



**BYLAWS
OF THE NATIONAL GUARD ASSOCIATION
OF ILLINOIS**

As Amended - April 2019

SUMMARY OF CHANGE

Throughout the document:

- Added Title Page, Summary of Change, and Table of Contents
- Standardize font type/sizes, use of numbering (a., (1), (a), etc.), defining and use of acronyms, and the use of capitalization
- Remove all use of “NGAI” and replaced with “the Association” in accordance with Article I of the Constitution

Article I (Officers)

- Section 1: revised the duties of the Vice-President NGAUS, Vice-President EANGUS, and Secretary according to current operations
- Section 3: Removed all references to specific years (2001/2002) and clarified year in which the office shall be elected (odd or even)
- Section 4: clarified the process for replacing an Officer vacancy on the Executive Board

Article II (Executive Board), Section 2 (Election)

- Adjusted language to require electing groups to elect a director and have an option to have an alternate, currently requires both.
- Change ANG names to Wing Names instead of locations
- Added “Separated” to the Retired Electing Group name in order to accurately reflect how that electing group’s membership is calculated.

Article IV (Committees)

- Added “All committees consist of a chairperson appointed by the President and members of the Association to serve at the pleasure of the President” and removed this phrase from description of each committee
- Matched names with the Constitution (Article VI) – removed “Committee on”
- Added a Scholarship Committee and a description of responsibilities.
- Changed Time and Place committee to Annual Conference and updated responsibilities.
- Revised the responsibilities of the Credentials, Rules, and Nominations committee

Article V (Fiscal)

- Section 2: Removed listing of categories of membership as codified in the Constitution (Article V).
- Section 3: Changed “Gift Memberships” to “Complimentary First-Year Annual Memberships” and added clarifying text.
- Section 5: Clarified that expenditure of all funds is in accordance with the annual budget and appropriation given by the Executive Board.

Article VI (Voting)

- Section 1 and 2: separated and clarified the method of voting between committees, Executive Board, and conferences.
- Section 1c. Added clarify text for the voting authorization of an alternate director (Aligns with Article VIII of the Constitution)

Article VIII (Definitions)

- Removed Electing Group Names as they are already defined in the Constitution and referenced in Article II.

Article IX (Amendments)

- Changes all dates to align with the Constitution (Article XI)

Article X (Effective Date): added this article

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ARTICLE I – OFFICERS

Section 1. The officers of this organization shall be those as provided in the Constitution (Article IV). No person may hold more than one office simultaneously. The duties and powers of the respective officers shall be as follows:

a. President

(1) The President is the principal executive officer of the Association. Subject to the direction of the Executive Board, the President shall supervise and direct the activities of the Association, shall preside at all annual and special conferences of the Association and meetings of the Executive Board, unless such authority be temporarily delegated to another member of the Executive Board.

(2) The President shall be a member ex-officio of all committees.

(3) The President shall:

(a) Direct the affairs of the Association in accordance with the policies adopted by the Executive Board and/or an annual or special conference;

(b) Convene the Executive Board from time to time;

(c) Appoint all committees and designate the chairperson of each;

(d) Direct the nominating and voting procedures at annual and special conferences to ensure impartial and fair elections for all vacancies;

(e) Make necessary arrangements for each conference;

(f) Direct the operations of the office staff of the Association;

(g) Submit, to the Executive Board no later than 01 November, an annual budget for the coming fiscal year, showing estimated income, expense by category, and ending cash position of the Association;

(h) Render an annual report to the Association;

(i) Perform such other duties as may be required of the office by the Constitution and these Bylaws or the Executive Board.

(4) The President may, upon approval of the Executive Board:

(a) Incur such incidental expenses as may be necessary in the direction and operation of the affairs of the Association and its office and staff;

(b) Organize the office of the Association as may be required;

(c) Employ an Executive Director and determine his/her compensation;

(d) Employ such personnel, for and on behalf of the Association as deemed advisable, assign duties and fix the rate and amount of their compensation;

(e) Appoint a Chaplain;

(f) Assign duties to the Vice-President, Secretary, and Treasurer of the Association consistent with the Constitution and these Bylaws;

(g) Convene a special conference of the Association when directed by the Executive Board.

b. Vice-President. In the absence or disability of the President, the Vice-President shall discharge the Presidential duties. The Vice-President shall:

(1) Monitor committees as directed by the President;

(2) Assume the office, title and duties of the President in the event of termination, resignation, or removal from office, and serve the unexpired period of tenure in office; in addition to his/her elected term not to exceed one term;

(3) Perform such additional duties as may be assigned by the President.

c. Secretary. Is the recording officer of the Association. Prepares minutes of Executive Board meetings, annual and special conferences. Performs such additional related duties as may be assigned by the President.

d. Treasurer. Is the custodian of all funds of the Association. Prepares a fiscal report for Executive Board meetings, and provides necessary information to the finance committee. Is responsible for an annual audit and review of the records and finances of the Association, and submits a report to the annual conference. Performs such additional related duties as may be assigned by the President.

e. Executive Director. Is employed by the President, upon approval of the Executive Board. Employment is contractual for such a period as may be determined by the Executive Board. The Executive Director shall perform those duties set forth in the employment contract.

f. Vice-President NGAUS. Is the Association's liaison to NGAUS. Monitors the membership status of NGAUS, monitors the actions of NGAUS and reports to the Executive Board.

(1) Attend NGAUS legislative workshops and general conference, and brief Army and Air personnel pertinent information.

(2) Serve on Long Range Planning committee.

(3) Serve on the Legislation, Research, and Archives committee and coordinate legislative notices with the committee chairperson.

(4) Present a report to the annual conference consisting of NGAUS membership, NGAUS priorities, and information about the NGAUS general conference.

g. Vice-President EANGUS. Is the Association's liaison to EANGUS. Monitors the membership status of EANGUS, monitors the actions of EANGUS and reports to the Executive Board.

(1) Attend EANGUS legislative workshops and annual conference, and brief Army and Air personnel pertinent information.

(2) Serve on Long Range Planning committee.

(3) Serve on the Legislation, Research, and Archives committee and coordinate legislative notices with the committee chairperson.

(4) Present a report to the annual conference consisting of EANGUS membership, EANGUS priorities, and information about the EANGUS annual conference.

Section 2. Election of all officers of the Association will be by majority vote of the delegates of the annual conference of the Association.

Section 3. Tenure. Unless terminated or removed from office as provided in these Bylaws:

a. The offices of President and Vice-President will be occupied as a series of progressive positions with individuals serving in each capacity for two (2) years, being installed in office on the last day of the annual conference. The position of Vice-President will be elected in even-numbered years, alternating between Army and Air (retired/separated personnel will represent the branch of service retired/separated from) thereby ensuring an equitable representation between the two services. At each subsequent biennial conference, the Vice-President will advance to the position of President.

b. The offices of Secretary and Treasurer shall be for a term of two (2) years or until a successor is duly qualified, with the Treasurer being elected in even-numbered years, and the Secretary being elected in odd-numbered years.

c. The offices of VP-NGAUS and VP-EANGUS shall be for a term of two (2) years or until a successor is duly qualified, with the VP-NGAUS being elected in even-numbered years, and the VP-EANGUS being elected in odd-numbered years.

Section 4. Termination and removal.

a. Tenure in office is terminated by:

(1) Death;

(2) Resignation or expiration of term of office.

b. An officer may be removed from office by two-thirds vote of the Executive Board under the following circumstances:

(1) When it is determined that an officer is unable to fulfill the duties of the office due to physical or mental disability;

(2) For inefficiency;

(3) For conduct detrimental to the Association, or

(4) For other sufficient cause.

c. An officer can be removed from office and temporarily replaced with an appointee of the President with approval by the Executive Board if unable to fulfill the duties of the office due to mobilization or deployment. An officer replaced under this provision will resume the duties of the office upon return from deployment, unless the officer chooses to resign at that point.

ARTICLE II - EXECUTIVE BOARD

Section 1. Duties and powers.

a. The Executive Board shall -

(1) Act as the governing body of the Association in accordance with the policies adopted in annual or special conference of the Association.

(2) Fix the time and place of an annual conference when:

(a) The previous annual conference fails to fix the time and place for the succeeding conference or

(b) An annual conference cannot for any reason be convened at the time or place fixed therefor.

(3) In the event of a vacancy on the Executive Board of a member or alternate, who is not an officer of the Association, elect thereto, by majority vote, a replacement from the appropriate electing group to serve the unexpired period of tenure.

