**NORTH DAKOTA NATIONAL GUARD ENLISTED ASSOCIATION**

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**BYLAWS**

**APPROVED ON 20 MARCH 2021**

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BYLAWS HISTORY OF AMENDMENTS

March 20, 2021 Complete Revision Approved

**ARTICLE 1 - NAME AND LOCATION**

**NAME OF THE ASSOCIATION**

The name of the Association shall be “NORTH DAKOTA NATIONAL GUARD ENLISTED ASSOCIATION,” hereinafter referred to as the “ASSOCIATION”.

**OFFICIAL LOGO**

The official logo of the ASSOCIATION is displayed on the cover page of this document.

**AFFILIATION (added)**

The ASSOCIATION is organized as a chartered organization of the ENLISTED ASSOCIATION OF THE NATIONAL GUARD OF THE UNITED STATES (EANGUS), and under the Statutes of the State of North Dakota governing associations.

**ADDRESS**

The mailing address of the ASSOCIATION shall be P.O. Box 9996, Fargo, ND 58106-9996.

**LOCATION**

The ASSOCIATION’S regular place of business shall be located at Fraine Barracks, Bismarck, ND 58506-5511.

**WEB SITE**

The Web Site address of the ASSOCIATION shall be www.ndngea.org.

**ARTICLE 2 -OBJECTIVES AND POLICIES**

**STATED PURPOSE OF ASSOCIATION (Added)**

The ASSOCIATION is incorporated in the State of North Dakota as a not-for-profit corporation IRC 501(c)(19) organized for the purpose of engaging in any lawful activity for which corporations may be formed under North Dakota State Law. Its objective is to promote the interest and maintain the professionalism of the enlisted members of the North Dakota National Guard, and except as otherwise provided, the corporation has perpetual existence.

The purposes of the ASSOCIATION are to:

1. Promote and monitor legislation affecting the national security of the United States in general, and to uphold the interests of the serving and retired personnel of the National Guard, when service matters are under consideration at both the National and State level.
2. Provide information to members and legislators regarding active legislation affecting the welfare of the members and retirees of the National Guard.
3. Promote the welfare of the National Guard members, families, retirees, and employers.
4. Foster and improve the North Dakota Army and Air National Guard by promoting and encouraging friendly and social relations among all members and retirees of the North Dakota National Guard.
5. Support the NORTH DAKOTA NATIONAL GUARD ENLISTED ASSOCIATION AUXILIARY.
6. Improve the position and status of the National Guard members and retirees in relationship with the civilian community and the military environment.
7. Perpetuate the memory of deceased members of the ASSOCIATION and comfort their survivors.
8. Provide information on facts, features and programs beneficial to members of the National Guard, their families, and retirees.
9. Promote insurance and other benefits for National Guard members, retirees, and their dependents.

**NON-DISCRIMINATION**

The ASSOCIATION shall not adopt policies or conduct activities which will discriminate against any person based on color, race, religion, sex, or national origin. Whenever the “he”,” him”, “his”, or “man” are referred to in these Bylaws, the meaning of the word shall include men and women. (Replaces Article 13)

**NON-PROFIT**

No part of the net earnings of the ASSOCIATION shall inure to the benefit of any director, officer, or member, with the exception of payments authorized for the Executive Director. (Added)

**NON-PARTISIAN (Added)**

It is recognized that the business of the ASSOCIATION is largely political in nature. The ASSOCIATION is allowed to lobby concerning legislation and issues affecting its members. The ASSOCIATION may not engage in political activity which is defined as intervening directly or indirectly in any political campaign on behalf of or in opposition to any candidate for public office or political party. An Officer, Director or employee of the ASSOCIATION therefore shall disassociate the ASSOCIATION from any political activity or involvement by that Officer, Director or employee of the ASSOCIATION and may not use his status as an ASSOCIATION Officer, Director or employee or use the ASSOCIATION’S name, property (including mailing lists), or facilities to further a particular political candidate, party, or campaign. As an individual, however, an Officer, Director or employee of the ASSOCIATION is not constrained regarding his political activities and retains the right to endorse political candidates, contribute to political campaigns, and otherwise make his political views known.

**INSURANCE PROGRAM**

The ASSOCIATION shall support and receive proceeds from an insurance program which is sponsored by the National Guard Association of North Dakota (NGAND) and available to members of the North Dakota National Guard and their families.

**GENERAL PUBLIC LIMITED**

The ASSOCIATION may not other than incidentally, conduct a business for profit by engaging in transactions with the general public or by engaging in real estate transactions.

