

ARTICLE I
OFFICERS

Section 1 - Duties and Powers

(a)) President

(1) The President shall be:

- (A) The presiding officer at each annual General Conference and Special Conference of the Association;
- (B) A member of the Board of Directors and Chairman thereof; and
- (C) A member ex-officio of all committees.

(2) The President shall:

- (A) Direct the affairs of the Association between annual General Conferences;
- (B) Convene the Board of Directors from time to time;
- (C) Appoint all Standing and Special Committees, and designate the chairman of each;
- (D) Issue the call and make arrangements for General Conferences and Special Conferences;
- (E) Be responsible for the location and operation of the headquarters office of the Association, subject to the approval of the Board of Directors;
- (F) Have the authority to incur such incidental expenses as may be necessary, for operation of the Association within limits set by the Board of Directors;
- (G) Appoint special staff officers (i.e. Chaplain, Parliamentarian, and Sergeant- at-Arms) incidental to the conduct of General Conference and Special Conference.
- (H) Render an annual report to the Association;
- (I) Perform such other duties as are usually performed by the President of an organization and as may be prescribed by the By-Laws or assigned by the Board of Directors; and

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- (J) Assign duties to be performed by the Vice- Presidents, and Executive Secretary, if the position is filled, which are consistent with the Constitution and By-Laws of the Association or with the usual duties performed by such officers of organizations.

(b) Vice-Presidents for Army and Air

(1) The Vice-Presidents shall be members of the Board of Directors and shall.

- (A) Perform the duties usually performed by Vice Presidents or assigned by the President, and/or the Board of Directors;
- (B) Perform the duties of the President if he is absent or incapacitated;
- (C) Assume the office of the President in the event of the termination, resignation, or removal from office of the President, and serve the unexpired term of the President; and
- (D) Chair as appropriate under Section 2(a) and 2(b) of Article 111 of the By Laws.
- (E) Serve as chair on the committee on legislation

(2) In the event of a vacancy in the office of President, the NGAOK Board of Directors shall elect a new President by a simple majority vote. The eligible candidates to fill this vacancy shall be the Vice President for Army and the Vice President for Air.

(c) Treasurer

- (1) Advise the Executive Director and Committee on Finance and Budget in the preparation of the annual budget;
- (2) Review monthly expenditures of the Association;
- (3) Make monthly reports to the Board of Directors; and
- (4) Assist in the annual audit of the Association.

Section 2 – Election

(a) The President shall be elected by a simple majority of delegates. Prior service as an NGAOK President, Vice President or four (4) years of service on the NGAOK Board of Directors is required for eligibility for the Office of President.

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- (b) The Vice-President for Army and Air will be elected by majority vote of the delegates at the General Conference on alternating years for a two year term. The Treasurer will be elected by majority vote of the delegates at the General Conference. The Vice-Presidents and Treasurer must be present or past members of the Board of Directors to be eligible for election.

Section 3 – Tenure

- (a) The President, Vice-President for Army, and Vice-President for Air shall be installed on the last day of the General Conference by which they were elected;
- (b) Unless terminated or removed from office as provided in these By-Laws, the President shall hold office for a period of one year, or until a successor in office is duly elected and installed;
- (c) Unless terminated or removed from office as provided in these By-Laws, the Vice- President shall hold office for a period of two years, or until a successor in office is duly elected and installed;
- (d) The Executive Secretary, if the position is filled, will be the full-time Executive Director of the Association and will be appointed by the Board of Directors and will serve until a successor is appointed. The Executive Secretary will be a non-voting member of the Board of Directors.
- (e) The Treasurer shall:
 - (1) Be installed on the last day of the General Conference by which he is elected;
 - (2) Unless terminated or removed from office as provided in these By-Laws, shall hold office for a period of two years, or until a successor in office is duly elected and installed; and
 - (3) Be a voting member of the Board.

Section 4 - Termination of Tenure

- (a) Tenure in office is terminated by:
 - (1) Death;
 - (2) Resignation which shall be tendered to and accepted by the Board of Directors of the Association; or
 - (3) Removal as prescribed in subsection (b) of this section.
- (b) An officer of the Association may be removed from office by a two-thirds vote of the Board of Directors:

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- (1) When it is determined that an officer is unable to fulfill the duties of his office due to physical or mental disability;
- (2) For inefficiency;
- (3) For conduct detrimental to the Association; or
- (4.) For other sufficient cause.

