



# BYLAWS

NATIONAL GUARD ASSOCIATION OF COLORADO,  
INC.

Approved by General Conference  
28 April 2018

I certify the following to be a true copy of the Restated Bylaws of the Nation Guard Association of Colorado, Inc. at the State Conference of the National Guard Association of Colorado, Inc. on the Twenty-eighth day of April 2018.



Ronald J Oestreich  
President, NGACO

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**ARTICLE I  
NAME OF THE ASSOCIATION**

The name of this Association shall be "National Guard Association of Colorado, Inc.," (NGACO) hereinafter referred to as the "Association."

**ARTICLE II  
PURPOSE, OBJECTIVES, POWERS, LIMITATIONS**

**SECTION 1 - PURPOSE**

The purpose of the Association is to promote and maintain adequate state and national security; and to promote and advance the status, welfare, and professionalism of the members of the National Guard of the State of Colorado.

**SECTION 2 - OBJECTIVES**

**The Association is operated for the following objectives:**

- A. To promote and support adequate State and National security.
- B. To foster and work to improve the National Guard of Colorado and the National Guard of the United States as a component of the total Armed Forces of the United States.
- C. To promote a sense of camaraderie and esprit de corps among all guardsmen.
- D. To develop and present, to all citizens of Colorado, true information and knowledge about the Army and Air National Guard.
- E. To perpetuate the Colorado National Guard, its heritage, and its spirit.
- F. To promote better understanding and cooperation between the active armed forces and all reserve components.
- G. To promote and foster activities and programs of benefit to members and their families, including insurance programs, scholarship programs, and any other activity reasonably intended to promote the well-being of the membership or further the purposes of the programs named herein.
- H. To assist disabled and needy war veterans, members of the United States Armed Forces and their dependents, widows and orphans of deceased veterans, and past and present members of the United States Armed Forces.
- I. To provide entertainment, care, and assistance to the hospitalized veterans and members of the United States Armed Forces.
- J. To carry on programs to perpetuate the memory of deceased veterans and members of the United States Armed Forces and to comfort their survivors.
- K. To conduct programs for religious, charitable, scientific, literary, or educational purposes.
- L. To sponsor or participate in activities of a patriotic nature.
- M. All other lawful objectives within the scope of a non-profit organization.

**SECTION 3 - POWERS**

The Association shall have the all powers necessary, incident, or appropriate to the furtherance of its purposes, including, but not limited to:

- A. Receipt and collection of dues.
- B. Acceptance of contributions.
- C. Acquisition of property (both real & personal) by purchase, gift, devise, bequest, or lease.
- D. Investment of funds.
- E. Execution, performance or cancellation, and rescission of contracts.
- F. Sponsorship of group insurance for its members and their dependents.
- G. Sponsorship of a group benefits program for its members.
- H. Sponsorship of a scholarship program for its members and their dependents.

#### SECTION 4 - LIMITATIONS

No part of the net earnings of the Association shall benefit or be distributed to its members, Directors, Officers, or other private persons, except that the Association shall be authorized to pay reasonable compensation for services rendered. In the event of dissolution, the Association's assets shall not be distributed to its members, Directors, or Officers, or other private persons, but shall be dedicated to one or more exempt purposes as specified in Section 170.(c)(4) of the Internal Revenue Code of 1954 as now in effect or hereinafter amended.

**Note -- The Association is currently exempt from federal income taxation pursuant to an exemption under Section 501(c) (19) of the Internal Revenue Code.**

### **ARTICLE III MEMBERSHIP**

#### SECTION 1 - CLASSES OF MEMBERSHIP

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

- A. Annual.
- B. Life.
- C. Retired Life.
- D. Honorary.
- E. Associate.
- F. Individual or Corporate Sponsor.
- G. Special Members.

#### SECTION 2 - QUALIFICATIONS AND REQUIREMENTS

**Requirements for membership in the Association are:**

- A. **Annual.** Any member or former member of the Colorado National Guard may become a member of the Association upon application and payment of the prescribed annual dues. Members are entitled to vote, hold office, and participate in the insurance and benefits programs.
- B. **Life.** Any member or former member of the Colorado National Guard may become a life member of the Association upon application and payment of the prescribed lifetime dues. Life members are entitled to vote, hold office, and participate in the insurance and benefits

programs. Life membership in the National Guard Enlisted Men's Association of Colorado or the National Guard Association existing prior to 1 January 1984 shall be honored by this Association with no additional fees required. Life members from other states may be accepted by this Association upon equalization of states dues.

- C. **Retired Life.** Any member who leaves service in the Colorado National Guard under honorable conditions, having twenty (20) or more years of military service, may become a retired life member of the Association upon application and payment of the prescribed dues. Retired life members are entitled to vote, hold office and participate in the insurance and benefits programs. If a retired life member reenters active Guard service, this membership is void for the active period and annual dues must be paid. The retired life membership shall be reinstated, without further payment of dues, when the member separates again from active Guard service.
- D. **Honorary.** The Board of Directors may, by majority vote, confer honorary membership upon military or civilians who have rendered outstanding service to the United States and the State of Colorado, and the National Guard of Colorado. Honorary members are not entitled to vote or hold office, but may participate in the insurance and benefits programs.
- E. **Associate.** The Board of Directors may, by majority vote, confer associate membership to individuals not otherwise qualified in other membership categories. Associate members may apply for membership and pay dues, but are not entitled to vote or hold office. Associate members may participate in the insurance and benefits programs if eligible.
- F. **Individual or Corporate Sponsor.** The Board of Directors may, by majority vote, confer membership to any individual or corporation without payment of dues after making a contribution, gift, or bequest to the Association. The criteria for becoming a Sponsor Member and the benefits bestowed upon them shall be established on an annual-basis by the President with the advice of the Executive Director, and with the approval of the Board of Directors. Sponsor members are not entitled to vote, hold office or participate in the insurance or benefits programs.
- G. **Special Members.** Any member of an active component of the Armed Forces, assigned or attached as advisor, liaison, or other full-time position with the Colorado National Guard may upon application and payment of the prescribed dues become a member of the Association. Special members are not eligible to vote, hold office, or participate in the insurance or benefits programs.

