



**AIR NATIONAL GUARD
NONCOMMISSIONED OFFICER
ACADEMY GRADUATE ASSOCIATION**

August 17, 2022

MEMORANDUM FOR ANG NCOAGA MEMBERS

FROM: Secretary, NCOAGA MSgt (Ret) Phyllis Oster

SUBJECT: Minutes of the 52nd General Membership Meeting (GMM), August 13, 2022, via Virtual Zoom.

1. GENERAL MEMBERSHIP MEETING – GMM52 WAS DECLARED OPEN AT 1103 EDT, SATURDAY, AUGUST 13, 2022.
 - a. President, MSgt Cawfield lead the Pledge of Allegiance.
 - b. President Ex Officio, CMSgt (Ret) Schulz said the prayer.
 - c. President, MSgt Cawfield opened the Business Meeting at 1109 EDT.
 - d. DAL Graduate, Maj (Ret) Koenig briefed the membership on zoom protocols.
 - e. President, MSgt Cawfield read names for the Memoriam. ATTACHMENT 1
 - f. Secretary, MSgt (Ret) Oster conducted roll call. Chapters present: Chapter 1, Chapter 5, Chapter 7, Chapter 25, Chapter 40, Chapter 50, Chapter 53, Chapter 70, Chapter 75, Chapter 76, Chapter 88, Chapter 89, Chapter 90, Chapter 99. Quorum was declared. ATTCHMENT 2
 - g. Director at Large, SMSgt (Ret) Lang Anderson. (CLOSED)
 - i. Reviewed Parliamentary procedures.
 - ii. The general membership meeting will be conducted as a meeting of the whole. All attendees in good status will be allowed to vote during the General Membership meeting.
 - h. Administrative Announcements.
 - i. Quilt tickets are available; can use Pay Pal or Venmo.
 - ii. Online auction is open.
 - iii. No formal breaks: President Cawfield will declare breaks as needed.
 - iv. The order of agenda items is subject to change.
 - v. Scholarship winners have been invited to join ZOOM meeting at 1400 EDT for a check presentation.
 - vi. Lunch break will be at 1430 EDT.
 - i. Association Guidance Handbook (AGH) Changes. MSgt (Ret) Oster. (OPEN)
 - i. Use the AGH working copy dated August 1, 2022.
 - ii. Changes
 - A. Section 3-4; EDUCATION AND SCHOLARHIP PROGRAM. Opened eligibility to dependent children; grandchildren; nieces and nephews.
 - B. Chapter 4 – AWARDS: The following awards have been eliminated: Civic Actions; Major General I.G. Brown Command Excellent Award; Operation Patriotism; Outstanding Graduate of the Year; Parade of Chapters (Chapter Activities); Pride Thru Recognition; NCOAGA Minute woman Award. All references to these programs will be removed from the AGH.
 - C. Chapter 4 - AWARDS. Section 4-1, para 4 d., The Bennie Frick Memorial Scholarship funds have been returned to Chapter 7, Charlotte, NC for management.
 - D. Chapter 6 – FORMS. Form numbers will be changed to consecutive numbers with final publication.
 - j. TEC and EPME Update. CMSgt (Ret) Damrow. McGhee Tyson Air National Guard Base, TN is going through major construction changes. There is no plan for where the Heritage Bricks will be placed. More updates as information becomes available. (CLOSED)
 - k. Finance Update. CMSgt (Ret) Richardson. CMSgt Richardson had spent a great deal of time creating a detailed recap of the financial records from 2029-2022. Unfortunately, her computer crashed and lost the record. The total recap will be posted when it is recreated. (CLOSED)

2. OLD BUSINESS OPENED:

- a. GMM 51 General Business Minutes. Review was conducted by the whole. President Ex-Officio, CMSgt Schulz said there were no changes and called for a vote. SMSgt Anderson made a motion to approve the minutes as written/Major Koenig seconded the motion. The vote called; minutes were approved. (CLOSED)
- b. GMM 51 (18-22 July 2018) After Action Report was presented by President Ex-Officio, CMSgt Schulz. (CLOSED)
 - i. 20 members were in attendance.
 - ii. No NCOAGA funds were used.
 - iii. Registration fees covered all the hotel expenses.
 - iv. The GMM was conducted as the whole.
 - v. Revised Articles of Incorporation and Bylaws are posted on the NCOAGA website (ncoaga.com)
 - vi. Two guest speakers at the banquet.
 - vii. The quilt raffle was a success, bringing in \$1,400.
 - viii. President Cawfield accepted the report.
- c. President Cawfield called for any other old business three times. Hearing none, OLD BUSINESS was closed.

