

BY-LAWS OF
MONTANA NATIONAL GUARD ASSOCIATION

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This printing of the MTNGA By-Laws encompass revisions and changes approved by:

5th General Conference, Billings, MT	1962
10th General Conference, Butte, MT	1968
12th General Conference, Helena, MT	1969
20th General Conference, Great Falls, MT	1977
21st General Conference, Bozeman, MT	1978
25th General Conference, Billings, MT	1982
27th General Conference, Great Falls, MT	1984
30th General Conference, Butte, MT	1987
31st General Conference, Billings, MT	1988
33rd General Conference, Great Falls, MT	1990
37th General Conference, Helena, MT	1994
38th General Conference, Polson, MT	1995
43rd General Conference, Great Falls, MT	2000
44th General Conference, Pray (Chico Hot Springs), MT	2001
46th General Conference, Helena, MT	2003

ARTICLE I

NAME and OBJECTS

SECTION 1 - The name of this Association and organization shall be the

MONTANA NATIONAL GUARD ASSOCIATION.

SECTION 2 - The objects and purposes of this Association are: To promote the efficiency, welfare, and strength of the Montana National Guard in preparing for and carrying out its missions as prescribed by the Laws of the United States and the State of Montana; to promote the security of the United States of America in times of National emergencies, and the State of Montana, and its inhabitants, in times of State disaster; to advance the welfare, training, and patriotism of all members of the Montana National Guard, and to cooperate fully with the National Guard Association of the United States. This Association will not interfere in any way to influence promotions or demotions of members of the Montana National Guard.

SECTION 3 - This Association shall not be allied with any political, industrial or religious pact or movement that opposes in any manner, principles of Government of the United States of America. Nor shall the Association lend its name or aid to any movement whatsoever, which is not officially sponsored or endorsed by it.

SECTION 4 - Religious, partisan, political, or industrial controversies shall not be permitted in any meeting of this Association, nor shall the Association, as such, participate in any political campaign or industrial controversy. No member who is an elected partisan public office holder shall be eligible to become an officer of this Association. Should any officer of this Association become a candidate for an elected partisan public office, the office in this Association shall be vacated on the date the officer files for public office.

ARTICLE II

MEMBERSHIP and DUES

SECTION 1 - All commissioned officers and warrant officers of the Montana National Guard, active, inactive, and retired, are eligible for membership in this Association.

SECTION 2 - Annual membership dues shall be assessed against each member of the Association except for those members receiving a life membership upon retirement. Dues shall be on a calendar year basis beginning 1 January and expiring 31 December, as follows:

Commissioned Officers and Warrant Officers that are not retired members will be assessed state dues at a rate of 40% of the National Guard of the United States (NGAUS) dues. The state dues will automatically change whenever NGAUS dues are revised and published.

Members should pay their dues not later than 15 February. Any member, who has not paid his or her dues by 30 June of the current year, shall be suspended from all privileges of the Association.

SECTION 3 - A one-time life membership shall be offered to each member of the Montana National Guard Association upon retirement. The one-time fee shall be \$25.00. Retired life members shall retain all rights and privileges of the Association.

SECTION 4 - An Honorary Life Membership is hereby established shall be presented to every Governor of the State of Montana Commander-in-Chief of the Montana National Guard, and may also awarded to any person who has rendered outstanding service to Montana National Guard by Resolution at an annual conference of Association.

SECTION 5 - An Honorary Membership shall be given to officers of the Army and Air Force Advisor Staff on a tour of duty with the Montana National Guard.

SECTION 6 - A complimentary membership shall be extended to those officers and warrant officers who receive Federal recognition between 31 July and 31 December for the next full membership year. Officers and warrant officers who receive Federal recognition between 1 January and 30 July will be credited with a complimentary membership for the current membership year.

SECTION 7 - An Associate Membership is hereby established and shall be made available to officers and warrant officers and enlisted members of all reserve and active components of the armed services, where components are located within the State of Montana, except where a unit of a major command located in Montana is wholly or in part in another State.

In addition, this membership privilege may be extended to other men and women whose service supports the goals and objectives of the Montana National Guard Association. Rights and privileges of associated members will be limited to those rights and privileges bestowed upon them by action of the general membership. Associate members will not have voting rights nor may they hold an elected office of this Association.

