

BY-LAWS
NORTH DAKOTA NATIONAL GUARD ENLISTED ASSOCIATION

ARTICLE 1
NAME AND LOCATION

- 1.1. NAME: The name of the Corporation shall be NORTH DAKOTA NATIONAL GUARD ENLISTED ASSOCIATION.
- 1.2. ADDRESS: The mailing address of the Corporation shall be P.O. Box 9996, Fargo, ND 58106-9996.
- 1.3. LOCATIONS: The Corporation's regular place of business shall be located at Fraine Barracks, Bismarck, ND 58506-5511.
- 1.4. WEB SITE: The Web Site address of the Corporation shall be www.ndngea.com.

ARTICLE 2
OBJECTIVES AND POLICIES OF THE CORPORATION

- 2.1 FOSTER RELATIONS: To foster and improve the North Dakota Army and Air National Guard by promoting and encouraging friendly and social relations among all members and retirees of the North Dakota National Guard.
- 2.2 PROMOTE EDUCATION: To promote and foster educational and beneficial programs for the enhancement of all members of the North Dakota National Guard.
- 2.3 PROMOTE STATUS: To promote and advance the status, welfare, and professionalism of the enlisted members of the North Dakota National Guard.
- 2.4 NON-DISCRIMINATION: The Corporation shall not adopt policies or conduct activities which will discriminate against any person based on color, race, religion, sex, or national origin.
- 2.5 NON-PROFIT: No part of the net earnings of the Corporation shall inure to the benefit of any director, officer, or member.
- 2.6 INSURANCE PROGRAM: The Corporation shall support and receive proceeds from an insurance program which is sponsored by the National Guard Association of North Dakota Inc. (NGAND) and available to members of the North Dakota National Guard and their families.
- 2.7 GENERAL PUBLIC LIMITED: The Corporation may not other than incidentally, conduct a business for profit by engaging in transactions with the general public or by engaging in real estate transactions.

2.8 INVESTMENT INCOME LIMITED: The Corporation may not receive a substantial part of its income from investments.

ARTICLE 3
MEMBERSHIP

3.1. GENERAL MEMBERSHIP: The membership of the Corporation shall consist of all enlisted / retired personnel of all pay grades who are members or past members of a recognized unit in the National Guard of the State of North Dakota.

3.2. MEMBERSHIP CATEGORIES: The membership of the Corporation shall be composed of three categories designated as follows:

a. Active - Any person meeting the criteria set forth for membership and paying a minimum of one year's dues will be considered a full member in good standing. Active members shall have and enjoy all rights and privileges of membership in the Corporation including the right to be voting delegates at any general meeting of the Corporation and to hold office. Any active member of the Corporation shall be eligible for life membership in the Corporation upon payment of such amounts as designated thereafter. Any active member who obtains a Life Membership shall retain his right to vote and hold office.

b. Associate - any person who meets the criteria set forth for membership and pays the Associate membership fees shall be eligible to be an Associate member of the Corporation. Associate members shall have and enjoy all the rights and privileges of membership in the Corporation except that they shall not hold office nor be voting delegates at any meeting of the Corporation.

c. Honorary - Citizens who support and honor the North Dakota National Guard by their activities may be granted honorary membership in the Corporation by the Board of Directors or by petition of the voting membership.

ARTICLE 4
MEMBERSHIP FEES

4.1. ANNUAL FEES AND LIFE MEMBERSHIP FEES: The Board of Directors shall establish annual membership fees for the active and associate members of the Corporation. The Board of Directors shall also establish the life membership fees for active and associate members of the Corporation, who want to become life members. All fees established by the Board of Directors must be approved at an annual or special meeting of the membership pursuant to section 5.5 herein. The Board of Directors may increase membership fees to match increase of National membership fees. Honorary members shall not be assessed any membership fees.

ARTICLE 5
MEMBERSHIP MEETINGS

5.1. ANNUAL MEETING: The membership of the Corporation shall hold an annual meeting at such specific time, place, and date as shall be designated by the membership at the previous meeting. In the event the membership fails to designate a place for the annual meeting, the Board of Directors shall make designation and inform the membership pursuant to the notice requirements herein. The annual meeting shall be held for the purpose of electing officers, reviewing the financial status of the Corporation, receiving the annual reports from the Board of Directors and various committees and transacting other business as may come before the membership.

5.2. SPECIAL MEETINGS: Special meetings of the membership of the Corporation may be called at such time, date, and place, as the President with the concurrence of the majority of the Board of Directors shall prescribe. Special meetings may also be called by presenting a petition signed by not less than twenty percent (20%) of the active members in good standing.

