



VNGA

2021

Virginia National Guard Association By-Laws
Established 1960
Adopted 2021

VNGA BY-LAWS
Adopted 2020

TABLE OF CONTENTS

	Page
Article I Name	<u>1</u>
Article II Vision, Mission, Purpose, Powers and Restrictions	<u>2</u>
Article III Membership	<u>5</u>
Article IV Officers	<u>7</u>
Article V Board of Directors	<u>10</u>
Article VI Committees	<u>13</u>
Article VII War or National Emergency	<u>15</u>
Article VIII Meetings, Conferences and Voting	<u>16</u>
Article IX Fiscal	<u>18</u>
Article X Standard Operating Procedure	<u>19</u>
Article XI Advocacy	<u>20</u>
Article XII Amendments	<u>21</u>
Article XIII Rules of Order	<u>23</u>
Article XIV Definitions	<u>24</u>
Appendix A Specific Powers of the Association	<u>25</u>
Appendix B Specific Duties and Powers of the Officers	<u>26</u>
Appendix C Specific Duties and Powers of the Board	<u>28</u>
Appendix D Specific Powers, Duties and Composition of Committees	<u>29</u>
Appendix E Specific Powers, Duties and Composition of Caucuses	34
Appendix F Management of Executive Director Position	36

BY-LAWS
of the
VIRGINIA NATIONAL GUARD ASSOCIATION

ARTICLE I

Name

Section 1.01 – Name

The name of this association is the “Virginia National Guard Association.”

Section 1.02 – Abbreviation

The Virginia National Guard Association may be abbreviated as the V.N.G.A. or VNGA.

Section 1.03 – Common Reference

The VNGA may commonly be referred to as “the association” or as the “officers’ association.”

Section 1.04 – Motto

The motto of the VNGA is “We Serve” and may expressed in any combination of capital or lowercase letters.

Section 1.05 – Logo

The VNGA logo considers of the round VNGA seal which depicts an golden, left facing eagle clutching a red and white vertical stripped shield with the letters “V,” “N,” “G,” and “A” written at the top of the shield in gold on a white background. There are eight arrows behind the shield and beneath the eagle. Above the eagle there is the motto written in capital letters. The interior of the logo is set behind a dark blue field and surrounded by a gold ring. Contained in the gold ring is the words “Virginia” above, two stars, one on each side, and the words “National Guard Association” written in all capital letters. The words are gold in color set on a white background.

ARTICLE II

Vision, Mission, Purpose, Powers and Restrictions

Section 2.01 – Vision

The Virginia National Guard Association is the leading advocate for members and families of the Virginia National Guard. We pursue and secure the most effective benefits and resources to help provide world-class service in support of our communities, commonwealth and nation.

Section 2.02 – Mission

The Virginia National Guard Association garners support for the Virginia National Guard's role in National and Commonwealth Security, and improves its members' quality of life.

Section 2.03 – Purpose

The purpose of the Virginia National Guard Association is threefold:

(a) To promote and support adequate National and Commonwealth Security under the provisions of the Constitutions of the United States of America and the Commonwealth of Virginia.

(b) To foster and improve the Army National Guard and Air National Guard of the Commonwealth of Virginia, and its relations with the general public.

(c) To promote close association, fellowship, mutual understanding and cooperation among all members.

Section 2.04 – Powers

(a) The Virginia National Guard 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 VNGA 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 of hereafter amended.

Section 2.05 – Restrictions

No part of the net earnings of the Virginia National Guard Association shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes enumerated in Section 501(c)(19) of the Internal Revenue Code of 1986, as amended (or the corresponding section of any future Federal tax law). Notwithstanding any other provision of the Articles of Incorporation or these By-laws, the VNGA shall not carry on any other activities not permitted to be carried on (a) by a corporation/organization exempt from Federal income tax under Section 501(c)(19) of the Internal Revenue Code of 1986, as amended (or the corresponding section of any future Federal tax law) or (b) by a corporation/organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding section of any future Federal tax law.)

Upon the dissolution of the VNGA, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(19) or 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding section of any future Federal tax law), or shall be distributed to the Federal government, or to a state or local government, for a public purpose. However, if a named recipient of the assets of the VNGA upon dissolution is not then in existence or is no longer a qualified distributee, or is unwilling or unable to accept the distribution, then the assets of this VNGA shall be distributed to a fund, foundation, corporation or other entity organized and operated exclusively for the purposes specified in Sections 501(c)(19) or Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding section of any future Federal tax law).

ARTICLE III

Membership

Section 3.01 – Classes, Qualifications, Requirements and Dues

Membership year begins 01 January and ends on 31 December. Upon application, acceptance and payment of the prescribed dues, the Virginia National Guard Association will issue the following classes of membership:

(a) Individual Membership. Individual membership in the VNGA shall be open to all commissioned officers and warrant officers of the Virginia Army National Guard or Virginia Air National Guard.

(i) Active - Annual. Membership may be issued to a commissioned or warrant officer serving in the Virginia National Guard who pays annual dues. Payment options & terms, other than payment in full, will be at the discretion of the Board of Directors.

