

National Guard Association of Michigan Bylaws

Article I – Name

The name shall be "National Guard Association of Michigan." The official abbreviation shall be "NGAM."

Article II – Mission

The Mission of the NGAM shall be to:

1. Promote legislation on behalf of our members and to improve the readiness, training and equipment 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 association, friendship, understanding, cooperation and the common welfare of all members and families of this Association.
5. Accomplish the purposes contained in Article II of the NGAM articles of incorporation

Article III – Membership

The membership of NGAM shall be composed of the following:

1. **Active Annual.** Any current member of the Michigan National Guard (MING) shall be eligible for active annual membership.
2. **Life Member.** Dues for Life Membership shall be reviewed annually just prior to the annual business meeting by the Executive Board and any proposed increases shall be reviewed and voted on during the NGAM annual conference.
3. **Associate Membership.** Active Duty Army and Air Force personnel attached and/or assigned to the Michigan National Guard as Advisors and any other person interested in and dedicated to the purposes of the Association may be nominated for Association Membership by an active annual member. Membership shall be granted when approved by the Executive Board and upon payment of dues applicable at the time of the granting of membership.
4. **Honorary Membership.** Any person interested in and dedicated to the purposes of the Association and who has rendered conspicuous service to the National

Guard or to the Association shall be eligible for Honorary Membership. Honorary Membership shall be granted when approved by the Executive Board. Honorary members shall not be assessed dues, will not be eligible to hold office or vote, nor will they be eligible to benefit from the NGAM insurance or scholarship program or any other programs developed in the future.

5. **Partners in Patriotism.** Any company, firm, organization, or corporation may, upon approval by the NGAM Executive Board and payment of an annual corporate membership fee, shall be considered for a partner in patriotism of NGAM. The corporate membership fees shall be determined by the Executive Board on an annual basis. Corporate Partners in Patriotism shall be eligible for benefits as determined by the Executive Board. Corporate Partners membership fees may be used for the benefits of NGAM as determined by the Executive Board.

Membership Termination. Membership in the NGAM may be refused or terminated by the Executive Board when:

1. Admission to membership would be detriment to the NGAM.
2. Conduct of a member brings discredit to the NGAM provided that the member is offered the opportunity of a proper hearing before the Executive Board.

Dues. NGAM membership is based upon eligibility and the payment of dues. NGAM dues structure is based upon the pay grade or status of the eligible applicant. The NGAM membership year begins 1 Oct and ends 30 Sept. The Executive Board may propose a change in dues to the general membership during an official business meeting. Proposed changes, either an increase or decrease, in NGAM dues must be approved by a 75% majority of voting members attending an official business meeting.

Article IV – Officials

NGAM shall be governed by an Executive Board, with management of day-to-day administration and operations by an Executive Director in coordination with an Executive Director Team. In addition, an Advisory Council with action committees will be established to provide coordination, management, action and oversight of NGAM initiatives.

1. Board Composition

- a. **NGAM Executive Board:** To serve on the Executive Board and to hold an officer position for the Association, the person must be an active or retired MING member who is also a member in good standing of the Association.
 - i. The 2nd Vice-President will be elected every two years at the business meeting during the Annual NGAM Conference. Following the terms

as 2nd Vice-President, s/he will progress automatically to serve as the Vice-President for two years and then as the Association President for two years.

ii. The Secretary, Treasurer, TAG's Representatives and Retiree Representatives shall be selected and appointed by the Executive Board from current NGAM members for a term of two years.