5.3. NOTICE OF MEMBERSHIP MEETINGS: Notice of the above meetings shall be given by written or electronic (E-mail) notice stating the place, date, and hour of the meeting. In the case of a special meeting, the purpose for which the meeting is called will be given. The notice shall be delivered at least 30 days prior to the meeting, either personally or by mail, to each member of the Corporation. Such notice will be posted on the website of the corporation. Notice of special meetings shall be given at least seven (7) days prior to the special meeting.

5.4. QUORUM OF MEMBERSHIP: The presence of ten (10) voting members of the Corporation present at any membership meeting shall constitute a quorum sufficient to conduct the business presented at such meeting.

5.5. ACTION BY QUORUM: The vote of a majority of the votes entitled to be cast by the members present at any membership meeting shall be necessary for the adoption of any matter voted upon by the membership.

5.6. VOTING: Active members shall be entitled to one vote on each matter submitted to the vote of the members. Cumulative voting and vote by proxy shall not be permitted.

5.7. WAIVER OF NOTICE OF MEETINGS: Whenever any notice is required to be given to any member under this Article, a waiver thereof in writing signed by the member entitled to such notice, whether before or after the time stated therein shall be equivalent to the giving of such notice. Attendance of a member at any meeting shall constitute a waiver-required notice of meeting except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE 6
OFFICERS

6.1. NUMBER: The officers of this Corporation shall include a President, Vice President, and Treasurer.

6.2. QUALIFICATIONS AND ELECTION: The officers of the Corporation shall be members of the Corporation. All officers shall be elected by a majority vote of the membership at the annual meeting of the Corporation. Nominations for an office shall consist of names submitted by the Nominating Committee or those submitted from the floor at the annual meeting.

6.3. TERMS OF OFFICERS: All officers shall serve an one-year term.

6.4. DUTIES AND POWERS: The duties and powers of the officers of the Corporation shall be as follows:

a. President - The President shall preside at all membership meetings of the Corporation and shall be the Chairman of the Board of Directors. The President shall be charged with the direction of an affairs pertaining to the Corporation between annual meetings: shall call meetings of the Board of Directors as necessary; shall appoint such officers as authorized in the By-Laws and committees as he deems necessary, and shall make an annual report to the Corporation.

b. Vice President - The Vice President shall perform the duties of the President during the absence or disability of the President, or Iris inability to perform his duties. The Vice President shall not be a member of the same branch of service as the President unless unusual circumstances create the necessity of such occurring. The Vice President shall also be a member of the Board of Directors.

c. Treasurer - The Treasurer shall be responsible for the following duties: Receive and be custodian of all receipts and funds, including contributions of any nature whatsoever due the Corporation and deposit the same in the name of the Corporation in accounts as designated by the Board of Directors.

(1) Disburse funds, as certified by the President in order to pay all bills and claims against the Corporation.

(2) Keep regular accounts of receipts and disbursements.

(3) Furnish such bond as shall be required by the Board of Directors, the premium of which shall be paid by the Corporation.

(4) Make an annual report to the annual membership meeting.

(5) Serve as a member of the Board of Directors.

6.5. REMOVAL OF OFFICERS: Any officer of the Corporation may be suspended or removed from the office by two-thirds vote of the members of the Corporation present at any meeting called for such purpose and affirmed by a majority vote of the members of the Board of Directors, whenever, in their judgment, the best interests of the Corporation shall be served. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer removed. Election or appointment of an officer shall not of itself create contract rights.

6.6. VACANCIES: If the President's office becomes vacant prior to the expiration of term., the Vice President will assume the unexpired term until the next annual membership meeting at which elections are held. Vacancies in other elected offices shall be filled as deemed appropriate by the President and the Board of Directors.

6.7. APPOINTED OFFICERS: Subject to the Board of Director's confirmation, the President shall appoint Chairpersons at the close of the annual meeting or within thirty (30) days there from. The appointed officers shall serve an one-year term and may be reappointed thereafter. Chairperson duties and responsibilities shall be as follows:

a. Secretary - The Secretary shall be responsible for the following duties:

- (1) Record and maintain minutes of all Annual meetings, Board of Directors meetings and Special meetings.
- (2) Provide meeting minutes to an Elected and Appointed Officers.
- (3) Provide notification of meetings or events as prescribed by the President or the Board of Directors.

b. Membership - The Membership Chairperson shall be responsible for:

- (1) Maintaining current listing of all members.
- (2) Provide all units a current listing of their membership monthly.
- (3) Conduct membership drives.
- (4) Establish Co-Membership Chairpersons for the Army units and Air units.
- (5) Coordinate all memberships with the Treasurer to insure members dues are paid to EANGUS.

