

Bylaws – National Guard Association of New Jersey



PO BOX 266
WRIGHTSTOWN, NEW JERSEY 08562

APRIL 2020

Contents

ARTICLE I – DUTIES AND POWERS OF OFFICERS 4

 SECTION 1. PRESIDENT 4

 SECTION 2. FIRST VICE PRESIDENT 5

 SECTION 3. SECOND VICE PRESIDENT 5

 SECTION 4. IMMEDIATE PAST PRESIDENT 5

 SECTION 5. GROUPMENT REPRESENTATIVES 5

 SECTION 6. SECRETARY 6

 SECTION 7. TREASURER..... 6

 SECTION 8. EXECUTIVE DIRECTOR..... 7

 SECTION 9. REMOVAL FROM OFFICE 7

ARTICLE II – EXECUTIVE COUNCIL 8

 SECTION 1. COMPOSITION 8

 SECTION 2. DUTIES 8

 SECTION 3. MEETINGS..... 10

ARTICLE III – COMMITTEES 11

 SECTION 1. STANDING COMMITTEES 11

 a. THE NOMINATING COMMITTEE..... 11

 b. MEMBERSHIP COMMITTEE 11

 c. JOINT LEGISLATIVE COMMITTEE 12

 d. RESOLUTIONS COMMITTEE 12

 e. PUBLICITY AND PUBLIC RELATIONS COMMITTEE 12

 f. ARRANGEMENTS COMMITTEE 13

 g. HOST COMMITTEE..... 13

 h. INVESTMENT COMMITTEE 14

 i. FINANCE COMMITTEE 14

 j. AWARDS COMMITTEE 15

 k. JOINT INSURANCE COMMITTEE 15

 SECTION 2. SPECIAL COMMITTEES..... 16

 SECTION 3. TENURE..... 16

ARTICLE IV – DUES..... 16

 SECTION 1. ANNUAL DUES 16

 SECTION 2. LIFE MEMBERS..... 17

 SECTION 3. OBLIGATION OF NEW OFFICERS..... 17

 SECTION 4. CORPORATE PARTNERSHIPS 17

Bylaws – National Guard Association of New Jersey

ARTICLE V – ORDER OF BUSINESS 18

ARTICLE VI – GROUPMENTS..... 18

 SECTION 1. ORGANIZATION.....18

 SECTION 2. CHANGE OF COMPOSITION..... 19

ARTICLE VII – DISSOLUTION 19

ARTICLE VIII – AMENDMENTS..... 20

ARTICLE I – DUTIES AND POWERS OF OFFICERS

SECTION 1. PRESIDENT

- a. The President shall preside at the Annual Conference, Annual Business Meeting and at all Special Conferences and Meetings of the Association. The president is Chairman of the Executive Council.
- b. The President is charged with the direction and administration of the affairs of the Association between Annual Conferences and Meetings.
- c. The President shall, from time to time, call meetings of the Executive Council. Electronic meetings will be an authorized means of conducting business (i.e. internet meetings, email, teleconference). With the exception of the Nominating Committee, which is provided for in the Constitution, the President shall appoint all Standing and Special Committees and shall name the Chair and Vice Chair thereof. The President shall be an ex officio member of all committees.
- d. The President is responsible for the location and operation of the Headquarters Office of the Association, subject to the approval of the Executive Council.
- e. The President shall supervise arrangements for the Annual and Special Conferences and Meetings.
- f. The President shall have the authority to approve such incidental expenses as may be necessary, in a total sum not to exceed \$500.00 each year in office.
- g. The President shall make an annual report to the Association.
- h. The President or Interim President shall have the authority to appoint Interim Officers of the Association if a vacancy shall arise until such time as elections are held. If needed, a Special Conference or Meeting of the membership shall be held within sixty (60) days.

SECTION 2. FIRST VICE PRESIDENT

- a. The First Vice President shall perform the duties of the President during the absence or disability of the President.
- b. In the event the office of President is vacated for any reason, the First Vice President shall become President of the Association for the balance of the unexpired term.
- c. The First Vice President shall serve as a member of the Executive Council.