(ii) Active - Life. Membership may be issued to a commissioned or warrant officer serving in the Virginia National Guard who pays in the full amount. Payment options & terms, other than payment in full, will be at the discretion of the Board of Directors.

(iv) Retiree - Annual. Membership may be issued to a former member of the Virginia National Guard who is retired from the Virginia National Guard or eligible for retirement based on military service. Payment options & terms, other than payment in full, will be at the discretion of the Board of Directors.

(v) Retiree – Life. Membership may be issued to a former member of the Virginia National Guard who is retired from the Virginia National Guard or eligible for retirement based on military service. Payment options & terms, other than payment in full, will be at the discretion of the Board of Directors.

(vi) Affiliate – Annual. Membership may be issued to an enlisted member, family members, or those affiliated with the Virginia National Guard. Payment options & terms, other than payment in full, will be at the discretion of the Board of Directors.

(b) Honorary Membership. The Board of Directors may, by a majority vote, confer Honorary membership upon a person who has rendered outstanding service to the United States of America, the Commonwealth of Virginia, the National Guard of the United States, the Virginia National Guard or the Virginia National Guard Association. Such members shall not be entitled to vote, hold elected office nor be subject to payment of dues.

(c) Complementary Membership. Membership will be offered to all commissioning officers and warrant officers for a period of one (1) full year and any portion of the year in which appointed. Membership begins upon initial state appointment, when reported to the VNGA and ends 31 December of the following year at no expense to the officer or warrant officer.

(d) Corporate Membership. Membership may be issued to any company, firm, organization, corporation or person upon approval by the Executive Director at the behest of the Board of Directors. Payment options & terms, other than payment in full, will be at the discretion of the Board of Directors.

Section 3.02 – Privileges

(a) A member, other than affiliate, honorary or corporate member, may serve as:

(i) An officer of the Virginia National Guard Association.

(ii) A member of the Board of Directors.

(iii) A member of a Standing, Special or Ad Hoc Committee.

(iv) A member of a caucus.

(v) A delegate to any National Guard Association of the United States (NGAUS) General Conference and Exhibition.

(b) A member, other than affiliate, honorary or corporate member, shall have the right to vote for officers of the VNGA and on matters properly brought before the association.

Section 3.03 – Terms of Membership

Membership in the association shall remain in force so long as the member maintains current status by the payment of dues as prescribed by the Board of Directors and whose conduct does not bring discredit to the association. In time of war, or whenever in the opinion of the Board of Directors abnormal conditions require such a step, the Board of Directors may make provision for continuing the membership of any member in the field, in a deployed environment, in a theatre of war, in enemy hands, or otherwise isolated, on such terms as shall be just and equitable.

ARTICLE IV

Officers

Section 4.01 – Enumeration

The Officers of the Virginia National Guard Association shall be:

- (a) One (1) President.
- (b) One (1) Army National Guard Vice President.
- (c) One (1) Air National Guard Vice President.
- (d) One (1) Executive Director. See Appendix F.
- (e) One (1) Treasurer.
- (f) One (1) Secretary.

Section 4.02 – Term of Office

(a) The term of office for Officers of the association shall begin immediately following the last day of the annual meeting and conference at which they are elected or appointed and shall continue until their successors are duly elected or appointed and qualified, unless otherwise stated.

- (b) All officers' terms shall be for a minimum of one (1) year in length.
- (c) Elected officers shall be eligible for reelection.
- (d) Appointed officers shall be eligible for reappointment.

Section 4.03 – Elections

The positions of the President, Army National Guard Vice President and Air National Guard Vice President of the association are eligible for election during the annual meeting and conference of the association.

Section 4.04 – Resignation

(a) Any Officer may resign at any time by giving written notice to the President or Secretary which shall become effective at the time specified therein.

(b) In the event that the President resigns, either the Army National Guard Vice President or the Air National Guard Vice President serves as the Interim President.

(i) The Interim President is selected based on the highest military rank, then date of rank, and then alphabetically.

(ii) The Interim President serves in this capacity until the end of the former President's term of office.

(b) Any vacancy by reason of this section may be filled by:

(i) By a majority vote by the Board of Directors at the same or next meeting of the board.

(ii) By an interim Executive Order issued in writing by the President until conferment of a majority vote of the Board of Directors at a scheduled meeting of the board or during a special meeting or annual meeting and conference.

(iii) In the event of multiple vacancies, the Board of Directors may invoke Article VII of these bylaws to ensure continuity of the association.

Section 4.05 – Removal and Appointment

(a) Any Officer may be removed by the Board of Directors, with cause, at any time by a two-thirds (2/3) vote of the Board of Directors.

(b) Any vacancy by reason of this section may be filled:

(i) By a majority vote by the Board of Directors at the same meeting of the board.

(ii) By an interim Executive Order issued in writing by the President until conferment of a majority vote of the Board of Directors at a scheduled meeting of the board or during a special meeting or annual meeting and conference.

