

NGAKS :: BY-LAWS

OF THE NATIONAL GUARD ASSOCIATION OF KANSAS (Last Revised in Conference – April 18th, 2015)

Section 1. President.

- The President shall preside at the Regular Annual conference and at all Special conferences of the Association and shall be Chairperson Ex Officio of the Board of Directors. The President is charged with the direction of all affairs pertaining to the Association between Annual conferences; and shall from time to time call meetings of the Board of Directors; appoint all standing and special committees; make arrangements for annual and special committees; have authority to incur such incidental expenses as may be necessary. The President shall make an annual report to the Association. The Association shall reimburse the President for food and lodging while attending the National Guard Association of the United States Annual Conference. The amount of the reimbursement shall be determined by the Board of Directors from time to time in keeping with the inflation trends.

Section 2. 1st Vice President.

- The 1st Vice President shall perform the duties of the President during the absence or disability of the President. In case of the death, resignation, call to active duty, or otherwise, of the President, the 1st Vice President shall become President of the Association, and shall also be a member of the Board of Directors.

Section 3. 2nd Vice President.

- The 2nd Vice President shall perform the duties of the President during the absence or disability of the President and the 1st Vice President. In case of the death, resignation, call to active duty, or otherwise, of both the President and the 1st Vice President, the 2nd Vice President shall become President of the Association, and shall also be a member of the Board of Directors.

Section 4. Immediate Past President.

- Upon the expiration of the term of the President of the Association, he or she shall automatically become the Immediate Past President and shall be a member of the Board of Directors.

Section 5. Secretary.

- The Secretary shall have charge of all records of the Association, including those of the Board of Directors, and shall be a member of the Board of Directors. The Secretary shall make an annual report to the Association.

Section 6. Treasurer.

- The Treasurer shall receive and receipt for and be custodian of all funds of any nature whatsoever due the Association and such contributions as may be made to it and deposit same in the name of the Association in a bank or banks, or a trust company or companies to be designated by the Board of Directors. The Treasurer shall write checks in payment of all bills and claims against the Association when such bills and claims have been certified by the President or Executive Director of the Association. The Treasurer shall furnish such bonds as may be required by the Board of Directors, the premium for which shall be paid from funds of the Association. The Treasurer shall make an annual report of the finances of the Association to the Regular Annual conference, and shall also be a member of the Board of Directors.

Section 7. Board of Directors.

- The Board of Directors shall consist of the President, 1st Vice President, 2nd Vice President, Immediate Past President, Secretary, Treasurer, and ten other members, two of whom shall be junior officers (Air and Army), one Warrant Officer and two retired members (Air and Army), as mandated by the Articles of Incorporation of this Corporation (Association). The Board of Directors during the interval between Conferences shall carry out the policies adopted by the Association. A committee of the Board of Directors shall annually audit all financial accounts of the Association, and make report of such audit to the Regular Annual conference. The Board of Directors shall have authority to call a Special Conference of the Association by a majority vote of the Board of Directors. The Board of Directors shall have authority to designate time and place of the Annual Conference.

Section 8. Term of Office

- The term of office of the Association shall begin the first day following the Regular Annual Conference and the term of office will expire the end of the last day of the following Regular Annual conference. In the event a vacancy occurs in the office of President, the 1st Vice President shall immediately and without further formality succeed to the title and duties of President. In the event a vacancy occurs in the office of 1st Vice President, the 2nd Vice President shall immediately and without further formality succeed to the title and duties of the 1st Vice President. In the event of total mobilization and call to active duty of the President, 1st Vice President, and 2nd Vice President, the senior retired member of the Board of Directors shall become the President of the Association and shall serve the unexpired term until a successor is elected and installed at the next regular annual conference. Upon a vacancy in the Board of Directors, the nominations committee will nominate a replacement to the President unless the replacement is a junior officer member, whereas the Junior Officer Steering Committee will nominate a replacement to the President. A vacancy may be the result of mobilization and call to active duty, resignation, death, or requested by the President due to non-participation. With the Board of Directors' concurrence, the President will appoint the replacement to serve the unexpired term for any vacancy which occurs in the position of an officer of this Association or a member of the Board of Directors.
- Any member of the Board of Directors who shall miss two (2) consecutive meetings of the Board shall be asked to submit a resignation. The member in question may submit extenuating circumstances in response to such request, the Board of Directors, less the member in question, shall meet and consider those circumstances. The decision of the Board of Directors shall then be final.

Section 9. Executive Director.

- The Executive Director shall be appointed and employed by the Board of Directors to maintain the Association records and perform other duties delegated by the President and Secretary of the Association. The salary of the Executive Director shall be determined by the Board of Directors from time to time in keeping with the income of the Association.
-

ARTICLE II :: STANDING COMMITTEES

Section 1. Credentials Committee.

