

**BYLAWS OF AIR NATIONAL GUARD NONCOMMISSIONED OFFICER
ACADEMY GRADUATE ASSOCIATION, CHAPTER 1
(Amended and Restated)**

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 SUCCESSOR IN INTEREST

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 PRINCIPAL OFFICE

The Principal Office of the Corporation shall be as set forth in the Articles or as maintained with the Nebraska Secretary of State.

ARTICLE IV CHAPTERS

The Corporation shall recognize chapters in accordance with the guidelines adopted by the EAB. Chapter recognition may be deactivated only in a manner consistent with the guidelines adopted by the EAB.

**ARTICLE V
MEMBERSHIP DUES AND SPONSORSHIP FEES**

SECTION 1. The EAB shall have the authority to propose dues for the membership, except that anyone holding a lifetime membership in the predecessor-in-interest shall not be charged additional dues by the Corporation. Such proposal shall be brought before the members at either general meeting or a special meeting.

SECTION 2. The EAB shall have the authority to set dues for corporate sponsors. Corporate Sponsors shall be limited to presentation of a certificate to the business and identification in a listing of Corporate Sponsorships to be published in the Graduate.

**ARTICLE VI
MEMBERSHIP MEETINGS**

SECTION 1. GENERAL MEETINGS. General meetings of the Members shall be held once each calendar year for the purpose of conducting Corporation business.

- A. In the event of war, national emergency, or other cause which prohibits the holding of a general meeting, the current members of the EAB will remain in their respective positions until the next scheduled general meeting.

- B. In the event of war, national emergency, or other cause which prohibits the holding of a general meeting, selection of the Hall of Fame and scholarship recipients will be suspended for that year. If selection of the Hall of Fame and scholarship recipients has already been made, individuals will be recognized at the next scheduled general meeting.
- C. At the General Meeting:
 - 1. The president and treasurer shall report on the activities and financial condition of the Corporation; and
 - 2. The members shall consider and act upon such other matters as may be raised consistent with the notice requirements of the Articles, these bylaws, and applicable law.

SECTION 2. SPECIAL MEETINGS. Special Meetings of the Members may be called by the EAB, the President, the Vice President, or as set out in Neb. Rev. Stat. § 21-1952(2).

SECTION 3. NOTICE OF MEMBERSHIP MEETINGS.

- A. **Members Entitled to Notice.** All voting members who are active shall be entitled to notice of general and special meetings.
- B. **Method and Timing of Notice.** Notice of meetings shall include a description of any matter or matters required to be approved by the members under law, the Articles, or these Bylaws. Notice shall be given no fewer than 10 days nor more than 60 days before the meeting date, unless proposed amendments to the Articles will be voted on at the meeting, in which case notice shall be given no fewer than 45 days and no more than 60 days before the meeting. Notice may be made via U.S. Postal Service.
- C. **Record Date.** The record date for determining which members are entitled to notice shall be 60 days before the date of the meeting, or as otherwise may be set by the EAB.
- D. **Member List.** After the record date for notice of a meeting but before notice is delivered, the Corporation shall prepare an alphabetical list of the names of all its members who are entitled to notice of the meeting. The list must show the address of each member entitled to vote at the meeting.
- E. **Inspection of Member List.** The list of members must be available for inspection by any member for the purpose of communication with other members concerning the meeting, beginning two business days after notice is given of the meeting for which the list was prepared and continuing through the meeting, at the Corporation's principal office or at a reasonable place identified in the meeting notice in the city where the meeting will be held.
- F. **Failure to Permit Inspection or Prepare Member List.** Unless, pursuant to the method prescribed by the law of the State of Nebraska, a written demand to inspect and copy a membership list has been made prior to the membership meeting and the Corporation improperly refused to comply with the demand, refusal to provide the membership list or failure to comply with subsections D or E of this Section shall not affect the validity of action taken at the meeting.

SECTION 4. QUORUM AND MAJORITIES. A quorum for General and Special meetings shall consist of not less than fifty (50) percent of the voting members of the EAB and voting delegates from twenty (20) percent of the active Chapters recognized by the Corporation. The Secretary will declare if a quorum is present at the beginning of the meeting.