Section 4.06 – Duties of Officers

Specific duties and powers of Officers are contained in Appendix B; however, general duties are:

(a) The president shall preside at conferences and all meetings of the board.

(b) The president shall be an ex-officio member of all committees.

(c) There shall be Vice Presidents, one elected from the Army National Guard and the other, from the Virginia Air National Guard. In the absence of the President or in the event of a vacancy in the office of President, the Vice President of the component of the President shall succeed.

(d) The President shall have such powers as the Board of Directors shall confer on him or her.

(e) The President, the Treasurer and Executive Director shall have the authority, jointly or severally, to sign, execute and deliver in the name of the Virginia National Guard Association any deed, mortgage, bond, instrument, agreement or other document evidencing any transaction authorized by the Board of Directors.

(f) In the absence of any Officer, or for any other reason which the Board of Directors may deem sufficient, the board may delegate the authorities and duties of any Officer to any other Officer or to any Director.

ARTICLE V

Board of Directors

Section 5.01 – Enumeration

The directors shall be:

(a) One (1) director who is an Company Grade Officer to serve as the Director of the Company Grade Officer Caucus. He or she shall be nominated by a caucus of Company Grade Officers at the annual meeting and conference.

(b) One (1) director who is a Warrant Officer to serve as the Director of the Warrant Officer Caucus. He or she shall be nominated by a caucus of Warrant Officers at the annual meeting and conference.

(c) One (1) director who is a Retired Officer to serve as the Director of the Retiree Caucus. He or she shall be nominated by a caucus of Retired Officers at the annual meeting and conference.

(d) One (1) director to serve as the Director of Advocacy.

(e) One (1) director to serve as the Director of Events.

(f) One (1) director to serve as the Director of Communications.

(g) The Immediate Past President of the Virginia National Guard Association shall be a member of the Board of Directors and shall serve until the first term of the successor as President ends or 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.

(h) Chair of each standing, special and ad hoc committee; in the absence of the Chair, the Vice Chair retains the position.

Section 5.02 – Term of Office

The term of office for Directors of the association shall begin immediately following the last day of the annual meeting and conference at which they are elected or appointed and shall continue until their successors are duly elected or appointed and qualified. All directors' terms shall be for a minimum of one (1) year in length. Directors shall be eligible for reelection.

Section 5.03 – Elections

The positions of Director of the Company Grade, Warrant and Retired Officer Caucuses of the association are eligible for election during the annual meeting and conference of the association. All other directorships are nominated by the President and confirmed by a majority vote of the Board of Directors.

Section 5.04 – Resignation

(a) Any Director may resign at any time by giving written notice to the President or Secretary which shall become effective at the time specified therein.

(b) Any vacancy by reason of this section may be filled:

(i) By a majority vote by the Board of Directors at the same meeting of the board.

(ii) By an interim Executive Order issued in writing by the President until conferment of a majority vote of the Board of Directors at a scheduled meeting of the board or during a special meeting or annual meeting and conference.

Section 5.05 – Removal and Appointment

(a) Any Director may be removed by the Board of Directors, with cause, at any time by a two-thirds (2/3) vote of the Board of Directors. The subject Director shall not cast a vote.

(b) Any vacancy by reason of this section may be filled:

(i) By a majority vote by the Board of Directors at the same meeting of the board.

(ii) By an interim Executive Order issued in writing by the President until conferment of a majority vote of the Board of Directors at a scheduled meeting of the board or during a special meeting or annual meeting and conference.

Section 5.06 – Duties of Directors

Specific duties and powers of Directors are contained in Appendix C; however, general duties are:

The powers of the Virginia National Guard Association shall be exercised, its business affairs conducted and its property managed under the direction of the Board of Directors. The exercise of general powers of the Board of Directors with respect to

matters of policy of the association shall be consistent with and consonant with the resolutions of the annual meeting and conference then in effect and with these by-laws.

Section 5.07 – Majority Vote

The Board of Directors shall act primarily by a simple majority vote unless otherwise specified.

Section 5.08 – Guests of the Board

The Board of Directors 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 of Directors at any meeting of the Board of Directors. They will not be entitled to make motions or to vote.

Section 5.09 – Honorary Members of the Board

All past Presidents of the Virginia National Guard Association shall 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 shall be created by the President annually and are subject to ratification of the majority of Board of Directors. Standing committees shall be:

- (a) Committee on Family Support.
- (b) Committee on Scholarship.
- (c) Committee on Awards.
- (d) Committee on Membership.
- (e) Committee on Finance.
- (f) Committee on By-Laws & Standard Operating Procedures.
- (g) Committee on Advocacy.

Section 6.02 – Special or Ad Hoc Committees

Special or Ad Hoc Committees may be created by the President with the concurrence of the majority of the Board of Directors. Examples of special or ad hoc committees are:

- (a) Committee on Nominations.
- (b) Committee on Credentials and Rules.
- (c) Others as needed or desired.

Section 6.03 – Appointments

Chair and, as needed, Co-Chair shall be appointed by the President and are subject to ratification of the majority of Board of Directors.