SECTION 3. SECOND VICE PRESIDENT

- a. The Second Vice President shall perform all duties of the First Vice President in the absence of the First Vice President.
- b. In the event the office of First Vice President is vacated for any reason, the Second Vice President shall become the First Vice President for the balance of the unexpired term. If both the office of President and First Vice President shall simultaneously be vacant for any reason, the Second Vice President shall become President for the balance of the unexpired term.
- c. The Second Vice President shall serve as member of the Executive Council.

SECTION 4. IMMEDIATE PAST PRESIDENT

- a. Upon the election of a new President, the out going President shall automatically become the Immediate Past President and shall serve in that position until a new President is elected.
- b. The immediate Past President shall serve as a member of the Executive Council.

SECTION 5. GROUPMENT REPRESENTATIVES

The groupment representatives elected by the various groupments shall perform such duties as may be assigned by the President of the Association.

SECTION 6. SECRETARY

- a. The Secretary shall have charge of all records of the Association, including those of the Executive Council.
- b. The Secretary shall have all duties and powers authorized secretaries of corporations organized under Title 15 (Corporations Not For Profit) of the New Jersey Statutes.
- c. The Secretary shall serve as a member of the Executive Council.

SECTION 7. TREASURER

- a. The Treasurer shall be custodian of all funds of any nature whatsoever due to the Association from any and all sources.
- b. The Treasurer shall receive and receipt for all funds and deposit the same in the name of the Association in a Federal or State chartered bank and/or savings and loan, or mutual savings bank authorized to do business in the State of New Jersey, or a money market fund, as approved by the Executive Council.
- c. Checks in payment of all bills and claims against the Association, when such bills and claims have been approved by the Executive Council and payment authorized, and when such bills and claims have been certified for payment by the President or Executive Director/Full-Time Administrator shall be issued with a dual signature system. One of the signators shall be the Executive Director or Administrator or in their absence the President or 1st Vice President or 2nd Vice President and the other being the Treasurer, or in the absence of the Treasurer, the Secretary. Additional signatories shall not be permitted by an immediate family member of the first signatory. Nothing in this sub-paragraph shall have any effect upon the power of the President to authorize payment as provided in Article I, Section 1 f of this ARTICLE.
- d. The Treasurer shall furnish a bond in such sum as may be required by the Executive Council, the premium for which shall be paid from the funds of the Association.

e. There shall be an annual audit of the books and finances of the Association by a certified public accountant, to be selected at the Annual Conference. The accountant shall furnish a report of said audit at the Annual Conference/Meeting.

f. The Treasurer shall make a report of the finances of the Association at the Annual Conference/Meeting.

g. The Treasurer shall serve as a member of the Executive Council.

SECTION 8. EXECUTIVE DIRECTOR.

a. The Executive Director is not a paid position. The Executive Director shall be appointed by the President.

b. The Executive Director shall have charge of the day to day operations on behalf of the Association at the direction of the President.

c. The Executive Director shall have all duties and powers authorized executive directors of corporations organized under Title 15 (Corporations Not For Profit) of the New Jersey Statutes.

SECTION 9. REMOVAL FROM OFFICE

Any officer of this Association or other member of the executive Council may be suspended or removed from office for inefficiency, for conduct grossly detrimental to the interests of this Association, or for any other grave cause. In such case, a two thirds vote of the Members of the Executive Council shall be required for the purpose of calling a Special Conference/Meeting to consider such removal. The question of the removal of the officer shall be the only business conducted at such Special Conference/Meeting. A vote of two thirds of the regular members then presents and voting shall be required to remove an officer.

ARTICLE II – EXECUTIVE COUNCIL

SECTION 1. COMPOSITION

The Executive Council shall consist of the President, First Vice President, Second Vice President, Immediate Past President, Secretary, Treasurer, representative(s) from each groupment, as defined by the Bylaws of the Association, and a maximum of three representatives from the groupment of nonactive regular members.

