as ordinarily incumbent upon a President.

j. Sign on behalf of NGAM, all contracts, leases, reports, and all other documents or instruments necessary to be executed in the normal course of business, per the rules of NGAM and as approved by the Executive Council.

k. Designate the Executive Director or other officers, employees, or agents of NGAM to sign and execute appropriate contracts, leases, reports, and all other documents or instruments necessary to be executed in the normal course of business, as reviewed and authorized by the Executive Council.

l. Prepare an annual proposed budget to be presented and approved by the Executive Council that consists of itemized statements of estimated revenue and expenditures no later than the 1st of December each year.

m. Ensure that annual elections and meeting requirements are held.

2. Vice President. The NGAM Vice President shall:

a. Perform the duties of the President when the President is unable to perform their assigned duties for any reason.

b. Assume the office, title, and duties of the President in the event of termination, resignation, or removal from office and serve the unexpired term of office.

c. Serve as the Conference Committee Chair to work with the Executive Director on planning and executing the Annual Conference and General Membership Meeting, both NGAUS and EANGUS National Conferences, Legislative conferences, and any other large events NGAM conducts or participates in throughout the year.

d. Maintain quarterly contact with all committee chairmen and monitor activity, requirements, and Executive Council interactions from committees.

e. Prepare the agenda and scripts for all Annual and Special Conferences, in conjunction with the Parliamentarian.

f. Assist the President during all meetings in keeping conversations on topic, ensure the agenda is being followed, and keep the meeting timely.

g. Oversee the function of Standing and Special Committees of NGAM and other duties as the President shall designate.

h. Perform the duties usually performed by the Vice President of an organization and such duties as may be prescribed by the Bylaws or assigned by the President.

i. Perform other duties as assigned by the President or Executive Council.

3. 2nd Vice President. The NGAM 2nd Vice President shall:

a. Perform the duties of the Vice President when the Vice President is unable to perform their assigned duties for any reason.

b. Assume the office, title, and duties of the Vice President in the event of termination, resignation, removal from office, or unexpected promotion to President and serve the unexpired term of office.

c. Serve as the Membership Committee Chair to work with the Executive Council and Executive Director to promote the organization, develop membership campaign plans, and establish membership drives and materials.

d. Perform other duties as assigned by the President or Executive Council.

4. **Secretary.** The NGAM Secretary shall:

a. Act as a registered agent with the Michigan Secretary of State.

b. Ensure draft minutes are read and approved by the Executive Council or the delegates of the Annual or Special Conference. Minutes for Executive Council meetings should be provided one week in advance to the next scheduled council meeting. Minutes from Annual or Special Conferences should be provided to the general membership at least thirty (30) days in advance from the scheduled meeting. All meeting minutes should be kept on record for the membership to review or for the Secretary of State to access. (Website file server access is acceptable)

c. Notify in writing, all committee chairs and vice chairs of their appointments.

d. Publish the President's agenda for all meetings.

e. Maintain the NGAM Leadership directory and the official, current copy of the Associational Bylaws with all amendments.

f. Maintain all general records of NGAM for the Executive Council and membership, to include Roll Calls, attendance, official correspondence, contact rosters, email lists, standing rules, SOP's, and etc.

g. Perform other duties as assigned by the President or Executive Council.

5. **Treasurer.** The NGAM Treasurer shall:

a. Ensure accountability of all financial transactions of NGAM.

b. Maintain contact with the CPA, President, and Executive Director on accounting functions of all NGAM accounts.

c. Monitor the annual budget and each line of accounting for fiscal responsibility.

d. Provide financial reports to the Executive Council and the general membership.

e. Assist the President and Executive Director in preparing the NGAM annual budget.

f. Serve as an ex-officio member of the Finance Committee.

g. Ensure all accounts have the correct signature of authority.

i. Ensure all financial documents for the state and federal government are filed.

j. Ensure all bills and claims against NGAM are being executed properly.

k. Assist in the association audit as directed by the Executive Council.

l. Be bonded as required by the State of Michigan, with assigned premiums being paid by the association.

m. Perform other duties as assigned by the President or Executive Council.

