

**ARTICLES OF INCORPORATION
OF
AIR NATIONAL GUARD NONCOMMISSIONED OFFICER
ACADEMY GRADUATE ASSOCIATION, CHAPTER 1**

The undersigned, acting as incorporators of a corporation organized under the Nebraska Nonprofit Corporation Act, adopt the following Articles of Incorporation:

PREAMBLE

Desiring to perpetuate the best traditions of the Noncommissioned Officer Corps of the United States Air Force (Active, Reserve, and Air National Guard) to promote and maintain morale, discipline, and esprit de corps; and to encourage a feeling of goodwill, promote camaraderie and mutual understanding among Graduates, the Articles of Incorporation of the Air National Guard Noncommissioned Officer Academy Graduate Association, Chapter 1 are hereby published.

**ARTICLE I
NAME**

The name of the Corporation is "Air National Guard Noncommissioned Officer Academy Graduate Association, Chapter 1." For purposes of this instrument, the entity shall be referred to as the "Corporation," unless the context otherwise requires.

ARTICLE II

The Corporation is the successor-in-interest to the Air National Guard Noncommissioned Officer Academy Graduate Association, Chapter 1, an unincorporated association (hereinafter "predecessor-in-interest"), which was formed on September 11, 1969. The incorporation of the predecessor-in-interest as the Corporation was authorized by the Constitution of the predecessor-in-interest.

**ARTICLE III
DURATION**

The period of the Corporation's existence is perpetual.

**ARTICLE IV
TYPE OF CORPORATION**

The Corporation shall be a public benefit corporation and is classified as a public charity organization under sections 509(a)(2) and/or 170(b)(1)(A) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law) (the “Code”).

**ARTICLE V
PURPOSE**

The Corporation is organized, and at all times shall be operated exclusively for charitable, educational, literary and scientific purposes in accordance with Section 501(c)(3) of the Code, including for such purposes of making distributions and/or contributions to qualified individuals and organizations as determined by the Corporation’s Executive Advisory Board (“EAB”) from time to time in accordance with the Code, the Corporation’s Bylaws, and its other governing documents.

Subject to the foregoing, the Corporation’s goal is to support commanders in the United States Air Force, the United States Air Force Reserve, and Air National Guard units through leadership, knowledge, and experience, as follows:

- A. Promote and prepare candidates for professional military education and support professional military and secondary education;
- B. Provide scholarship opportunities for secondary education;
- C. Instill pride and esprit de corps through:
 - 1. The Air Force core values.
 - 2. Military customs and traditions.
 - 3. Patriotism and community involvement.
 - 4. Promoting camaraderie and mentorship.

**ARTICLE VI
POWERS**

In carrying out the purpose of the Corporation, the Corporation shall have and exercise those powers and rights conferred upon nonprofit corporations by the Nebraska Nonprofit Corporation Act and any enlargement of such powers conferred by subsequent legislative acts, or

which are not otherwise denied nonprofit corporations by the laws of the State of Nebraska. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation that qualifies as an exempt organization under sections 501(c)(3) or 170(c)(2) or 509(a) of the Code, as amended.

**ARTICLE VII
DISTRIBUTION OF ASSETS ON
DISSOLUTION OR FINAL LIQUIDATION**

The Corporation is dedicated to and operated exclusively for the purposes above stated, and no part of the net income of the Corporation shall be distributed or inure to the benefit of any private individual; provided, however, that the Corporation may pay reasonable compensation for services rendered and make payments and distributions which further the purposes set forth herein or which otherwise further the Corporation's exempt purpose. Upon dissolution of the Corporation, the EAB shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner as shall at that time qualify under Section 501(c)(3) of the Code, or to such organization or organizations as shall at that time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, or to the federal government, or to a state or local government, for a public purpose.

**ARTICLE VIII
NO POWER TO INFLUENCE LEGISLATION**

The Corporation shall not carry on propaganda, nor participate in any political campaign for or against any candidate for public office, nor devote any substantial part of its activities to influencing legislation to such extent as would result in loss of its exemption from federal income tax under sections 501(c)(3) or 170(c)(2) of the Code.

**ARTICLE IX
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the registered office of the Corporation is **200 S. 21st St., Suite 400,** ~~1248 O Street, Suite 700,~~ Lincoln, Nebraska, and the name of its registered agent at such address is Joel Bacon.