SECTION 2. DUTIES

a. Between Annual Conferences/Meetings, the Executive Council shall have full power and authority to establish general policies of the Association.

b. It shall have the power to accumulate, control, and expend the funds of the Association; incur and discharge financial obligations and otherwise have full power to effectuate the purposes of this Association, as defined in the Constitution.

c. Shall invest the funds of the Association in bank obligations insured only by the Federal Deposit Insurance Corporation Deposit Insurance Corporation or commercial obligations rated A2 or better by Standard and Poors or P2 or better by Moodys, or money market funds the charter of which stipulates investments in bank obligations rated A2 or better by Standard and Poors of P2 or better by Moodys.

d. The Executive Council shall have the power to take a position on behalf of the Association, either publicly or otherwise, on issues affecting the purposes and powers of the Association, as set forth in Article II of the Constitution.

e. The Executive Council shall recommend to the Annual Conference/Meeting the selection of an Accountant or auditor, to be empowered and engaged to perform an annual audit of the books and finances of the Association.

f. The Executive Council shall have the authority to call a Special Conference or Meeting of the Association, by a majority vote of the Executive Council.

g. The Executive Council shall have the authority to designate the time and place of the next Annual Conference/Meeting when not fixed by the Annual Conference. In the event the time and place fixed for any Annual Conference is for any reason cancelled, altered or if changes in circumstances have occurred since the site selection, the Executive Council shall then fix a new time and place for such Annual Conference/Meeting.

h. If a representative member of the Executive Council leaves the groupment which that individual was elected to represent for any reason, there shall be a vacancy in that groupment, which shall be filled by a special election, to be held for that purpose, within 30 days of the vacancy.

i. The Executive Council shall have the power, by majority vote, to fill any vacant elective position unless other provisions for filling such vacancy are contained in the Constitution or Bylaws of the Association. Any such successor in office shall serve the unexpired portion of the term.

j. The President, Executive Director and Secretary of the Association shall be delegates to the Annual General Conference of the National Guard Association of the United States. In addition, subject to limitations imposed by the number of delegates allotted to the State and available Association supporting funds, the Vice Presidents, Treasurer, Immediate Past President and representatives of the various groupments, selected by the Executive Council, may be additional delegates. If limitations, not within the control of the Executive Council, prevent full representation in the list of delegates, it will be the responsibility of the Executive Council to give appropriate priority in the preparation of the list of delegates to those groupments not represented in the previous year or years.

k. Funds will be allotted for executive directors' duties attendance at the annual National Guard Executive Directors conference, as well as for the President or Secretary at the President's discretion. Other meetings throughout the year, including NGAUS Industry Day or a similar event, the Annual Insurance Conference, and legislative workshops should also be attended in order to increase the efficiency of the Association. Funds allotted for these events should be limited to two people and only for travel and lodging. Meals will be at the expense of the Officers."

l. In the event that an expenditure of funds in excess of the budgeted amount is

necessary before a special meeting can be convened, the President with the

concurrence of one other officer, but not the Treasurer, may authorize such additional expenditure for any previously authorized budget item in an amount not to exceed twenty-five (25%) per cent of the budgeted amount. Such action shall be presented to the Executive Council, at the next scheduled or emergency meeting for ratification. If said action is not ratified, the Executive Council shall take such action as is necessary to either rescind the expenditure, or reduce other budget accounts to balance the expenditure with the approved budget.

SECTION 3. MEETINGS

a. The Executive Council shall meet at the call of the President at least once each quarter to conduct such business as may come before the Executive Council. The Secretary shall notify each member of the Executive Council at least ten (10) days prior to the meeting. A certificate of said notification shall be delivered to the President by the Secretary at the commencement of each meeting.

b. The President may call a special meeting of the Executive Council on his own or at the request of four members thereof upon forty-eight (48) hours notice. The Secretary shall notify all Executive Council members of the meeting and file a certificate of notification with the President at the commencement of the meeting. Only such business as shall be specified in the special meeting notice may be considered at such special meeting.

c. The presence of one third of the authorized membership of the Executive Council, not including the officers thereof, plus the President and one other officer shall constitute a quorum for the purpose of such special meeting.

d. The association, executive council, and all committees shall have the authority to conduct electronic meetings as deemed appropriate (i.e. internet meetings, email, teleconference). Minutes or records will be kept as required by the constitution or bylaws.