3. NEW BUSINESS OPENED:

- a. Nominating Committee. SMSgt (Ret) Anderson.
 - i. Nominees are as follows. (OPEN)
 - A. President – CMSgt (Ret) Doug Schulz
 - B. 1VP – CMSgt (Ret) Kevin Uthe
 - C. 2VP – no submission
 - D. Secretary – MSgt (Ret) Oster
 - E. Treasurer – CMSgt (Ret) Richardson
 - F. East Region Director - no submission
 - G. Central Region Director - no submission
 - H. West Region Director – no submission
 - I. DAL Membership – MSgt (Ret) Belinda Creasser
 - J. DAL Parliamentarian – SMSgt (Ret) Anderson
 - K. DAL TEC – CMSgt (Ret) Damrow
 - L. DAL Ways and Means – CMSgt (Ret) Turner
 - M. DAL Graduate and Publicity – Maj (Ret) Koenig
 - ii. President, MSgt Cawfield accepted report.
- b. Director at Large Membership. MSgt (Ret) Creasser. (CLOSED)
 - i. 1,399 life members.
 - ii. 59 nonlife members.
 - iii. Chapter 21 has 19 new members in 6 months.
 - iv. President Cawfield accepted report.
- c. Director at Large Graduate (Publicity and Special Projects). Maj (Ret) Koenig. (CLOSED)
 - i. Graduate issue 176 has been posted on website.
 - ii. Graduate issue 177 will be published after GMM 52.
 - iii. Scholarship winners and essays will be in issue 177.
 - iv. Send in pictures from GMM 52.
 - v. President, MSgt Cawfield accepted report.
- d. Director at Large Ways and Means. CMSgt (Ret) Turner. (CLOSED)
 - i. Be Square Society: There are \$11,550 commitments available for adoption.
 - ii. Travel Log: There has been no participation for two years. Recommend dissolving the program. MSgt Oster made a motion to dissolve the Travel Log/seconded by SMSgt Anderson. The vote called; approved.
 - iii. Submit ideas for fund raisers.
 - iv. President Cawfield accepted report.
- e. Director at Large Training and Education Center. CMSgt (Ret) Damrow. McGhee Tyson Air National Guard Base, TN is going through major construction changes. There is no plan for where the Heritage Bricks will be placed. More updates as information becomes available. President Cawfield accepted report. (CLOSED)
- f. Finance Committee report. CMSgt (Ret) Richardson.
 - i. Submitted a 2022-2023 budget.
 - ii. CMSgt (Ret) Art Hafner made a motion to accept the 2022-2023 budget as submitted/MSgt (Ret) Baker seconded the motion. The vote called; minutes were approved. (CLOSED) ATTACHMENT 3.