SECTION 5. CONDUCT OF MEETINGS. Except as otherwise provided in the Articles and Bylaws of the Corporation, Robert’s Rules of Order will guide proceedings of all meetings. All motions will be presented to the Secretary, in writing, prior to the recess of the business session.

SECTION 6. CHAPTER DELEGATES.

- A. Each Chapter recognized by the Corporation shall appoint a delegate to represent the Chapter. The delegate appointed must be an active member of the Corporation. Each Chapter will submit the Letters of Authority to the Secretary stating the name of each Chapter delegate. The Chapter delegate will speak and/or vote for the Chapter as the occasion dictates. The delegate must be present and have the authority to vote for all current paid members of their Chapter. Delegates will be identified by wearing a one half (1/2) inch to two (2) inch ribbon with the word “DELEGATE” suspended from their uniform name tag.
- B. Past Presidents of the Corporation and the predecessor-in-interest, as official advisors to the Corporation, are authorized to speak during general business sessions, without going through a delegate.

SECTION 7. CREDENTIALS.

- A. Only those members in good standing on the first day of the month of the general meeting may vote at a general meeting. The total number of members in good standing on such date will be furnished to the Secretary during the General meeting for the purpose of establishing the authorized vote for each Chapter delegation.
- B. Only those members in good standing on the first day of the month of the special meeting may vote at the special meeting. The total number of members in good standing on such date will be furnished to the Secretary during the Special meeting for the purpose of establishing the authorized vote for each Chapter delegation.
- C. The Secretary, in conjunction with the Membership Director, shall determine the total votes authorized each Chapter and so advise its delegate. For each meeting, a Chapter’s total authorized vote shall be equal to the number of voting members of the Corporation who were in the Chapter and were in good standing on the first day of the month of the meeting.

SECTION 8. VOTING. The delegate for each Chapter shall cast the Chapter’s authorized votes. If a roll call vote is required or demanded, the delegate shall split the Chapter’s authorized vote between yeas, nays, and abstaining, but the total shall not exceed the total authorized vote announced by the Secretary. Those members of the Corporation who are not affiliated with a local Chapter, and who are present at the meeting may vote on any item of business that may come before the body for action.

**ARTICLE VII
EXECUTIVE ADVISORY BOARD**

SECTION 1. MEMBERS OF THE BOARD OF DIRECTORS. The governing body of the Corporation shall be known as the Executive Advisory Board (“EAB”) and will be composed of the following:

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

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

SECTION 2. PRESIDENT EX OFFICIO. The immediate Past President of the Corporation shall serve as an ex officio member of the EAB.

SECTION 3. MEETING OF THE BOARD OF DIRECTORS.

- A. The EAB shall meet at least once each calendar year. Meetings may be called by the President or Vice President as necessary.
- B. For a meeting of the EAB, a quorum shall be not less than fifty (50) percent of the **voting** members of the EAB.
- C. Except as otherwise provided in the Articles and Bylaws of the Corporation, Robert’s Rules of Order will guide proceedings of all meetings.
- D. The President shall preside at meetings of the EAB. In the absence of the President, the First Vice President shall preside at meetings of the EAB.

SECTION 4. ELECTION OF MEMBERS OF THE EAB. The EAB shall be elected as set out in Article VIII of these Bylaws.

SECTION 5. ACTION WITHOUT MEETING. So long as permitted by law and the Articles, any action that the EAB could take at a meeting of the EAB may be taken without a meeting in the manner set out in Neb. Rev. Stat. 21-1981, or any successor provision thereto.

SECTION 6. COMMITTEES OF THE EAB. 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 (50) percent of the voting members of the EAB.

SECTION 7. ADVISORS TO THE EAB. From time to time the EAB may appoint advisors to the EAB. Advisors to the EAB shall not be directors or officers of the Corporation and shall not vote on EAB business. Advisors to the EAB shall attend meetings of the EAB at the direction of the President. Advisors to the EAB shall have such duties as are given to them by the EAB. Advisors to the EAB serve at the pleasure of the EAB and may be removed as Advisors to the EAB at any time and for any reason by the EAB.

SECTION 8. REMOVAL OF MEMBERS OF THE EAB.