Section 6.04 – Term of Office

Unless otherwise stated, chairships are for one (1) year or until the committee has completed its purpose or has been terminated by the Board of Directors. Those serving

as Chair or Co-Chair may be reappointed by the President, subject to ratification of the majority of Board of Directors.

Section 6.05 – Resignation

(a) Any Chair or Co-Chair may resign at any time by giving written notice to the President or Secretary which shall become effective at the time specified therein.

(b) Any vacancy by reason of this section may be immediately filled by the President and is considered interim until concurrence of the majority of the Board of Directors at the next scheduled meeting of the board or during a special meeting or annual meeting and conference.

Section 6.06 – Removal

(a) Any Chair or Co-Chair may be removed by the Board of Directors, with cause, at any time by a two-thirds (2/3) vote of the Board of Directors. The subject Chair or Co-Chair shall not cast a vote.

(b) Any vacancy by reason of this section may be filled:

(i) By a majority vote by the Board of Directors at the same meeting of the board.

(ii) By the President until concurrence of a majority of the Board of Directors at a scheduled meeting of the board or during a special meeting or annual meeting and conference.

Section 6.07 – Duties of Committees

Each committee shall have the powers, duties and composition as are set for by the appointing authority in the appointment of the committee. Specific duties and powers of committees are contained in Appendix D.

Section 6.08 – Committee Composition

Committees shall be comprised of no less than two (2) members of the Virginia National Guard Association; Guest Members of the Board of Directors may serve on a committee as advisors and will not be entitled to make motions or to vote.

Section 6.10 – Majority Vote

Committees shall act primarily by a simple majority vote unless otherwise specified.

ARTICLE VII

War or National Emergency

Section 7.01 – When Article Invoked

This article may be invoked by majority vote of the Board of Directors in the event of war or national emergency proclaimed by the President of the United States or declared by the Congress of the United States. 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 and Director 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 of Directors may, by a two-thirds majority vote, replace an Officer unable to fulfill his or her duties due to war or national emergency;

(c) In the event of a vacancy on the board, other than an Officer, the Board of Directors shall elect thereto, by majority vote, a member of the association to serve the unexpired term;

(d) If the offices of President, Army National Guard Vice President and Air National Guard Vice President are all vacant, the Board of Directors, by majority vote, shall elect one (1) of its members to the office of President;

(e) In the event of a vacancy in the office of Army National Guard Vice President and Air National Guard Vice President, and the Treasurer and Secretary, the Board of Directors shall elect to that office, by majority vote, a member of the association;

(f) The Board of Directors may, by two-thirds vote, suspend the operation of any provision of Article VI and/or Article VIII.

ARTICLE VIII

Meetings, Conferences and Voting

Section 8.01 – Board of Directors’ Quarterly Meeting

There shall be at least four (4) meetings of the Board of Directors.

(a) A quorum constitutes at least 51% of the members of the Officers, Directors and Committee Chairs.

(b) A majority vote, unless otherwise stated, is defined as at least 51% of the voting Officers, Directors and Committee Chairs.

(c) Proxy voting is not permitted.

Section 8.02 – Annual Meeting and Conference

There shall be at least one (1) annual meeting and conference of the entire membership.

(a) A quorum constitutes at least 51% of the members of the Officers, Directors and Committee Chairs.

(b) A majority vote, unless otherwise stated, is defined as at least 51% of the voting Officers, Directors, Committee Chairs and members present during any vote during the annual conference.

(c) Proxy voting is not permitted.

Section 8.03 – Special Meetings

The President may call a special meeting of either the Board of Directors or the entire membership at any time given at least 30 days notice.

(a) A quorum constitutes at least 51% of the members of the Officers, Directors and Committee Chairs.

(b) A majority vote, unless otherwise stated, is defined as at least 51% of the voting Officers, Directors, Committee Chairs and members present during any vote.

(c) Proxy voting is not permitted.

Section 8.04 – Committee Meetings

The Chair or Co-Chair may call a meeting of the any standing, special or ad hoc committee.

Section 8.05 – Format

The President, Army National Guard Vice President, Air National Guard Vice President, Executive Director and Committee Chair may convene Board of Directors' Quarterly Meetings, Special Meetings and Committee Meetings by means of teleconference, video teleconference, web conference or other electronic means available.

ARTICLE IX

Fiscal

Section 9.01 – Fiscal Governance

The fiscal governance of the Virginia National Guard Association will be conducted according to generally accepted accounting principles, consistently applied. The President will submit through the Committee on Finance an annual budget for adoption by the Board of Directors.

Section 9.02 – Fiscal Year

The fiscal year for the association commences on January 1 and ends on December 31.

Section 9.03 – Public Accounting Report

A certified public accountant employed by the Board of Directors shall annually audit the records and finances of the association and render a report thereon to the board, which shall transmit same to the Committee on Finance prior to the next annual conference of the membership. The Committee on Finance shall include the results of the audit in its annual report.

