



**By-Laws**  
of the  
**National Guard Association of**  
**Kansas**

**Adopted 15 April 2023**

## DOCUMENT CHANGE RECORD

<b>Published Date</b>	<b>Status (Baseline, Amendment, Format)</b>	<b>Document Version</b>	<b>Pages Affected</b>	<b>Description of Revision</b>
09 JUN 20	Baseline	V2.0	All	Update By-laws to provide clarification.
09 APR 22	Amendment	V2.1	13	Change the Fiscal Year from an April start to an October start.
14 NOV 22	Format	V2.1	All	Add Document Change Record, update logo on page 1, adjust heading formatting and spacing throughout.
15 APR 23	Amendment	V2.2	7	Update requirements for nomination to the office of 2 <sup>nd</sup> Vice President

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# **BY-LAWS of the NATIONAL GUARD ASSOCIATION OF KANSAS**

## **ARTICLE I**

### NAME

The name of this Association is “National Guard Association of Kansas.”

## **ARTICLE II**

### PURPOSE, OBJECTIVES, POWERS, RESTRICTIONS

#### *Section 2.01 – Purpose*

The purpose of the National Guard Association of Kansas shall be to promote relevance, readiness, and modernization of the National Guard.

#### *Section 2.02 – Objectives*

The objectives of the National Guard Association of Kansas are to engage in any and all lawful activities, incidental to the foregoing purpose, except as restricted herein, including the following:

- (a) Educating the public regarding the role of the Army and Air National Guard in the security, defense, and support of the state and nation.
- (b) Making the requirements of the Army and Air National Guard known to the state’s legislators and the public, in order to enhance state and national defense and disaster preparedness through a strong, well-trained and ready National Guard.
- (c) Maintaining, in conjunction with the Kansas National Guard Museum and the Kansas National Guard, a gallery of significant art, artifacts and memorabilia operated by the Kansas National Guard Museum, to be open to the public

without charge in the interest of fostering and improving public appreciation of the history, traditions and contributions of the militia and the National Guard.

- (d) Encouraging membership in the Army and Air National Guard and promoting the rights and benefits of members and former members of the National Guard.

#### *Section 2.03 – Powers*

- (a) The Association shall have all powers necessary, incident or appropriate to the furtherance of its purpose. Specific powers are contained in Appendix A.
- (b) The powers of the Association shall be exercised exclusively in furtherance of exempt purposes within the meaning of Section 501(c)(19) of the Internal Revenue Code of 1986 as now in effect or hereafter amended, and shall include the power to establish insurance programs for the benefit of members and their dependents, either directly or through separate trusts, and to render promotional and administrative services with respect to such insurance programs.

#### *Section 2.04 – Restrictions on the Disposition of Assets*

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons.

# ARTICLE III

## MEMBERSHIP

### *Section 3.01 – Classes, Qualifications, Requirements and Dues*

Upon application, acceptance, and payment of the prescribed dues, the Association will issue the following classes of membership:

- (a) Active-Annual: Membership may be issued to a commissioned or warrant officer serving in the National Guard. Dues to be paid annually in accordance with the officer's pay grade:
  - O1, W1, O2, W2, O3, W3 = \$6;
  - O4, W4, O5, W5, O6 = \$8;
  - O7, O8, O9, O10 = \$10
- (b) Active-Life: Membership may be issued to a commissioned or warrant officer serving in the National Guard. *Dues to be paid in the full amount of \$75. Payment options & terms, other than payment in full, will be at the discretion of the Board of Directors. (Dues to be paid in three \$25 installments within a two-year period or one lump sum of \$75)*
- (c) Retired-Life: Membership may be issued to a former member of the Association who is retired from the National Guard or eligible for retirement based on National Guard service. Grant complimentary *Retired –Life* membership to any member of the National Guard Association of Kansas who has been medically retired as a result of injury in combat. *(Dues to be paid in the amount of \$25.)*
- (d) Associate-Annual: Membership may be issued to any person who is interested in and dedicated to the purpose of the Association and who is not otherwise eligible for membership in the Association. *(Dues to be paid annually in the amount of \$10.)*
- (e) Associate-Life: Membership may be issued to any person who is interested in and dedicated to the purpose of the Association and who is not otherwise eligible for membership in the Association. Allow membership rights to spouses of deceased NGAKS members at the *Retired-Life* rate. *(Dues to be paid in the amount of \$50.)*