ARTICLE III – COMMITTEES

SECTION 1. STANDING COMMITTEES

The composition, powers and duties of the Standing Committees shall be as follows:

a. THE NOMINATING COMMITTEE

(1) Shall consist of three active regular members, selected as described in Article VIII, Section 2 of the Constitution. The Committee shall select its own chairman from among its numbers at its first meeting.

(2) Reports to the Annual Conference/Meeting its recommendations for nominations for Officers of the Association in the years when officers are to be elected, and its recommendations to the next Nominating Committee in alternate years. The report of the Committee shall be filed with the Secretary not later than one month prior to the Annual Conference/Meeting.

(3) The President of the Association shall call and chair the first meeting of the Committee until a chairman is selected as provided in Section 1a (1).

b. MEMBERSHIP COMMITTEE

(1) Shall consist of three regular members of the Association, selected by the President. The Chairman of the Committee is designated by the President.

(2) Has the power to take any and all steps, recommended and approved by the Executive Council, to keep the membership at 100 percent of all active officers and warrant officers in the Army and Air National Guard of New Jersey.

(3) Submits a membership report to the Annual Conference/Meeting and at any other time requested by the President.

c. JOINT LEGISLATIVE COMMITTEE

(1) Shall consists of not less than three regular members, appointed by the President. The Chairman is selected by the President.

(2) Recommends legislation deemed necessary to carry into effect any policies requiring legislative action.

d. RESOLUTIONS COMMITTEE

(1) Consists of not less than three regular members appointed by the President. The Chairman is selected by the President.

(2) Prepares resolutions for presentation to the Annual Conference/Meeting.

(3) Considers all resolutions presented to it by any voting member or groupment, at least ten days prior to the Annual Conference/Meeting and presents those it deems appropriate for consideration at the Annual Conference/Meeting. It may recommend proposed Resolutions as submitted or modify them prior to submission to the members as the Committee may deem appropriate. Resolutions may be submitted from the floor of the Annual Conference/Meeting only with a two thirds approval of the members present.

e. PUBLICITY AND PUBLIC RELATIONS COMMITTEE

(1) Shall consist of not less than three regular members of the Association, appointed by the President. The President shall appoint the Chairman of the Committee.

(2) Performs such duties as are normally performed by such a committee in similar associations.

(3) Shall recommend to the Annual Conference/Meeting policies which, if carried into effect, will propagate understanding and good will between the Army and Air National Guard and the public.

f. ARRANGEMENTS COMMITTEE

(1) Should consist of the Elected Officers of the Association (President, First Vice President, Second Vice President, Secretary and Treasurer) one active Army Member At-Large, one active Air Member At-Large, one non-active Member and the Spouse Representative. The First Vice President shall serve as the Chair. Additionally, the rotational Host Committee Chair (or designated representative) shall serve on this Committee.

(2) Shall recommend to the Annual Conference/Meeting the time and place for each Annual Conference/Meeting for the following year.

(3) Shall have responsibility for negotiating and contracting with the designated site(s).

(4) Shall be responsible for developing the budget requirements for all events scheduled by the Association.

(5) Shall be responsible for, on an annual basis, for making arrangements for all events to be conducted at the Annual and Special Conferences/Meetings such as, but not limited to theme, meeting areas, social activities and housing arrangements.

g. HOST COMMITTEE

(1) Shall consist, on a (yearly) rotating basis, of the Commander (or designated representative) of the following commands (or future designations): 50th BCT, 42nd RSG, 254th Regiment, 108th Wing, Joint Force Headquarters, 57th Troop Command, Joint Training and Training Development Center and 177th Fighter Wing.

(2) Under the direction of the Arrangements Committee Chair, shall provide administrative and logistical support for all of the events planned by the Arrangements Committee during the calendar year.

(3) Shall maintain liaison with the Arrangements Committee until such time as relieved by the Chair of the Arrangements Committee upon completion of the responsibilities assigned.

h. INVESTMENT COMMITTEE

(1) Shall consist of not less than three members of the Association to be designated by the President. One member shall be the Treasurer. The President shall select the Chair of the Committee.

(2) Shall develop investment strategies and recommend to Executive Council investments of the Association.