### SECTION 3 - MEMBERSHIP LIMITATIONS

At least seventy-five percent (75%) of all members must be annual, life, or retired life members of the Association.

### SECTION 4 - DUES/FEES AND ASSESSMENTS

The dues required for membership in the Association are fixed by the Board of Directors and reported to the association membership on an annual basis. The dues amount to the sum of the Annual (or Life) State and National Guard Association of the United States (NGAUS) or Enlisted Association of the National Guard of the United States (EANGUS) membership fees. Total dues for both the Association and the NGAUS or EANGUS shall be collected by the Treasurer of the Association, or designee, acting as an agent for NGAUS and EANGUS. After the initial dues have been paid, members will be billed at least thirty (30) days in advance of the next due date. A subscription to the NATIONAL GUARD (NGAUS) or NEW PATRIOT

(EANGUS) magazine shall be included as part of the national dues.

- A. **Annual.** Annual dues of the active members of the Association shall be graduated according to military rank of the members so that members in the lowest pay grade pay the least amount and each higher pay grade is assessed on an increasing, yet equitable, scale.
- B. **Life.** Life members of the Association shall be required to pay dues based upon a onetime flat rate. Life members of the Association shall be required to pay annual dues to the National Associations, unless they are Life members of NGAUS or EANGUS.
- C. **Retired Life.** Retired Life members of the Association shall be required to pay dues based upon a onetime flat rate. Life members of the Association shall be required to pay annual dues to the National Associations, unless they are Life members of NGAUS or EANGUS.
- D. **Honorary.** No payment of dues is required.
- E. **Associate.** Associate annual membership fees shall be set as a separate dues category, as described in Article III, Section 4. Associate Life membership dues are the same as Life membership dues.
- F. **Individual and Corporate Sponsor.** Sponsors pay no dues to the Association.
- G. **Special members.** Special annual and life membership dues are the same as Annual and Life membership dues.

#### SECTION 5 - MEMBERSHIP YEAR

- A. Officer membership year shall be the same as the NGAUS membership year.
- B. Enlisted membership year shall be the same as the EANGUS membership year.
- C. All memberships will begin on the first (1st) day of the month that initial dues are paid through the last day of the preceding month of the following calendar year.

#### SECTION 6 - TRANSFER OF MEMBERSHIP

Membership in the Association is not transferable or assignable. Upon the death, resignation, or removal of a member, such membership shall wholly cease and expire.

#### SECTION 7 - MEMBERSHIP TERMINATION

- A. Any member whose dues remain unpaid on the date the membership Year expires shall be deemed in arrears, and shall be suspended from membership in the Association until the arrears amount is paid. No suspended member shall be required to pay more than three (3) years of dues to secure reinstatement.
- B. The Board of Directors of the Association may, by two-thirds (2/3) vote and the return of any current dues received:
  - 1) Reject any application for membership; or
  - 2) After extending to the member a reasonable opportunity to present evidence on their behalf, terminate a membership.
- C. Membership is automatically terminated by:
  - 1) Failure or refusal to pay dues;
  - 2) Resignation; or
  - 3) Death.



## SECTION 8 - MEMBER PRIVILEGES

- A. Any voting member of the Association may, subject to the order of business, be:
  - 1) An Officer of the Association;
  - 2) A member of the Board of Directors;
  - 3) A member of a Standing Committee;
  - 4) A member of a Special Committee, and
  - 5) A delegate of any General Conference or Special Conference.
- B. Any member of the Association may, subject to the order of business, be recognized by the presiding Officer at any General or Special Conference of the Association.

## **ARTICLE IV OFFICERS AND EXECUTIVE COUNCIL**

### SECTION 1 - TITLES

**The Executive Council of the Association is comprised of the following five (5) voting Officers and four (4) non-voting members (also referred to as Officers of NGACO):**

- A. President
- B. Officer Vice President
- C. Enlisted Vice President
- D. Treasurer
- E. Secretary
- F. Executive Director (Non-Voting)
- G. Immediate Past President (Non-Voting, Advise Only)
- H. Legal Advisor (Non-voting, Advise Only)
- I. Military Heritage Advisor (Non-voting, Advise Only)

### SECTION 2 - DUTIES AND POWERS

#### A. PRESIDENT:

- 1) Is the presiding Officer at meetings of the Association, including meetings of the Board of Directors and the Executive Council, and is a member ex-officio of all committees except the Committee on Nominations
- 2) Takes appropriate action to assure accountability of duties for all other Officers, Directors, and committees.
- 3) Acts as the spokesperson for the Association.
- 4) Appoints the Executive Director, Legal Advisor, Military Heritage Advisor and within thirty (30) days of taking office, to be ratified by the Board of Directors.
- 5) Publishes a schedule of Board of Directors meetings through the next annual General Conference within thirty (30) days of assuming office (by newsletter and website).
- 6) Signs all contracts and obligations of the Association ratified by the Board of Directors.
- 7) Issues a call for a General Conference and when directed to do so by the Board of Directors, issues a call for a Special Conference of the Association, and make the necessary arrangements for such conferences.
- 8) Renders an annual report to the Association at the annual General Conference.