(4) In the event of a vacancy in the office of Vice-President, the Executive Board will elect, by majority vote, a successor of appropriate military branch affiliation, to the vacant office to serve the unexpired period of tenure, or until the next general election, whichever occurs first.

(5) In the event of a vacancy in the office of Secretary or Treasurer, elect thereto, by majority vote, a replacement to serve the unexpired period of tenure.

(6) Consider the annual budget for the Association as recommended to it by the President, revise, amend, or modify it as desired and appropriate the funds required for its support.

(7) Exercise control and direction over the property of the Association, both real and personal subject to these Bylaws.

(8) Convene -

(a) At the call of the President or

(b) Upon written demand signed by a majority of the members thereof and communicated to each member of the Executive Board.

(9) Perform such additional duties and exercise such additional powers as are specifically granted in, or required by, the Constitution and these Bylaws.

(10) Have the authority and responsibility to decide any issue in the best interest of the Association, which is not specifically addressed in the Constitution and these Bylaws.

b. The Executive Board may -

(1) By majority vote, order an audit of records and finances of the Association by a Certified Public Accountant in addition to the annual review required by these Bylaws.

(2) By majority vote, convene a special conference of the Association and fix the time and place therefor.

(3) By majority vote, refuse admission to any applicant for membership in the Association.

(4) By majority vote and in accordance with the Constitution, terminate the membership of any member of the Association.

(5) Remove from office any officer of the Association in accordance with these Bylaws (Article I, Section 4).

Section 2. Election.

a. Officers of the Association are members of the Executive Board by virtue of the election to an office of the Association as provided in the Constitution (Article V).

b. The following electing groups, as defined in the Constitution (Article V, Section 2) shall elect one director and have the option to elect one alternate director during the annual conference. The terms of the directors and their alternates shall be for a period of two (2) years. Directors may seek reelection to the position for an unlimited number of terms.

- (1) Even year elections
 - (a) Joint Forces Headquarters (JFHQ)
 - (b) 65th Troop Command
 - (c) 404th Maneuver Enhancement Brigade
 - (d) 183rd Wing
 - (e) 126th Air Refueling Wing

- (2) Odd year elections
 - (a) 108th Sustainment Brigade
 - (b) 33rd Brigade Combat Team
 - (c) 182nd Airlift Wing
 - (d) Retired/Separated

c. The senior officer of each electing group is responsible for the conduct of an election by secret ballot to select a director and alternate director, from his/her electing group. With respect to the members who are retired/separated, the President shall appoint a retiree member to conduct the election. Such elections shall be held in conjunction with and at the site of the annual conference.

Section 3. Tenure. Unless terminated or removed therefrom as provided in these Bylaws, members of the Executive Board shall:

- a. Be installed on the last day of the annual conference by which they were elected to the Executive Board or to an office of the Association.
- b. Serve as a member or alternate of the Executive Board -
 - (1) For a term of two (2) years.
 - (2) Until no longer an officer of the Association, if a member of the Executive Board by virtue of election to an office of the Association.

Section 4. Termination or removal.

- a. Membership on the Executive Board is terminated by:
 - (1) Death,
 - (2) Resignation,

(3) Expiration of term of office,

(4) Board member moving from one electing group to another by reason of duty assignment or retirement.

b. A member of the Executive Board may be removed their position from by a two-thirds vote thereof:

(1) When it is determined that a member, other than an officer of the Association, is unable to fulfill the duties as a member of the Executive Board due to war, national emergency, or physical or mental disability.

(2) For inefficiency,

(3) For conduct detrimental to the Association, or

(4) For other sufficient cause.

ARTICLE III - WAR OR NATIONAL EMERGENCY

Section 1. This article may be invoked by majority vote of the Executive Board in the event of war or national emergency declared by the Congress of the United States.

Section 2. This Article, when invoked, shall take precedence over any conflicting provision in the Constitution or Bylaws.

Section 3. On or after the date of invocation of this Article the tenure in office of each officer and of each member of the Executive Board is, if necessary, automatically extended for the duration of war or national emergency and six months thereafter or until the Executive Board, by majority vote, determined that this Article shall no longer remain in effect.

Section 4. The Executive Board may suspend the operation of any provision of Article VI and/or Article VII of the Constitution.