(3) Shall monitor and report the status of investment accounts at each Executive Council meetings.

i. FINANCE COMMITTEE

(1) Shall consist of not less than three members appointed by the President, one of whom shall also be the Treasurer. The President shall also select the Chair of the Committee.

(2) Shall be responsible for developing and presenting an annual budget to the Executive Council for adoption. It shall also monitor the expenditure of budgeted funds and recommend periodic changes in the annual budget to reflect the activities and desires of the membership.

(3) Shall receive and review the annual audit of the Treasury and recommend the adoption or disapproval of the audit.

(4) Provide financial advice and guidance in all areas not within the purview of the Investment Committee.

(5) Shall invest the funds of the Association in bank obligations insured only by the Federal Deposit Insurance Corporation Deposit Insurance Corporation or commercial obligations rated A2 or better by Standard and Poors or P2 or better by Moodys, or money market funds the charter of which stipulates investments in bank obligations rated A2 or better by Standard and Poors of P2 or better by Moodys.

(6) Shall have the responsibility for supervision of and reporting to the Executive Council of all funds received.

j. AWARDS COMMITTEE

(1) Shall consist of not less than three active members of the Association, selected by the President. The President shall appoint the Chairman of the Committee.

(2) Shall review all proposals for awards and recommend approval or disapproval to the Executive Council for final action.

k. JOINT INSURANCE COMMITTEE

(1) Consists of four each members of the National Guard Association of New Jersey (NGANJ) and four each members of the Enlisted Association of the National Guard of New Jersey (EANG-NJ). The Committee consists of the following members appointed by the President of the NGANJ:

NGANJ President
NGANJ Treasurer
NGANJ First Vice President
NGANJ Member

The EANG-NJ Committee consists of the following members appointed by the President of the EANG-NJ:

EANG-NJ President
EANG-NJ Treasurer
EANG-NJ Member
EANG-NJ Member

(2) Oversees the Insurance Program and Insurance Administrator and makes recommendations to the Executive Council as to the operation of the program and fund.

(3) This Committee assigns an annual budget and funds the JOINT LEGISLATION COMMITTEE with monies from the Insurance Fund.

(4) Keep \$15,000 in the Insurance account to aid in accounting for funds generated by that committee and to aid in funding the Joint Leg Committee in the performance of its mission of State and Federal engagement. The remainder shall be disbursed in a 50/50 split between NGANJ and EANGNJ by

October of the year.

SECTION 2. SPECIAL COMMITTEES

The composition, Chairman, duration and duties of such Special Committees as may be created shall be as prescribed by the President of the Association.

SECTION 3. TENURE

With the exception of the Nominating Committee, the tenure of all members on any standing committee shall be at the pleasure of the President of the Association.

ARTICLE IV – DUES

SECTION 1. ANNUAL DUES

a. The annual dues of the association shall be due and payable on the first day of January of each year. There may be an early payment at the discretion of the President or Executive Director in line with early dues collection by NGAUS beginning as early as the first day of October for the following Calendar year.

b. Annual dues for Regular Members (Active officers and warrant officers of the National Guard of the State of N.J.) shall be as follows:

O-1, O-2, O-3, WO-1, CW2, CW3:	\$20.00
O-4, O-5, O-6, CW4, CW5:	\$40.00
O-7, O-8, O-9, O-10:	\$70.00

c. The annual dues for Retired Regular members, Spouses and Special members shall be as follows:

Retired Regular Membership	\$15.00
Spouse Membership	\$15.00
Special Membership	\$15.00

SECTION 2. LIFE MEMBERSHIPS

Life memberships may be purchased by any category of members at the following rates:

Active Regular Life Member	\$250.00
----------------------------	----------

The President or executive director may authorize a NGANJ Active Life to be part of the payment for a NGAUS Active Life membership.

Regular Retired Life Membership	\$125.00
Spouse Life Membership	\$ 50.00
Special Life Membership	\$ 50.00

SECTION 3. OBLIGATION OF NEW OFFICERS

a. Any commissioned or warrant officer who becomes first eligible for membership in the Association between 1 April and 31 March of the succeeding year, shall be offered free membership for the remainder of the calendar year and the following year (e.g. An individual becomes eligible for membership on 6 May 2020; he/she shall be offered free membership for NGAUS and NGANJ for the remainder of 2020 and 2021.) The Association will pay the associated national dues for that year on behalf of the member, or benefit from a similar offer if one exists from NGAUS.