Section 9.04 – Expenditures

Bills, claims and expenditures of the Virginia National Guard Association shall be:

- (a) Certified by the President, Executive Director or Treasurer; and
- (b) Paid by check or debit drawn on the funds of the association and executed by the Executive Director or Treasurer.

ARTICLE X

Standard Operating Procedures

Section 10.01 – Document

A documented list of Standing Operating Procedures (SOP) is considered a living document and is intended to control and direct the Board or Directors and the Virginia National Guard Association in its day-to-day operations.

Section 10.02 – Amendments

The SOP may be amended by a majority vote of the Board of Directors at Board of Directors' Quarterly Meeting, Special Meeting or annual conference of the membership.

Section 10.03 – Revisions

A revision to the SOP can be initiated by any member of the Board of Directors and can take effect immediately upon a majority vote of the board.

Section 10.04 – Incorporation

The SOP, as amended, is hereby incorporated by reference in its entirety.

ARTICLE XI

Advocacy

Section 11.01 – Purpose

The Virginia National Guard Association uses grass-roots advocacy to educate members of the U.S. congress, Commonwealth of Virginia's General Assembly, any local council or similar governing body with respect to bills, resolutions, or similar items, or by the public in referendum, ballot initiative, constitutional amendment, or similar procedure that may have an effect on the members of the Virginia National Guard or on the National Guard of the United States.

Section 11.02 – Endorsement

(a) The Virginia National Guard Association shall not endorse any political office holder, candidate or party; and

(b) Shall not financially contribute any support, directly or indirectly, to any political office holder, candidate or political action committee, campaign or group.

Section 11.03 – Priorities

A survey of the Officers, Board of Directors and membership is taken at the annual conference of the membership to determine the legislative priorities of the Virginia National Guard Association. Once the survey results are tabulated, the Director of Advocacy consolidates the list and develops a top-tiered list of priorities in conjunction with the Office of the Adjutant General of Virginia, the Joint Leadership Council of Veterans Service Organizations and the National Guard Association of the United States.

Section 11.04 – Resolutions

Resolutions shall be a statement of policy of the Virginia National Guard 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 are effective for one (1) year or until the next annual conference of the membership.

ARTICLE XII

Amendments

Section 12.01 – Amendment by Two-Thirds Vote

(a) The by-laws may be amended at a special meeting or annual conference of the membership by a two-thirds majority vote of those members present.

(b) Any amendment may be proposed by any member of the association and shall be submitted in writing to the President at least 90 days prior to the date set for the convening of a special meeting or at the annual conference of the membership at which the proposed amendment is to be considered.

(c) As soon as practicable after its receipt, the President shall establish a Committee on By-Laws and Standard Operating Procedures and provide copies of the proposed amendment to the members of the committee for consideration

(d) The Chair of the Committee on By-Laws and Standard Operating Procedures shall render a notice, a summary of proposed changes and a committee recommendation to the membership and Board of Directors at least 30 days prior to a special meeting or annual conference of the membership.

Section 12.02 – Amendment by Unanimous Vote

The by-laws may be amended at a special meeting or annual conference of the membership by a unanimous vote without prior notice and without prior action by the Board of Directors or the Committee on By-Laws and Standard Operating Procedures.

Section 12.03 – Effective Date

Unless otherwise provided, an amendment of the by-laws shall be effective upon the adjournment sine die of the meeting that adopted it.

Section 12.04 – Appendices to the By-Laws

(a) Notwithstanding the provisions of Section 12.01 and 12.02, appendices to the by-laws may be amended at the annual conference of the membership by majority vote on the recommendation of the Board of Directors without referral to the Committee on By-Laws and Standard Operating Procedures.

(b) Such amendments may be proposed and will be considered by the Board of Directors as are proposed amendments to the By-Laws and will follow the notification procedures contained in Section 12.01(c).

ARTICLE XIII

Rules of Order

Section 13.01 – Authority

The parliamentary authority for the Virginia National Guard Association will be Roberts Rules of Order, as revised, and will pertain to the formal meetings of the Board of Directors, special meetings and business sessions of the annual meeting and conference of the membership.

Section 13.02 – Agenda

(a) Required. The following items are required for inclusion during every regularly scheduled or annual meeting and conference:

- (1) Roll Call.
- (2) Secretary's Report.
- (3) Treasurer's Report.
- (4) Old Business.
- (5) New Business.

(b) Optional. The following items are optional for inclusion during every regularly scheduled or annual meeting and conference:

- (1) Separate Committee Reports
- (2) Annual, Biennial or Quarterly Programmatic Reports, outside of committee.
- (3) Presentations of approved awards or recognition.
- (4) Other relevant business of the association that does not fall into any of the aforementioned categories.