- (f) Associate-Corporate: Membership may be issued to any company, firm, organization, corporation or person upon approval by the Board of Directors. The Board may delegate approval authority to the President. (*Dues: Bronze - \$500; Silver - \$1000; Gold - \$1500; Platinum - \$2500.*)
- (g) Honorary: By majority vote of the Board, membership may be issued to any person who has rendered outstanding service to the State of Kansas, any political subdivision thereof, the National Guard, or the National Guard Association of Kansas. (*Dues None*)
- (h) Complimentary: Membership will be offered to all commissioned officers and warrant officers for a period of one full year and any portion of the year in which appointed. Membership begins upon initial state appointment, when reported to the Association, and ends 31 December of the following year. (*Dues None*)

The Membership Year begins on 1 January and ends on 31 December.

### *Section 3.02 – Privileges*

An Association Member, other than an Associate-Annual, Associate-Life, Associate-Corporate, or Honorary, may serve as:

- (a) An officer of the Association
- (b) A member of the Board of Directors
- (c) A member of a Standing or Special Committee
- (d) A delegate to any General Conference



# ARTICLE IV

## OFFICERS

### *Section 4.01 – Officers*

The officers of The National Guard Association of Kansas (NGAKS) shall be a President, a 1st Vice President, a 2nd Vice President, an Immediate Past President, a Treasurer, and a Secretary. The Executive Director shall be employed by the Board and shall be a non-voting member of the Board.

### *Section 4.02 – Resignation*

- (a) Any Officer may resign at any time by giving written notice to the President or the Secretary which shall become effective at the time specified therein.
- (b) Any vacancy by reason of this section may be filled at the next meeting of the Board.

### *Section 4.03 – Removal and Appointment*

- (a) Any officer may be removed by the Board, with cause, at any time by a two-thirds vote of the Board.
- (b) Any vacancy by reason of this section may be filled at the same meeting of the Board.

### *Section 4.04 – Duties of Officers*

- (a) The Executive Director, the Secretary, the Treasurer and the President shall have the authority, jointly or severally, to sign, execute and deliver in the name of the Association any deed, mortgage, bond, instrument, agreement or other document evidencing any transaction authorized by the Board.
- (b) In the absence of any Officer, or for any other reason which the Board may deem sufficient, the Board may delegate the authorities and duties of any Officer to any other Officer or to any Director.
- (c) Specific duties and powers of Officers are contained in Appendix B.

# ARTICLE V

## BOARD OF DIRECTORS

### *Section 5.01 – General Powers*

- (a) The powers of the Association shall be exercised, its business affairs conducted, and its property managed under the direction of the Board of Directors (hereinafter “Board”). The exercise of general powers of the Board with respect to matters of policy of the Association shall be consistent with resolutions of the General Conference then in effect and with these By-Laws.
- (b) The Board shall act primarily by a majority vote unless otherwise specified. Specific duties and powers are contained in Appendix C.

### *Section 5.02 – Number*

- (a) The Directors shall be elected at the General Conference. They shall be:
  - i. Seven Directors from the Army National Guard and four Directors from the Air National Guard. These Directors shall be nominated in accordance with the Nomination Committee SOP.
  - ii. Two Directors who are Company Grade Officers. One shall be from the Army National Guard and the other from the Air National Guard. A caucus of delegates to the General Conference who are Company Grade Officers shall nominate them: the Army Officers shall nominate the Army representative; the Air Officers, the Air representative.
  - iii. One Director who is a Warrant Officer. He or she shall be nominated by a caucus of delegates to the General Conference who are Warrant Officers.
  - iv. Two Directors who are Retired - Annual or Life. One shall be from the Army National Guard and one, from the Air National Guard. A caucus of delegates to the General Conference who are Retired shall nominate them: the Army Officers shall nominate the Army representative; the Air Officers, the Air representative.
- (b) The Immediate Past President of the Association shall be a member of the Board of Directors and shall serve until the term of the successor as President ends and he or she becomes Immediate Past President. In the event there is a vacancy in the office of Immediate Past President, it shall remain vacant.