.

iii. The officers of the NGAM Executive Board will consist of the following:

a. Officers:

i. President. The President shall serve as Chair at all meetings of NGAM and of the Executive Board. The President shall be an ex-officio member of all committees. The President has the authority, subject to all rules as may be established by the Executive Board, to sign on behalf of NGAM, all contracts, leases, reports and all other documents or instruments necessary or proper to be executed in the normal course of business, or which are authorized by the Executive Board. The President shall perform all duties prescribed by the Executive Board.

ii. Vice President. In the event of absence or in the event of the disability of the President, the Vice President shall be vested with all the powers of the President and shall perform all the duties of that office during the period of absence or period of disability of the President

iii. 2nd Vice President In the event of absence or in the event of the disability of the Vice President, the 2nd Vice President shall be vested with all the powers of the Vice President and shall perform all the duties of that office during the period of absence or period of disability of the Vice President.

iv. Past President. The immediate Past President of NGAM shall serve on the Executive Board for two years after the end of his/her term as President. Secretary. The Secretary shall keep an accurate record of all transactions authorized by the members of the Association and by the Executive Board. The Secretary shall record the minutes of meetings of members and the minutes of the meetings of the Executive Board. The Secretary shall perform such other duties as may, from time to time, be prescribed by the Executive Board.

v. Treasurer. The Treasurer shall have custody of, and be responsible for, all funds and securities of the NGAM. The Treasurer

shall deliver to the President or the Executive Board an account of the transactions under his/her direction and of the financial condition of NGAM. The Treasurer shall perform such other duties that may be assigned to the Treasurer by the President or the Executive Board.

- vi. TAGs Representative
- vii. Retiree Representatives

b. Executive Director Team (none voting members)

- i. Executive Director
- ii. Executive Director Team
 - 1. Legislative Liaison
 - 2. Corporate Member Development
 - 3. Administrative Assistant
 - 4. Conference Planner
 - 5. Marketing and Communications

iv. **Advisory Council and Committee Composition.** The Advisory Council and Committees shall consist of representatives from the MIANG Wings, Army Installations and MIARNG Major Subordinate Commands (MSC).

1. **Air Guard Representatives:** Appoint Board members who, as a minimum, represent each Wing, the CRTC, and HQs. The appointment goal will be an equal number of Officer and Enlisted members. The Executive Board will work with the Air Guard's senior leadership to ensure correct representation.
2. **Army Guard Representatives:** Appoint Board members who, as a minimum, represent each Army major command (brigade or higher level) Training Centers and HQs. The appointment goal will be an equal number of Officer and Enlisted members. The Executive Board will work with the Army Guard's senior leadership to ensure correct representation.
3. **Advisory Council Committee:** Appointment of members to action committees will be managed by the Vice-President. All members are eligible to serve on action committees. Committee chairs will be assigned by the Vice-President.

- v. **Executive Board Appointment Duration:** Duration of appointments to the Executive Board will be determined by consent of the members and the represented Air or Army Guard organization.
- w. **Executive Board meeting attendance:** Executive Board members will attend all scheduled Executive Board meetings. In the event of a schedule conflict, the Executive Board member will designate an appropriate substitute who will attend the meeting but will not be a member of the Executive Board or entitled to vote.
- x. **Vacancies:** Should, for any reason, a NGAM Executive Board (Officer Position) be vacated, the Executed Board shall appoint a member from the NGAM membership to fill such vacancy. The term for this appointee shall be the remainder of the normal term held by the previous NGAM Officer before vacating the position.
 - a. In the event that a vacancy in the Association Presidency occurs during the middle of the term, the Vice-President will assume duties of the President for the remainder of the vacated term and an additional two (2) year term for the office elected to or which s/he is appointed.
 - b. In the case of a vacancy for the 2nd Vice-President position, the appointee shall serve the unexpired term of office and then the following term as NGAM Vice-President and then President.
 - c. Due to the nature of the National Guard, the temporary deployment of an officer during his/her term is always possible. When this occurs, the Executive Board shall study the circumstances and carefully consider options that will allow for the smooth transition and continued operations of the Association. The Executive Board has a degree of latitude in making the decision on who to proceed. In the event that the Vice-President is unable to progress to the position of President, the Executive Board shall appoint a current member of the Executive Board or a past President of the Association to fill in during the deployment of the Vice President until s/he has returned and is able to resume the normal duties of President.
 - d. In no case will a member be allowed to serve more than four total years in any one officer position.
- y. **Removal from Office:** Any Executive Board member or Officer of NGAM may be removed from the Board by Executive Board vote of 75% of Executive Board members.
- z. **Duties:** The duties of the Officers and Executive Board shall be set forth in position descriptions developed by the Executive Director and approved by the vote of 75% of the Executive Board.