- A. Except as set out in subsection C of this Section, all Members of the EAB may be removed, with or without cause, by the membership of the Corporation.
- B. The number of votes necessary to remove a Member of the EAB shall be equal to the number of votes necessary to elect the Member of the EAB at a general meeting.
- C. The vote to remove a Member of the EAB shall be only at a meeting called for the purpose of removing the Member of the EAB, although the meeting may be called for other purposes as well. The meeting notice must state that removal of the Member of the EAB is the purpose or one of the purposes of the meeting.
- D. A Member of the EAB may be removed by a majority vote of the members of the EAB then in office if the Member of the EAB fails to attend two (2) EAB meetings without reasonable excuse. What shall constitute a reasonable excuse shall be determined by the President, but in no case shall the President rule that failure to attend due to deployment is unreasonable.
- E. If a Member of the EAB is removed from the EAB, that Member of the EAB is also removed from the Member's officership in the Corporation.

ARTICLE III OFFICERS

SECTION 1. OFFICERS

- A. The Titled Officers of the Corporation shall be the President, Vice President, Secretary, Treasurer and Membership Director. Titled Officers are to be elected annually from the membership at large without reference to geographical area, duties and terms. Completion of Professional Military Education shall be required for all titled officers. Titled Officers are voting members of the EAB.
- B. In their capacity as Officers, the Officers shall have the following duties:
 - 1. **President.** The President shall open and adjourn all meetings, shall execute in the name of the Corporation such documents and other instruments as may be authorized. The President shall direct the operation of the Corporation in accordance with the Articles of Incorporation, Bylaws, and pertinent directives. Additionally, the President shall be directly responsible for the function of the annual membership meeting, and a committee may be appointed as set out in Article X to assist in such function, which shall be chaired by the President.
 - 2. **Vice President.** The Vice President shall assist the President in the execution of that office and will assume the responsibility of that office in the absence of the President. The Vice President shall be directly responsible for the functions of corporation scholarships and awards and memorials, and a committee may be appointed as set out in Article X to assist in such functions, which shall be chaired by the Vice President.
 - 3. **Secretary.** The Secretary shall carefully observe the proceedings of Corporation's meetings, shall make a correct record of all things proper to be written, and shall be responsible for the following:
 - a. Keep all books and papers relating to the proceedings of the Corporation.

- b. Notify members of the election or appointment to office if they were not present at the time of election.
 - c. For the function of maintaining and suggesting revisions to the Articles of Incorporation and Bylaws, and a committee may be appointed as set out in Article X to assist in such function, which shall be chaired by the Secretary.
4. **Treasurer.** The Treasurer shall receive all moneys due to the Corporation; hold deeds, certificates, notes, bonds, obligations, or other property of financial character belonging to the Corporation, and be responsible for the following:
- a. Maintain records of all income and disbursements and furnish a report of the same at each meeting of the Corporation.
 - b. The Treasurer shall be directly responsible for the functions of finance and corporate sponsorship, and a committee may be appointed as set out in Article X to assist in such functions, which shall be chaired by the Treasurer.
5. **Membership Director.** The Membership Director serves as the focal point within the Corporation for collecting dues, sending out dues notices, and posting, producing, and distributing all required membership reports and statistics. The Membership Director shall be directly responsible for the functions related to membership and credentials, and a committee may be appointed as set out in Article X to assist in such functions, which shall be chaired by the Membership Director.
- C. **Untitled Directors.** The Corporation shall have the following officers which shall be known collectively as Untitled Directors: Director-at-Large, Media; Director-at-Large, Liaison to TEC; Director-at-Large, Ways and Means; Director-at-Large, Parliamentarian; and the Regional Directors. In addition to those duties specifically set out below, the Untitled Directors are charged with the total timely operation of the Corporation and will accept those tasks as assigned by the President. In addition to those duties specifically set out below, the Untitled Directors are charged with the total timely operation of the Corporation and will accept those tasks as assigned by the President. Completion of Professional Military Education shall be required for all Untitled Directors.

Untitled Directors shall attend meetings of the EAB when requested by the President but are not “Directors” of the Corporation within the meaning of the Nebraska Nonprofit Corporation Act and shall not vote at meetings of the EAB.