- g. Articles of Incorporation and Bylaws Committee report. ATTACHMENT 4.
 - i. First reading of updated Articles and Bylaws. SMSgt Eric Vickrey went line by line by line for approval.
 - ii. Second reading no earlier than 45 days from first reading will be scheduled.
 - iii. Changes to the Articles of Incorporation and Bylaws will be voted upon after the second reading at GMM53.
 - h. Scholarship Committee report.
 - i. 2022 scholarship winner. Winners were announced and recognized via zoom. ATTACHMENT 5
 - ii. Topics for 2023 Youth Scholarship Program.
 - 1. **Senior Division Topic: *What is America's biggest threat: Russia or China? Why?***
 - 2. **Junior Division Topic: *Should public schools be required to teach the U.S. Constitution? Why or Why Not?***
 - i. General Membership Meeting 53. No selection of location and time has been made. More information forthcoming.
 - j. Nominations.
 - i. SMSgt Anderson made a motion to cast a unanimous vote for the following positions.
 - a. President – CMSgt (Ret) Doug Schulz
 - b. 1VP – CMSgt (Ret) Kevin Uthe
 - c. Secretary – MSgt (Ret) Oster
 - d. Treasurer – CMSgt (Ret) Richardson
 - e. DAL Membership – MSgt (Ret) Belinda Creasser
 - f. DAL Parliamentarian – SMSgt (Ret) Anderson
 - g. DAL TEC – CMSgt (Ret) Damrow
 - h. DAL Ways and Means – CMSgt (Ret) Turner
 - i. DAL Graduate and Publicity – Maj (Ret) Koenig
 - ii. Motion carried.
 - k. MSgt Cawlfild did the swearing in of the new president; CMSgt (Ret) Schulz.
 - l. CMSgt Schulz swore in the remaining new 2022-2023 board of directors.
 - m. President CMSgt Schulz called for any other new business three times. Hearing none, NEW BUSINESS was closed.
4. REMARKS FOR THE GOOD OF THE ASSOCIATION.
- a. Quilt Ticket drawing. Maj (Ret) Karen Koenig was the winner.
 - b. Board of Directors, send your updated contact information to the Secretary for roster.
 - c. MSgt Cawlfild thanked everyone for supporting him during his presidency.
 - d. SMSgt Vickrey thanked everyone for supporting him during his time on the board of directors.
 - e. CMSgt (Ret) Richardson thanked Maj (Re) Koenig for getting the *Association* going forward and back on track again.
 - f. President Schulz called for any further Remarks for the Good of the Association three times. Hearing none, Remarks for the Association closed.
5. GMM 52 adjourned at 1833 EDT.

//submitted//

PHYLLIS R. OSTER, MSgt (Ret)
Secretary
NCOAGA, Chapter 1

//signed//

DOUGLAS E. SCHULZ CMSgt (Ret)
President
NCOAGA, Chapter 1

IN MEMORIUM	
NAME, REGION, AND CHAPTER	DATE OF DEATH
CHARTER MEMBER, CMSGT WILLIAM J COONER REGION CENTRAL / CHAPTER 23	16 AUGUST 2015
CMSGT DAVID D HART REGION CENTRAL / CHAPTER 24	19 APRIL 2020
CMSGT WILLIAM J HEGEDUS REGION EASTERN / CHAPTER 13	17 MARCH 2020
CMSGT WILLIAM H KOHLER REGION CENTRAL / CHAPTER 23	20 DECEMBER 2020
CMSGT LAWRENCE C MORRIS REGION CENTRAL / CHAPTER 37	16 OCTOBER 2016
CMSGT GARY A SCHEIRER REGION EASTERN / CHAPTER 50	11 JANUARY 2022
CHARTER MEMBER, CMSGT DONALD A SCHOENIKE REGION WESTERN / CHAPTER 46	9 SEPTEMBER 2013
CMSGT SALVATORE SIRIANO REGION EASTERN / CHAPTER 50	31 MAY 2020
CMSGT ROGER A STOLEN REGION WESTERN / CHAPTER 57	6 FEBRUARY 2022
CHARTER MEMBER, CMSGT JOHN T VAN ROO REGION CENTRAL / CHAPTER 5	11 MARCH 2022
CMSGT FERDINAND VEGA-SOSA REGION EASTERN / CHAPTER 2	21 FEBRUARY 2021
CMSGT RICHARD L RYDMAN REGION WESTERN / CHAPTER 10	6 JUNE 2022
SMSGT LARRY S BROOKS REGION WESTERN / CHAPTER 76	26 SEPTEMBER 2021
CHARTER MEMBER, SMSGT ALEJANDRO ORTIZ-CANO REGION EASTERN / CHAPTER 2	19 NOVEMBER 2010
SMSGT JIMMY D STEWART REGION EASTERN / CHAPTER 4	8 MAY 2020

