

BYLAWS

NATIONAL GUARD ASSOCIATION OF COLORADO, INC.

Approved by General Conference

27 April 2024

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-seventh day of April 2024.

Michael J. Willis

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:**

1. To promote and support adequate State and National security.
2. 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.
3. To promote a sense of camaraderie and esprit de corps among all National Guard Service Members.
4. To develop and present to all citizens of Colorado, true information and knowledge about the Army and Air National Guard.
5. To perpetuate the Colorado National Guard, its heritage, and its spirit.
6. To promote better understanding and cooperation between the active armed forces and all reserve components.
7. 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.
8. 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.
9. To provide entertainment, care, and assistance to the hospitalized veterans and members of the United States Armed Forces.
10. To carry on programs to perpetuate the memory of deceased veterans and members of the United States Armed Forces and to comfort their survivors.
11. To conduct programs for religious, charitable, scientific, literary, or educational purposes.
12. To sponsor or participate in activities of a patriotic nature.
13. All other lawful objectives within the scope of a non-profit organization.

SECTION 3 - POWERS

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

1. Receipt and collection of dues.
2. Acceptance of contributions.
3. Acquisition of property (both real & personal) by purchase, gift, devise, bequest, or lease.
4. Investment of funds.
5. Execution, performance or cancellation, and rescission of contracts.
6. Sponsorship of group insurance for its members and their dependents.
7. Sponsorship of a group benefits program for its members.
8. 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:

1. Annual (officers, enlisted, retired, separated – not retired).
2. Life (officer life active, officer digital life, EANGUS, separated – not retired).
3. Retired Life (officer life retired, annual retired officers, enlisted retired).
4. Honorary.
5. Associate.
6. Individual or Corporate Sponsor.
7. Special Members.
8. Complimentary newly commissioned officers (NGAUS).
9. Complimentary newly enlisted (EANGUS).

SECTION 2 - QUALIFICATIONS AND REQUIREMENTS

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

1. **Annual (officer, enlisted, retired, separated - not retired).** 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.
2. **Life (officer life active, officer digital life, EANGUS, separated - not retired).** 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 1January 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.
3. **Retired Life (officer life retired, Annual retired officers, Enlisted retired)**. 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.
4. **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, the State of Colorado, and the National Guard of Colorado. Honorary members do not pay dues; are not entitled to vote or hold office but may participate in the insurance and benefits programs.
5. **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.
6. **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.
7. **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.
8. **Complimentary Members**. Newly commissioned officers (to include direct commissioned) will receive a complimentary one-year annual membership with voting rights.
9. **Complimentary Members**. Newly enlisted members (EANGUS) will receive a complimentary one-year annual membership with voting rights.

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 office staff through either auto renewal or check, or designee, acting as an agent for NGAUS and EANGUS. After the initial dues have been paid, reminders are automated by office staff 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 (but not with digital memberships).

1. **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.
2. **Life.** Life members of the Association shall be required to pay dues based upon a one-time 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.
3. **Retired Life.** Retired Life members of the Association shall be required to pay dues based upon a one-time 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.
4. **Honorary.** No payment of dues is required.
5. **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.
6. **Individual and Corporate Sponsor.** Sponsors pay no dues to the Association.
7. **Special members.** Special annual and life membership dues are the same as Annual and Life membership dues.

SECTION 5 - MEMBERSHIP YEAR (Annual Membership)

1. Officer membership year shall be the same as the NGAUS membership year (calendar year Jan-Dec).
2. Enlisted membership year shall be the same as the EANGUS membership year (based on day joined 15 January XXXX – 14 January following year).

SECTION 6 - TRANSFER OF MEMBERSHIP

A. Transfer of membership is not automatic. Transfer of membership is based upon the member’s choice. NGAUS is member’s approval; EANGUS is member and receiving state’s approval.

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

SECTION 7 - MEMBERSHIP TERMINATION

A. If a member fails to renew their annual membership, they are dropped/terminated.

B. Membership is automatically terminated in Colorado by:

1. Failure or refusal to pay dues.
2. Resignation.
3. Death, or
4. Transfer to another state upon member’s request.
5. The Board of Directors of the Association may, by two-thirds (2/3) vote to remove any member for cause.
6. Paid dues will not be refunded.
7. The person removed from the association may submit an appeal.