Rates for an Associate Membership will be as follows:

Annual Associate \$10.00
Life Associate \$75.00

Rates for Participating Life Membership will be as follows:

Participating Life
(With Federal Recognition)..... \$200.00
Participating Life
(Former Federal Recognition)..... \$50.00

SECTION 8 - A Corporate membership is hereby established for business and organizational entities to support the MTNGA and its mission. Corporate members will not have a vote in the decisions of the MTNGA. Dues, benefits and administration of the Corporate Membership Program shall be as prescribed in Standard Operating Instructions maintained by the Board of Directors.

ARTICLE III

MEETINGS and ELECTIONS

SECTION 1 - All meetings of the members with the exception of the Annual Meetings, hereinafter referred to as the **ANNUAL GENERAL CONFERENCE**, shall be held at the principal place of business of the Association at Helena, Montana, unless otherwise directed by a majority of the Board of Directors. The Annual General Conference of the Association shall be held at such place as shall be determined by a majority vote of members at a previous Annual General Conference. Dates are to be selected by a majority vote of the directors, and at least two weeks notice of the Annual General Conference must be given. Such notice shall be directed to Regiments, Groups, Battalions/Squadrons, separate Companys and other units of the Montana National Guard, whose responsibility it shall be to relay such notice to members belonging to such units. Special meetings of the members may be called by the Chairman or by the Board of Directors and must be called upon the written request of twenty-five members in good standing, and the Secretary when so notified, shall mail a written notice of the time, place, and purposes of said special meeting at least ten (10) days prior to any such meeting in the manner outlined above. No business other than that for which said special meeting is called and noticed shall be transacted thereat.

SECTION 2 - Voting at the Annual Conference and at Special Meetings shall be on the basis of one vote for each member in good standing, present at the meeting during the time of voting.

SECTION 3 - A majority of members, present, shall constitute a quorum, which may decide all questions properly before any such meetings.

SECTION 4 - The Officers of the Association, except for the Secretary, Treasurer, and President shall be elected by a majority of the Annual General Conference of the Association and shall serve for a period of two (2) years beginning immediately following the General Conference meeting of odd numbered years, but no elected officer shall succeed themselves in office. The Chairman and Vice-Chairman may be selected from any of the Association membership and Board of Director experience, while preferred, is not required. If a sitting board member is selected as Chairman or Vice-Chairman, that person shall resign as a director prior to assuming office and the term shall be as specified in this Section. Time served in office as either Chairman or Vice-Chairman shall not be included for purposes of the term limits applicable generally to directors. The Chairman and Vice-Chairman shall be selected alternately from the Army National Guard and then Air National Guard. The serving Chairman and Vice-Chairman shall not be from the same branch of service.

SECTION 5 - Members of the Board of Directors shall be chosen at the Annual General Conference or, at a Special Meeting held in lieu thereof, as provided by ARTICLE III, Section I, of these By-Laws. The number of the directors of

the Association shall be eleven. Six of the directors shall represent the Army National Guard distributed as follows: three "at large" officers; one company grade officer; one warrant officer; and, one retired officer. Five of the directors shall represent the Air National Guard distributed as follows: three "at large" officers; one company grade officer and one retired officer. Members of the Board of Directors, elected subsequent to the first Annual General Conference, shall serve for a term of three (3) years and may be re-selected for no more than one (1) additional successive term. Vacancies shall be filled by majority vote of the remaining elected and ex-officio members of the Board of Directors. A member's election to fill such a vacancy shall not count against the two-term limitation for the members of the Board. All directors shall serve immediately following the General Conference meeting. The Chairman and Vice-Chairman shall be ex-officio members of the Board and entitled to one vote each.

SECTION 6 - All officers shall be nominated and elected at the Annual General Conference, and all nominees must be members in good standing at the time of their nomination.

SECTION 7 - Voting for election of officers shall be by written secret ballot at all elections to any office for which there is more than one (1) candidate.

SECTION 8 - A majority of all members present at any meeting shall prevail upon all questions unless otherwise provided in these By-Laws. No person shall be allowed a voice or vote at any meeting unless he/she be in good standing as herein provided, and no person not a member of the Association shall be admitted to any meeting except upon two-thirds vote of all members present thereat, but the Chairman or the Board of Directors may invite persons not members to address meetings upon subjects of general interest to the Association as a whole.