- 9) Has the authority to incur such incidental expenses as may be necessary for operation of the Association within limits set by the Board of Directors not to exceed two thousand five hundred dollars (\$2500.00) per month.
- 10) Appoints members of the Audit Committee as outlined in Article VIII, Section 4-J.
- 11) Directs the operations of the office of the Association and provides supervision for the employees of the organization.
- 12) Performs such other duties as are usually performed by the president of an organization, and as prescribed by these Bylaws and in accordance with the policies adopted in General or Special Conferences of the Association, and as assigned by the Board of Directors.

**B. OFFICER VICE PRESIDENT:**

- 1) Acts as the primary organizational liaison for NGAUS to ensure timely notification and arrangement for the Association delegation to attend the National Conference and provides NGAUS information through publications and the Association website.
- 2) Provides short-term support when necessary for any Officer, Director, or committee chair as directed by the President or Board of Directors.
- 3) Provides mentoring and facilitation for committees as directed by the President or Board of Directors.
- 4) Helps develop and chair special short-term committees and project teams as directed by the President or Board of Directors.
- 5) Assists Board of Directors in identifying and recruiting suitable committee members.
- 6) If the highest tenured Vice President, assumes President's duties in the absence of the President.
- 7) Performs other duties usually performed by the Vice President of an organization as prescribed by these Bylaws or assigned by the Board of Directors or President.

**C. ENLISTED VICE PRESIDENT:**

- 1) Acts as the primary organizational liaison for EANGUS, to ensure timely notification and arrangement for the Association delegation to attend the National Conference and disseminating EANGUS information through publications and the Association's website and newsletter.
- 2) Provides short-term support when necessary for any Officer, Director or committee chair, as directed by the President or Board of Directors.
- 3) Provides mentoring and facilitation for committees as directed by the President or Board of Directors.
- 4) Helps develop and chair special short-term committees and project teams, as directed by the President or Board of Directors.
- 5) Assists the Board of Directors in identifying and recruiting suitable committee members.
- 6) If the highest tenured Vice President, assumes President's duties in the absence of the President.
- 7) Performs other duties usually performed by the Vice President of an organization as prescribed by these Bylaws or assigned by the Board of Directors or President.

**D. TREASURER:**

- 1) Retains the custody of the Association's funds and securities.

- 2) Works with the office manager to keep a full and accurate account of receipts and disbursements in books belonging to the Association.
- 3) Works with the office manager to deposit all monies and other valuable effects in the name and to the credit of the Association in an institute insured by the U.S. Government or as assigned by the Board of Directors.
- 4) Works with the office manager to disburse the funds of the Association as directed by the Board of Directors, taking proper vouchers for such disbursements.
- 5) Works with the office manager to prepare and maintain the Association's financial books of account for audit, not more than ninety (90) days after the end of the fiscal year.
- 6) At least quarterly, renders to the Board of Directors an accounting of all transactions and of the Association's financial status.
- 7) Publishes an annual report of receipt and expenditures of the preceding year to the annual general conference.
- 8) Performs other duties usually performed by the Treasurer of an organization as prescribed by these Bylaws or assigned by the Board of Directors or President.

**E. SECRETARY:**

- 1) Recording Officer of the organization.
- 2) Creates the agenda prior to each Board of Directors meeting, as directed by the President.
- 3) At least five (5) days prior to each Board of Directors meeting, provides a reminder of the meeting, distributes the previous meeting minutes, and the meeting agenda to all members of the Board of Directors and others, as directed by the President.
- 4) Is responsible for the records of the Association.
- 5) Performs other duties usually performed by the Secretary of an organization as prescribed by these Bylaws or assigned by the Board of Directors or President.

**F. EXECUTIVE-DIRECTOR:**

The Executive Director is a non-voting Officer selected by the President (ratified by the Board of Directors) and serves at the pleasure of the organization. The Executive Director may function as an official representative of the Association in all day-to-day activities. Shall perform such duties and functions as assigned by the President or Board of Directors.

**G. IMMEDIATE PAST PRESIDENT:**

The Immediate Past President shall offer advice to newly appointed Directors and provide mentoring and facilitation for committees as directed by the President or Board of Directors. There are no voting privileges with this position; attendance is requested at all Board of Directors meetings and Executive Council meetings.

**H. LEGAL ADVISOR**

The Legal Advisor is a non-voting Officer appointed annually by the President and ratified by the Board of Directors. The Legal Advisor may not be combined with other voting positions in the Association. Duties include:

- 1) Advises the Executive Council and Board of Directors on legal matters pertaining to business conducted on behalf of the Association.
- 2) Advises NGACO members on legal matters relating to any aspect of their involvement in the Association.
- 3) Advises NGACO members on issues pertaining to compliance with these Bylaws.

4) Advises NGACO members on issues pertaining to recommended Bylaws changes.

I. MILITARY HERITAGE ADVISOR

- 1) Promote military heritage through public forums and articles included in the Association's newsletter and on the Association's website.
- 2) Support the Army and Air National Guard in preserving and displaying their heritage.