SECTION 8 - MEMBER PRIVILEGES

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

1. President (Voting)
2. Officer Vice President (Voting)
3. Enlisted Vice President (Voting)
4. Treasurer (Voting)
5. Secretary (Voting)
6. Executive Director (Non-Voting)
7. Immediate Past President (Non-Voting, Advise Only)
8. Legal Advisor (Non-voting, Advise Only)
9. Military Heritage Advisor (Non-voting, Advise Only)

SECTION 2 - DUTIES AND POWERS

1. PRESIDENT:
2. 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.
3. Takes appropriate action to ensure accountability of duties for all other Officers, Directors, and committees.
4. Acts as the spokesperson for the Association.
5. 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.
6. 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).
7. Signs all contracts and obligations of the Association ratified by the Board of Directors.
8. 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.
9. Renders an annual report to the Association at the annual General Conference.
10. 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.
11. Appoints members of the Audit Committee as outlined in Article VIII, Section 4-D (change pending audit update information).
12. Has the final vote in case of tie breaker votes in board meetings.
13. 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 Conference or Special Conferences of the Association, and as assigned by the Board of Directors.
14. OFFICER VICE PRESIDENT:
15. 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.
16. Provides short-term support when necessary for any Officer, Director, or committee chair as directed by the President or Board of Directors.
17. Provides mentoring and facilitation for committees as directed by the President or Board of Directors.
18. Helps develop and chair special short-term committees and project teams as directed by the President or Board of Directors.
19. Assists Board of Directors in identifying and recruiting suitable committee members.
20. If the highest tenured Vice President, assumes President's duties in the absence of the President.
21. 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.
22. ENLISTED VICE PRESIDENT:
23. 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.
24. Provides short-term support when necessary for any Officer, Director, or committee chair, as directed by the President or Board of Directors.
25. Provides mentoring and facilitation for committees as directed by the President or Board of Directors.
26. Helps develop and chair special short-term committees and project teams, as directed by the President or Board of Directors.
27. Assists the Board of Directors in identifying and recruiting suitable committee members.
28. If the highest tenured Vice President, assumes President's duties in the absence of the President.
29. 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.
30. TREASURER:
31. Retains the custody of the Association's funds and securities.
32. Works with the office manager to keep a full and accurate account of receipts and disbursements in books belonging to the Association.
33. 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.
34. 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.
35. 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.
36. At least quarterly, renders to the Board of Directors an accounting of all transactions and of the Association's financial status.
37. Publishes an annual report of receipt and expenditures of the preceding year to the annual General Conference.
38. Serves as Chair of the Investments Committee.
39. 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.
40. SECRETARY:
41. Recording Officer of the organization.
42. Creates the agenda prior to each Board of Directors meeting, as directed by the President.
43. 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.
44. Is responsible for the records of the Association.
45. 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.
46. EXECUTIVE-DIRECTOR:
47. 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.
48. Directs the operations of the office of the Association and provides supervision for the employees of the organization.
49. IMMEDIATE PAST PRESIDENT:

The Immediate Past President is non-voting officer that shall offer advice to newly appointed Directors and provide mentoring and facilitation for committees as directed by the President or Board of Directors. Attendance is requested at all Board of Directors meetings and Executive Council meetings.

1. 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. Is a non-voting advisor.
2. Promote military heritage through public forums and articles included in the Association's newsletter and on the Association's website.
3. 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.

1. **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.
2. **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.
3. The Officer Vice President will be elected in even-numbered years.
4. The Enlisted Vice President will be elected in odd-numbered years.
5. **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.
6. **The Secretary** shall be elected by a majority vote of the members at the annual General Conference on even-numbered years.
7. **The Immediate Past President, Executive Director, Legal Advisor, and Military Heritage Advisor** are not elected Officers.

SECTION 4 - TENURE

1. 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.
2. 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.
3. 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.
4. 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

1. Tenure in office is terminated by death; or by resignation which shall be tendered to and accepted by the Board of Directors.
2. 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 Conference 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 - 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:**

1. The Executive Council as set forth in Article IV of these Bylaws.
2. Nine (9) voting members shall be:
3. Air Legislative Director
4. Army Legislative Director
5. Air Membership and Events Director
6. Army Membership and Events Director
7. Retiree Director
8. Company Grade Officer Director
9. Rising Six Director
10. Conference & Events Director
11. Social Media and Communication Director
12. 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