(6) Present written reports at Annual and quarterly meetings.

(7) Perform such duties pertaining to membership as the President may delegate.

c. Education and Beneficial Programs - the Educational and Beneficial Chairperson shall:

(1) Insure all education and beneficial programs are provided to all members and potential members.

(2) Provide all units with handouts and brochures of benefits available.

(3) Inform members of legislation actions and their status.

d. Publications - The Publications Chairperson shall be responsible for:

(1) Coordination and publications of articles in the North Dakota Guardian, Dog tag, Web-Site. www.ndngea.com.

(2) Maintain and coordinate website information as directed by the President or the Board of Directors.

ARTICLE 7 **BOARD OF DIRECTORS**

7.1. DUTIES AND POWERS: The property, affairs, activities, and concerns of the Corporation shall be vested in the Board of Directors. During the interval between annual meetings the Board of Directors shall implement the policies adopted by the membership. The Board of Directors shall annually review the audit of the financial accounts of the Corporation: shall have the authority to call a special meeting of the membership by a majority vote of Board members; shall have the authority to designate the time and place of the next annual meeting of the membership when such is not prearranged, and in the event the time and place for the annual membership meeting is cancelled, the Board of Directors shall designate a new time and place for such annual meeting.

7.2. NUMBER: The number of members of the Board of Directors shall not be less than three (3) nor more than fifteen (15).

7.3. QUALIFICATION: All Elements of the Army National Guard, Air National Guard, and Retirees of the North Dakota National Guard shall be represented on the Board of Directors and shall consist of the following persons:

- a. President
- b. Vice President
- c. Treasurer
- d. Two members of the Army National Guard
- e. Two members of the Air National Guard
- f. Two members from the Retired membership
- g. Two junior enlisted members (1 Army and 1 Air)

7.4. TERM: All members of the Board of Directors shall serve on the Board for a period of one year.

7.5. EX-OFFICIO MEMBERS: The North Dakota National Guard Senior Enlisted Leader (SEL), State Command Sergeant Major (Army), State Command Chief Master Sergeant (Air) and the immediate Past President shall be Ex-Officio members of the Board of Directors.

7.6. OFFICERS: The officers of the Corporation as specified and elected in Article 6 herein shall serve in the same capacity and for the same term as officers of the Board of Directors.

7.7. MEETINGS: The Board of Directors shall hold an annual meeting either prior to or immediately after the annual membership meeting. The President, when he deems necessary, or the Secretary shall, at the request of the majority of the Board of Directors, call a special meeting of the Board of Directors. Notice of said special meeting shall be given either personally or by mail five (5) days prior to the meeting. Notice of special meeting shall state the date, time, and place of the meeting.

7.8. WAIVER OF NOTICE OF MEETINGS: Whenever any notice is required to be given to any member of the Board of Directors under this Article, a waiver thereof in writing signed by the Board member entitled to such notice, whether before or after the time stated herein, shall be equivalent to the giving of such notice. Attendance of a member of the Board of Directors at any meeting shall constitute a waiver of required notice of meeting except where a Board member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

7.9. QUORUM OF BOARD OF DIRECTORS: At least thirty-five (35) rounded down to the nearest whole number percent of the members of the Board of Directors shall constitute a quorum for the purpose of conducting business of the Board of Directors. The act of a majority of the directors present at the meeting at which a quorum is present shall be the act of the Board of Directors.

7.10. VOTING: Each member of the Board of Directors shall be entitled to one vote on each matter submitted to a vote of the Board. Cumulative voting shall not be permitted. Any member of the Board of Directors who is unable to attend a Board meeting may send a representative of said Board member's unit as a proxy. Upon identifying himself and the unit he represents to the President, the proxy may function in place of the absent Board member.

7.11. REMOVAL OF DIRECTORS: If any Board member is absent from two Board of Directors meetings, and he fails to have his absence excused by the President or to have a proxy present in his stead, he will be automatically removed from the Board.

7.12. VACANCIES: Vacancies in the Board of Directors shall be filled by the President upon recommendations from a senior member representing the former Board member's unit or branch and upon approval by the Board of Directors.

ARTICLE 8 **STANDING COMMITTEES**

8.1. RESOLUTIONS COMMITTEE: The Resolutions Committee shall be appointed by the President of the Corporation. The committee shall consider all resolutions presented and make its recommendations at the annual membership meeting. Unless waived by the President, resolutions shall be submitted to the Chairperson at least fifteen (15) days prior to the annual membership meeting. Resolutions from the floor at the annual membership meeting shall be considered with the provision that, if accepted, the Resolutions Committee shall have the opportunity and responsibility to determine the specific intent of the resolution and research the content for clarity and correctness prior to adoption.