ARTICLE XIV

Definitions

Section 14.01 – Definitions

For the purpose of these By-Laws:

- (a) “State” means and includes the Commonwealth of Virginia;
- (b) “Adjutant General” means and includes the chief military officer, or the military officer comparable thereto in a state where the Adjutant General is not the chief military officer;
- (c) “Delegate” means and includes a duly accredited representative of a state;
- (d) “Chair” means the Chairman or Chairwoman; “Vice Chair” means a Vice Chairman or a Vice Chairwoman
- (e) “may” is used in a permissive sense;
- (f) “shall” is used in an imperative sense;
- (g) “may not” is used in a prohibitive sense;
- (h) “majority” vote” means and includes a majority of the legal votes cast;
- (i) “two-thirds” vote means and includes two-thirds of the legal votes cast;
- (j) “member” means those persons to whom the association has issued membership under the provision of Article III;
- (k) “separated” means and includes a former commissioned or warrant officer of the Virginia National Guard who was honorably discharged there from but is not eligible for retired pay based upon that service;
- (l) “retired” means and includes a former commissioned or warrant officer of the Virginia National Guard who is drawing retired pay or is eligible to draw retired pay based upon that service;
- (m) “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

1. The President and Chair of the Board of Directors shall:

(a) Direct the affairs of the association in accordance with policies adopted in the annual meeting and conference of the membership.

(b) Convene the Board of Directors from time to time.

(c) Appoint Standing, Special and Ad Hoc Committees and designate a chair, co-chair and / or vice chair.

(d) Appoint special staff positions incidental to the conduct of the Board of Directors.

(e) Appoint a representative to the Joint Leadership Council of Veterans Service Organizations.

(f) Appoint three (3) representatives to the Virginia National Guard Management Group.

(g) Issues the call of the annual meeting and conference of the membership and make the necessary arrangements for such conference.

(h) Serves as a non-voting member of the Virginia National Guard Ventures, Inc. Board of Directors.

(i) Serves as an ex-officio member of all committees.

(j) Maintains authority to execute micro-purchases in the amount of \$500 without prior approval of the Board of Directors as may be necessary.

(k) Render an annual report to the association; e.g. "State of the Association"

(l) 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.

(m) Perform such other duties as are usually performed by the chair of the board of an organization and as may be prescribed by the by-laws or assigned by the Board of Directors.

2. The Vice Presidents and Vice Chairs of the Board of Directors shall:

(a) Perform the duties usually performed by vice presidents of an organization and such duties as may be assigned by the President and Chair of the Board of Directors.

(b) Perform such additional duties and exercise such additional powers as are specifically granted in, or required, the by-laws of the association.

3. The Treasurer shall:

(a) Be the custodian of all funds of the association.

(b) Be an ex-officio member of the Committee on Finance.

(c) Cause a receipt to be issued for all funds received by the association.

(d) 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.

(e) Perform the duties usually performed by the treasurer of an organization and such duties as may be assigned by the President and Chair of the Board of Directors.

4. The Secretary shall:

(a) Be the recording officer of the association.

(b) Be responsible for the records of the association.

(c) Perform the duties usually performed by the secretary of an organization assigned by the President and Chair of the Board of Directors.

APPENDIX C

Specific Duties and Powers of Directors

1. The Board of Directors shall:

(a) Establish the facilities and related criteria for an annual meeting and conference of the membership.

(b) Fix the time and place of an annual meeting and conference of the membership based upon a recommendation of the President.

(c) Consider the annual budget for the association as recommended to it by the Committee on Finance, revise, amend or modify it as desired and approve the expenditure of the funds as set forth in the budget.

(d) Consider the annual membership of the Virginia National Guard Management Group, revise, amend or modify arrangement as desired and approve continued membership.

(e) Exercise direction and control over and provide for the proper care and maintenance of the property of the association.

(f) Issue the call for an annual meeting and conference of the membership in the event the President and Chair of the Board fails to do so.

(g) Perform such additional duties and exercise such additional powers as are specifically granted in, or required, the By-Laws of the association.

2. The Board of Directors may:

(a) 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.

(b) By a majority vote, refuse admission to any applicant for membership in the association.

APPENDIX D

Specific Duties, Powers and Composition of Committees

1. Committee on Advocacy (Standing)

(a) The Committee on Advocacy shall consist of a chair and at least one appointed member.

(b) The Committee on Advocacy shall:

(1) Solicit and review the results of an annual needs survey of the membership.

(2) Develop and recommend to the legislative priorities for the association.

(3) Solicit and recommend each legislative Army, Air and Joint resolution be adopted, rejected or withdrawn to the National Guard Association of the United States.

(4) Solicit and recommend each legislative joint resolutions be adopted, rejected or withdrawn to the Commonwealth of Virginia's General Assembly.

(5) Render an annual report to the membership.

2. Committee on Awards (Standing)

(a) The Committee on Awards shall consist of a chair and at least one appointed member.

(b) The Committee on Awards shall:

(1) Review nominations and make recommendations on selections to the Board of Directors for the following annual NGAUS awards:

(i) Harry S Truman Award for Distinguished Service in Support of National Defense.