1. Directors shall be responsible for developing and ensuring compliance with the duties of their assigned committees is fulfilled as outlined in Article VIII, Section 4. **In aggregate, the Board of Directors shall:**
2. Perform duties, not already assigned to the Officers of the Association, usually performed by a member on a similar organization's Board of Directors.
3. 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.
4. Act as the governing body of the Association in accordance with the policies adopted in the General Conference or Special Conferences of the Association.
5. Approve the facilities and related arrangements for General Conferences.
6. Have full authority to establish policies of the Association.
7. 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.
8. Review and revise the annual Association budget presented by the Executive Council and approve the expenditure of funds as set forth in the budget.
9. 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.
10. 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.
11. Control funds, financial obligations, and property consistent with the purpose of the Association as set forth in these Bylaws.
12. Approve or disapprove by majority vote all applicants for honorary, associate, sponsor, or special Association membership.
13. Terminate the membership of any member by a two-thirds (2/3) vote in accordance with Article III, Section 7, C of these Bylaws.
14. 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.
15. Convene at the call of the President of the Association, or upon the written demand signed by a majority of the Board of Directors.
16. 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.
17. 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.
18. Coordination of all Board of Directors to ensure efforts are aligned and executed efficiently.
19. **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.
20. **The Air and Army Membership and Event Directors** are responsible for developing, maintaining, and Co-Chairing the Membership, Benefits, and Communications Committee.
21. **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.
22. **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.
23. **The Rising Six (R-6) Director** is a voting member 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.
24. **The Conference and Events Director** is responsible for developing and maintaining the Conference Committee, and Sub-Committees for nominations, Credentials and Rules, and Time and Place. Coordinate with Army and Air Membership and Events Directors for support and synchronization of effort.
25. **The Social Media and Communications Director** is responsible for developing external communications and messaging that promotes the Association and advance its messaging to both internal membership audiences and external audiences. This Director works closely with the other Directors, the Executive Director and the President to develop a comprehensive communications strategy. The Social Media and Communications Director establishes and maintains multiple social media platforms and uses them to proactively promote the Association.

SECTION 3 - ELECTIONS

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

1. Members of the Board of Directors must be elected, except for the Executive Director, Legal Advisor, Previous Past President, and Military Heritage Director.
2. "One-third (1/3) Rule" - To ensure a well-rounded representation of membership:
3. Each service lineage, Army, and Air should have at least four (4) elected members on the Board of Directors.
4. Each rank structure, Officer and Enlisted, should have at least four (4) elected members on the Board of Directors.
5. Directors shall be elected at the Annual Conference, one position at a time, in the order listed under Article V, Section 1(B).
6. 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

1. Tenure for Association Officers shall be as set forth in Article IV, Section 4 of these Bylaws.
2. The following Directors serve two (2) year terms and are elected at the General Conference during even years:
3. Air Legislative Director
4. Air Membership and Events Director
5. Conference and Events Director
6. Rising Six Director
7. The following Directors serve two (2) year terms and are elected at the General Conference during odd years:
8. Army Legislative Director
9. Army Membership and Events Director
10. Retiree Director
11. Company Grade Officer Director
12. Social Media and Communications Director (opposite Conference and Events Director)

SECTION 5 - TERMINATION OF TENURE

1. Tenure in office is terminated by death; or by resignation which shall be tendered to and accepted by the Board of Directors.
2. 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.
3. 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) filled, voting Board of Directors members in attendance or present through proxy.

SECTION 7 - MEETINGS

1. 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.
2. An Officer or Director not attending a Board of Directors meeting may assign a proxy vote to another attending member of the Association. Each proxy must be in writing and must be delivered to the Secretary by the beginning of each meeting. Each Director may only have two (2) proxy votes at each meeting.
3. The Secretary, working with the Office Manager, shall ensure a notice of scheduled meetings are posted on the Association's website.
4. At a minimum, the Board of Directors shall meet once a month at times and dates scheduled by the President within 30 days of assuming office. These meetings may be virtual, and the Board of Directors shall meet in person once a quarter. Committee meetings will not be held on the same date as not to take time away from the Board of Directors (committees may give a briefing of what the committees are doing/status during the Board of Directors meeting). 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 the Office Manager.
5. The Secretary, working with the Office Manager, shall ensure a notice of scheduled meetings are 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 Conference or General Conference. A thirty (30) day membership notification by email and/or website 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 by email and/or website is required with full disclosure of the content of the conference.

SECTION 3 - REPRESENTATION

1. Representation of the Association at a General Conference 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.
2. Only annual, life, retired life, and complimentary members are entitled to vote.