**ARTICLE X
MEMBERS**

A. The Corporation shall have members. Membership in the Corporation shall be on a voluntary basis.

B. There shall be three categories of members, as set out below:

1. Charter Membership. Charter membership is reserved for those individuals that graduated from an accredited United States Air Force Noncommissioned Officer Academy prior to September 12, 1969 and were admitted to the predecessor-in-interest on or before January 13, 1971. Charter members in the predecessor-in-interest shall hold Charter Membership in the Corporation.
2. Honorary Charter Membership. Honorary Charter Membership is extended to Brigadier General I. G. Brown, Assistant Chief National Guard Bureau (Air) in recognition of his dynamic leadership in founding the Air National Guard Noncommissioned Officer Academy. Honorary Charter members in the predecessor-in-interest shall hold Honorary Charter Membership in the Corporation.
3. Regular Membership. Regular membership shall be extended to any person who has graduated from an accredited Professional Military Education Course or other accredited University or College. Regular members are authorized ~~to hold office and~~ to vote upon all matters in which the members have an interest, in the method set out in these articles or the bylaws. Charter members are also regular members. Regular members in the predecessor-in-interest shall hold Regular Membership in the Corporation, although nothing in this provision shall prevent the Corporation from extending Regular Membership to those who would otherwise qualify for Regular Membership.

All individuals who were regular or associate members of the Corporation in good standing at the effective date of these Amended and Restated Articles shall be regular members of the Corporation at the adoption of these Amended and Restated Articles.

C. Membership fees and dues shall be as prescribed in the Bylaws.

D. Status of Membership.

1. Active Members. Active members are those members whose dues are current and are considered members in good standing.
2. Inactive Members. Inactive members are those members whose dues are not paid to date and are considered members not in good standing. Inactive members will be referred to as members in arrears. Members in arrears will

not be allowed to vote, hold office, or participate in the Corporation's business.

C. Honorary Membership. Honorary membership may be extended to any citizen who has rendered conspicuous service to the cause of National Defense and Promotion of the Corporation or the predecessor-in-interest. Approval by two-thirds majority of the members present at a general meeting is required for honorary membership. Honorary members are not members as that term is defined in Neb. Rev. Stat. § 21-1914(19), or any successor provision thereto. Honorary members will not be assessed dues and will not have the power to hold office or to vote. Honorary members shall have no rights or obligations with respect to dissolution or redemption. Honorary members in the predecessor-in-interest shall hold Honorary Membership in the Corporation, although nothing in this provision shall prevent the Corporation from extending Honorary Membership to those who would otherwise qualify for Honorary Membership.

ARTICLE XI CORPORATE SPONSORSHIP

Corporate sponsorship may be solicited from any business concern. Corporate sponsorship is extended to permit sponsorship of the Corporation's goals, activities, and ideals of volunteerism, education, and service to the public. Corporate sponsors are not members of the Corporation and may not hold office or vote on Corporation business.

ARTICLE XII MEETINGS

Meetings will be scheduled and conducted as outlined in the Bylaws.

ARTICLE XIII EXECUTIVE ADVISORY BOARD (EAB)

A. The Corporation shall have the following Executive Advisory Board ("EAB"):

1. President
2. First Vice President
3. Membership Director
4. Secretary
5. Treasurer

The EAB shall be the Board of Directors of the Corporation, and its members shall be the Directors of the Corporation.

- B. From time to time, the EAB may create committees of the EAB and appoint members of the EAB to serve on them. The creation of a committee must be approved by not less than fifty percent (50%) of the voting members of the EAB.
- C. The EAB shall be elected and or appointed as set out in the bylaws.
- D. The terms of office for the EAB shall be as set out in the bylaws.
- E. The members of the EAB must consist of active members of the Corporation **and must be graduates of Professional Military Education.**
- F. All corporate power shall be exercised by or under the authority of, and the affairs of the Corporation managed under the direction of the EAB.
- G. There may be such advisors to the EAB and the Corporation as are set out in the Bylaws.
- H. The members of the EAB shall also be the officers of the Corporation. The duties and responsibilities of the member of the EAB in their capacities as officers of the Corporation shall be as set out in the bylaws.
- I. All corporate power shall be exercised by or under the authority of, and the affairs of the Corporation managed under the direction of the EAB.