- (c) The Officers of the Association, with the exception of the Executive Director, shall be elected by the General Conference and shall be members of the Board. 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 Vice President, 2nd Vice President, Secretary and Treasurer:
- i. To be nominated for President, an individual shall have rotated through the position of 1st Vice President immediately prior to the nomination for president.
  - ii. To be nominated for 1st Vice President, an individual shall have rotated through the 2nd Vice President position immediately prior to the nomination.
  - iii. To be considered for nomination to 2nd Vice President, an individual's nomination must be reviewed by the Nominations Committee. The Nominations Committee will prioritize received nominations based on the following criteria starting with the preferred condition first:
    - (1) Nominee has served at least 2 years as a member of the Board of Directors.
    - (2) Nominee has served at least 1 year on the Board of Directors and/or a standing or special committee of the organization.
    - (3) Nominee has provided outstanding service in additional duty assignments with their unit.
  - iv. No previous service on the Board of Directors is required for nomination to the positions of Secretary or Treasurer.
- (d) If a nominee for an office of the Association fails to receive a majority of votes at the General Conference, the succeeding votes shall be taken on the two nominees who receive the highest number of votes on the first vote.

### *Section 5.03 – Classification and Terms*

- (a) Each Director elected under Section 5.02(a) shall be elected for a term of two years.
  - i. Three Army National Guard Directors and two Air National Guard Directors nominated in accordance with 5.02(a)(i), the Army National Guard Company Grade Director nominated in accordance with 5.02(a)(ii), the Warrant Officer Director nominated in accordance with 5.02(a)(iii), and the Air National Guard Retiree Director nominated in accordance with 5.02(a)(iv) shall be elected in even years.
  - ii. Five Army National Guard Directors and two Air National Guard Directors nominated in accordance with 5.02(a)(i), the Air National Guard Company Grade Director nominated in accordance with 5.02(a)(ii), and the Army National Guard Retiree Director nominated in accordance with 5.02(a)(iv) shall be elected in odd years.
- (b) The Officers of the Association elected under Section 5.02(c) shall be elected for a term of one year. The President, 1st Vice President, and 2nd Vice President may not succeed him/herself; there are no restrictions on the terms of the Secretary or the Treasurer.
- (c) All terms of office shall begin at the close of business of the last day of the General Conference at which they were elected.

### *Section 5.04 – Meetings*

- (a) Regular meetings of the Board may be held at such periodic intervals between General Conferences and at such time as the Directors may specify.
- (b) Special meetings of the Board may be called by the President or any five (5) Directors.

### *Section 5.05 – Place of Meeting and Electronic Meetings*

- (a) Meetings of the Board may be held at any place within or without the State of Kansas. If no designation is made, the place of meeting shall be the Kansas National Guard Museum, Topeka, KS.
- (b) Any meeting of the Board may be held through any video teleconference or teleconference pursuant to which each Director is able to hear each other Director participating.

#### *Section 5.06 – Notice of Meeting*

- (a) Written notice of the time and place of each meeting of the Board shall be given each Director either by personal delivery, mail, or e-mail at least seven (7) days before each meeting.
- (b) Any Director may waive notice in writing of the time and place of any meeting of the Board, either before or after holding of the meeting.

#### *Section 5.07 – Quorum and Manner of Action*

A majority of the authorized number of Directors shall constitute a quorum for transaction of business at any meeting of the Board and its committees unless otherwise specified.