1. **Director-at-Large, Media.**

- a. Director-at-Large, Media shall publish, edit, and distribute the Graduate, a quarterly newsletter, to all members of the Corporation in good standing. Additionally, the Director-at-Large, Media shall be directly responsible for the function of the Publicity and Special Projects Committee.
- b. The Director-at-Large, Media shall be *appointed for a one (1) year term* by the President and confirmed by a two-thirds majority vote of the EAB.

2. **Regional Directors.**

- a. To ensure that all areas are represented on the EAB and in the Corporation, the nation is divided into three (3) regions as follows: West, Central, and East. States assigned to each region shall be annotated within the Association Guidance Handbook.
- b. Each region shall have one (1) director who shall be *appointed to a two (2) year term* in accordance with paragraph 7 of this section.
- c. The Regional Directors shall:
 - (1) Coordinate activities of all states within their region.
 - (2) Encourage full and complete communication between Chapters and the EAB.
 - (3) Accomplish complete dissemination of information from the Corporation and/or Liaison Director to local Chapters.
 - (4) Serve as focal point within the region for all activities and matters concerning the Corporation.
 - (5) Hold regional meetings as determined to be beneficial to the Corporation.
 - (6) Discharge all duties in a professional manner.

3. **Director-at-Large, Liaison to TEC.**

- a. Director-at-Large, Liaison to TEC shall provide a communication link between the Corporation and the IG Brown ANG TEC, and act as the Corporation historian. Additionally, Director-at-Large, Liaison to TEC shall act as caretaker of the Corporation property located at McGhee Tyson ANGB, Knoxville, TN in accordance with the Association Guidance Handbook.
- b. The Director-at-Large, Liaison to TEC shall be *appointed to a one (1) year term* by the President and confirmed by a two-thirds majority vote of the EAB.

4. **Director-at-Large, Ways and Means.**

- a. Director-at-Large, Ways and Means is responsible for the function of the Ways and Means Committee. In addition, the Director-at-Large, Ways and Means oversees the Be Square Society, and Corporate Sponsorship.
- b. The Director-at-Large, Ways and Means shall be *appointed for a one (1) year term* by the President and confirmed by a two-thirds majority vote of the EAB.

5. **Director-at-Large, Parliamentarian.**

- a. Director-at-Large, Parliamentarian serves as the Advisor to the President and the Corporation on Robert's Rules of Order and parliamentary procedures.
- b. The Director-at-Large, Parliamentarian shall be *appointed for a one (1) year term* by the President and confirmed by a two-thirds majority vote of the EAB.

6. **Vacancies of Untitled Directors.**

- a. The EAB is authorized to declare an office of an Untitled Director vacant when it becomes apparent that the incumbent, for whatever reason, is unable to fulfill the requirements of the office, subject to any provision in these bylaws restricting the power of the EAB to remove Members of the EAB.
- b. To fill the vacancy of a Director-at-Large, the appointee will be from the membership at large. Such appointments will be made by the Vice President with concurrence of the EAB.
- c. Should the office of any Regional Director become vacant, the vacancy will be filled by appointment of a member from that same region. Such appointments will be made by the First Vice President with concurrence of the EAB.

D. Terms

If these Bylaws are adopted at a Special Meeting of the Members, then (1) the persons serving as President, Vice President, Secretary, and Treasurer shall continue in those positions until the next General Meeting of the Members, (2) the person then serving as Director-at-Large Membership shall become Membership Director and serve in that capacity until the next General Meeting of the Members, and (3) the persons serving as Untitled Officers shall continue in such positions until their terms would have expired under the previous version of the Bylaws.

SECTION 2. SUCCESSION IN OFFICE.

- A. Should the office of President become vacant, the vacancy will automatically be filled by the Vice President.
- B. Should the office of Vice President become vacant, the vacancy will be filled by presidential appointment from the membership at large as approved by EAB.
- C. Should the office of Secretary, Treasurer, or Membership Director become vacant, the vacancy will be filled by Presidential appointment of any member as approved by the EAB, and elected by majority vote at the next general meeting.

SECTION 3. ELECTIONS.