ARTICLE II **BOARD OF DIRECTORS**

Section 1 - Duties and Powers

(a) The Board of Directors shall:

- (1) act as the governing body of the Association in accordance with the policies adopted in General Conferences or Special Conferences of the Association;
- (2) approve the facilities and related arrangements for a General Conference;
- (3) if a position on the Board of Directors occupied by a member other than an Officer of the Association becomes vacant, elect, by majority vote, an Army or Air Guard member from the appropriate major organization or installation to serve the unexpired term;
- (4) in the event of a vacancy in the office of Vice-President for Army or Air of the Association, elect, by majority vote, a successor from the Board of Directors to serve the unexpired term;
- (5) consider the annual budget, as recommended by the President, Executive Secretary, Treasurer and the Officer and Enlisted Committee, revise, amend, or modify it as desired, and approve the expenditure of funds as set forth in the budget;
- (6) exercise direction and control over and provide for the proper care and maintenance of the property of the Association, and the administration of the insurance program;
- (7) convene at the call of the President of the Association, or upon the written demand signed by a majority of the members thereof; and
- (8) perform such additional duties and exercise such additional powers as are specifically granted in, or required by, the Constitution and By-Laws of the Association.

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(b) The Board of Directors may:

- (1) order an independent certified audit of the records and finances in addition to the annual audit required by Section 1(b) 2(c) of Article IV;
- (2) by two-thirds vote, and refuse Association membership to any applicant;
- (3) by two-thirds vote, and in accordance with Section 4., Article III of the Constitution, terminate the membership of any members of the Association,
- (4) remove from office any officer of the Association in accordance with Section 4. (b), Article I of the By-Laws; and
- (5) employ an Executive Director whose tenure, salary, duties, and responsibilities shall be those enumerated in Article V of these By-Laws.

Section 2 – Election

- (a) The members of the Board of Directors shall be elected by properly assembled caucus of their major organization or installations in accordance with Section 1 of Article VII of the By-Laws;
- (b) To insure continuity in administering the affairs of the Association, one-half of the members of the Board of Directors and one retired member shall be elected on alternating years.

Section 3 – Tenure

- (a) Members of the Board of Directors shall be installed on the last day of the General Conference by which they are elected;
- (b) Unless sooner terminated or removed by the Board of Directors as provided in these By-Laws, a member shall serve for a term of two years or until his successor is elected and installed.

Section 4 - Termination of Tenure

- (a) Membership on the Board of Directors is terminated by:
 - (1) Death;
 - (2) Approved resignation; or
 - (3) Removal as prescribed in subsection (b) of this section.
- (b) A member of the Board of Directors may be removed by a two-thirds vote thereof:

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- (1) when it is determined that a member, other than an officer of the association is unable to fulfill his duties due to physical or mental disability;
 - (2) for inefficiency;
 - (3) for conduct detrimental to the Association; or
 - (4) for other sufficient cause.
- (c) A member of the Board of Directors elected to an officer position of the Association vacates his original seat on the Board of Directors.

ARTICLE III **OFFICER AND ENLISTED COMMITTEES**

Section 1 - Duties and Responsibilities

The Officer and Enlisted Committees shall:

- (a) Monitor and make recommendations to the Board of Directors on matters pertaining to the National Guard Association of the United States and the Enlisted Association National Guard of the United States.
- (b) Monitor and make recommendations to the Board of Directors pertaining to requests, programs, or problems on either officer or enlisted matters;
- (c) Perform duties assigned by the President of the Association or the Board of Directors and as may be prescribed by the Constitution and By-Laws.

Section 2 - Appointment of Chairman

The Chairmen of each Committee shall:

- (a) Be the appropriate Vice-President if one Vice-President is an officer member and one Vice-President is an enlisted member; or
- (b) Be appointed by the President should Subsection (a) above not apply.

ARTICLE IV **COMMITTEES**

Section 1 - Standing Committees

- (a)) Committee on Constitution and By-Laws:

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(1) The Committee on Constitution and By-Laws shall consist of at least three members of the Association appointed by the President,

(2) The Committee shall:

(A) Study the Constitution and By-Laws of the Association with a view toward their improvement, draft proposed amendments thereof, and submit them to the General Conference or Special Conference for approval or rejection; and

(B) Study proposed amendments to the Constitution and By-Laws submitted by a member of the Association with recommendations concerning the proposed amendments as the committee may see fit.