#### *Section 5.08 – Action by Board of Directors Without Meeting*

- (a) Any action, which may be authorized or taken at a Board of Directors' meeting, may be taken without a meeting under the following conditions:
  - i. The subject matter involves exigent circumstances that require action prior to the next scheduled meeting of the Board.
  - ii. The subject matter does not involve:
    - (1) Undertaking contractual obligations or the expenditure of money exceeding the sum of \$50,000 in the aggregate.
    - (2) Exposing the Association to potential liability except as provided above.
    - (3) Permanent removal of an officer of the Association.
  - iii. Reasonable notice of the proposed action has been provided to all Directors allowing at least two days in which the Director may assent or object to the proposed action. Notice shall be sufficient if:
    - (1) By email or fax, notice is made to the electronic mail address or telefacsimile phone number maintained by the Association.
    - (2) By mail, such notice shall be deemed effective at the earlier of when received; or five (5) days after deposited in the United States mail, addressed to the Director's designated address for Association mail, with postage thereon prepaid; or the date shown on the return receipt if sent by registered or certified mail,

return receipt requested, and the receipt is signed by or on behalf of the Director.

(3) If a majority of the Board assents to the action.

(b) The action may be evidenced by proof of notice and the written consents received (including by email and fax) describing the action taken, signed by each responding Director, and included in the minutes or filed with the Association records reflecting the action taken. Action evidenced by written consents under this section is effective when the last responding Director signs the consent, unless the consent specifies a different effective date. Consent signed under this section has the effect of a meeting vote and may be described as such in any document.

#### *Section 5.09 – Resignations*

Any Director of the Association may resign at any time by giving written notice to the President or Secretary, which shall become effective at the time specified therein.

#### *Section 5.10 – Removal*

Any Director may be removed for cause, by the affirmative vote of two-thirds of the Directors.

#### *Section 5.11 – Vacancies*

Where a vacancy has occurred, the remaining Directors may, by a vote of a majority of their number, temporarily fill any vacancy for the offices of Director for the unexpired term with an Army National Guard Officer, Air National Guard Officer, Company Grade Officer, Warrant Officer or Retired Officer, as the case may be, in order to maintain the composition of the Board as set forth in Section 5.02.

#### *Section 5.12 – Guests of the Board*

The Board may appoint one or more persons as Guests of the Board, which guests shall be entitled to notice, to be present in person, and to take part in any deliberations of any business by the Board at any regular meeting of the Board. They will not be entitled to make motions or to vote.

#### *Section 5.13 – Honorary Members*

All former Presidents/Chairs of the Association will be Honorary Members of the Board and will serve at no cost to the Association.

# ARTICLE VI

## COMMITTEES

### *Section 6.01 – Standing Committees*

Standing Committees Chairs shall be appointed by the President subject to ratification of the Board.

- (a) Audit Committee
- (b) Awards Committee
- (c) Company Grade Steering Committee
- (d) Finance Committee
- (e) General Conference Committee
- (f) Governance Committee
- (g) Insurance Committee
- (h) Legislative Committee
- (i) Membership Committee
- (j) Nominations Committee
- (k) Resolutions Committee
- (l) Retired Officers' Steering Committee
- (m) Warrant Officers' Steering Committee

### *Section 6.02 – Special Committees*

The President may create Special Committees with the concurrence of the Board.

### *Section 6.03 – General Conference Committees*

Credentials Committee

### *Section 6.04 – Powers and Duties of Committees*

Each committee shall have the powers, duties and make up as are set forth by the appointing authority in the appointment of the committee and/or in Appendix D.

## ARTICLE VII

### WAR OR NATIONAL EMERGENCY

#### *Section 7.01 – When Article Invoked*

This article may be invoked by majority vote of the Board in the event of war or national/state emergency proclaimed by the President of the United States, declared by the Congress of the United States, or declared by the Governor of the State of Kansas. This article, when invoked, shall take precedence over any conflicting provision of the By-Laws of this Association.