- The Credentials Committee shall be appointed by the President of the Association and shall be composed of not to exceed five members of the Board of Directors. This Committee shall examine the credentials of the representatives of the Conference, determine their eligibility, and make a report to the Conference.

Section 2. Resolutions Committee.

- The Resolutions Committee shall be appointed by the President of the Corporation. This committee shall consider all resolutions presented and make its recommendations to the Conference. Nothing contained in this section shall preclude the submissions of resolutions from the floor.

Section 3. Legislative Committee.

- The Legislative Committee shall be appointed by the President of the Corporation. This committee shall study the legislative needs of the Army and Air National Guard of Kansas, and shall assist in presenting the Association's approved legislative program to the legislature and proper officials of Kansas. In addition, the Legislative Committee will assist in presenting to the Congressional Delegation those resolutions, National and State, of interest to the Association.

Section 4. Nominations Committee.

- The Nominations Committee shall be appointed by the President of the Association in accordance with the Nominations SOP. The Nominations SOP will be reviewed and updated annually NLT the first of January prior to the Annual Conference. The Nominations SOP will be posted on the Association website at least sixty (60) days prior to the Annual meeting.
- The selection and nomination of Officers of the Association is a serious undertaking in that they will guide the operations of the Association on behalf of its members. To ensure proper preparation for assumption of the duties of Officers of the Association, the following criteria are established for an individual to be considered for nomination for the positions of President, 1st and 2nd Vice President, Secretary and Treasurer. To be nominated for President, the individual will have to have rotated through the positions of 2nd and 1st Vice President immediately prior to the nomination for President. To be nominated for 1st Vice

President, the individual will have to have rotated through the 2nd Vice President position immediately prior to the nomination. To be considered for nomination to 2nd Vice President, an individual will have to have served at least 2 years as a member of the Board of Directors.

- This Committee shall utilize the nomination as submitted from the Company Grade Caucus, which is conducted at the Annual I Conference for the designated Junior Officer positions on the Board of Directors. If the Nominating Committee seeks additional nominations from outside of said committee for the other remaining position on the Board of Directors, it shall use as its sole source the general membership at large. This committee shall report to the conference its recommendations for nominations for members of the Board of Directors and for Officers of the Association for the ensuing year.

Section 5. Company Grade Officers' Steering Committee.

- The Company Grade Officers' Steering Committee shall be appointed by the President of the Corporation and shall be composed of not less than seven (7) nor more than (9) junior officers, who shall be appointed from each major command within the Kansas National Guard to the extent such representation is possible. The Air/Army mix will be determined annually by the percentage of each service in the Kansas National Guard on the first of January. A slate of Company Grade Officer nominees will be presented to the President of the Association by the Company Grade representatives pursuant to their meeting held at each Annual Conference for the Junior Officer positions on the Board of Directors. A junior officer shall be defined as an officer in either the Kansas Army or Air National Guard in the grade of O-1 to O-3, who shall remain in said grade during his or her tenure on the committee. The Company Grade Officer Steering Committee Chairperson, as designated by the President of the Corporation, shall convene such Company Grade Officers' Meeting at each Annual Conference to fulfill such requirements as required by the By-Laws of this Association. Minutes from all committee meetings shall be presented to the Secretary of the Board to be read into the minutes of the next regularly scheduled meeting of the Board of Directors. Section 6. Warrant Officers' Steering Committee.
- The Warrant Officers' Steering Committee shall be appointed by the President of the Association and shall be composed of not less than three (3) nor more than five (5) Warrant Officers, who shall be appointed from each major command within the Kansas Army National Guard to the extent such representation is possible. The current Warrant Officer representative on the Board of Directors, acting as the Chairperson of the Warrant Officers' Steering Committee, shall convene such Warrant Officers' committee meeting at each Annual Conference to fulfill such requirements as required by the By-Laws of this Association or as may be directed by the President of the Association. A Warrant Officer nominee for the Warrant Officer position on the Board of Directors will be presented to the President of the Association pursuant to their meeting held at each Annual Conference. Minutes from all committee meetings shall be presented to the Secretary of the Board to be read into the minutes of the next regularly scheduled meeting of the Board of Directors.

Section 7. Insurance Committee

- The Insurance Committee shall be appointed by the President of the Corporation and shall be composed of not less than five (5) members in good standing one of whom will be on the Board of Directors. This committee shall provide oversight to the Insurance Administrator. It also shall make recommendations and provide guidance about the insurance program to the

Board of Directors regarding policy, administration, marketing, service to soldiers and airmen, contracts with insurance carrier and related matters. The insurance committee shall also interface with the insurance carrier to effect contracts, policy matters and co-lateral accountability. The Insurance Committee shall assure that periodic audits of the insurance accounts and service performance are conducted and reported to the Board of Directors.