SECTION 4. CORPORATE PARTNERSHIPS

a. Corporate Partners may support the association at any time during the year and attend our annual conference to present the latest capabilities to the membership during that time. Partners may also attend an Industry Day if one is held in lieu of or in addition to an annual conference.

b. The annual Corporate Partnership levels and benefits will be set by the elected officers each year.

ARTICLE V – ORDER OF BUSINESS

The order of business and parliamentary procedure shall be governed by Robert's Rules of Order, Revised, except as herein modified. The order of business and program for each Conference shall be as determined by the President of the Association.

ARTICLE VI – GROUPMENTS

SECTION 1. ORGANIZATION

a. The separate commands which compose the Army and Air National Guard of New Jersey shall be organized into groupments, which groupments shall consist of a varying number of subordinate commands organized as provided in this section.

b. Groupments shall be organized along command lines.

c. Placement of units within groupments shall maximize command communications channels and, where compatible, maintain minimum travel distance between units assigned to the groupments.

d. One representative to the Executive Council shall be elected from each groupment.

e. Groupments from among Army National Guard units may be designated by Major Command or group commands or sub-units within a major command for each approximately 100 officers therein.

f. Groupments from among Air National Guard units may be designated by air base locations, major commands or groups of commands.

g. In addition, all nonactive regular members shall constitute one groupment. That groupment shall be entitled to elect representatives to the Executive Council based on one representative per 100 members, as that membership is calculated by the membership committee as of 1 July next preceding the election. However, in no case shall the groupment of nonactive regular

members be eligible to have more than three representatives to the Executive Council, regardless of size. Further no more than two representatives shall be from the same service.

SECTION 2. CHANGE OF COMPOSITION

a. Whenever reorganization shall occur within any groupment which may affect the number of officers contained in that groupment, the President shall appoint a special committee, pursuant to these Bylaws to review the organization of groupments for the purposes of determining whether they still comply with the provision of Section 1 of this Article.

b. In the event such military reorganization results in an alteration in the composition of one or more groupments such that they no longer comply with the provisions of Section 1 of this Article, the committee shall make appropriate recommendations to reorganize the groupments to bring them into compliance with the provisions of Section 1 of this Article.

c. Upon acceptance and review of the recommended changes in groupment structure and/or authorized executive council membership based upon such changes in groupment strength, the executive council shall recommend any proposed change in the executive council composition to the general membership at the annual conference for approval.

d. Any proposed changes in groupment shall be presented to the general membership at its annual conference or a special meeting called for that purpose, and shall be deemed adopted unless the membership specifically votes to reject the recommended reorganization by the adoption of an alternative plan.

e. Any reorganization of groupments will take effect immediately following the Annual Conference/Meeting after the military reorganization.

ARTICLE VII – DISSOLUTION

On dissolution or final liquidation, the Executive Council shall, after paying or making provisions for the payment of all the lawful debts and liabilities of the Association, distribute all the assets of the Association to one or more of the following categories or recipients as the Executive Council shall determine:

a. A non-profit organization or organizations, which may have been created to succeed the Association, as long as such organization or each such organizations are organized and operated as a tax exempt organization or organizations under the appropriate Section 501c of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Executive Council shall determine.

b. A non-profit organization or organizations, having similar aims and objectives as the Association and which may be selected as an appropriate recipient of such assets, as long as such organization or each of such organizations are organized and operated as a tax exempt organization or organizations under the appropriate Section 501c of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Executive Council shall determine.

c. Any additional assets shall be disposed of by a court having suitable equitable jurisdiction of the County in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII – AMENDMENTS

The Bylaws provide that proposed amendments shall be submitted in writing to the President of the Association at least sixty (60) days prior to the date the Conference/Meeting at which proposed amendments are to be considered. Proposed amendments will be distributed to the members at least thirty (30) days prior to the date of the Conference/Meeting at which time they will be considered. Bylaws amendments require a majority vote of the members present at the Annual Conference/Meeting or Special Conference/Meeting.