IN MEMORIUM	
NAME, REGION, AND CHAPTER	DATE OF DEATH
SMSGT FREDERICK G ZINGSHEIM REGION CENTRAL / CHAPTER 5	26 AUGUST 2020
MSGT RICHARD W FEARN NATIONAL CHAPTER	11 MARCH 2022
CHARTER MEMBER, MSGT CLAY FRUIT REGION WESTERN / CHAPTER 17	17 OCT 2019
CHARTER MEMBER, MSGT GEROLD W HAAS REGION CENTRAL / CHAPTER 42	8 FEBRUARY 2017
MSGT DORIS L HAGAN REGION WESTERN / CHAPTEER 27	18 OCTOBER 2011
MSGT HENRY W KELLINGTON REGION CENTRAL / CHAPTER 37	26 NOVEMBER 2020
MSGT MARCO A LACAVA REGION WESTERN / CHAPTER 53	8 SEPTEMBER 2020
MSGT CHARLES W MATNEY REGION CENTRAL / CHAPTER 23	10 OCT 2016
CHARTER MEMBER, MSGT PAUL H MIELKE REGION WESTERN / CHAPTER 70	24 MARCH 2015
MSGT ROGER A MILLER REGION WESTERN / CHAPTER 65	12 DECEMBER 2012
MSGT JEROME D RUPP REGION WESTERN / CHAPTER 70	29 JUNE 2020
MSGT RICHARD C SISTARE REGION EASTERN / CHAPTER 7	25 APRIL 2016
CHARTER MEMBER, MSGT LOYD A WALTERS REGION CENTRAL / CHAPTER 24	28 JULY 2019
MSGT GARY P WRUCK REGION CENTRAL / CHAPTER 5	7 NOVEMBER 2020
TSGT BARBARA G PETTICE REGION EASTERN / CHAPTER 7	20 APRIL 2016
MRS BILLIE J LAUX MCGHEE TYSON AIR NATIONAL GUARD BASE	24 MAY 2020

CHAPTER 5, WISCONSIN BADGER CHAPTER, MADISON, WI

Maj Jeffrey Davis

CHAPTER 7, THE TARHEEL CHAPTER, CHARLOTTE, NC

CMSgt Janice Richardson

CMSgt Ray Welton

SMSgt Christine Welton

SMSgt Jimmy Mauldin

CHAPTER 25, VOLUNTEER CHAPTER, MCGHEE TYSON ANGB, TN

CMSgt Art Hafner

CHAPTER 40, GOLDEN GATE CHAPTER, MOFFETT NAS, CA

MSgt Chuck Washburn

CHAPTER 50, THE SYRACUSE CHAPTER, SYRACUSE, NY

MSgt Lawrence Larry Belge

CHAPTER 53, HAWKEYE CHAPTER, DES MOINES, IA

MSgt Belinda Creasser

CHAPTER 70, PHEASANT COUNTRY CHAPTER, SIOUX FALLS, SD

CMSgt Kevin Uthe

CHAPTER 75, FLY'N ILLINOIS CHAPTER, SPRINGFIELD, IL

MSgt William Neurauter

CHAPTER 76, BIG RED CHAPTER, LINCOLN, NE

Maj Karen Koenig

CMSgt Bruce Damrow

CMSgt Doug Schulz

CMSgt Sue Turner

CMSgt Nancy Vondrasek

SMSgt Lang Anderson

MSgt Mary Baker

CHAPTER 88, THE CHESAPEAKE CHAPTER, ANDREWS AFB, MD

CMSgt Lynn Alexander

MSgt Phyllis Oster

CHAPTER 89, OLD FORT CHAPTER, FORT WAYNE, IN

SMSgt Eric Vickrey

MSgt Alec Cawlfild

CHAPTER 90, NEVADA HIGHROLLERS CHAPTER, RENO, NV

CMSgt Nancy Price

CHAPTER 99, CHIEF WALTER H. FRISBY CHAPTER, COVENTRY, RI

Lt Col Richard Taito



***AIR NATIONAL GUARD
NONCOMMISSIONED OFFICER
ACADEMY GRADUATE ASSOCIATION***

13 August 2022

MEMORANDUM FOR NCOAGA GENERAL MEMBERSHIP (ZOOM)