6. **Past President.** The NGAM Past President shall:

a. Maintain Executive Council relationship with other Past Presidents.

b. Chair the Nominations and Elections Committees. Provide the NGAM President with all election results, as required.

c. Chair the NGAM Awards Committee, publish annual call for awards, collect nominations, assist the President on selection of award winners, facilitate the purchase of appropriate awards, and conduct awards presentations.

d. Perform other duties as assigned by the President or Executive Council

Duties of the Executive Council. The Executive Council, under the powers granted it by the membership of NGAM, shall perform the following duties (list is not limited to just these tasks):

1. Ensure that the will and direction of NGAM membership is carried out.

2. Supervise, control, and direct the affairs of NGAM between Annual or Special Conferences.

3. Convene to conduct NGAM business, at the call of the President, unless otherwise excused by the President.

4. Sign and abide by the terms of the annual Ethics Statement, Conflict of Interest Disclosures, and Whistleblower policy.

5. Pursue the purposes listed in the Bylaws and implement all NGAM policies. Comply with all articles of the Bylaws and enforce organizational policies.

6. Provide ownership and fiduciary responsibilities to the Association.

7. Order an audit of records and finances when deemed necessary by the executive council or as required by NGAM policies.

8. Approve an annual budget for the upcoming year, no later than December fifteenth (15th) of each year, by a majority vote.

9. Promote the organization, its partners, and all programs of record within NGAM, families, and to the general public.

10. Abide by and enforce all decisions made by the council and general membership during the Annual Conference.

11. Confirm, by a majority vote, all Presidential appointments for committee chairs and vice-chairs.

12. Ensure that NGAM is in compliance with all local, state, and federal laws.

13. Investigate incidents of irresponsible fiscal matters.

14. Review, accept, and respond to the annual tax returns and financial audits.
15. Provide professional leadership of a membership owned, legislative driven association.

ARTICLE V – ELECTIONS, APPOINTMENT, TENURE, AND REMOVAL FROM THE EXECUTIVE COUNCIL

Election of the Executive Officers.

1. The President, Vice President, 2nd Vice President, Secretary, and Treasurer of NGAM shall be elected biannually by majority vote at the Annual Conference.
2. Nominees for each Executive Officer position must be a current member of NGAM, with voting rights. Executive Officers positions can be either officer or enlisted.
3. Unless challenged by nomination or the position is declined by the incumbent, the 2nd Vice President will progress to the Vice President position, then the President position with each successive election cycle. If a position is declined by the incumbent, nominations for that position will be accepted and voted on by the membership at the Annual Conference.
4. Every effort will be made to alternate the President, Vice President, and 2nd Vice President between representatives of the Army and Air National Guard, i.e. if the office of President is filled by a member of the Army National Guard, the Vice President should be filled by a member of the Air National Guard, and the 2nd Vice President would be a member of the Army National Guard. If no candidate from the respective branch is nominated, a member of the opposite branch may be nominated and duly elected.
5. If no eligible nominations for any position are ratified by the membership at the Annual Conference, the President will appoint a member of good standing to the vacant position with a majority vote approval of the Executive Council.

Appointed Council Assignments. Appointed council members are appointed by their respective delegation to serve on the Executive Council. Appointed Council will be placed in non-election years of the Executive Officers. If the respective delegation fails to appoint a council member, the President will work with the delegation to find an appropriate council member and appoint the position on behalf of the appropriate membership.

Executive Council Tenure.

1. Unless terminated or removed therefrom as provided by the Bylaws, members of the Executive Council shall serve their elected or appointed position for two (2) year terms. Executive Officers cannot exceed two (2) consecutive terms in each position. Appointed Council members will serve until otherwise appointed by their nominating delegation.
2. Members of the Executive Council shall be installed on the last day of the Annual Conference by which they were elected or appointed.