SECTION 3 - ELECTION OF EXECUTIVE COUNCIL

Elected members of the Executive Council of the Association shall be elected by a majority vote at the General Conference of the Association. Nominees shall be given an opportunity to briefly address the assembly prior to voting. If a nominee for an office of the Association fails to receive the majority of the votes, a run-off vote shall be taken on the two (2) nominees who received the most votes.

- A. **The President** shall be elected each year by majority vote of the members at the annual General Conference. It is desirable that nominees have served at least one (1) year on the Board of Directors or two (2) years on a committee.
- B. **The Vice Presidents** shall be elected every two (2) years by a majority vote of the members at the annual General Conference. It is desirable that the nominees have served at least one (1) year on either the Board of Directors or on a committee.
  - 1) The Officer Vice President will be elected in even-numbered years.
  - 2) The Enlisted Vice President will be elected in odd-numbered years.
- C. **The Treasurer** shall be elected by a majority vote of the members at the annual General Conference on odd-numbered years. It is desirable that nominees have served at least one (1) year on either the Board of Directors or on a committee. It is desirable that the Treasurer's term be limited to two (2) consecutive terms.
- D. **The Secretary** shall be elected by a majority vote of the members at the annual General Conference on even-numbered years.
- E. **The Immediate Past President, Executive Director, Legal Advisor, and Military Heritage Advisor** are not elected Officers.

SECTION 4 - TENURE

- A. The President, Officer Vice President, Enlisted Vice President, Treasurer, and Secretary of the Association shall be elected during the annual General Conference and sworn in prior to the conclusion of the annual General Conference.
- B. The Legal Advisor shall be chosen by the President within thirty (30) days after the annual general conference to be ratified by the Board of Directors, to serve one (1) year.
- C. Unless terminated or removed from office as provided by these Bylaws, the President shall hold office for a period of one (1) year or until a successor in office is duly elected and installed and the Vice Presidents shall hold office for two (2) years or until a successor in office is duly elected and installed.
- D. Unless terminated or removed from office as provided by these Bylaws, the Treasurer and Secretary shall hold office for a period of two (2) years, or until a successor in office is duly elected and installed.

## SECTION 5 - TERMINATION OF TENURE

- A. Tenure in office is terminated by death; or by resignation which shall be tendered to and accepted by the Board of Directors.
- B. An Officer may be removed from office by a two-thirds (2/3) vote of the Board of Directors or by a two-thirds (2/3) vote of the delegates at a General or Special Conference, if it is determined that an Officer is unable to fulfill the duties of the office due to physical or mental disability, inefficiency, non-attendance at Board of Directors or committee meetings, his/her conduct is detrimental to the Association, or any other sufficient cause.

## SECTION 6 - NOMINATION OF EXECUTIVE COUNCIL

The sub-committee on Nominations shall prepare a slate of eligible members to fill Officer positions as outlined in Article VIII, Section 5(B).

## SECTION 7 - EXPENDITURES

If the President is not available, two (2) of the remaining Officers, in concurrence with one another, may incur such incidental expenses as may be necessary for operation of the Association within the limits set by the Board of Directors, not to exceed two thousand five hundred dollars (\$2500.00) per month. The officers may indicate their approval by either signing the request, providing written approval, or via electronic mail with an electronic signature attached.

# **ARTICLE V BOARD OF DIRECTORS**

## SECTION 1- COMPOSITION

**The composition of the Board of Directors of the Association shall be:**

- A. The Executive Council as set forth in Article IV of these Bylaws.
- B. Eight (8) other voting members shall be:
  - 1) Air Legislative Directors
  - 2) Army Legislative Director
  - 3) Air Membership Director
  - 4) Army Membership Director
  - 5) Retiree Director
  - 6) Company Grade Officer Director
  - 7) Rising Six Director
  - 8) Conference & Events Director
- C. Non-voting members shall be the Executive Director, Legal Advisor, and the Immediate Past President, or any other Association member without voting privileges.

## SECTION 2 - DUTIES AND POWERS

- A. Directors shall be responsible for developing and ensuring compliance with the duties of their assigned committees as fulfilled as outlined in Article VIII, Section 4. **In aggregate, the Board of Directors shall:**
  - 1) Perform duties, not already assigned to the Officers of the Association, usually performed by a member on a similar organization's Board of Directors.