SECTION 4 - QUORUM

At a General Conference 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:**

1. Officers of the Association.
2. Members of the Board of Directors.
3. Members of a Standing Committee of the Association.
4. Members of the Association, appointed by the President, with the consent of the Board of Directors.
5. 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 the 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:**

1. Executive Council.
2. Legislative Committee.
3. Membership and Events Committee.
4. Audit Committee (pending change upon audit update).
5. Conference Committee (pending update with Membership and Events Committee; need to verify about needing credentials and rules, nominations, time and place).
6. Sub-Committee on Credentials and Rules.
7. Sub-Committee on Nominations.
8. Sub-Committee on Time and Place.
9. Investment Committee.

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 serves for one (1) year.

SECTION 4 - STANDING COMMITTEES RESPONSIBILITIES

1. **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:**
2. 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.
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.
9. **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.
	1. Provide education and instruction to all members and conference attendees about the resolutions process protocol.
	2. 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.
	3. 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.
	4. 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.

* 1. Develop a process to consider resolutions that is expedient, but also gives conference attendees an opportunity to debate resolutions to a reasonable extent.
1. **Membership and Events Committee** shall be co-chaired by the Air Membership and Events and Army Membership and Events Directors. 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 and Events Committee shall:**
2. Develop and implement recruiting and retention strategies, inclusive of 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.
3. Develop Unit NGACO Representatives, keeping them informed to enhance communication and promote membership to unit members.
4. Ensure the interests of retirees are addressed by the Association.
5. Establish benefits programs consistent with the overall goals of the Association.
6. Support the Scholarship Foundation.
7. 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.
8. Work with the Social Media and Communications Director to promote the activities and events of the Association to its members and sponsors. 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.
9. **The Audit Committee (change pending of audit update)** 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:**
10. Perform and audit of the Association's financial books, records, and procedures and issue a report to the Board of Directors.
11. Immediately upon discovery, report discrepancies deemed serious in nature to all members of the Board of Directors in writing.
12. **The Conference Committee** shall consist of the Conference 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 Committee shall:**
13. Develop and oversee social and business events including the annual General Conference, as directed by the President or Board of Directors.
14. Appoint special Staff Officers (i.e., Chaplain, Parliamentarian, Sergeant-At-Arms) incidental to the conduct of General Conference and Special Conferences, with the approval of the President.
15. 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:

1. **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 Conference or Special Conference of the Association or until discharged by the Conference. **The Sub-Committee on Credentials and Rules shall:**
2. Subject to an appeal during the General Conference or Special Conference concerned, rule on the credentials of each member to a General Conference or Special Conference of the Association.
3. Ensure each member of the voting body of a General Conference or Special Conference of the Association is provided with appropriate identification.
4. Render a report to each General Conference or Special Conference of the Association, Including:
	1. A list of the members of the voting body.
	2. A list of the ex-officio members of the conference concerned.
	3. A recommendation concerning any special rules to be adopted by the Conference concerned.
5. **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:**
6. Convene on the first day of a General Conference which is required to elect Officers of the Association.
7. 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 (to be done by office staff).
8. Prepare a slate of nominations for any vacancies on the Board of Directors required to be filled by the members of the Association.
9. Render an annual report to the Association.
10. **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:**
11. 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.
12. 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.

**DELETE COMPLETELY – POSITIONS LINED OUT ON ARTICLE VIII INDEX LINKED ONE**

**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 Conference 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 Conference 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 Conference 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. ·

1. Upon demand of five (5) or more members, the presiding Officer shall order a vote by roll call of the members.
2. 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 (CHANGE PENDING AUDITS UPDATE).

SECTION 3 – FUNDS

**Funds of the Association shall be:**

1. Deposited in the name of the Association in a bank or similar institution designated by the Board of Directors.
2. Separated into accounts approved by the Board of Directors.
3. Invested in accordance with the objectives of the Association and as approved by the Board of Directors.
4. Used to promote the purpose and intentions of the Association.

SECTION 4 – INVESTMENTS

The Association shall maintain an investment portfolio focused on providing funds to meet the Association’s mission and goals. This section provides a framework for the prudent management of the organization's invested funds. The objective is to ensure that the invested assets support the organization's mission, contribute to its financial stability, and are managed according to the highest standards of fiduciary responsibility.

A. Oversight and Management:

1. The Executive Committee shall establish the Association’s investments goals and objectives and determine the use of invested funds. No less than annually, the Executive Committee shall present these goals and objectives to the Board of Directors. The Board of Directors shall ratify the goals and objectives through a Board vote.
2. The organization’s investments shall be managed with a view towards moderate risk and a long-term horizon, reflecting the organization’s commitment to financial stability and growth.