Oath of Office. An oath of office shall be administered to all members of the Executive Council prior to assuming office.

“I, (repeat full name), do solemnly swear (or affirm) that I will faithfully perform the duties of (repeat position) of the National Guard Association of Michigan and will, to the best of my knowledge and ability, preserve, protect, and promote the Bylaws, mission, and vision of the organization.”

Executive Council Vacancies.

1. In the event the office of President or Vice President becomes vacant, succession of position occurs until the 2nd Vice President is the remaining vacant position. Assumption of the new role is to fulfill the remainder of term for that position. After the term is fulfilled, the member then becomes eligible for re-election per the Bylaws, Article V- Election of the Executive Officers. The vacated 2nd Vice President position will be filled by appointment of the President and approved by the Executive Council to fulfill the remainder of the vacated term.

2. In the event of a vacancy for the Treasurer or Secretary position, the President will appoint a member of good standing to serve as the interim with approval by a majority vote of the Executive Council until the general membership can ratify that appointment at the next scheduled Annual Conference.

3. In the event of a vacancy of the Appointed Council, the President will work with the Executive Director to have the represented delegation make a new appointment to the Executive Council.

4. If any member of the Executive Council has two consecutive, unexcused absences without permission from the President, that position may be deemed vacant by the President upon the third absence and the member maybe replaced per the Bylaws.

5. Due to the nature of the National Guard, the temporary deployment of an Executive Council member during his/her term is always possible. If this occurs and creates a vacancy, the Executive Council consider options that will allow for the smooth transition and continued operations of the Association. The council has a degree of latitude in making the decision on how to proceed. In the event that the any member of the Executive Council is temporarily unable to fulfill their duties, the Executive Council CAN appoint a current member of the Executive Council or a past President to fill in during the deployment until s/he has returned and is able to resume the normal duties of the position.

6. Should a full mobilization of the Michigan National Guard occur to the extent that normal election of officers and / or appointment of Executive Council is prevented, then Article V of these By-Laws shall be the authority for filling vacancies. The President shall not be filled by the Executive Director nor The Adjutant General (TAG).

Removal from the Executive Council for Elected Positions. Tenure in office is terminated for elected positions, provided sufficient cause has been presented, by a vote of the Executive Council at a called Special Executive Council Meeting. The procedure for removal shall be:

1. An Executive Council member may be removed from office by a two-thirds vote of the Executive Council.

2. The Executive Council member who is the subject of the termination request shall be given notice at least fifteen (15) days prior to the vote.

3. The Executive Council member has the right to represent themselves before the council and make a case for their position. They will not be a part of any vote calling for their recusal.

3. The Executive Council's decision shall be final. Executive Council members approved for removal are immediately removed from their position.

4. Removed Executive Council members are deemed ineligible to run for any future council position.

5. All correspondence, including the original filing of complaint, notes, minutes, and determination of the committee will remain confidential indefinitely.

Removal from the Executive Council for Appointed Positions. Tenure on the council is terminated for appointed members of the council following these procedures:

1. If the delegation of which the appointed council member represents formally asks the council to remove their appointed representative, that member is removed from their position without vote or debate. The delegation should have an appropriate replacement before the next regularly scheduled board meeting, at which time the Executive Council will swear in the replacement representative.

2. If the appointed council member was placed on the board via a presidential appointment and the Executive Council accepted that presidential appointment via a majority vote, removal of that representative must be done through a recommendation of the NGAM President and accepted by a majority vote of the Executive Council. A replacement representative through a presidential appointment must be a separate vote. The presidential appointed member being removed must be given at least 5 days' notice prior to the vote, has the right to represent themselves prior to the vote, but will not be allowed to vote on their removal.

3. The Executive Council's decision shall be final. Appointed Council members approved for removal are immediately removed from their position.

4. Removed Appointed Council members are not deemed ineligible to run for any future council position.

5. All correspondence, including the original filing of complaint, notes, minutes, and determination of the committee will remain confidential indefinitely.