#### *Section 7.02 – Tenure and Filling Vacancies*

On or after the date of invocation of this article:

- (a) The tenure in office of each Officer of the Association and of each member of the Board of the Association is, if so determined by a majority vote of the Board, extended for the duration of the war or national emergency and for six months thereafter or until the Board, by majority vote, determines that this article shall no longer remain in effect;
- (b) The Board may, by a two-thirds vote, replace an Officer unable to fulfill his duties due to war or national emergency;
- (c) In the event of a vacancy on the Board, other than an Officer of the Association, the Board shall elect thereto, by majority vote, a member of the Association from the appropriate branch, or from among the Company Grade officers, or from among the Retired Officers or from among the Warrant Officers to serve the unexpired term;
- (d) If the offices of President, 1<sup>st</sup> Vice President, and 2<sup>nd</sup> Vice President are all vacant, the Board, by majority vote, shall elect one of its members to the office of President;
- (e) In the event of a vacancy in the office of 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, Secretary, or Treasurer of the Association, the Board shall elect to that office, by majority vote, a member of the Association;
- (f) The Board may, by two-thirds vote, suspend the operation of any provision of Article VI and/or Article VIII.



## **ARTICLE VIII**

### **GENERAL CONFERENCES**

#### ***Section 8.01 – General Conferences***

A General Conference of the Association shall be convened annually. The method of voting at a General Conference is contained in Appendix E.

#### ***Section 8.02 – Quorum***

10% of active members constitute a quorum at any General Conference of the Association, but less than that number may adjourn to convene at a specified time.

#### ***Section 8.03 – Resolutions***

Resolutions shall be a statement of policy of the Association with regards to legislative priorities and positions on manpower, force structure, roles and missions, equipment and other issues consistent with the purposes and objectives of the Association as set forth in Article II. Resolutions adopted by a General Conference are effective for one year or until the next General Conference.

## **ARTICLE IX**

### **FISCAL**

#### ***Section 9.01 – Fiscal Governance***

The fiscal governance of the National Guard Association of Kansas will be conducted according to Generally Accepted Accounting Principles, consistently applied. The Treasurer will submit an annual budget for adoption by the Board.

#### ***Section 9.02 – Fiscal Year***

The fiscal year of the Association commences on 1 October and ends on 30 September.

### *Section 9.03 – Audit Report*

The Audit Committee shall annually audit the records and finances of the Association and provide a report to the Board and to the membership at the next annual General Conference.

### *Section 9.04 – Contracts*

- (a) Contracts of \$50,000 or more shall be executed in the name of the Association and signed by the President for authorization.
- (b) Contracts between \$5,000 and \$50,000 shall be executed in the name of the Association and be signed by the Executive Director.
- (c) Contracts of less than \$5,000 shall be executed in the name of the Association and signed by a member or members of the staff designated by the President for specific functions.

### *Section 9.05 – Expenditures*

Bills, claims and expenditures of the Association shall be

- (a) certified by the President of the Association; and
- (b) paid by check drawn on the funds of the Association and executed by the Treasurer or Executive Director.

## **ARTICLE X**

### **INSURANCE**

The Association will purchase and maintain insurance on behalf of any person who is, or at any time has been, a Director, Officer, employee or other agent of the Association against any liability asserted against and incurred by such person while performing duties or activities on behalf of the Association.

# ARTICLE XI

## AMENDMENTS

### *Section 11.01 – Amendment by Majority Vote*

- (a) The Articles of Incorporation and these By-Laws may be amended at a General Conference of the Association by a majority vote. An amendment may be proposed by the Board or a member of the Association, and shall be submitted in writing to the President of the Association at least ninety (90) days prior to the date set for the convening of the conference at which the proposed amendment is to be considered. The Governance Committee shall evaluate the proposal and submit a recommendation to the Board.
- (b) The Board at its last meeting prior to the General Conference shall consider each such proposed amendment and shall vote to support, to oppose, or to take no position on the proposed amendment. This action of the Board shall be advisory only and shall be reported by the Chairman of the Governance Committee to the General Conference at such time that the proposed amendment is being considered.

### *Section 11.02 – By Unanimous Vote*

The Articles of Incorporation and the By-Laws may be amended at a General Conference by Members of the Association by a unanimous vote without prior notice and without prior action by the Governance Committee.

### *Section 11.03 – Effective Date*

Unless otherwise provided, an amendment of the By-Laws shall be effective upon the adjournment of the General Conference of the Association that adopted it. The amendment of the Articles of Incorporation shall be effective as provided by law.