ARTICLE IV

DUTIES OF OFFICERS, BOARD OF DIRECTORS and PRESIDENT

SECTION 1 - The Officers of the Association shall be a Chairman, a Vice-Chairman, a Secretary, a Treasurer, and a President. The offices of the Secretary and Treasurer will be filled by appointment by the Chairman from the membership. Any person so appointed shall not be a director. The Chairman shall be the Chief Executive Officer of the Association and, when present, shall preside at all meetings of members and directors.

The Chairman, or Vice-Chairman, shall sign all documents and instruments executed by the Association, and shall perform all duties commonly incident to the office, and such other duties as the directors shall designate. Subject to the concurrence by the Board, the Chairman shall appoint the members of all committees and designate their duties. The Vice-Chairman shall perform the duties and have the powers of the Chairman during the absence or disability of the latter. The Chairman and Vice-Chairman, with advice and consent of the Board of Directors, shall develop and maintain Standard Operating Instructions (SOI's) separate and apart from these By-Laws that, at a minimum, define the duties and responsibilities of all other Officers consistent with these By-Laws. Such SOI's will address, at a minimum, the determination of compensation for services, if any, for all officers as well as the frequency of such pay.

The Secretary shall keep accurate minutes of all meetings, and shall perform all the duties commonly incident to the office, and such other duties as prescribed by MTNGA SOI's.

The Treasurer shall have custody of the money, and funds of the Association, and shall have and exercise all the powers and duties commonly incident to the office and such other duties as prescribed by MTNGA SOI's.

The Treasurer or President may endorse all checks and drafts payable to the Association; keep accurate books of account of the Association's transactions, which, together with the property in the Treasurer's possession, shall be subject at all times to the inspection and control of the Board of Directors, and shall furnish a bond as established by the Board of Directors, but not less than \$5,000.00. The premium shall be paid by ~~theis~~ Association.

All checks, drafts, notes, or other obligations for the payment of money shall be signed by the Chairman, Vice-Chairman, Treasurer, or President. Copies of all such transactions shall be immediately forwarded to the Treasurer. The funds of the Association shall be kept on deposit in such bank as the directors may determine. Except as otherwise provided by these By-Laws, the other Officers and Committee Members of the Association shall act as such without pay, but may, at the discretion of a majority of the directors, be reimbursed for their actual expenses necessarily incurred

conducting the business of the Association as authorized by MTNGA SOI's. The President may, without further approval, make any necessary expenditures of funds for items contained within a budget approved in advance by the Board.

SECTION 2 - The Board of Directors is charged with the duty of administering the affairs of the Association and shall transact all business of the Association except on such matters as involve the policy of the Association. Said Board of Directors shall authorize all expenditures made by any of the officers and committees of the Association. The meetings of the Board of Directors shall be open to all members of the Association in good standing, who may speak upon any matters pending before the Board of Directors, but who shall not have a vote unless a member of the Board of Directors. All business of the Association shall be transacted by the Board of Directors who shall hold a regular Annual General Conference. The Board of Directors shall hold a meeting at the call of the Chairman. Such other meetings may be held as determined by the Board of Directors, or, upon call of not less than ten (10) officers of the Association upon ten (10) days notice in writing, unless waived. Any director unable to attend any regular or special meeting may designate in writing any officer who is a member of the Association, who will represent said officer, and who shall be entitled to vote on all issues conducted at any meeting attended. Each duly elected director representing the Army National Guard or the Air National Guard shall be entitled to one (1) vote on all matters brought before the Board of Directors.

Section 3 - The President shall have those duties and responsibilities and receive such compensation as prescribed by MTNGA SOI's. The President shall be nominated by the Chairman and approved by the Board of Directors and shall serve thereafter at the pleasure of the Board.

SECTION 4 - No officer, member of the Board of Directors, the President, or committee member shall use the name of the Association in connection with any action, resolution, or meeting not provided for in these By-Laws, without first having received the approval of a majority of the members of a regular meeting, or approval of a majority of the Board of Directors.

Section 5 - Any stipend authorized by these By-Laws is subject to the discretion of the Board of Directors as specified by MTNGA SOI's. If there are insufficient funds to pay the stipend such payment may be deferred until funds are available.