- 2) Be official representatives of the Association in dealing with other organizations and/or businesses. Financial commitments, arrangements, or contracts shall be made for and on behalf of the Association and shall be binding as an act and deed of the Association.
  - 3) Act as the governing body of the Association in accordance with the policies adopted in the General or Special Conferences of the Association.
  - 4) Approve the facilities and related arrangements for general conferences.
  - 5) Have full authority to establish policies of the Association.
  - 6) Employ a headquarters staff whose duties, tenure, salary, and responsibilities shall be prescribed in a written agreement and approved by two-thirds (2/3) vote of the Board of Directors.
  - 7) Review and revise the annual Association budget presented by the Executive Council and approve the expenditure of funds as set forth in the budget.
  - 8) Elect by majority vote a successor from the present Board of Directors to serve the unexpired term in the event of a vacancy in the office of the President, Vice President, Secretary, or Treasurer.
  - 9) Elect by a majority vote a successor from the membership at-large to serve the unexpired term in the event of a vacancy in the Board of Directors occupied by other than an Officer of the Association.
  - 10) Control funds, financial obligations, and property consistent with the purpose of the Association as set forth in these Bylaws.
  - 11) Approve or disapprove by majority vote all applicants for honorary, associate, sponsor, or special Association membership.
  - 12) Terminate the membership of any member by a two-thirds (2/3) vote in accordance with Article II, Section 7 of these Bylaws.
  - 13) Remove from office any Officer or Director of the Association as provided by Article IV, Section 5 and Article V, Section 5 of these Bylaws.
  - 14) Convene at the call of the President of the Association, or upon the written demand signed by a majority of the Board of Directors.
  - 15) Perform additional duties and exercise additional powers as are specifically granted in, or required by, the Articles of incorporation and the Bylaws of the Association.
  - 16) in addition to the annual audit set forth in Article XI, Section 2 of these Bylaws and in the best interest of the Association, order an audit of the Association's finances to be conducted by a Certified Public Accountant, if deemed necessary by the Board of Directors.
- B. **The Air and Army Legislative Directors** are responsible for developing, maintaining and Co-Chairing the Legislative Committee. Each committee will consist of at least one NGAUS and one EANGUS member willing to represent NGACO during the resolutions committee meetings at the national conferences.
- C. **The Air and Army Membership Directors** are responsible for developing, maintaining, and Co-Chairing the Membership, Benefits, and Communications Committee.
- D. **The Retiree Director** is a voting member of the Membership, Benefits, and Communications Committee. Will serve as an ambassador to retired members of the Association and will develop/oversee programs that aid in retiree involvement, foster open forums/opinion gatherings and member recruitment programs.
- E. **The Company Grade Officer (CGO) Director** is a voting member of the Membership,

Benefits, and Communications Committee. Will serve as ambassadors to CGO members of the Association and will develop/oversee programs to include professional development programs, member open forums/opinion gatherings, and member recruitment programs.

- F. **The Rising Six (R-6) Director** is a voting members of the Membership, Benefits, and Communications Committee. Will serve as ambassadors to R-6 members of the Association, and will develop/oversee programs to include professional development programs, member open forums/opinion gatherings and member recruitment programs.
- G. **The Conference and Events Director** is responsible for developing and maintaining the Conference and Events Committee, and Sub-Committees for Nominations; Credentials and Rules; and Time and Place.

### SECTION 3 - ELECTIONS

**Except as provided in Section 5 of this Article, the Board of Directors shall be elected as follows:**

- A. Members of the Board of Directors must be elected, except for the Executive Director, Legal Advisor, Previous Past President, and Military Heritage Director.
- B. "One-third (1/3) Rule" - To ensure a well-rounded representation of membership:
  - 1) Each service lineage, Army and Air, should have at least four (4) elected members on the Board of Directors.
  - 2) Each rank structure, Officer and Enlisted, should have at least four (4) elected members on the Board of Directors.
- C. Directors shall be elected at the Annual Conference, one position at a time, in the order listed under Article V, Section 1(B).
- D. When vacancies on the Board of Directors are filled by the Board of Directors, the "One-third (1/3) Rule" should also be adhered to in a similar way, if possible.

### SECTION 4 - TENURE

- A. Tenure for Association Officers shall be as set forth in Article IV, Section 4 of these Bylaws.
- B. The following Directors serve two (2) year terms and are elected at the General Conference during even years:
  - 1) Air Legislative Director
  - 2) Air Membership Director
  - 3) Conference and Events Director
  - 4) Rising Six Director
- C. The following Directors serve two (2) year terms and are elected at the General Conference during odd years:
  - 1) Army Legislative Director
  - 2) Army Membership Director
  - 3) Retiree Director
  - 4) Company Grade Officer Director

### SECTION 5 - TERMINATION OF TENURE

- A. Tenure in office is terminated by death; or by resignation which shall be tendered to and accepted by the Board of Directors.

- B. Any member shall be removed from office by a two-thirds (2/3) vote of the Board of Directors, if it is determined that the member is unable to fulfill the duties of the office due to physical or mental disability, ineffectiveness, non-attendance at Board of Directors meetings, his/her conduct is detrimental to the Association or any other sufficient cause.
- C. Any member shall vacate their present position if elected to another position on the Board of Directors.

#### SECTION 6 - QUORUM

A quorum of the Board of Directors shall consist of a simple majority, fifty percent (50%) plus one (1) of filled, voting Board of Directors members in attendance or present through proxy.

#### SECTION 7 - MEETINGS

- A. At a minimum, the Board of Directors shall meet bi-monthly at times and dates scheduled by the President within thirty (30) days of assuming office. At least five (5) days prior to meetings, a "reminder" notice to include a business agenda shall be given to the Board of Directors by the Secretary or Office Manager.
- B. An Officer or Director not attending a Board of Directors meeting may assign a proxy vote to another attending, voting member of the Association. Each proxy must be in writing and must be delivered to the Secretary at the beginning of each meeting. Each Director may only have two (2) proxy votes at each meeting.
- C. The Secretary, working with the Office Manager, shall ensure a notice of scheduled meetings is posted on the Association's website.

### **ARTICLE VI CONFERENCES**

#### SECTION 1- GENERAL CONFERENCES

A General Conference of the Association shall be convened annually, upon the call of the President, and may be referred to as the Annual or General Conference. A thirty (30) day membership notification is required with full disclosure of all general issues to be voted upon at the conference.

#### SECTION 2 - SPECIAL CONFERENCES

A Special Conference of the Association shall be convened when required upon the call of the President or by a majority vote of the Board of Directors. A thirty (30) day membership notification is required with full disclosure of the content of the conference.