## **ARTICLE XII**

### **RULES OF ORDER**

The parliamentary authority for the Association will be Roberts Rules of Order, as revised, and will pertain to the formal meetings of the Board and business sessions of the General Conference.

## **ARTICLE XIII**

### **DEFINITIONS**

For the purpose of these By-Laws:

- (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 more than fifty percent of the legal votes cast;
- (e) “two-thirds” vote means two-thirds of the legal votes cast;
- (f) “member” means those persons to whom the Association has issued membership under the provision of Article III;
- (g) “separated” means a former commissioned or warrant officer of the National Guard who was honorably discharged there from but is not eligible for retired pay based upon that service;
- (h) “retired” means a former commissioned or warrant officer of the National Guard who is drawing retired pay or is eligible to draw retired pay based upon that service;
- (i) “appendix” means a document that provides details and specifics of a subject addressed in these By-Laws.

## **APPENDIX A**

### **SPECIFIC POWERS OF THE ASSOCIATION**

1. Receipt and collection of dues.
2. Acceptance of contributions.
3. Acquisition of property, both real and personal.
4. Investment and reinvestment of funds.
5. Sale, lease or encumbrance of real or personal property or any part or parts thereof, and the conveyance by way of trust, mortgage or otherwise.
6. Execution, performance or cancellation and rescission of contracts of every kind.
7. Creation of such trust or trusts as may be necessary.

## **APPENDIX B**

### **SPECIFIC DUTIES AND POWERS OF OFFICERS**

*The President of the Board of Directors shall:*

1. Direct the affairs of the Association in accordance with policies adopted during the General Conference of the Association.
2. Convene the Board of Directors from time to time.
3. Appoint Standing, Special and General Conference Committees, designate the chairman of each, and be an ex-officio member of each committee.
4. Designate a chairman of each caucus required to be convened at a General Conference.
5. Appoint special staff officers (i.e. Chaplain, Parliamentarian, Sergeant-at-Arms) incidental to the conduct of a General Conference.
6. Issue the call of the General Conference and make the necessary arrangements for such conference.

7. Render an annual report to the Association.
8. Perform such other duties as are usually performed by the President of the Board of an organization and as may be prescribed by the By-Laws or assigned by the Board of the Association.
9. Assign duties to be performed by the Vice Presidents, Treasurer and Secretary of the Association which are consistent with the By-Laws of the Association or with the usual duties performed by such officers of organizations.

*The 1<sup>st</sup> Vice President shall:*

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

*The 2<sup>nd</sup> Vice President shall:*

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

*The Immediate Past President:*

May not succeed to any other office by reason of the absence, incapacity, death, resignation or removal from office of such other officer.

*The Treasurer shall:*

1. Be the custodian of all funds of the Association.
2. Be an ex-officio member of the Committee on Finance.
3. Cause a receipt to be issued for all funds received by the Association.
4. Prepare annually and present the Committee on Finance a proposed budget consisting of an itemized statement of estimated revenues and anticipated and proposed expenditures for the next fiscal year.
5. Perform the duties usually performed by the Treasurer of an organization and such duties as may be assigned by the Chairman of the Board.
6. Cause to be kept an accurate account of all receipts and disbursements of all monies, securities and other property of the Association; report to the Committee

on Finance and the Board of Directors on the financial standing of the Association, whenever required to do so; and render an annual report to the Association.

*The Secretary shall:*

1. Be the recording officer of the Association.
2. Be responsible for the records of the Association.
3. Perform the duties usually performed by the Secretary of an organization or assigned by the Chairman of the Board.

*The Executive Director shall:* have such powers as the Board shall confer on them.