(ii) Distinguished Service Medal

(iii) The Valley Forge Cross for Heroism

(iv) Meritorious Service Award

(v) The Charles Dick Medal of Merit

- (vi) The Patrick Henry Citation
- (vii) Garde Nationale Trophy
- (viii) The Montgomery Award
- (ix) Theodore Roosevelt Leadership Award for Company Grade Officers
- (x) Eagle Rising Award for Warrant Officers

(2) Review nominations and make recommendations on selections to the Board of Directors for the following annual VNGA awards:

- (i) Distinguished Service Award
- (ii) Meritorious Service Award
- (iii) Commendation
- (iv) Captain Harry Q. Rose Award
- (v) Chief Warrant Officer 4 James H. Hurt Award
- (vi) Order of Yorktown Award

(3) Periodically review the association's awards program for adequacy and administrative effectiveness.

(4) Develop and recommend to the Board of Directors changes to the awards program.

(5) Render an annual report to the membership.

3. Committee on By-laws (Standing)

(a) The Committee on By-laws shall consist of a chair and at least two appointed members.

(b) The Committee on By-laws shall:

(1) Review the by-laws for any revisions, amendments or modifications that may be desired and recommend adoption by the membership.

(2) Develop and present to the board answers to questions submitted to the committee for interpretation of the meaning and the effect of the by-laws.

(3) Assist the parliamentarian at each conference and meeting of the association in properly conducting the business sessions.

(4) Render an annual report to the membership.

4. Committee on Credentials and Rules (Ad Hoc)

(a) The Committee on Credentials and Rules shall consist of a chair and at least one appointed member.

(b) The Committee on Credentials and Rules shall:

(1) Rule on the credentials of each delegate to the National Guard Association of the United States General Conference and Exhibition.

(2) Render an annual report to the membership consisting of the prior year's delegation and their voting record.

5. Committee on Family Support (Standing)

(a) The Committee on Family Support shall consist of a chair and at least one appointed member.

(b) The committee on Family Support shall:

(1) Assess the vitality of the association's family support program.

(2) Develop and review plans, programs and strategies for future family support initiatives for referral to the board.

(3) Render an annual report to the membership

6. Committee on Finance (Standing)

(a) The Committee on Finance shall consist of a chair and at least two appointed members.

(b) The Committee on Finance shall:

(1) Review the annual budget of the association as developed by the President, revise, amend and modify it as desired and recommend its adoption to the board. At a minimum, the budget shall include planned funds to support:

(i) Award production and issuance (i.e. medals, plaques, certificates and accoutrements).

(ii) Board of Director Travel Expenses.

(iii) Bonding and Audit Expenses.

(iv) Communications (i.e. print and digital media distribution).

(v) Conference Expenses.

(vi) Membership Engagement and Recruiting Expenses.

(vii) President and Executive Director Discretionary Funds.

(viii) Scholarship Funds.

(2) Develop and recommend to the board fiscal policies for the association.

(3) Develop and recommend to the board investment strategies for the association; the goal being to achieve to the maximum extent possible short, intermediate and long-range financial goals.

(3) Shall select an outside accounting agency to audit the financial records of the association when an audit is called for by the board.

(i) Establish and approve the scope of the auditor's engagement.

(ii) Manage the acquisition, submission, handling and return of audited financial records.

(iii) Review the auditor's report and submit the same to the board.

(4) Render an annual report to the membership consisting of the status of short, intermediate, long range investments; results of audits; and, a statement of funds, at a minimum.

7. Committee on Membership (Standing)

(a) The Committee on Membership shall consist of a chair and at least one appointed member.

(b) The committee on Membership shall:

(1) Assess the vitality of the association's membership program.

(2) Develop and review plans, programs and strategies for future membership initiatives for referral to the board.

(3) Render an annual report to the membership.

8. Committee on Nominations (Ad Hoc)

(a) The Committee on Nominations shall consist of a chair and at least one appointed member.

(b) The Committee on Nominations shall:

(1) Determine the end-of-term requirements of elected officer.

(2) Prepare a slate of nominations consisting of the names of well-suited, capable and eligible members for each office to be filled.

(3) Notify the board of directors of the status of nominations at least 24 hours prior to the onset of the annual meeting of the membership.

(4) Render an annual report to the membership.

9. Committee on Scholarship (Standing)

(a) The Committee on Scholarship shall consist of a chair and at least one appointed member.

(b) The committee on Scholarship shall:

(1) Assess the vitality of the association's scholarship program.

(2) Develop and review plans, programs and strategies for future scholarship initiatives for referral to the board.

(3) Solicit applications and prepare a slate of nominations for consideration to the board pursuant to policies and the annual budget approved by the board.

- (i) Award the top nominee the CW4 William C. Singletary Scholarship.
 - (ii) Award the remaining nominees scholarships based on order of merit.
- (4) Render an annual report to the membership

10. Special or Ad Hoc Committees. The President may appoint such committees, as necessary. The membership thereof shall consist of such members as the President may determine.

APPENDIX E

Specific Duties, Powers and Composition of Caucuses

1. Caucus of Company Grade Officers

(a) The Caucus of Company Grade Officers shall consist of a director and all eligible members who hold the grades of O-3, O-2 or O-1.