FROM: Finance Committee

SUBJECT: Motion to Adopt 2022-2023 Budget/APPROVED

Account ID		INCOME
Number	Category	Total
200	Regular Dues	\$1,000.00
201	Life Dues	\$ 500.00
202	Memorial Mall	\$
203	Interest Earned	\$
204	Scholarships	\$2,700.00
205	Gift Shop	\$
207	Be Square Society	\$ 500.00
208	Fund Raisers	\$1,000.00
209	Corporate Sponsorship	\$
210	Seminar	\$
211	Other	\$ 100.00
	Total Projected Income	\$ 5,300.00

EXPENSES

<u>Account #</u>	<u>Category</u>	<u>Budgeted</u>
325	Equipment	\$
401	Equipment Repair	\$
402	Depreciation	\$
403	Scholarships	\$2,700.00
404	Memorials	\$
405	Seminar	\$
406	Awards and Recognition	\$
407	Finance	\$
408	Be Square	\$
410	Constitution	\$
411	Special Projects	\$
412	Liaison to Dir ANG	\$
413	B and I Day	\$
451	President	\$1,000.00
452	1st Vice President	\$
453	2nd Vice President	\$
455	President EX-Officio	\$
456	Secretary	\$
457	Treasurer	\$
458	DAL Graduate	\$
459	DAL Membership	\$ 500.00
460	DAL TEC	\$
461	Region East Director	\$
462	Region Central Director	\$
463	Region West Director	\$
468	DAL Ways and Means	\$
472	Web Site	
473	Miscellaneous	\$ 300.00
474	Attorney Fees	\$ 200.00
	TOTAL EXPENSES	\$4,700.00

ATTACHMENT 4
ARTICLES OF INCORPORATION AND BY-LAWS COMMITTEE

FIRST READING - PROPOSED CHANGES (13 AUGUST 2022)

**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.

ATTACHMENT 4 (cont'd)
ARTICLES OF INCORPORATION AND BY-LAWS COMMITTEE

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.

ATTACHMENT 4 (cont'd)
ARTICLES OF INCORPORATION AND BY-LAWS COMMITTEE

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.

ATTACHMENT 4 (cont'd)
ARTICLES OF INCORPORATION AND BY-LAWS COMMITTEE

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.

ATTACHMENT 4 (cont'd)
ARTICLES OF INCORPORATION AND BY-LAWS COMMITTEE

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, and/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.

ARTICLES OF INCORPORATION AND BY-LAWS COMMITTEE

**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, _____

ATTACHMENT 4-1 (cont'd)
ARTICLES OF INCORPORATION AND BY-LAWS COMMITTEE

PROPOSED CHANGES (13 AUGUST 2022)

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

**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 of 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 First 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 and/or email (if address has been provided by the member to the Membership Director).
- 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.

ARTICLES OF INCORPORATION AND BY-LAWS COMMITTEE

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.

ATTACHMENT 4-1 (cont'd)
ARTICLES OF INCORPORATION AND BY-LAWS COMMITTEE

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. First 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 First 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.

ARTICLES OF INCORPORATION AND BY-LAWS COMMITTEE

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 Board fails to attend two (2) board 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 VIII
OFFICERS**

SECTION 1. OFFICERS

A. The Titled Officers of the Corporation shall be the President, First 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. **First Vice President.** The First 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 First 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 First Vice President.

ATTACHMENT 4-1 (cont'd)
ARTICLES OF INCORPORATION AND BY-LAWS COMMITTEE

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, 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. The Corporation shall have the following officers which shall be known collectively as Untitled Directors: Director-at-Large, Graduate; Director-at-Large, Membership; 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 are voting members of the EAB.