## **APPENDIX C**

### **SPECIFIC DUTIES AND POWERS OF THE BOARD**

The Board shall:

1. Employ an Executive Director whose tenure, salary, duties and responsibilities shall be those enumerated in Article IV of the By-Laws and Appendix B.
2. Establish the facilities and related criteria for a General Conference.
3. Fix the time and place of a General Conference based upon a recommendation of the Executive Director.
4. Consider the annual budget for the Association as recommended to it by the Treasurer, revise, amend or modify it as desired and approve the expenditure of the funds as set forth in the budget
5. Exercise direction and control over and provide for the proper care and maintenance of the property of the Association.
6. Issue the call for a General Conference of the Association in the event the President of the Board fails to do so.
7. Perform such additional duties and exercise such additional powers as are specifically granted in, or required by, the By-Laws of the Association.

The Board may:

1. Order an audit of the records and finances of the Association by a certified public accountant in addition to the annual audit required by Article IX Section 9.03 of the By-Laws.
2. By a majority vote, refuse admission to any applicant for membership in the Association.

## **APPENDIX D**

### **SPECIFIC DUTIES AND POWERS AND MAKEUP OF COMMITTEES**

#### *Standing Committees*

1. Audit Committee
  - a. The Audit Committee shall consist of at least two independent Board members and is composed of qualified members with a financial auditing background and a Board chairperson appointed at large.
  - b. The Committee shall:
    - i. Approve selection of independent auditors and scope of audit services.
    - ii. Consider auditor comments on internal control weaknesses and management's response.
    - iii. Meet with independent auditors and discuss matters of concern relating to financial statements or results of audit. (Management should be excluded from this meeting.) The auditors are required by generally accepted auditing standards to provide the audit committee certain required communications.
    - iv. Review internal accounting procedure and controls, including internal reporting process and assessment of fraud risk.
    - v. Perform those audit oversight functions as directed by the Chairman of the Board or the Board and report on the results of all work to the Board.



## 2. Awards Committee

- a. The Awards Committee shall consist of a chairman and at least two additional members.
- b. The Awards Committee shall:
  - i. Review nominations and make recommendations on selections to the Board for the following annual NGAKS awards:
    - 1. Outstanding Company Grade Officer
    - 2. Warrant Officer of the Year
  - ii. Periodically review the Association Awards program for adequacy and administrative effectiveness.
  - iii. Develop and recommend to the Board changes to the NGAKS Awards Program.

## 3. Company Grade Committee

- a. The Company Grade Committee shall consist of at least five members and is co-chaired by the Army and Air representatives nominated to the Board of Directors.
- b. The Company Grade Committee shall:
  - i. Assess the vitality of the Company Grade corps in the Association.
  - ii. Develop and review plans, programs and strategies of present and future Company Grade issues for referral to the Board.
  - iii. Report annually to the General Conference.

## 4. Finance Committee

- a. The Finance Committee shall consist of at least three members and is composed of:
  - i. Members with financial backgrounds.
  - ii. The Treasurer of the Association as an ex-officio member.
- b. The Committee on Finance shall:

- i. Review the annual budget of the Association as developed by the Treasurer, revise, amend or modify it as desired and recommend its adoption by the Board.
- ii. Develop and recommend to the Board fiscal policies for the Association.

#### 5. General Conference Committee

- a. The General Conference Committee shall consist of a chairman and at least seven members. The Chairman and at least three other committee members shall be members of the Board of Directors.
- b. The General Conference Committee shall:
  - i. Evaluate bids to host the General Conference, ensure the conference Standard Operating Procedures (SOP) are current, look for ways to improve and enhance attendance, and make recommendations to the Board of Directors for the conduct of the Annual General Conference in a manner deemed agreeable with the President of the Board.
  - ii. In conjunction with and support of staff, respond to suggestions, recommendations, and inquiries from NGAKS membership as to the methods to improve the conduct of general conference activities and attendance.

#### 6. Governance Committee

- a. The Governance Committee shall consist of a chairperson, the President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, Treasurer, and at least one additional member.
- b. The Governance Committee shall:
  - i. Annually review the Articles of Incorporation and By-Laws for any revisions, amendments, or modifications that may be desired and recommend adoption by the Board.
  - ii. Annually review and revise Standard Operating Procedures and Association policies.
  - iii. Annually conduct staff performance reviews and recommend salary and compensation packages to the Board.