(b) Committee on Ways and Means:

(1) The Committee on Ways and Means shall consist of at least three members of the Association appointed by the President annually and will be chaired by a Vice-President. The Treasurer and/or Secretary may act as non-voting advisors.

(2) The Committee shall:

(A) Propose the annual budget and recommend adoption by the Board of Directors,

(B) Insure an annual, review of the Association prepared by an independent Certified Public Accountant, and

(C) Supervise all fund raising activities of the Association, to include the Insurance program.

(3) Render an annual report to the Association.

(c)) Committee on Legislation:

(1) The Committee on Legislation shall consist of at least five members of the Association appointed by the President and shall be chaired by a Vice President as appointed by the President.

(2) The Committee shall:

(A) Develop and recommend to the Board of Directors the Legislative policy of the Association;

(B) Work in close contact with the Officer and Enlisted Committees to insure consonance with National Legislative priorities and goals; and

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(C) Render an annual report to the Association.

(d) Committee on Resolutions:

(1) The Committee on Resolutions shall consist of at least five members of the Association appointed annually by the President;

(2) The Committee shall:

- (A) Consider, revise, amend, and recommend to the Board of Directors, each resolution referred by a member of the Association;
- (B) Draft appropriate resolutions and recommend action to the Board of Directors; and
- (C) Furnish the Executive Secretary and the Adjutant General of Oklahoma all approved resolutions in time to meet the deadline to the National Conferences.

(e)) Committee on Public Relations:

(1) The Committee on Public Relations shall consist of at least five members of the Association appointed annually by the President;

(2) The Committee Shall;

- (a) Recommend an Association public relations program to the Board of Directors;
- (b) Handle publicity for the General Conference; and
- (c) Be responsible for publication of the Association Newsletter.

(f)) Committee on the General Conference:

(1) The Committee on the General Conference shall consist of at least seven members of the Association appointed annually by the President;

(2) The Committee shall:

- (A) Be charged with preparing the physical arrangements for the Annual General Conference;
- (B) Plan and consider all activities in conjunction with the General Conference; and

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(C) Render an annual report to the Association.

(g) Committee on Time and Place:

(1) The Committee on Time and Place shall consist of at least two members of the Association appointed annually by the President;

(2) The Committee shall:

(A) Recommend to the Board of Directors and the assembled members at the General Conference, the time and place for the succeeding three years; and

(B) Render an annual report to the Association.

(h) Committee on Credentials and Rules

1) The Committee on credentials and Rules shall consist of at least three members of the Association appointed annually by the President;

2) The Committee shall:

(A) Subject to an appeal by the General or Special Conference concerned, rule on the credentials of each member to a General or Special Conference of the Association; and

(B) Render an annual report to each' General or Special Conference of the Association consisting of:

1) The number of accredited delegates to the voting body; and

2) A recommendation concerning any special rules to be adopted by the General Conference concerned.

(i) Committee on Company Grade Officers

(1) The Committee on Company Grade Officers shall consist of at least 5 members of the Association appointed annually by the President.

(2) The Committee shall:

(A) Advise the Board of Directors on matters of particular concern to the Company Grade Officers of the Association.

(B) Develop and recommend strategies to the Board of Directors to implement solutions to such concerns.

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(C) Render an annual report to the Association.

(j) Committee on Junior Enlisted

(1) The Committee on Junior Enlisted shall consist of at least 5 members of the Association appointed annually by the President.

(2) The Committee shall:

(A) Advise the Board of Directors on matters of particular concern to the Junior Enlisted Members of the Association.

(B) Develop and recommend strategies to the Board of Directors to implement solutions to such concerns.

(C) Render an annual report to the Association.

(k) Committee on Family Relations

(1) The Committee on Family Relations shall consist of at least 5 members of the Association, appointed annually, by the President. No less than 3 of those committee members will be selected from those who hold a family member type membership.

(2) The Committee shall:

(A) Advise the Board of Directors on matters of particular concern to the Families of the Oklahoma National Guard members.

(B) Develop and recommend strategies to the Board of Directors to implement solutions to such concerns.

(C) Plan and consider all activities in conjunction with budgeted NGAOK family events, and:

(D) Render an annual report to the Association

Section 2 - Committee Structure

When possible, the President shall appoint members of the committees with an intent towards fair and equal representation of Army and Air Guard and officer and enlisted members

Section 3 - Committee Powers

All committees shall serve in the capacity of advisors to the Board of Directors. Any resolutions, recommendations, and/or suggestions by a committee may be accepted, rejected and / or altered by the Board of Directors.