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

- a. Director-at-Large, Graduate shall publish, edit, and distribute the Graduate, a quarterly newsletter, to all members of the Corporation in good standing. Additionally, the Director-at-Large, Graduate shall be directly responsible for the function of the Publicity and Special Projects Committee.
- b. In each odd-numbers year the Director-at-Large, Graduate shall be *appointed for a two (2) year term* by the President and confirmed by a two-thirds majority vote of the Board.

ATTACHMENT 4-1 (cont'd)
ARTICLES OF INCORPORATION AND BY-LAWS COMMITTEE

2. Director-at-Large, Membership.

a. Director-at-Large, Membership serves as the focal point within the Corporation for collecting dues; sending out due's notices; and posting, producing, and distributing all required membership reports and statistics. The Director-at-Large, Membership shall be directly responsible for the function of the Membership and Credentials Committee.

b. In each even-numbered year the Director-at-Large, Membership shall be *appointed to a two (2) year term* by the President and confirmed by a two-thirds majority vote of the Board.

3. Regional Directors.

a. To ensure that all areas are represented on the Board of Directors 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 Board of Directors.
- (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.

4. 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. In each even-numbered year the Director-at-Large, Liaison to TEC shall be *appointed to a two (2) year term* by the President and confirmed by a two-thirds majority vote of the Board.

5. 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, Corporate Sponsorship, and the MSgt Robert Connal Memorial Gift Shop.

b. In each odd-numbered year the Director-at-Large, Ways and Means shall be *appointed for a two (2) year term* by the President and confirmed by a two-thirds majority vote of the Board.

ATTACHMENT 4-1 (cont'd)
ARTICLES OF INCORPORATION AND BY-LAWS COMMITTEE

6. 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. In each odd-numbered year the Director-at-Large, Parliamentarian shall be *appointed for a two (2) year term* by the President and confirmed by a two-thirds majority vote of the Board.

7. Vacancies of Untitled Directors.

- a. The Board of Directors 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 Board to remove Members of the Board.
- 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 First Vice president with concurrence of the Board of Directors.
- 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 Board of Directors.

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 and (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.

SECTION 2. SUCCESSION IN OFFICE.

- A. Should the office of President become vacant, the vacancy will automatically be filled by the First Vice President.
- B. Should the office of First 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 or Treasurer 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.

ARTICLES OF INCORPORATION AND BY-LAWS COMMITTEE

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.

ATTACHMENT 4-1 (cont'd)
ARTICLES OF INCORPORATION AND BY-LAWS COMMITTEE

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 Board. 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 First 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; amended on 13 August 2022.

Phyllis R. Oster

-----*(signed)*-----

Phyllis R. Oster, Secretary, NCOAGA,

Chapter 1

Updated on _____

**AIR NATIONAL GUARD NONCOMMISSIONED OFFICER
ACADEMY GRADUATE ASSOCIATION - CHAPTER 1
2022 SCHOLARSHIP AWARDEES**

<u>SCHOLARSHIP</u>	<u>AWARDEE</u>
WILLIAM M. GOYER MEMORIAL SCHOLARSHIP AWARD	Awardee: Zach Turner Sponsor: CMSgt (Ret) Sue Turner, Chapter 76, Region West
SENIOR DIVISION SCHOLARSHIP AWARD	Awardee: Jade Heilman Sponsor: MSgt (Ret) Anthony Heilman, Chapter 70, Region West
USAA SENIOR DIVISION SCHOLARSHIP AWARD	Awardee: Evan Schulz Sponsor: CMSgt (Ret) Doug Schulz, Chapter 76, Region West
MSGT BENNIE S. FRICK MEMORIAL SCHOLARSHIP AWARD	Awardee: Thomas Camp Sponsor: CMSgt (Ret) Ned Seaman, Chapter 7, Region East
JUNIOR DIVISION SCHOLARSHIP AWARD	Awardee: Grace Niebuhr Sponsor: CMSgt (Ret) Sharon Parriott, Chapter 47, Region West
BETTY FEARN SCHOLARSHIP AWARD	Awardee: SrA Bailee Kelch Chapter 89, Region Central