ARTICLE VI – EXECUTIVE DIRECTOR

The Executive Director is the key management leader for NGAM. The Executive Director is responsible for overseeing the administration, programs, and the strategic plan of the organization. Other key duties include fundraising, marketing, and community outreach.

1. An Executive Director is hired through a competitive process with a recommendation of the President (or hiring panel) and accepted by a vote of the Executive Council. Terms of employment will be negotiated through an official offer letter, contract, and/or acceptance of the selected individual.

2. The Executive Director will serve and be responsible to the general membership, the Executive Council, and under the guidance of the NGAM President.

3. The Executive Director shall attend Executive Council meetings, committee meetings, special meetings, electronic meetings, and, upon invite of the NGAM President, executive sessions.

4. The Executive Director will be an employee of NGAM; thus, all applicable labor laws apply. Terms of employment and termination are subject to state and federal law.

Duties of the Executive Director. The Executive Director shall:

1. Be responsible for leading NGAM in a manner that supports and guides the mission and vision as defined by the Bylaws, Strategic Plan, the Executive Council, and/or President.

2. Conduct effective day to day operations of NGAM.

3. Communicate effectively with the Executive Council and provide, in a timely and accurate manner, all information necessary for the council to function properly and to make informed decisions.

4. Responsible for fundraising and developing other revenues necessary to support NGAM and its mission.
5. Responsible for the fiscal integrity of NGAM, to include submission to the council of a proposed annual budget for the state office and staff.
6. Assist the treasurer in providing monthly financial statements, which accurately reflect the financial condition of the organization.
7. Responsible for fiscal management of the Association that generally anticipates operating within the approved budget, ensures maximum resource utilization, and maintenance of the organization in a positive financial position.
8. Responsible for implementation of NGAM programs that carry out the organization's mission.
9. Responsible for the enhancement of NGAM's image by being active and visible in the community and by working closely with other professional, civic and private organizations.
10. Responsible for managing, supervising, and organizing the state office, to include the hiring, firing, and retention of competent, qualified staff, as allowed per the annual budget. Establishing employment and administrative policies and procedures for all functions and for the day-to-day operation of the organization.
11. Sign all notes, agreements, contracts, and other instruments made and entered into and on behalf of NGAM, as per guidance from the President and/or Executive Council. Present contracts to the Executive Council for approval, as needed. Negotiate contract terms under the guidance of the President and Executive Council.
12. Report to and work closely with the Executive Council to seek their involvement in policy decisions, fundraising and to increase the overall visibility of the organization. Assist the President in training and professional development of the council in relation to a non-profit organization.
13. Engage in strategic planning and implementation processes for the state office and staff.
14. Serve as NGAM's primary spokesperson to the organization's constituents, the media, vested partners, and the general public.
15. Establish and maintain relationships with various organizations and utilize those relationships to strategically enhance NGAM's Mission.
16. Oversee marketing and other communication efforts of NGAM to help develop a reputable brand as a champion of the National Guard and families.
17. Oversee and participate in all Executive Council, special, annual, and committee meetings. Provide various reports of information and activity as required.
18. Ensure all regulatory compliances are met, enforce contracts, and promptly provide all bill payments.
19. Manage, oversee, and represent NGAM as an executive agent for the State Sponsored Life Insurance Program (SSLI) for the Michigan National Guard.
20. Perform other duties as assigned by the President or Executive Council. Assist all committee chairs in organization, information, and event planning.

ARTICLE VII – CONFERENCES AND MEETINGS

General Membership.

1. NGAM Annual Conference and General Membership Business Meeting shall be scheduled each fiscal year (1 October- 30 September) to conduct required business of the organization.

2. NGAM Special Conference can be called of the general membership for required business of the organization that needs to be conducted outside of the annual conference. A special conference of the general membership may be called by the president or a majority of the Executive Council.

3. The Executive Director shall make public notice at least forty-five (45) days in advance for all scheduled general membership meetings and fifteen (15) days in advance for all special general membership meetings.