ARTICLE V

COMMITTEES and DUTIES

SECTION 1 - The following standing committees, each with a membership of such number as the Chairman may deem necessary (not less than three [3]), shall be appointed by the Chairman within sixty (60) days after the Chairman's installation in office. Each committee member shall hold office subject to these By-Laws for one (1) year and until a successor is appointed and qualified. The Chairman may establish such other committees that are deemed necessary. The Chairman shall appoint a chairperson for each committee to oversee the business of the committee. The chairperson shall convene the committee on a periodic basis but not less than annually.

1. Membership Committee
2. Publications Committee
3. Resolutions Committee
4. Judiciary Committee
5. Auditing Committee
6. Insurance/Corporation Committee
7. Retired Members Committee
8. Scholarship Committee

SECTION 2 - The MEMBERSHIP COMMITTEE shall plan and execute the annual membership campaign to include organization for collection of membership dues.

SECTION 3 - The PUBLICATIONS COMMITTEE shall supervise and edit such publications as are authorized by the Association.

SECTION 4 - The RESOLUTIONS COMMITTEE will receive and present to the membership with a recommendation all resolutions presented to it by any member or members of this Association. All resolutions shall be presented to this committee no later than two (2) weeks prior to the start of the Annual General Conference.

SECTION 5 - The JUDICIARY COMMITTEE shall render opinions upon any question of law or legal procedure, which may arise in the business of the Association, and be referred to it. This committee shall also interpret and construe these By-Laws, such interpretation and construction to be subject to review by the Association members. It shall have charge of all legislative matters submitted to it by the members, and shall keep a record book of all correspondence by it on behalf of the Association. All agreements and contracts, before being entered into by any officer or committee, shall be referred to this committee for its approval and confirmation as shall also questions of the legal rights and obligations of any officer or committee. This committee shall also receive and prepare drafts of all bills submitted to it for presentation to the Board of Directors for their approval. The

committee shall meet at least one time prior to commencement of a state legislative session.

SECTION 6 - The AUDITING COMMITTEE shall have supervision over the accounts and record books of the Association; shall audit all bills against the Association prior to the Annual Report at the Annual General Conference. This report shall be a complete written audit and report, and shall be presented to the members at the Annual General Conference. This report shall be rendered on the MTNGA fiscal year basis. This Annual Audit will include a review of the MTNGA Insurance Fund.

SECTION 7 - The INSURANCE/CORPORATION COMMITTEE shall oversee the insurance program as well as develop procedures to solicit corporate sponsorship for the Association.

SECTION 8 - The RETIRED MEMBERS COMMITTEE shall represent the interests of retired members and recommend such actions as may be necessary to ensure the best interests of retired members and the Association.

SECTION 9 - The SCHOLARSHIP COMMITTEE shall oversee all scholarship programs sponsored by the Association and develop criteria for such awards for consideration by the Board.

ARTICLE VI

DELEGATES TO NATIONAL GUARD ASSOCIATION OF THE UNITED STATES

SECTION 1 - Representation from this Association at the Annual Conference of the National Guard Association of the United States will consist of the Chairman or Vice-Chairman, the President, and such other members appointed by the Chairman. Delegate positions will first be offered to members of the MTNGA Board of Directors. These members will represent this Association on all problems of the Montana National Guard Association, will support all approved Resolutions, and will act as the official representation of the Association. Per diem and travel expenses for the delegates as authorized by these By-Laws, will be paid by the Association.

ARTICLE VII

SEAL

SECTION 1 - The directors may procure a Corporate Seal for the Association when incorporated, which shall bear the words, "The Montana National Guard Association, Corporate Seal".

ARTICLE VIII

AMENDMENTS

SECTION 1 - These By-Laws may be rescinded, amended, added to, or modified by vote of two-thirds of the members present at the regular meeting, provided the proposed rescission, amendment, addition, or modification has been presented in writing to the membership at least two (2) weeks preceding the Annual General Conference. Notification to the membership may consist of presenting a written summary, within the time prescribed, of the proposed rescission, amendment, addition, or modification with a statement that the full text of the same may be viewed on the Association's Web site.

SECTION 2 - All By-Laws, rules, and resolutions heretofore adopted in conflict with these By-Laws are hereby repealed.