#### SECTION 3 - REPRESENTATION

- A. Representation of the Association at a General or Special Conference is by presence of the members. All members of the Association shall be entitled to attend the General Conference of the Association. All voting members shall be entitled to introduce, second, and speak to motions from the floor for the General Conference of the Association.
- B. Only annual, life, or retired life members are entitled to vote.



#### SECTION 4 - QUORUM

At a General or Special conference of this Association, a quorum for the purpose of transacting business, shall be constituted by the paid membership attending in person or by proxy and/or absentee balloting, provided members receive sufficient notice as required by Article VI, Sections 1 and 2 of these Bylaws.

### **ARTICLE VII DELEGATES TO NATIONAL CONFERENCES**

#### SECTION 1- DELEGATE PRIORITY

Delegates to National Conferences shall be based upon the number authorized by the NGAUS or EANGUS and **will be chosen in the following priority:**

- A. Officers of the Association.
- B. Members of the Board of Directors.
- C. Members of a Standing Committee of the Association.
- D. Members of the Association, appointed by the President, with the consent of the Board of Directors.
- E. Members of the Association, who have been appointed members of a National Standing Committee, National Conference Committee or National Special Committee.

#### SECTION 2 - FINAL SELECTION

The final selection of delegates will be made by the President, with the advice and consent of the Board of Directors.

#### SECTION 3 - COMPENSATION

The Board of Directors may compensate delegates, alternates, and other participants to the National Conference in an amount they deem reasonable.

### **ARTICLE VIII COMMITTEES**

#### SECTION 1- COMMITTEES INDEX

To enable the Association to better achieve its purpose and handle its business affairs, the Directors shall develop the Standing Committees to which they are assigned as outlined in Article VIII, Section 4. Appointment of committee members shall be made with intent towards fair and equal representation of the membership. Each committee shall choose a Chairperson and Vice Chairperson, keep a record of committee activity, and render reports and information to the Board of Directors, through the newsletter, the website, and to the membership at the General Conference. **The Standing Committees are:**

- A. Executive Council
- B. Legislative Committee
- C. Membership, Benefits, and Communications Committee
- D. Audit Committee

- E. Conference and Events Committee
  - 1) Sub-Committee on Credentials and Rules
  - 2) Sub-Committee on Nominations
  - 3) Sub-Committee on Time and Place

## SECTION 2 - COMMITTEE POWERS

All committees shall serve in the capacity of advisors to the Board of Directors, and facilitators of their outlined objectives. Any resolution, recommendation, and/or suggestion made by a committee may be accepted, rejected, and/or altered by the Board of Directors. No committee shall have the authority to spend money, commit the Association to the expenditure of funds, or dispose of Association property or assets without prior authorization of the Board of Directors.

## SECTION 3 - COMMITTEE TENURE

Each committee so appointed shall exist for the period of two (2) years in conjunction with the assigned Director on the committee, except the Audit Committee. Member of the Audit Committee serve for one (1) year.

## SECTION 4 - STANDING COMMITTEES RESPONSIBILITIES

- A. **The Executive Council** shall consist of the President as Chairperson, Officer Vice President, Enlisted Vice President, Treasurer, Secretary, Executive Director (as- a non-voting member), Immediate Past President (as a non-voting advisory member), Legal Advisor (as a non-voting advisory member), and others by invitation. **The Executive Council shall:**
  - 1) Hold the power to enter into contracts, financial commitments, arrangements, and hire employees on behalf of the Association with approval by the Board of Directors.
  - 2) Manage/Administer the State Sponsored Life Insurance (SSLI) program on behalf of the Association.
  - 3) Be responsible for developing Bylaw changes, strategic planning, and other issues of a strategic nature.
  - 4) Review the annual budget and revise, amend, or modify it as necessary and recommend its adoption to the Board of Directors.
  - 5) Consider requests for extraordinary or unforeseen expenditures not provided for in the annual budget and, if deemed warranted, recommend approval to the Board of Directors.
  - 6) Work with the office staff to establish and maintain a professional website for the Association, its members, and its sponsors.
  - 7) Work with the office staff to prepare letters, newsletters, and other forms of correspondence as necessary to communicate the activities and events of the Association to its members and sponsors.
  - 8) Meet, at a minimum, each quarter of the year.
- B. **Legislative Committee**, the highest tenured Legislative Director (Army or Air) shall chair the Legislative Committee. The lower tenured Legislative Director shall chair the committee in the absence of the highest tenured Legislative Director. The Legislative Committee consists of the Air and Army Legislative Directors, Joint Legislative Representative, State

Legislative Representative, Executive Director (as a non-voting member), and those numbers of members of the Association appointed by the Legislative Directors to serve at the pleasure of the Board of Directors. **The Legislative Committee shall:**

- 1) Develop and recommend to the Board of Directors the Association legislative policy.
- 2) Develop legislative strategy to influence policy which will increase the efficiency and promote the welfare of the Army National Guard and Air National Guard.
- 3) Draft appropriate resolutions or review resolutions submitted by the membership.
- 4) Implement local, state, and national level Association-approved legislative policies.
- 5) Gather and develop resolutions for consideration by members at the General Conference.
  - a) Provide education and instruction to all members and conference attendees about the resolutions process protocol.
  - b) Consider each resolution referred to the Association, revise or modify resolutions only to the extent of clarification, and recommend all resolutions for adoption or rejection unless withdrawn by the sponsoring member.
  - c) Ensure resolutions are provided in writing to the Board of Directors thirty (30) days prior to the General Conference, unless the President waives this requirement.
  - d) Consider resolutions submitted from the floor of the Conference with the provision that, if accepted, the Legislative Committee has the responsibility to research, review, and clarify intent of the resolution prior to submission to the respective entities.
  - e) Develop a process to consider resolutions that is expedient, but also gives conference attendees an opportunity to debate resolutions to a reasonable extent.