Executive Council.

1. The Executive Council shall meet no less than quarterly and more frequently as directed by the President.

2. The Executive Council may be called to special meeting when a written requested is submitted to the President by a minimum of ten Executive Council members.

3. The Executive Director shall make public notice at least seven (7) days in advance for all scheduled Executive Council meetings and three (3) days in advance for all special Executive Council meetings.

Committee Meetings. Committee meetings will be conducted as required, called by the chair of the committee, to conduct business of the committee. Committees will follow the guidance of these Bylaws and follow the appropriate Standard Operating Procedures (SOP). Committees will be responsible for reports to the general membership and Executive Council, as required.

Electronic Meetings.

1. NGAM is authorized to convene electronically for all scheduled and special meetings by means of teleconference, video conference, or other electronic means provided that all eligible participants can conduct two-way, controlled communications throughout the meeting.

2. Rules for discussion and voting shall be established by the President prior to the start of business. All materials being reviewed must be made available to all participants. Voice and/or delayed electronic votes are authorized but must follow the general rules set forth in these Bylaws. Any delayed electronic vote must have the results ratified and recorded in the minutes during the next scheduled business meeting.

3. General membership meetings can be conducted electronically, if an in-person meeting cannot be achieved during a fiscal year. Every effort should be made to present all reviewable material to the general membership as far in advance as possible or per the timelines pre-determined in these Bylaws.

Quorum. To officially conduct business of the organizations during any meeting, a quorum must be established using the following rules:

1. **General Membership Meetings.** Thirty (30) members shall constitute a quorum for any general membership meeting.

2. **Executive Council.** At least fifty one percent (51%) of the voting Executive Council members shall constitute a quorum at any scheduled or called meeting. Vacant positions will not be calculated.

3. **Committees.** A majority of the members of any committee shall constitute a quorum for committee meetings.

ARTICLE VIII – COMMITTEES

Committees. Committees are formed to conduct specific tasks of the organization.

1. The President shall appoint a Chair and Co-Chair for all committees and appointments will be approved by the Executive Council by a majority vote.

2. Unless otherwise noted, each standing committee shall ideally be comprised of no less than one (1) Army and one (1) Air Force member in good standing.

3. The President shall be an ex-officio member of all standing committees. The Executive Director will work directly with all committees for communications, actions, and advisement.

4. All members of committees must be in good standing.

5. The chair and co-chair of each committee will produce reports to the Executive Council and general membership, meet with the Vice President for updates, and maintain a committee SOP, that has been approved by the Executive Council, to guide the committee in standard practices, as needed.

Standing Committees.

Awards and Scholarship Committee. The NGAM Awards Committee shall assist the President in solicitation and selection of NGAM award winners. The committee chair will be responsible for the presentation of all appropriate awards. The committee will develop an annual report on all award winners. The committee will work to create, find, and organize the NGAM scholarship programs that are available to members. The committee will establish qualifications for each scholarship and make selections of the winners, as per the SOP or partnerships of backing institutions. The committee will develop a separate annual report that includes the names of all recipients of awarded scholarships.

Bylaws Committee. The NGAM Bylaws committee will review the NGAM Bylaws and recommend areas for amendment. All recommendations for amendments must follow the rules found in these Bylaws. The committee will develop an annual report of recommended changes to be considered by the general membership.

Communications Committee. The NGAM Communications Committee shall serve as an official advising and action committee to the NGAM Executive Council to recommend policies, procedures, and programs with respect to editorial, business marketing, advertising, and promotional campaigns for the organizations. The communications committee assists with developing email blasts, social media strategies, and traditional mailings. The committee is responsible for developing the communications campaign with respect to newsletters and correspondence that will be published in outside media sources, such as newspapers, multimedia outlets, magazines, or web-based news sources.