- A. The Secretary will provide a slate of officers for all vacant elected positions. Nominations from the floor will be accepted at the time of the election of officers.
- B. Method of Election/Re-election for Elected Officers.
 1. Separate ballots will be used for each elected officer. A Chapter's total votes for each office may not exceed the Chapter's total authorized vote. Reporting votes in excess of the allowable total will void the ballot.
 2. To be elected, a candidate must receive a minimum of fifty (50) percent plus one of the available votes as published by the Secretary. When two or more candidates are to be chosen for an office on the ballot, the above rule will apply with only those meeting this criterion to be elected on the first ballot. Additional ballots will be taken as necessary to fill the remaining vacancies.
 3. A Tally Committee shall be appointed by the President.

SECTION 4. INSTALLATION OF OFFICERS. Elected officers shall be installed at the conclusion of the annual meeting.

SECTION 5. OATH OF OFFICE. The President shall administer the Oath of Office to all incoming officers and advisors, appointed, or elected as follows:

I, _____ do solemnly swear to uphold the honor of the office of _____. I pledge my full support and ability to further the ideals and mission of the Association to serve the membership by deeds worthy of their trust and to abide by the provisions of the Association.

ARTICLE IX ADVISORS TO THE EAB AND THE CORPORATION

SECTION 1. There shall be the following “*advisors*” to the EAB and the Corporation:

A. President Ex-Officio.

1. The President Ex-Officio shall be the immediate Past President of the Corporation. The President Ex-Officio shall be directly responsible for the function of the Nominating Committee.

B. Liaison to the Director, Air National Guard.

1. Liaison to the Director, Air National Guard is an *advisor, without vote*, to the EAB. The duties of the Liaison to the Director are as follows:
 - a. Provide liaison between the EAB of the Corporation and the National Guard Bureau.
 - b. Assist the President with direct operation of the Corporation, in accordance with the Articles of Incorporation, By-Laws, and directives established by the National Guard Bureau and the President. Execute in the name of the Corporation such documents and actions as may be authorized.
2. The Liaison to the Director, Air National Guard is appointed by the Director, Air National Guard.
3. The term of the Liaison to the Director, Air National Guard shall be determined by the appointing parties.

C. Executive Directors (Amici Curiae)

1. The Executive Directors (Amici Curiae) serve as a sounding board, *without vote*, for all matters pertaining to the Corporation.
2. Colonel Edmund C. Morrissey, First Commander of Professional Military Education Center shall be the Executive Director (Amici Curiae).
3. No other individuals shall be appointed to this position.

D. Commandant Enlisted Professional Military Education (EPME). The Commandant EPME shall be an *advisor, without vote*, to the EAB.

- E. **All past presidents** of the predecessor-in-interest and the Corporation shall serve as *advisors, without vote*, to the EAB. Past Presidents may chair permanent or ad hoc committees.
- F. **All past Liaisons to the Director, Air National Guard** of the predecessor-in-interest and the Corporation shall serve as *advisors, without vote*, to the EAB.
- G. **Appointed Advisors.** Those Advisors to the EAB appointed under Article VII.

ARTICLE X COMMITTEES

SECTION 1. From time to time, the President or the EAB may create committees and appoint members to such committees to assist in the business of the Corporation. The creation of a Committee shall not relieve the members of the EAB from their duties and obligations as officers and directors of the Corporation.


SECTION 2. Duties and responsibilities will be as outlined by the President or EAB, adopted in the Bylaws, or as set forth in the Association Guidance Handbook.

SECTION 3. All committees will be chaired by a member appointed from the membership.

SECTION 4. A Nominating Committee will be convened at the Annual Meeting and chaired by the immediate Past President and an appointed Parliamentarian will preside over the election. The committee will bring to the floor the names of all qualified candidates for all offices to be elected at that Annual Meeting. Unless due cause is shown, automatic nomination of Vice President to President will be the rule.

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the bylaws of the Air National Guard Noncommissioned Officer Academy Graduate Association, Chapter 1, and that such bylaws were duly adopted by the initial board of directors of the Corporation on 12 September 2007; amended on 18 August 2013; amended on 1 August 2017.


Phyllis R. Oster (Oct 30, 2023 12:40 CDT)

Phyllis R. Oster, Secretary,
NCOAGA, Chapter 1
Updated on 30/10/2023






Bylaws.9.19.22

Final Audit Report

2023-10-30

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