(b) The Caucus of Company Grade Officers shall:

(1) Concern itself with the issues of importance to Company Grade Officers.

(2) Prepare, develop and recommend each legislative Army, Air and Joint Resolution to the board of directors.

(3) Prepare, develop and recommend legislative priorities to the board of directors.

(4) Render an annual report to the membership.

2. Caucus of Warrant Officers

(a) The Caucus of Warrant Officers shall consist of a director and all eligible members who hold the grades of CW5, CW4, CW3, CW2 or WO1.

(b) The Caucus of Warrant Officers shall:

(1) Concern itself with the issues of importance to Warrant Officers.

(2) Prepare, develop and recommend each legislative Army, Air and Joint Resolution to the board of directors.

(3) Prepare, develop and recommend legislative priorities to the board of directors.

(4) Render an annual report to the membership.

3. Caucus of Retirees and Associates

(a) The Caucus of Retirees and Associates shall consist of a director and all eligible retired or associate members.

(b) The Caucus of Retirees and Associates shall:

- (1) Concern itself with the issues of importance to Retirees and Associates.
- (2) Prepare, develop and recommend each legislative Army, Air and Joint Resolution to the board of directors.
- (3) Prepare, develop and recommend legislative priorities to the board of directors.
- (4) Render an annual report to the membership.

APPENDIX F

Management of the Executive Director

1. Appointment.

(a) An individual, in good standing with the Virginia National Guard Association (VNGA), shall be selected by the Board of Directors of the Virginia National Guard Management Group (VNGMG) to fill the role of the Executive Director (ED) as an Independent Contractor (IC).

(1) A thorough job description shall be supplied to the hiring authority by the Board of Directors of the VNGA.

(2) The open advertisement shall be available for a minimum of 30-days to allow for individuals to apply.

(3) The selection criteria shall be determined by mutual agreement of the VNGA and VNGMG Presidents.

(b) Once selected, that individual must be confirmed by the Board of Directors of the VNGA at duly convened meeting of the board. Once confirmed, the President shall appoint the individual to serve as the ED.

2. Employment.

(a) The ED position is a paid employee of the VNGA or VNGMG; depending on which is most advantageous for the VNGA.

(b) The terms of employment are detailed in the individuals' employment contract.

(c) Compensation, frequency of payment and other allowances are detailed in the individuals' employment contract.

(d) If subject to renewal, the Board of Directors shall make reasonable accommodations to ensure the contract is renewed or not renewed in a timely manner.

3. Performance Review.

(a) The President shall complete an annual written performance review of the ED on or near the annual anniversary date of employment.

(b) The review shall be in person and format must follow the criteria listed in the individual's employment contract.

(c) The written format of the review is based on the criteria listed in the individual's employment contract and must be signed by both the ED and President to be considered valid.

3. Resignation.

(a) The ED may resign at any time by giving 15 days written notice to the President.

(b) The ED may continue serving in a limited capacity until a replacement is selected and appointed; if unable to do so, the duties of the ED fall to the President in the interim.

4. Removal.

(a) The ED may be removed by the Board of Directors, with cause, at any time by a two-thirds (2/3) vote of the Board of Directors. The ED shall not cast a vote.

(b) If removed, the ED may not continue serving in any capacity and the ED duties fall to the Officers of the VNGA in the interim.

5. Duties.

(a) The ED shall:

(1) Be a premium annual or life member of the VNGA.

(2) Be an active, retired or life member of the National Guard Association of the United States (NGAUS).

(3) Meet membership requirements of the National Guard Executive Directors Association (NGEDA).

(4) Direct the day-to-day affairs of the association in accordance with policies adopted in the annual meeting and conference of the membership, specifically:

(i) Serve as corresponding secretary and primary point of contact for all inquiries.

(ii) Maintain the historical records.

(iii) Maintain current membership lists.

(iv) Solicit suitable funds to augment annual income requirements through charitable contributions, sponsorship or recruiting of annual corporate members.

(v) Assist with Officers, Directors or Chairs for planning for various events or projects.

(vi) Attend quarterly VNGMG Board of Directors meetings.

(vii) Attend the annual NGEDA meeting; assist with the, as applicable, coordination of lodging and other event or location-based requirements.

(viii) Assist with the functions of the VNGMG in conjunction with the specified tasks listed in the employment contract.

(5) Perform such other duties as are usually performed by the executive director of an organization and as may be prescribed by the by-laws, assigned by the Board of Director, or specifically listed in the contract of employment.

(b) The ED may:

(1) Retain legal counsel, public relations consultants and other experts to support and protect the welfare and solvency of the VNGA.

(2) Arrange for an outside, independent certified public accountant to prepare and file required state and federal tax returns on behalf of the VNGA; and, to provide additional services such as compilation, or review of VNGA finances.

(3) Enter into contracts or agreements on behalf of the VNGA related to the VNGA meetings, events and conferences; and, programs and membership benefits or services.

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VIRGINIA NATIONAL GUARD ASSOCIATION

a 501(c)(19) veterans service organization serving the Virginia National Guard since 1960

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