ARTICLE V
STAFFING OF THE ASSOCIATION HEADQUARTERS

Section 1 - Executive Director

- (a) An Executive Director may be employed by the Board of Directors;
- (b) The term of office and length of contact shall be determined by the Board of Directors;
- (c) The salary of the Executive Director shall be determined by a majority vote of the Board of Directors;
- (d) The duties of the Executive Director shall include:
 - (1) Subject to approval of the Board of Directors, employ such personnel as necessary to administer the mandates of the President and the Board of Directors;
 - (2) Direct the operation of the employees and headquarters of the Association;
 - (3) Prepare annually and submit to the Committee on Finance and Budget and the Board of Directors, a proposed annual budget;
 - (4) Incur and authorize such incidental expenses as may be necessary, with approval of the Board of Directors, in the direction and operations of the Association, its employees, and the headquarters office;
 - (5) Collect and keep records on membership dues of the Association and remit annually, dues to the National Associations;
 - (6) Plan and coordinate the Association's participation in the National Associations programs, priorities, and goals;
 - (7) Render an annual report to the Association; and
 - (8) Keep a physical inventory of all capital assets acquired by the Association.

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(9) Perform other duties as assigned by the President of the Association and the Board of Directors.

(e) The Executive Director shall be a member ex-officio of all committees.

ARTICLE VI

FISCAL

Section 1 - Fiscal Year

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

Section 2 – Dues

- (a) The Executive Director or other person designated by the President shall collect dues for the National Guard Association of Oklahoma, the National Guard Association of the United States, and the Enlisted Association of the National Guard of the United States.
- (b) The annual membership year of the Association for officers will be 1 January to 31 December, to coincide with the membership year of the National Guard Association of the United States. Both dues will be collected on the same basis as the national organization. (Presently January 1 to December 31)
- (c) The annual membership year of the Association for enlisted members will be 1 January to 31 December, to coincide with the membership year of the Enlisted Association of the National Guard of the United States. Both dues will be collected on the same basis as the national organization. (Presently the national organization membership may be either on a calendar year, fiscal year, or anniversary basis as determined by their state association)
- (d) Dues will be transmitted to both national organizations in accordance with requirements of those organizations.

Section 3 - Life Membership Dues

Life membership dues for the Association will be collected and shall be:

- (a)) Held in a separate interest-bearing account in a safe investment institution;

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(b) "Life Membership" shall be defined as a twenty (20) year expectancy.

(c) NGAOK will amortize Life Memberships, utilizing one-twentieth (5 percent) of each membership as income for twenty (20) years starting the year after the membership is purchased. This process will continue in perpetuity beginning in May 2019 and the process will commence using the 2018 life memberships.

(d) Allowed to accumulate to cover future operating costs;

(e) Expended only by unanimous vote of the Board of Directors or two-thirds vote of the assembled members at the General Conference.

Section 4 - Surety Bond

The officers and employees of the Association, who are responsible for and handle funds belonging to the Association, must be bonded in an amount not less than the maximum potential loss.

Section 5 – Audit

The Board of Directors will insure a yearly review, of the Association's books is conducted by an independent Certified Public Accountant.

Section 6 – Funds

Funds of the Association shall be:

- (a) deposited in the name of the Association in a bank or banks, or similar institution designated by the Board of Directors;
- (b) separated into such accounts as the Board of Directors shall designate;
- (c) invested and reinvested in accordance with the purpose of the Association and as the Board of Directors may direct; and
- (d) Used to promote the purpose of the Association.

Section 7 – Expenditures

Bills, claims, and expenditures of the Association exceeding \$300.00 shall be:

- (a) Certified by any two officers of the Board of Directors of the Association; and
- (b) Approved by the Board of Directors.

Section 8 – Property

- (a) personal property acquired by the Association shall be held in the name of the Association, and under the control and direction of the Board of Director; and
- (b) Real property acquired by the Association shall be subject to the provisions of the Constitution and By Laws of the Association, and held, subject to the terms and conditions thereof.

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Section 9 – Contracts

Contracts shall be executed in the name of the Association and will be:

- (a) Signed by the President or a Vice President of the Association;
- (b) Reviewed by the Treasurer of the Association; and
- (c) Approved by the Board of Directors of the Association.