Conference Committee. The NGAM Conference Committee shall work with the Executive Director to develop, coordinate, and execute the annual conference. The committee will assist in coordinating events, meetings, and facilitating contracts to be approved by the Executive Council. The committee will review all recommendations for future conferences and make a recommendation to the general membership or Executive Council on future conference locations based on NGAM needs and criteria. The committee will develop advertisement and awareness for the conference to promote attendance. The committee will develop an annual report on conference attendance and activities.

Corporate Programs Committee. The NGAM Corporate Programs Committee shall work with the Executive Director to build relationship and maintain contact with all current or potential corporate members that support the objectives of NGAM. The committee will develop appropriate means of recognition for each partnership and assist the Executive Director in developing the annual NGAM Prospectus. The committee will work to develop partnerships that provide mutual benefit to NGAM, the membership, the families, and the corporate partners. All partnerships will be presented to the Executive Council for approval.

Finance Committee. The NGAM Finance Committee will work with the President to develop an annual budget to be recommended for adoption by the Executive Council. The committee examines all financial audits of the organization. The committee ensures that an audit is done in accordance to the organizational bylaws, committee SOP, or as needed. The committee will develop a report on finances to be presented by the NGAM Treasurer. The NGAM Treasurer will serve as an ex-officio member of the committee.

Junior Officer and Junior Enlisted Committees. The NGAM Junior Officer and Junior Enlisted Committees shall advise and recommend policies which will increase the efficiency and promote the welfare of the Junior ranked members. The committee will help to develop professional development initiatives specific to the targeted ranks. The committee will work with the membership committee, the President, the Executive Council, and the Executive Director to develop initiatives to encourage long term participation in NGAM. The committee will develop an annual report on activities and initiatives.

Legislative Committee. The NGAM Legislative Committee will keep the membership informed of all matters relating to proposed legislation and policy impacting the National Guard, Michigan National Guard, and families, especially in consideration to the resolutions referred to the committee for action. The committee shall review state, federal, NGB, and other associations legislative concerns when developing legislative recommendations for NGAM. The committee will develop a written report annual for the general membership of all legislative issues and/or victories, or additional reports as required by the Executive Council.

Membership Committee. The NGAM Membership Committee will work with the President, Executive Council, and Executive Director to determine appropriate campaigns to encourage membership. They will report on membership increase and decreases, membership campaigns, and provide an annual review of the NGAM dues structure. Any recommended dues structure changes will follow the rules found in these Bylaws.

Resolutions Committee. The NGAM Resolutions Committee shall consider each resolution submission from the membership and make a recommendation to the general membership and/or the Executive Council for approval. The Committee will work with the author of the submission to clarify any needed data and may revise, amend, or modify the submission only to the extent of clarification but not to an extent that it changes the meaning or content of the submission. The committee will provide a legitimate relevancy to the concern and then make a recommendation for adoption. Resolutions for the annual general membership meeting should be submitted at least thirty (30) days prior to the conference. Resolutions can be submitted from the floor of the conference, but the committee must be afforded time to review the submission prior to consideration. The committee shall report only the submissions recommended for adoption. Submissions not recommended for approval will be attached to the report but not voted on by the general membership or the Executive Council.

Retiree Affairs Committee. The NGAM Retiree Affairs committee shall work with the President, Executive Council, and Executive Director to incorporate retiree events and facilitate a continuing relationship with our retired members. The committee will assist in providing concerns with policy and legislation that impacts retirees and help develop initiatives for NGAM to be influential for the retired community. The committee shall develop an annual report on retiree activities and relations for NGAM.

Veterans Support Grant Committee. The NGAM Veterans Support Grant (VSG) Committee shall review all grant applications and make a recommendation to the Executive Council for approval or

disapproval. The committee shall meet monthly and work in accordance with the VSG Bylaws and Policy letter. The committee is responsible for ensuring packets are accurate and complete before making a recommendation. The committee is responsible for providing a monthly report to the Executive Council and a yearly role up to the general membership. The committee will work with the Executive Director to ensure that the grant, as a program of record for the organization, always stays within all regulatory compliance.