8.2. AUDIT COMMITTEE: The audit committee shall consist of at least three active members of the Corporation selected by the President. The audit committee shall audit the accounts of the Corporation annually and more frequently if so ordered by the Board of Directors.

8.3. SCHOLARSHIP COMMITTEE: The President of the Corporation shall appoint the scholarship committee. The committee shall oversee the establishment and operations of the scholarship fund. The committee shall report to the Board of Directors as requested by the Board. All disbursements from the fund shall be subject to Board approval.

8.4. INSURANCE COMMITTEE: The Insurance Committee shall consist of two members of the Corporation, 1 Army and 1 Air as appointed by the President. The committee shall be responsible for oversight of the Corporation's interest in any insurance programs sponsored by NGAND, which solicit the participation of the Corporation's members. One member of this committee as appointed by the President shall serve as liaison between the Corporation and the NGAND's Insurance Committee.

8.5. RETIREE COMMITTEE: The Retiree Committee chairperson shall be appointed by The President. The Retiree Committee shall consist of retired members of the Corporation. The chairperson shall report to the Board of Directors the concerns of the retired membership. The committee shall serve the Corporation as a liaison between active and retired membership.

8.6. BY-LAWS COMMITTEE: The President of the Corporation shall appoint the By-Laws Committee. This committee is responsible for the preparation and maintenance of the By-Laws of the Corporation. The Chairperson shall recommend approval or disapproval when these proposed changes are presented as stated in Article 11 AMENDMENTS.

ARTICLE 9
SEAL

9.1. This Corporation shall not have or use a seal.

ARTICLE 10
FISCAL YEAR

10.1. The fiscal year of the Corporation shall begin 1 October and end 30 September each year.

ARTICLE 11
AMENDMENTS

11.1. These By-Laws shall be amended by a 2/3 vote of current members present at any regular annual membership meeting or at any special meeting, which is called for that purpose. Proposed amendments to the By-Laws shall be submitted in writing to the President at least sixty (60) days prior to the meeting at which the proposed amendments are to be considered unless such notice is waived by the President. As soon as practicable after its receipt, the President shall mail copies of the proposed amendment(s) to the Chairman of the Bylaws Committee. Notice of any proposed amendments will be given to the members at least thirty (30) days prior to the meeting. After Committee consideration, the Bylaws Committee Chairman shall render a report to such conference with such recommendations concerning the proposed amendment as the Committee may see fit.

11.2. These Bylaws may be amended at a General or Special Conference by a unanimous vote without prior notice provided the Bylaws Committee has reviewed the proposed amendment(s) and made its recommendation to the general membership.

ARTICLE 12
DISSOLUTION

12.1. In the event of dissolution or liquidation of this Corporation or in the event it shall cease to carry out the objectives and purpose herein set forth, all business property and assets of the Corporation, after payment of, or subject to, all outstanding indebtedness, shall go and be

distributed to one or more nonprofit corporations, governmental entities, or combination thereof, as may be selected by the Board of Directors of this Corporation to be used for, and devoted to, the objectives and purposes herein set forth and as specified in Section 501 c of the Internal Revenue Code of 1954, as now in effect or hereinafter amended. If there is no such nonprofit corporation, governmental entity, or combination thereof, willing to accept the property and assets of above provided, then such property and assets, after payment of all outstanding indebtedness, shall go and be distributed to one or more governmental entities as may be selected by the Board of Directors, to be used for and devoted to the general welfare of the State of North Dakota. If there be no such governmental entity, then the assets and property shall be distributed in such manner as applicable statutes may provide.

ARTICLE 13
NON- DISCRIMINATION

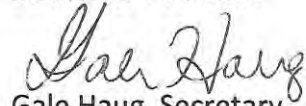
13.1. GENDER: Whenever the "he", "him", "his", or "man" are referred to in these By-Laws, the meaning of the word shall include men and women.

ARTICLE 14
AUTHENTICATION

14.1. APPROVAL: The existing by-laws and the amendments proposed thereto during the annual membership meeting as approved by a majority of the members of the association and the signature of the president and the secretary of the association authenticate these by-laws.



Jess V. Hernandez, President
North Dakota National Guard
Enlisted Association
Dated: 15 Feb 2012



Gale Haug, Secretary
North Dakota National Guard
Enlisted Association
Dated: 15 Feb 2012