ARTICLE IV - COMMITTEES

Section 1. All committees consist of a chairperson appointed by the President and members of the Association to serve at the pleasure of the President. In addition to the primary responsibilities listed hereafter, committees will comply with the duties which may from time to time, be developed and approved by the Executive Board.

a. Legislation, Research and Archives. It shall:

(1) Prepare, request the introduction of, and support legislation required to implement the policies of the Association on a State and National level.

(2) Cooperate with the EANGUS and NGAUS in providing Congressional committees and members of the Congress with information regarding national security and the National Guard.

(3) Monitor and oppose legislation detrimental to the purposes of the Association.

(4) Develop and recommend to the Executive Board the legislative policy of the Association.

(5) Present a committee report to the annual conference.

(6) Maintain records and archives of the Association.

b. Constitution and Bylaws. It shall:

(1) Annually review the Constitution and Bylaws, and prepare a report to the President and Executive Board. The report and any proposed amendments shall be submitted to the President to be forwarded to the electing groups in accordance with the Constitution (Article XI) and these Bylaws (Article IX).

(2) Review any proposed amendments submitted by the membership, and present the amendment with a recommendation to the President and Executive Board.

(3) Present a committee report to the annual conference, including any proposed amendments and their recommendations.

c. Awards. It shall:

(1) Implement the responsibilities outlined in the Association's Awards program.

(2) Review the Awards program with a view to its improvement and draft proposed changes thereto and recommend their adoption.

d. Scholarship. This committee consists past of Association Presidents. It shall:

(1) Implement the Scholarship program as directed by the Executive Board.

(2) Annually select scholarship awardees from among the qualified applicants.

e. Resolutions. The Vice-President shall serve as an ex-officio member of this committee along with the President to represent the interests of their respective service. It shall:

(1) Consider each resolution referred thereto and may revise, amend, or modify it as desired. Each resolution shall be recommended for adoption or rejected.

(2) The chairperson may if necessary, appoint the respective Army National Guard and Air National Guard members of the committee as subcommittees of their respective components, and designate the chairperson of each subcommittee, to act upon specific Army/Air recommendations.

(3) Report to the conference those resolutions which the committee recommends for adoption and

(4) Refer all adopted resolutions to the Vice President for action.

f. Credentials, Rules, and Nominations. It shall:

(1) Rule on the credentials of each delegate to an annual or special conference of the Association;

(2) Render a report to each annual or special conference of the Association, consisting of:

(a) The number of accredited delegates by electing group calculated in accordance with the Constitution (Article VII, Section 3).

(b) A recommendation concerning any special rules to be adopted by the conference concerned.

(3) Prepare a slate of nominees consisting of not fewer than two (2) nor more than four (4) names of eligible members of the Association for each office or director vacancy on the Executive Board, required to be filled at the annual conference;

(4) Report to the conference its slate of nominees

g. Finance. The Treasurer chairs this committee. It shall:

(1) Review the results of the annual audit prior to the annual conference, which the Treasurer shall report to the conference.

(2) Review the investments and other assets of the Association, and make recommendations to the Executive Board regarding investment strategy.

h. Annual Conference. It shall:

(1) Consist of members of the electing group appointed by the President and Executive Board to host the annual conference. The senior officer of the electing group shall appoint the committee chairperson.

(2) Plan and organize all aspects of the annual conference. Report monthly to the Executive Board on status of all events.

i. Long Range Planning. This committee consists of the Vice-President, the VP-NGAUS, and VP-EANGUS, and other members of the Association.

(1) Review the Association's strategic plan and current goals, and recommend changes to the President and Executive Board.

(2) Review and develop action plans for other projects as assigned by the President.

h. Membership. It shall:

(1) Review all facets of membership issues including dues amount, dues collection (including NGAUS and EANGUS), membership categories, advertising campaigns, and other issues effecting membership. The committee will make recommendations as appropriate.

(2) The committee will determine unit membership for annual meeting delegate calculation. Membership totals are based upon memberships received no later than 1 April of each current year. Forward said determination to the Credentials, Rules, and Nominations committee prior to the annual conference.

i. Technology. It shall:

(1) Build, monitor, and update the Association's online presence to include but not limited to Facebook, LinkedIn, YouTube, and NGAI.com.

(2) Serve as the point of contact for all technological needs during the annual conference.