**ARTICLE XIV
BYLAWS TO REGULATE INTERNAL AFFAIRS**

- A. Initial bylaws shall be adopted by the initial Directors as set out in Neb. Rev. Stat. § 21-1924.
- B. Except to the extent they may conflict with state or federal law or these Articles, the Bylaws of the Corporation shall regulate the internal affairs of the Corporation.
- C. After the adoption of the initial bylaws, bylaws may be adopted or amended at any special meeting called for that purpose or at any general meeting, provided that any such action does not in any way cause the Corporation to fail to continue to qualify as an organization described in Section 501(c)(3) of the Code.
- D. An amendment to the Bylaws must be approved by:
 - 1. the EAB, if the amendment does not relate to the number of EAB Members, the composition of the EAB, the term of office of the EAB, or the method or

way in which EAB members are elected or selected; and

2. by the members by two-thirds of the votes cast or a majority of the voting power, whichever is less.

ARTICLE XV COMMITTEES

The President may appoint all permanent and ad hoc committees.

ARTICLE XVI FINANCE

The accounts of the Corporation shall be reviewed annually and upon request of the President or twenty-five percent (25%) of the members. IRS documentation will be completed in accordance with the Internal Revenue Code.

ARTICLE XVII MEMBER DISCIPLINE

Any member of the EAB whose behavior infringes upon the rights of, or brings discredit upon the Corporation will be required to show cause why his or her membership in the Corporation shall not be terminated or suspended. The member will appear before EAB at the next scheduled meeting. The action taken by the Board will be final. No termination or suspension shall be effective unless both of the following requirements are met:

A. Not less than fifteen (15) days before the meeting of the Board, the member shall be sent written notice of the intent to terminate membership. Notice shall be sent by first-class mail or certified mail to the last-known address of the member as shown on the Corporation's records;

B. The member shall have the opportunity to be heard by the EAB, orally or in writing, at the meeting of the EAB.

ARTICLE XVIII AMENDMENTS TO ARTICLES

A. The EAB may approve amendments to the Articles as set out in Neb. Rev. Stat. § 21-19,106(a) or any successor provision thereto. Any other alteration, amendment, or repeal of these Articles shall only be made at a Special meeting called for that purpose or at any General meeting, provided that any such action does not in any way cause the Corporation to fail to continue to

qualify as an organization described in Section 501(c)(3) of the Code, unless such action is to terminate and dissolve the Corporation.

B. Except for those amendments identified in Neb. Rev. Stat. § 21-19,106(a), or any successor provision thereto, proposed amendments must be mailed or electronically mailed to all members forty-five (45) days prior to a meeting. The proposed amendments may then be acted upon at that meeting. Proposed amendments presented from the floor or that have not been circulated forty-five (45) days prior to the meeting will be continued into the minutes as first reading and acted upon at the next Special or General meeting.

C. Except as set out in Neb. Rev. Stat. § 21-19,106(a), or any successor provision thereto, an amendment to the Articles must be approved by:

1. the EAB, if the amendment does not relate to the number of directors, the composition of EAB, the term of office of the directors, or the method or way in which directors are elected or selected, and
2. the members by two-thirds of the votes cast.

ARTICLE XIX CHAPTERS

The Corporation shall be recognized as Noncommissioned Officer Academy Graduate Association, Chapter 1. **Local Chapters may continue or be established and operate at a local level.**

ARTICLE XX LIMITATION OF LIABILITY AND INDEMNIFICATION

The EAB of the Corporation shall not be individually liable for the Corporation's debts or other liabilities. The private property of such individuals shall be exempt from any corporate debts or other liabilities. An EAB member of the Corporation shall not be personally liable to the Corporation or its members, if any, for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the EAB member's duty of loyalty to the Corporation or its members, if any; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) for any transaction from which the director derived any improper personal benefit. If the Nebraska Nonprofit Corporation Act or any such legislation is hereinafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by such law as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification. The Corporation shall indemnify

the EAB Member in accordance with Sections 21-1997 and 21-1998 of the Nebraska Nonprofit Corporation Act, as amended, to the extent such provisions apply.

Date this ____ day of _____, 20 ____.

President, _____