- iv. Develop and recommend strategic plans to the Board and provide oversight for strategic plan execution.
- v. Develop and present to the Board answers to questions submitted to the Committee for interpretation of the meaning and the effect of the Articles of Incorporation and By-Laws.

#### 7. Insurance Committee

- a. The Insurance Committee shall be composed of at least five members, one of whom will be on the Board of Directors.
- b. The Insurance Committee shall:
  - i. Provide oversight to the Insurance Administrator.
  - ii. 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.
  - iii. Interface with the insurance carrier to effect contracts, policy matters and co-lateral accountability.
  - iv. Assure that periodic audits of the insurance accounts and service performance are conducted and reported to the Board of Directors

#### 8. Legislative Committee

- a. The Legislative Committee shall consist of at least three members.
- b. The Legislative Committee shall:
  - i. Study the legislative needs of the Army and Air National Guard of Kansas.
  - ii. Assist in presenting the Association's approved legislative program to the legislature and proper officials in Kansas.
  - iii. Assist in presenting to the Congressional Delegation those resolutions, National and State, of interest to the Association.

#### 9. Membership Committee

- a. The Membership Committee shall consist of at least four members with representation from both Army and Air.
- b. The Membership Committee shall:

- i. Assess the vitality of the Association membership program.
- ii. Develop and review plans, programs and strategies for future membership initiative for referral to the Board.
- iii. Review all programs for associate and corporate membership submitted to the Board for appropriateness and submit recommendations to the Board.

#### 10. Nominations Committee

- a. The Nominations Committee shall consist of a chairperson and one delegate from each Major Command in the state.
- b. The Nominations Committee shall:
  - i. Review and update the Nominations SOP in January.
  - ii. Prepare a slate of nominations consisting of the names of one eligible member of the Association for each office to be filled by the General Conference.
  - iii. Prepare a slate of nominations for any vacancies on the Board required to be filled by the General Conference, including the names of members of the Association referred to it by the appropriate Company Grade, Retired and Warrant Officer Caucuses convened for that purpose.
  - iv. Present the slate of nominations to the General Conference.

#### 11. Resolutions Committee

- a. The Committee on Resolutions shall consist of a chairman and at least one Army National Guard and one Air National Guard member.
- b. The Committee on Resolutions shall:
  - i. Consider each resolution referred to the committee and may revise, amend or modify it as desired.
  - ii. Recommend that each resolution be adopted or rejected.
  - iii. Report to the General Conference those resolutions which the Committee recommends for adoption.

## 12. Retired Officer's Committee

- a. The Retired Officer's Committee shall be composed of at least three Retired Officers, from both Air and Army components. The Committee shall be co-chaired by the Army and Air representatives nominated at the General Conference.
- b. The Retired Officer's Committee shall:
  - i. Assess the needs and requirements of the retiree community.
  - ii. Develop and review plans, programs, and strategies to meet the needs of the retiree community for the Board.
  - iii. Hold a meeting at each General Conference to nominate Retiree representatives to the Board of Directors

## 13. Warrant Officer's Committee

- a. The Warrant Officer's Committee shall consist of at least three members including the Chairperson, who shall be the Warrant Officer Representative to the Board.
- b. The Warrant Officer's Committee shall:
  - i. Assess the vitality of the Warrant Officer Corps in the Association.
  - ii. Develop and review plans, programs, and strategies of present and future Warrant Officer issues for the Board.
  - iii. Report annually to the General Conference.

## 14. Chairperson of Committees

- a. The Chairperson of any committee shall be appointed by the President of the Board unless otherwise specified elsewhere in the By-laws.

## *General Conference Committees*

### 1. Credentials Committee

- a. The Credentials Committee shall be composed of at least three members.
- b. The Credentials Committee shall:
  - i. Examine the credentials of the representatives of the General Conference and determine their eligibility.
  - ii. Make a report to the General Conference.

## **APPENDIX E**

### **VOTING AT A GENERAL CONFERENCE**

1. Voting may not be by proxy.
2. Each member of the voting body shall be entitled to one vote on each matter acted upon by the Conference.
3. Upon demand of ten or more members, the presiding officer shall order a vote by ballot.