Section 8. Chairperson of Standing Committee.

- The Chairperson of the several standing committees shall be appointed by the President of the corporation.

Section 9. Retired Officers' Steering Committee.

- The Retired Officers' Steering Committee shall be appointed by the President of the Association and shall be composed of not less than three (3) nor more than five (5) Retired Officers, who shall be appointed from Air and Army retired officers. The percentages used in Section 5 will be used to govern the spread between Air and Army. The current Retired(s) representative(s) on the Board of Directors, acting as the Chairperson(s) of the Retired Officers' Steering Committee, shall convene such Retired Officers' committee meeting at each Annual Conference to fulfill such requirements as required by the By-Laws of this Association or as may be directed by the President of the Association. Retired Officer nominee(s) for the Retired Officer positions (Air and Army) on the Board of Directors will be presented to the President of the Association pursuant to their meeting held at each Annual Conference. Minutes from all committee meetings shall be presented to the Secretary of the Board to be read into the minutes of the next regularly scheduled meeting of the Board of Directors.

ARTICLE III :: DUES

Section 1. Annual.

- Any officer, upon payment of annual dues as herein prescribed, shall be entitled to an annual individual membership. The annual dues are hereby established as being the sum of:
1. The annual dues prescribed for membership in the National Guard Association of the United States: plus, an additional sum, as follows:

(1) O7 and above – \$22.00 (2) O5, O6 – \$15.00 (3) O4, W5 – \$12.00 (4) W4 – \$8.00

(5) O3, W3 – \$7.00

(6) O1, O2, W1, W2 – \$6.00

Section 2. Life.

- Any officer, upon payment of life dues as herein prescribed, shall be entitled to a lifetime annual individual membership. The life dues are hereby established as being the sum of:
75. The life dues prescribed for membership in the National Guard Association of the United

States; plus an additional sum of \$75.00. A Retired Life membership shall be the amount prescribed by the National Guard Association of the United States plus an additional \$25.00. An annual member, who is honorably separated from the National Guard will be given credit for the amount of his current annual dues toward Retired Life Membership dues, provided application for Retired Life Membership is made prior to the expiration of the membership year for which annual dues have been paid. Retired Life Membership shall be available also to former officers who have been honorably separated.

76. Based on availability of funds from NGAUS and/or the current NGAKS budget, the Board of Directors may temporarily authorize a reduction in dues. This reduction will be for the current fiscal year only.

Section 3. Evidence of Membership.

- Upon receipt of the dues herein prescribed, together with applications for life membership in the National Guard Association of the United States and for life membership in the National Guard Association of Kansas, properly executed, action will be taken to permit the issuance of membership cards in the national association and the Corporation to the applicant.
- In addition thereto, action will be taken to permit the issuance of a suitable certificate of life membership in this Corporation to such applicant. The form and content of such certificate shall be as prescribed by the Board of Directors.

Section 4. Payment of National Dues.

- Upon receipt of the dues herein prescribed, an appropriate amount will be remitted to the National Guard Association of the United States as payment of the applicant's dues to the Association, the remainder shall be held and disbursed for the use and benefit of the National Guard Association of Kansas.

ARTICLE IV :: ORDER OF BUSINESS

- The Corporation's order of business shall be governed by Robert's Rules of Order except as herein modified. The order of business and program for each Conference shall be arranged by the President of the Corporation. A quorum for a Board of Director's meeting shall be nine members (9 members).
 - The Board of Director's shall meet in one location under normal circumstances. If there is business to be conducted between normally scheduled board meetings, email or a conference call can be used at the discretion of the President of the Board. If email is used as a forum, the issue or question must be stated and formal discussion held prior to a vote called by the President. If the issue or question is complex in nature, the President of the Board may call a special meeting to bring the Board to one location. The minutes of the conference call or email business shall be read into the minutes of the next regularly scheduled meeting of the Board of Directors.
-

ARTICLE V :: AMENDMENTS

- These By-Laws may be amended by a majority vote at any Regular Annual or Special Conference.
-

ARTICLE VI :: PROXIES

- Every member of the Corporation or Board of Directors entitled to vote or execute consents shall have the right to do so either in person or by an agent authorized by a written proxy executed by such member or a duly authorized agent and filed with the Secretary of the Corporation; provided that no such proxy shall be valid after the expiration of sixty (60) days from the date of its execution.
-