- aa. **Executive Director Team:** The Executive Director Team shall be comprised of salaried employees of the Association. Candidates for hiring as part of the Executive Director Team will be recommended by the President and confirmed by the Executive Board following a normal employment search process. The Executive Director Team shall be responsible to the Executive Board and shall serve under a contract as determined by the Executive Board. Removal for cause will be determined by the Executive Board.

Article V – Committees

- 1. **Committees.** Committees shall be determined based upon need as determined by the Executive Board. Committee leaders shall be appointed by the Vice-President and will work with the Executive Director Team to accomplish tasks and requirements as determined by the Executive Board.

Article VI – Quorum

- 1. **Annual NGAM Business Meeting.** Thirty (30) members shall constitute a quorum for the annual NGAM Business Meeting or other specially called general membership meetings.
- 2. **Executive Board.** At least 50% of the Executive Board members shall constitute a quorum at any scheduled or called meeting of the Executive Board.
- 3. **Committees.** A majority of the members of any Committee shall constitute a quorum for Committee meetings.

Article VII – Meetings

- 1. **General Membership**
 - a. An "Annual NGAM Business Meeting" shall be scheduled each fiscal year (1 Oct-30 Sept) to conduct required business. Should circumstances preclude the holding of such annual meetings, swearing in of the President and results of election of the 2nd Vice-President will be coordinated through alternative venues as determined by the executive board.
 - b. Special meetings of the general membership shall be held as may be determined by the Executive Board.
 - c. The Executive Director shall make written or email notice of each scheduled or special called meeting no later than three days prior to such meeting.

- 2. Executive Board.** The Executive Board shall meet no less than quarterly and more frequently as directed by the President. Additionally, the Board may be called to special meeting when a written request is submitted to the President by a minimum of ten Executive Board members.

Article VIII – Emergency Executive Board

Should full mobilization of the Michigan National Guard occur to the extent that normal election of officers and / or appointment of Executive Board members is prevented, then Article IV, Paragraph 4 of these By-Laws shall be the authority for filling vacancies created. The President shall not be filled by the Executive Director nor The Adjutant General (TAG).

Article IX – Parliamentary Procedures

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

Article X- Indemnification

1: 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 conduct 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.

2: 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: (1) by the Executive Board by a majority vote or a quorum consisting of directors who were not parties to such action, suit or proceeding.

3: 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 Board, 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.

4: 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.

5: 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 XI. Conflict of Interest.

Any member of the Executive Board or any committee who will derive any personal profit or personal gain, 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 Board 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.

Article XII – Definitions

For purposes herein the following definitions are applicable to the By-laws:

1. "may" is used in a permissive sense;
2. "shall" is used in an imperative sense;
3. "may not" is used in a prohibitive sense;
4. "shall not" is used in a prohibitive sense;

5. "majority vote" means and includes a majority vote of the legal votes cast;
6. 75% means and includes 75% of the legal votes cast.

Article XIII – Bylaws Review and Amendments

The By-Laws shall be reviewed by each incoming President and no later than six months into his/her term of office. Amendments to these By-Laws may be proposed by any active member of the NGAM to the Executive Board. A vote for adoption of the amendment will be held at the annual NGAM business meeting. A majority vote of the members present in person, by proxy or by ballot vote is required for approval of the amendment. In the event of an unforeseen circumstance or event that causes the inability of the Association to function normally between annual business meetings, the Executive Board, on a vote of at least 75% of its members, shall temporarily amend these By-Laws for the good of the Association. Any such changes must be ratified at the next annual meeting for permanent inclusion in the By-Laws. Any such temporary changes to the By-Laws will be made available to the NGAM membership within 30 days of adoption.

Article XIV – Voting of Securities Owned by the Corporation

Subject always to the specific directions of the Executive Board, 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 Board.

Effective date: January 2015

Ratified by General Membership on 20 June 2015 during General Business Meeting

Amended May 13, 2017