Ways and Means Committee. The NGAM Ways and Means Committee shall work with the Executive Director to develop revenue streams from the organization from programs and partnerships. The committee may solicit contracts from possible partners to be reviewed and approved by the Executive Council.

Special Committees. Any committee that needs to be formed in order to conduct official business of NGAM will be a special committee. These committees shall only be temporary or as needed. Rules and requirements of these committees shall be determined by the President and the Executive Council.

1. Nominations Committee. The NGAM Nominations Committee shall only convene when needed to fill a vacant position to the Executive Council. The committee will be chaired by the Past President. The committee will solicit, collect, and review all nominations for elected offices. The committee will present eligible nominees to the general membership to be elected per the rules of these Bylaws. The committee chair can accept nominations made from the floor of the annual general membership meeting provided they are made prior to the acceptance of the committee report. Elections shall take place immediately following the committee report but must be complete before adjournment. The committee is responsible for tallying all votes and providing outcomes.

ARTICLE IX – VOTING

All voting by the general membership or the Executive Council, in a scheduled or special meeting of conference, shall be by a majority vote of eligible members unless otherwise specified in these Bylaws or in accordance with the Modern Rules of Order. The method of voting shall be determined by the presiding officer or chair thereof. Electronic votes are allowed provided that discussion can still take place, items being voted on has ample time for review, and results can clearly be tallied. Upon request from an eligible member, with an eligible second, a roll call vote may be ordered.

ARTICLE X – PARLIAMENTARY AUTHORITY

The authority in Parliamentary Law for all NGAM meetings shall be Modern Rules of Order, unless otherwise provided herein.

ARTICLE XI – INDEMNIFICATION

Indemnification by NGAM. Any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative by reason of the fact that he/she is or was a director, officer, employee, agent or volunteer of NGAM, may be indemnified by NGAM against expenses (including attorney fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit, or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interest of NGAM, and, with respect to any criminal action or proceeding, had not reasonable cause to believe his/her contact was unlawful. The termination of any action, suit, or proceeding by judgment, order settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of NGAM, or, with respect to any criminal action or proceeding, that he/she had reasonable cause to believe that his/her conduct was unlawful.

Authorization. Any indemnification under this Article (unless ordered by a court) shall be made by NGAM only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, agent or volunteer is proper in the circumstances because he/she has met the applicable standard of conduct set forth in this Article. Such determination shall be made by the Executive Council by a majority vote or a quorum consisting of directors who were not parties to such action, suit or proceeding.

Advancing. Expenses incurred in defending a civil or criminal action, suit or proceeding described in this Article may be paid by NGAM in advance of the final disposition of such action, suit or proceeding as authorized by the Executive Council, upon receipt of an undertaking by or on behalf of the director, officer, employee, agent or volunteer to repay such amount unless suit shall ultimately be determined that he/she is entitled to be indemnified by NGAM as authorized by this Article.

Not Excluded. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which a party seeking indemnification may be entitled under any bylaws, agreement, vote of disinterested director, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, agent, or volunteer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

Insurance. NGAM may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, agent or volunteer of NGAM, against any liability asserted against him/her and incurred by him in any such capacity or arising out of his/her status as such, whether or not NGAM would have the power to indemnify him/her against such liability under the provisions of this Article. In the event any legal claim against a director, officer, member of a committee, employee or agent is covered by any liability insurance or any other insurance, then this indemnification policy shall not apply to the extent of the insurance coverage.

ARTICLE XII – VOTING OF SECURITIES OWNED BY NGAM

Subject always to the specific directions of the Executive Council, any shares or other securities issued by any other corporation and owned or controlled by this corporation may be voted at any meeting of security holders of such other corporation by the President of this corporation or by proxy appointed by same, or in the absence of the President and his or her proxy by the Vice President of this corporation or by proxy appointed by same, or in the absence of the President and the Vice President, by the 2nd Vice President of this corporation or by proxy appointed by same. Such vote in respect to any shares or other securities issued by any other corporation and owned by this corporation shall be made in the name of this corporation by the President, Vice President or 2nd Vice President after authorization by the Executive Council.