C. **Membership, Benefits, and Communications Committee** shall be co-chaired by the Air Membership and Army Membership. The committee should include at least one (1) officer, one (1) warrant officer, one (1) enlisted member, one (1) retiree, and those members of the Association required to fulfill the obligations of the committee and to serve at the pleasure of the Board of Directors. The Committee members shall be members of the Association and are appointed the respective directors. **The Membership, Benefits, Communications Committee shall:**

- 1) Develop and implement recruiting, retention, benefits, and professional development programs that will provide an opportunity for all members of the Colorado National Guard and retirees to join, participate, and grow professionally as members of the Association.
- 2) Develop Unit NGACO Representatives, keeping them informed to enhance communication and promote membership to unit members.
- 3) Ensure the interests of retirees are addressed by the Association.
- 4) Establish benefits and award programs consistent with the overall goals of the Association and recommend award recipients to the Board of Directors.
- 5) Support the Scholarship Foundation.
- 6) Develop, implement, and/or recommend to the Board of Directors policies that will promote goodwill and positive visibility of the Association with its members and the public.
- 7) Work with the office staff to prepare letters, newsletters, and other forms of correspondence as necessary to communicate the activities and events of the Association to its members and sponsors.

- D. **The Audit Committee** shall consist of at least two (2) members of the Association appointed by the President, who are not members of the Board of Directors. **The Audit Committee shall:**
- 1) Perform and audit of the Association's financial books, records, and procedures and issue a report to the Board of Directors.
  - 2) Immediately upon discovery, report discrepancies deemed serious in nature to all members of the Board of Directors in writing.
- E. **The Conference and Events Committee** shall consist of the Conference and Events Director and those members of the Association appointed by the Conference and Events Director or the President to serve at the pleasure of the Board of Directors. **The Conference and Events Committee shall:**
- 1) Develop and oversee social and business events including the annual General Conference, as directed by the President or Board of Directors.
  - 2) Appoint special Staff Officers (i.e., Chaplain, Parliamentarian, Sergeant-At-Arms) incidental to the conduct of General and Special Conferences, with the approval of the President.
  - 3) Facilitate the General Conference and Special Conference Sub-Committees as outlined in Section 5 through the Credentials and Rules, Nominations, and Time and Place Sub-committees.

SECTION 5 - GENERAL CONFERENCE AND SPECIAL CONFERENCE SUB-COMMITTEES:

- A. **The Sub-Committee on Credentials and Rules** consists of not more than five (5) members of Association, approved by the President, to serve during a General or Special Conference of the Association or until discharged by the Conference. **The Sub-Committee on Credentials and Rules shall:**
- 1) Subject to an appeal during the General or Special Conference concerned, rule on the credentials of each member to a General or Special Conference of the Association.
  - 2) Ensure each member of the voting body of a General or Special Conference of the Association is provided with appropriate identification.
  - 3) Render a report to each General or Special Conference of the Association, Including:
    - a) A list of the members of the voting body.
    - b) A list of the ex-officio members of the conference concerned.
    - c) A recommendation concerning any special rules to be adopted by the Conference concerned.
- B. **The Sub-Committee on Nominations** consists of three (3) members of the Association who represent a cross-section of the membership, approved by the President of the Association, none of whom may be members of the Board of Directors, to serve during a General Conference or until discharged by the Conference and not later-than ninety (90) days prior to the date of the annual conference. **The Sub-Committee on Nominations shall:**
- 1) Convene on the first day of a General Conference which is required to elect Officers of the Association.
  - 2) Prepare a slate of nominations consisting of the names of eligible members of the

- Association for each office required to be filled by the General Conference; and gain consent of the members nominated. Report to the members, the name, rank, and organization of the members recommended to be placed in nomination.
- 3) Prepare a slate of nominations for any vacancies on the Board of Directors required to be filled by the members of the Association.
  - 4) Render an annual report to the Association.
- C. **The Sub-Committee on Time and Place** consists of a Chairperson and one (1) member each from the Army and Air National Guard, appointed by the President of the Association, to serve during a General Conference or until discharged by the Conference. **The Sub-Committee on Time and Place shall:**
- 1) Consider options for the time and place of a succeeding General Conferences, at least one (1) year into the future, that have been certified to the Sub-Committee by the Board of Directors of the Association as meeting the criteria established by the Board of Directors.
  - 2) From among those options submitted to the Sub-Committee by the Board of Directors, report to the Conference its choice in respect to the time and place of any succeeding General Conference.

## **ARTICLE IX PARLIAMENTARY AUTHORITY**

The rules contained in the most current edition of Robert's Rules of Order (Revised) shall govern the Association in all cases to which they are applicable except where modified by these Bylaws or by rules established by a General or Special Conference

## **ARTICLE X VOTING**

### SECTION 1- GENERAL

Except as otherwise provided by these Bylaws, the method of voting shall be by a General or Special Conference or committee of the Association as determined by the Presiding Officer or Chairperson thereof or by a majority vote of the convening body. Proxy and/or absentee balloting may be utilized. Each Association member attending the General or Special Conference shall be allowed to have a maximum of five (5) proxy votes.