ARTICLE V - FISCAL

Section 1. Fiscal Year. The fiscal year of the Association commences on 1 January and ends on 31 December.

Section 2. Dues:

(1) All dues required for each category of membership in the Association shall be established by the majority vote of the Executive Board no later than 1 August for the following membership year. If the Executive Board does not establish a new dues rate structure by 1 August, the dues rates in effect at that time will carry over to the following year.

(2) Annual membership is effective from January 1 through 31 December, except as provided in the following paragraph. The annual membership drive will normally commence in October of the year preceding the membership year. Dues received during the October through December membership drive will be applicable to membership for the next year.

(3) An individual who initially qualified for annual membership in the Association on or after 1 July of any year, but prior to 31 December of that year, may, upon payment of the full annual dues fee, be issued an annual membership which would guarantee paid-up membership for the remainder of that six month period plus the additional annual 12 month period commencing 1 January and ending 31 December.

Section 3. Complimentary First-Year Annual Memberships for first year in Illinois National Guard. To encourage membership in the Association, new members of the Illinois National Guard may receive a free annual membership in their first year upon arrival to their unit of assignment (post initial entry training).

Section 4. Bonding and Liability Insurance.

a. By majority vote, the Executive Board may require the bonding of, or liability insurance for:

- (1) An officer of the Association;
- (2) An employee of the Association;
- (3) A member of the Executive Board, or
- (4) A member of any committee.

b. The Executive Board shall authorize the expenditure of funds required to pay the premium of any bonds or liability insurance required by it.

Section 5. Funds. Funds of the Association shall be -

a. Deposited in the name of the Association in Federally insured banks, Savings and Loans, or Credit Unions designated by the Executive Board.

b. Separated into such accounts as the Executive Board may direct.

c. Expended in accordance with the annual budget and the appropriation given by the Executive Board.

d. Invested and reinvested in accordance with the purpose of the Association as the Executive Board may direct.

e. Used to promote the purposes of the Association.

Section 6. Expenditures. Bills, claims and expenditures of the Association shall be -

a. Reviewed and authorized for payment by the President or the Executive Director of the Association, and

b. Paid by draft drawn on the funds of the Association and executed by any of the following:

- (1) President
- (2) Executive Director
- (3) Treasurer

Section 7. Property. Personal and real property acquired by the Association shall be administered in the following manner:

a. Personal property acquired by the Association shall be:

- (1) Held in the name of the Association, and
- (2) Under the control and direction of the Executive Board.

b. Real property acquired by the Association shall be:

- (1) Subject to the provisions of the Constitution and these Bylaws, and
- (2) Held subject to the terms and conditions as follows: Title to real property shall be invested in the name of the "National Guard Association of Illinois, a Not for Profit Corporation of the State of Illinois".

Section 8. Contracts.

a. Contracts, other than those involving real property, shall be executed in the name of the Association and signed by:

- (1) The President, and
- (2) The Secretary or Executive Director.

b. Contracts involving the purchase, sale, transfer, or encumbering in any way of real estate shall be executed by the above named officers only upon approval by the Executive Board.

ARTICLE VI - VOTING

Section 1. Executive Board or Committee meeting:

a. Except as otherwise provided herein, the method of voting is determined by the President or committee chairperson.

b. Voting by proxy is not authorized.

c. Each member shall, when actually present, be entitled to one vote on each matter acted upon by the Executive Board or committee. Members who participate in a meeting by two-way teleconference/videoconference, who are therefore able to follow the proceedings and be recognized by the chairperson or presiding member, are entitled to vote and have all other rights as though they were physically in attendance. An alternate director may vote on behalf of their electing group when they are attending in the place of the director.

d. Email Voting. The Executive Board may vote on motions proposed between meetings through email voting. The Executive Director must email the proposed motion out to all board members, who will confirm receipt by return email. After a period of discussion (to include a second to the motion), the President may call for a vote, and establish a deadline. Board members will then email their votes to the Secretary, ensuring all board members are included on the email. At the close of the voting period, votes will be tabulated, and if the 'Yea' votes constitute a majority of voting board members, the motion will be considered to have passed. The motion and voting results will be read into the minutes during the following scheduled board meeting.