ARTICLE XIII – DISSOLUTION

NGAM will maintain a non-profit status, complying with all legal requirements under state, federal, and IRS code. Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of the Internal Revenue Code, unless otherwise distributed to the federal government, state or local government, or for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIV – CONFLICT OF INTEREST

Any member of the Executive Council or a committee who will derive any personal profit or personal gain for themselves or a family member, directly or indirectly, by reason of membership in the NGAM, or for services to NGAM or by any action taken by NGAM shall disclose such interest to the Executive Council

and shall refrain from participating in any decision on such matters. The person shall also disclose any known significant reason(s) why the transaction(s) might not be in the best interests of the NGAM. The person's abstention from the vote and the reason for it will be recorded in the minutes of any meeting at which such matters are discussed. Conflict of interest statements will be renewed annually.

ARTICLE XV – BYLAWS REVIEW AND AMENDMENTS

The By-Laws shall be reviewed by each incoming President and no later than six (6) months into his/her term of office. Amendments to these Bylaws may be proposed by any active member but must be given at least forty-five (45) days of review before any vote is taken. A vote for adoption of a proposed amendment will be held at the Annual Conference. A two-thirds majority vote of the members present in person, by proxy or by ballot is required for approval of the amendment.

In the event of an unforeseen circumstance that causes the inability of the Association to function normally between annual business meetings, the Executive Council, on a vote of at least seventy five percent (75%) majority of its members, shall temporarily amend the Bylaws for the good of NGAM. Any such changes must be ratified at the next annual meeting for permanent inclusion. Any such temporary changes to the Bylaws will be made available to the NGAM membership within thirty (30) days of adoption.

The secretary has the authority to make grammatical and formatting corrections, as needed, if no intent, purpose, or meaning of the original statement is changed. All such changes should be presented to the Executive Council for ratification to ensure that no purpose or intent has been modified.

Unless otherwise provided, an amendment to the Bylaws shall be effective upon the adjournment sine die of the Annual or Special Conference or Executive Council which adopted it.

DEFINITIONS

For purposes herein:

Seventy five percent (75%) Majority: means and includes seventy five percent (75%) of all legal votes cast

Annual Conference: refers to a conference of the general membership held annually

EANGUS: acronym for the Enlisted Association of the National Guard of the United States

Good Standing: refers to members who are current with annual or life dues

Leadership Directory: refers to positions and committee assignments and the respective contact information.

Majority Vote: means and includes a majority of all legal votes cast

Rules of Order: refers to parliamentary authority

Special Conference: refers to a separate session held at a different time than an annual conference that is for all membership to attend

Standing Rules: refers to established rules approved by an annual or special conference or any Executive Council meeting

State Office: refers to the NGAM administrative office and staff functioning as employees of the organization

Two-Thirds Majority Vote: means and includes two-thirds of all legal votes cast

DEFINITIONS OF VERBIAGE INTENT

For purposes herein:

"**May**" is used in a permissive sense;

"**Shall**" is used in an imperative sense;

"**May not**" is used in a prohibitive sense;

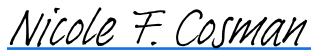
"**Shall not**" is used in a prohibitive sense;

I CERTIFY THE FOREGOING TO BE A TRUE COPY OF THE CURRENT BYLAWS OF THE NATIONAL GUARD ASSOCIATION OF MICHIGAN. THE BYLAWS CHANGES SHOWN ON PAGE 3 WERE APPROVED ON 22 MAY 2022 BY THE GENERAL MEMBERSHIP AT THE 65TH ANNUAL CONFERENCE.



[Simon Brackett \(May 23, 2022 23:01 EDT\)](#)

Simon Brackett
President, NGAM



[Nicole F. Cosman \(May 24, 2022 11:03 EDT\)](#)

Nicole Cosman
Secretary, NGAM









NGAM BYLAWS- 22 MAY 22

Final Audit Report

2022-05-24

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