B. Investment Committee. The investment Committee is chaired by the Association Treasurer and consists of three additional Association members appointed by the Executive Committee and ratified through a vote by the Board of Directors. Committee members shall serve staggered three-year terms and may be reappointed.

1. The Investment Committee is charged with the development of investment strategies designed to meet the approved goals and objectives. The committee selects and oversees investment advisors or managers, and regularly reviews portfolio performance.
2. The Investment Committee shall review the investment portfolio’s performance quarterly, using appropriate benchmarks for comparison.
3. No less than annually, the Investment Committee shall provide a report to the Board of Directors on the status, performance and distributions pertaining to the Association Portfolio. Additionally, the Committee will make recommendations pertaining to the Association’s investment strategies, including potential portfolio makeup and portfolio allocations.
4. The investment portfolio shall be diversified to minimize the risk of large losses. The Committee shall establish an asset allocation that diversifies investments across a range of asset classes, such as equities, fixed income, and cash equivalents, to balance risk and return.

SECTION 5 - EXPENDITURES

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

1. Paid in accordance with the approved budget and procedures.
2. For a non-budgeted item, the expenditure must be approved by the Board of Directors.
3. NGACO Expense Reports:
4. For events, reports need to be filled in (dates of event, personal address, etc.), signed, with copies of receipts and submitted (scanned or mailed in) within 60 days of last day of event.
5. For purchases, reports need to be filled in (dates of purchase, personal address, etc.), signed, with copies of receipts and submitted (scanned or mailed in) within 60 days of date of purchase.

SECTION 6 - 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 7 - 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:**

1. War.
2. National Emergency.
3. Proclaimed by the President of the United States.
4. Declared by the Congress of the United States.

SECTION 2 - TENURE AND FILLING VACANCIES:

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

1. 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.
2. 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.
3. 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.
4. 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.
5. A member of the Board of Directors elected to be an Officer of the Association vacates his original seat on the Board of Directors.
6. 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 Conference 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 Conference 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 Conference 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.

**ARTICLE XIV**

**AWARDS PROGRAM**

SECTION 1 - PURPOSE

The purpose of the Awards Program is to formally recognize and honor the exceptional contributions, dedication, and service of outgoing board members, steadfast supporters, and active members towards the fulfillment of the Association's mission and goals. This program aims to encourage continuous engagement and to acknowledge significant achievements within the organization.

SECTION 2 – AWARD CATEGORIES

A. Board Member Recognition. The "Distinguished Service Award" shall be presented to outgoing board members who have demonstrated exemplary leadership, commitment, and service to the Organization during their tenure.

B. Supporter Recognition. The "Patron of Valor Award" shall be given to individuals, groups, or entities outside the board membership that have provided substantial support through donations, services, or advocacy for the Organization.

C. Member Recognition. The "Member of Merit Award" shall recognize members who have significantly contributed to the organization’s activities, community service, and overall objectives through their participation and leadership.

SECTION 3 – SELECTION COMMITTEE AND PROCEDURE

The board shall serve as the Selection Committee for the Awards Program and is responsible for overseeing the nomination process, reviewing nominations, and selecting the recipients for each award category. The awards program business, including discussions, deliberations, and decisions regarding award nominees and recipients, will be conducted during the board meetings to ensure a comprehensive and unified approach to the selection process.

SECTION 4 – AWARD PRESENTATION

A. Timing and Frequency. The awards shall be presented annually at the Organization's annual conference or a similar significant event.

B. Award Ceremony. An award ceremony shall be organized to honor the recipients, wherein the achievements and contributions of each recipient shall be highlighted. The ceremony may include speeches, presentations, and other forms of recognition.

C. Award Types. Recipients shall receive a plaque, award, or certificate acknowledging their contribution. Additionally, the organization may choose to recognize recipients through public announcements, profiles in organizational publications, or other appropriate means.

**DEFINITIONS**

**For the purposes herein:**

1. "Association" means the National Guard Association of Colorado, Inc.
2. "Annual State Convention" and "General Conference'' are used interchangeably. "Shall" is used in an imperative sense.
3. "Majority vote" means and includes a majority of the legal votes.
4. "May" is used in a permissive sense.
5. "May not" is used in a prohibitive sense.
6. "Member" means any class of member.
7. "Should" is used in the recommended, but not imperative, sense.
8. "Two-thirds (2/3)-vote" means and includes two-thirds (2/3) of the legal votes cast.
9. "Voting member" is a member in good standing with current dues paid and approved by the Board of Directors.