Section 2. Annual and/or special conference. At an annual or special conference of the Association -

a. Except as otherwise provided herein, the method of voting is determined by the President.

b. The voting body consists of all accredited delegates.

c. Each member of the voting body shall, when actually present, be entitled to one vote on each matter acted upon by the conference. Proxy voting shall not be allowed.

d. Upon demand of two or more electing groups, the presiding officer shall order a vote by roll call of the delegates or by secret ballot, whichever is demanded.

ARTICLE VII - RULES OF ORDER

Section 1. Order of business. Except as modified in the Constitution and these Bylaws, the order of business shall be:

- a. As established in Robert's Rules of Order, current edition, and
- b. For each annual and special conference arranged by the President.

Section 2. Parliamentary authority. The Rules contained in Robert's Rules of Order, the latest revised edition thereof, shall govern the Association in all cases to which they are applicable, except when modified by:

- a. The Constitution or these Bylaws or
- b. Standing rules or special rules established by an annual or special conference.

Section 3. Rules. At an annual or special conference of the Association -

- a. Each proposed resolution shall be referred to the committee on resolutions by the presiding officer of the conference and
- b. Subsequent to the final report of the committee on resolutions, the presiding officer of an annual or special conference may not entertain a proposed resolution except by unanimous consent of that conference.

ARTICLE VIII - DEFINITIONS

For the purpose herein:

- a. "May" is used in a permissive sense.
- b. "Shall" is used in an imperative sense.
- c. "May not" is used in a prohibitive sense.
- d. "Majority vote" means a minimum of a simple majority of the legal votes cast.
- e. "Two-thirds vote" means a two-thirds of the legal votes cast.
- f. "Retired status" means any person who, under honorable conditions, has been discharged from appointment as a reserve officer or enlisted person, and transferred under Federal law to a retired list.

ARTICLE IX - AMENDMENTS

Section 1. These Bylaws may be amended at an annual or special conference by two-thirds vote of those present and voting. An amendment may be proposed by any member of the Association of Illinois National Guard unit and shall be submitted in writing to the President of the Association by 1 March prior to the date set for the convening of the conference at which the proposed amendment is to be considered. As soon as practicable after its receipt, the President shall mail or cause to be mailed, copies of the proposed amendment to the members of the Constitution and Bylaws committee to render a report to such conference with such recommendations as it may see fit. The President will insure that members of the Executive Board have been notified of the proposed amendments by 1 April prior to the date set forth for the convening of the conference. The President shall cause to be mailed copies of the proposed amendment to the senior officers of all electing groups not later than 15 April prior to the date set forth for the convening of the conference. The senior officers are responsible for ensuring that their unit's delegates understand the proposed amendments prior to their being asked to vote on them.

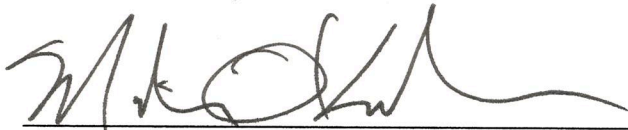
Section 2. These Bylaws may be amended at an annual or special conference of the Association by a unanimous vote without prior notice and without prior action by the Constitution and Bylaws committee.

Section 3. Effective date. Unless otherwise provided, an amendment of the Bylaws shall be effective upon adjournment "sine die" of the annual or special conference of the Association which adopted it.

ARTICLE X – EFFECTIVE DATE

Section 1. The effective date of these Bylaws of the National Guard Association of Illinois shall be April 27, 2019.

Section 2. We the undersigned officers of the Executive Board of the National Guard Association of Illinois do hereby certify that the 50th Annual Conference of the Association adopted these Bylaws:



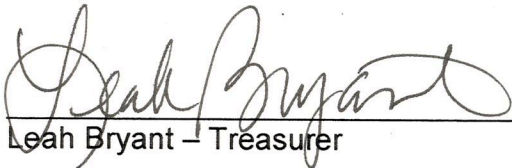
Michael O'Koniewski – President



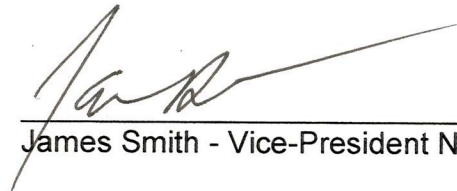
Andrew Adamczyk – Vice-President



Jeremy Tackett – Secretary



Leah Bryant – Treasurer



James Smith - Vice-President NGAUS



Roger Masters - Vice-President EANGUS