ARTICLE VII

VOTING

Section 1 - Organizational Caucus

During the General Conference, the President will call for major organization/installation and Retired member's caucuses. At this time, each represented major organization/installation and retired members shall have a meeting of delegates. At this meeting, members of the organization shall elect, by majority vote, their representatives to serve on the Board of Directors in accordance with Section 2 of Article II of the By-Laws. They will also nominate, if applicable, a nominee for Vice-President and treasurer.

Section 2 – Chairmen

The Chairmen of the major organization/installation and retired caucus shall be that major organization/installation or retired members present serving on the Board of Directors. If those members are not available, the president shall appoint a caucus Chairman from that major organization/installation or retired caucus.

Section 3 - Nominations for Statewide Positions

Assembled delegates of the Association will elect by majority vote, the applicable Army or Air Vice-President based on the vacancy. The Army delegates of the Association will elect At-Large Army and Retired Army members of the Board in this manner:

- (a) Members will be nominated for these positions by major organizations/installation caucus. Time will be made available for nominees to visit each caucus. Rules will be determined and announced by the Credentials and Rules Committee;
- (b) Votes for these positions must be cast by major organizations/installations. However, each organization will be allowed, if desired, to split their delegates among nominees.

ARTICLE VIII
RULES OF ORDER

Section 1 - Order of Business

Except as modified in the Constitution and By-Laws of the Association, the order of business shall be:

- (a) as established in Roberts Rules of Order, Current Edition; and
- (b) For each General and Special Conference arranged by the President of the Association.

Section 2 - Parliamentary Authority

The Rules contained in Robert's Rules of Order, Current Edition, shall govern the Association in all cases to which they are applicable, except when modified by:

- (a) the Constitution or By-Laws of the Association; or
- (b) Standing Rules or Special Rules established by a General or Special Conference.

Section 3 — Rules

At a General or Special Conference of the Association:

- (a) each proposed resolution shall be referred to the Committee on Resolution by the presiding officer of the Conference; and
- (b) Subsequent to the final report of the Committee on Resolutions, the presiding officer of a General or Special Conference may not entertain a proposed resolution except by unanimous consent of the Conference.

ARTICLE IX
SEAL

The Seal of the Association shall square with the word "OKLAHOMA" along the top, the state outline behind the minuteman. The words "National Guard Association" will be in a banner format below the seal. The seal will be formatted to look like the following:



ARTICLE X
DEFINITIONS

For the purposes herein:

- (a) “Association” means the National Guard Association of Oklahoma, Inc.;
- (b) “Officer” means unless otherwise stated, any Federally recognized Officer or Warrant Officer of the Army or Air Guard of Oklahoma;
- (c) “Enlisted” means unless otherwise stated, any enlisted member of the Army or Air Guard of Oklahoma;
- (d) “Delegate” means a person authorized to vote at the Conference. The basis of selection will be one for each 10 members of the Association;
- (e) “May” is used in a permissive sense;
- (f) “Shall” is used in an imperative sense;
- (g) “May not” is used in a prohibitive sense;
- (h) “Majority vote” means and includes a majority of the legal votes cast;
- (i) “Two-Thirds vote” means and includes two-thirds of the legal votes cast: and
- (j) “Executive Secretary” is used the same as “Executive Director.”

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ARTICLE XI
AMENDMENTS

Section 1. By Two-Thirds Vote

These By-Laws may be amended by a two-thirds vote at (1) any annual General Conference of the membership, or (2) any Special Meeting of the membership, called for that purpose by the President or a majority of the Board of Directors. No amendment to these By-Laws shall be made unless notice of the full content of such proposed amendments shall be included within the Official Call, at least 30 days prior to the meeting at which said amendment is to be considered. Nothing herein shall prevent a member of the Association from laying before the membership at any meeting, an amendment which thereafter must be considered at the next meeting of membership.

Section 2. By Unanimous Vote

These By-Laws may be amended at a General or Special Conference of the Association by a unanimous vote, without prior notice, provided the Constitution and By-Laws Committee has reviewed the proposed amendment(s) and made its recommendation to the Association.

Section 3. Effective Date

Unless otherwise provided, an amendment to the By-Laws shall be effective upon the adjournment sine die or the General or Special Conference which adopted it.

CERTIFICATION OF DOCUMENT

The Constitution and By-Laws were updated IAW the approved changes as voted on during the July 27, 2012 business meeting.

Signed: _____

President, NGAOK