### SECTION 2 - GENERAL CONFERENCE AND SPECIAL CONFERENCE

At a General Conference or Special Conference of the Association, the voting body shall consist of the accredited Association members. Each member of the voting body shall, when present, except as otherwise provided in these Bylaws, be entitled to one (1) vote on each matter acted upon by the Conference.

- A. Upon demand of five (5) or more members, the presiding Officer shall order a vote by roll call of the members.
- B. In the event of a vote by roll call, each member shall be entitled to one (1) vote.

## **ARTICLE XI FISCAL**

### SECTION 1 - FISCAL YEAR

The fiscal year of the Association begins on 1 January and ends on 31 December.

### SECTION 2 - AUDITS

The Audit Committee shall audit the Association records and finances in conjunction with the first year of the incoming treasurer (independently thereafter) and render a report to the Association and the Board of Directors. Audits will be conducted every two years with an external audit no more than every five years.

### SECTION 3 - FUNDS

**Funds of the Association shall be:**

- A. Deposited in the name of the Association in a bank or similar institution designated by the Board of Directors.
- B. Separated into accounts approved by the Board of Directors.
- C. Invested in accordance with the objectives of the Association and as approved by the Board of Directors.
- D. Used to promote the purpose and intentions of the Association.

### SECTION 4 - EXPENDITURES

**Bills, claims, and expenditures of the Association shall be:**

- A. Paid in accordance with the approved budget and procedures.
- B. For a non-budgeted item, the expenditure must be approved by the Board of Directors.

### SECTION 5 - PROPERTY

Personal property acquired by the Association shall be held in the name of the Association and remain under the direction of the Board of Directors. Real property acquired by the Association shall be subject to the provisions of the Articles of incorporation and the Bylaws of the Association, and held subject to the applicable terms and conditions.

### SECTION 6 - CONTRACTS

The Board of Directors has authority to approve contracts on behalf of the Association. Contracts shall be executed in the name of the Association and shall be signed by the President.

## **ARTICLE XII WAR OR NATIONAL EMERGENCY**

### SECTION 1 - WHEN ARTICLE INVOKED:

This Article, when invoked, shall take precedence over any conflicting provision of the Bylaws of the Association. **This Article may be invoked by majority of the Board of Directors in the event of:**

- A. War.

- B. National Emergency.
  - 1) Proclaimed by the President of the United States.
  - 2) Declared by the Congress of the United States.

**SECTION 2 - TENURE AND FILLING VACANCIES:**

**On and after the date of invocation of this Article:**

- A. Subject to the provisions of these Bylaws, the tenure in office of each Officer of the Association is, if so determined by a majority vote of the Board of Directors of the Association, extended for the duration of the War or National Emergency for six (6) months thereafter or until the Board of Directors, by majority vote, determines that this Article shall no longer remain in effect.
- B. In the event of a vacancy on the Board of Directors, other than an Officer of the Association, the Board of Directors shall elect thereto, by majority vote, a member of the Association from the full membership to serve the unexpired period of tenure.
- C. In the event of a vacancy in the office of President of the Association, the Board of Directors shall elect to the office of President, by majority vote, a member of the existing Board of Directors.
- D. In the event of a vacancy in the office of Vice President, Secretary, or Treasurer of the Association, the Board of Directors shall elect to that office, by majority vote, a member of the Association.
- E. A member of the Board of Directors elected to be an Officer of the Association vacates his original seat on the Board of Directors.
- F. The Board of Directors may suspend the operation of any provision of the Bylaws.

**ARTICLE XIII  
AMENDMENTS**

**SECTION 1 - BY TWO THIRDS (2/3) VOTE**

These Bylaws may be amended at a General or Special Conference of the Association by a two-thirds (2/3) vote of the members of the Association present. An amendment may be proposed by a member of the Association and shall be submitted in writing to the Executive Council at least thirty (30) days prior to the date set for the convening of the Conference at which the proposed amendment is to be considered. The Secretary shall make copies of the proposed amendment(s) submitted by or to the Executive Council prior to the date set for the convening of each Conference. A member of the Executive Council shall render a report to such conference, with such recommendations concerning the proposed amendment(s) as the Executive Council may see fit.

**SECTION 2 - BY UNANIMOUS VOTE**

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

**SECTION 3 - EFFECTIVE DATE**

Unless otherwise provided, an amendment of the Bylaws shall be effective upon the

adjournment of the General or Special conference that adopted it.

#### SECTION 4 - TECHNICAL ALTERATIONS

Technical alterations and corrections of these Bylaws may be made by the Board of Directors at its discretion, subject to the authority of the next succeeding annual meeting of the Association to reject or approve the same.

### **DEFINITIONS**

#### **For the purposes herein:**

- A. "Association" means the National Guard Association of Colorado, Inc.
- B. "Annual State Convention" and "General Conference" are used interchangeably. "Shall" is used in an imperative sense.
- C. "Majority vote" means and includes a majority of the legal votes.
- D. "May" is used in a permissive sense.
- E. "May not" is used in a prohibitive sense.
- F. "Member" means any class of member.
- G. "Should" is used in the recommended, but not imperative, sense.
- H. "Two-thirds (2/3)-vote" means and, includes two-thirds (2/3) of the legal votes cast.
- I. "Voting member" is a member in good standing with current dues paid and approved by the Board of Directors.