**ARTICLE 3 - MEMBERSHIP**

**GENERAL MEMBERSHIP**

The membership of the ASSOCIATION shall consist of all enlisted and retired personnel of all pay grades who are members or past members of a recognized unit in the National Guard of the State of North Dakota. National Guard members and retirees who served the majority of their military service as an enlisted person are eligible for any Enlisted Active or Life membership in the ASSOCIATION. (Added)

**MEMBERSHIP CATEGORIES**

The membership of the ASSOCIATION shall be composed of three categories designated as follows:

**Active** - Any person meeting the criteria set forth for membership and paying a minimum of one year’s dues will be considered a full member in good standing. Active members shall have and enjoy all rights and privileges of membership in the ASSOCIATION including the right to be voting delegates at any Annual or Special meeting of the ASSOCIATION and to hold office. Any active member of the ASSOCIATION shall be eligible for life membership in the ASSOCIATION upon payment of such amounts as designated thereafter. Any active member who obtains a Life Membership shall retain his right to vote and hold office.

**Associate** - any person who meets the criteria set forth for membership and pays the Associate membership fees shall be eligible to be an Associate member of the ASSOCIATION. Associate members shall have and enjoy all the rights and privileges of membership in the ASSOCIATION except that they may not hold office nor be voting delegates at any meeting of the ASSOCIATION.

**Honorary** - Citizens who support and honor the North Dakota National Guard by their activities may be granted honorary membership in the ASSOCIATION by the Board of Directors or by petition of the voting membership. They may not hold office nor be voting delegates at any meeting of the ASSOCIATION. (Added)

**ARTICLE 4 – MEMBERSHIP FEES**

**ANNUAL FEES AND LIFE MEMBERSHIP FEES**

The Board of Directors shall establish annual membership fees for the active and associate members of the ASSOCIATION. The Board of Directors shall also establish the life membership fees for active and associate members of the ASSOCIATION, who want to become life members. All fees established by the Board of Directors must be approved at an annual or special meeting of the membership pursuant to Article 5 herein. The Board of Directors may increase membership fees to match increase of National membership fees. Honorary members may not be assessed any membership fees.

**ARTICLE 5 - MEMBERSHIP MEETINGS**

**ANNUAL MEETING**

The membership of the ASSOCIATION shall hold an annual meeting at such specific time, place, and date as shall be designated by the membership at the previous meeting. In the event the membership fails to designate a place for the annual meeting, the Board of Directors shall make designation and inform the membership pursuant to the notice requirements herein. The annual meeting shall be held for the purpose of electing officers, reviewing the financial status of the ASSOCIATION, receiving the annual reports from the Board of Directors and various committees and transacting other business as may come before the membership.

**SPECIAL MEETINGS**

Special meetings of the membership of the ASSOCIATION may be called at such time, date, and place, as the President with the concurrence of the majority of the Board of Directors shall prescribe. Special meetings may also be called by presenting a petition signed by not less than twenty percent (20%) of the active members in good standing.

**NOTICE OF MEMBERSHIP MEETINGS**

Notice of the above meetings shall be given by electronic notice stating the place, date, and hour of the meeting. The notice shall be delivered at least 30 days prior to the meeting. Such notice will be posted on the website of the ASSOCIATION and shall be considered notification of the meeting. In the case of a special meeting, the purpose for which the meeting is called will be given. Notice of special meetings shall be given at least seven (7) days prior to the special meeting.

**QUORUM OF MEMBERSHIP**

The presence of ten (10) voting members of the ASSOCIATION present at any membership meeting shall constitute a quorum sufficient to conduct the business presented at such meeting.

**ACTION BY QUORUM**

The vote of a majority of the votes entitled to be cast by the members present at any membership meeting shall be necessary for the adoption of any matter voted upon by the membership.

**VOTING**

Active members shall be entitled to one vote on each matter submitted to the vote of the members. Cumulative voting and vote by proxy shall not be permitted.

**WAIVER OF NOTICE OF MEETINGS**

Attendance of a member at any meeting shall constitute a waiver of required notice of meeting except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**ARTICLE 6 - OFFICERS**

**OFFICERS**

The Officers of this ASSOCIATION shall include a President, Vice-President, Treasurer, and Secretary.

**QUALIFICATIONS AND ELECTION**

The officers of the ASSOCIATION shall be members of the ASSOCIATION. All officers shall be elected by a majority vote of the membership at the annual meeting of the ASSOCIATION. Nominations for an office shall consist of names submitted by the Nominations committee or those submitted from the floor at the annual meeting.

**TERMS OF OFFICERS**

All officers shall serve a one-year term.

**DUTIES AND POWERS**

The duties and powers of the officers of the ASSOCIATION shall be as follows:

**PRESIDENT**

The President shall preside at all membership meetings of the ASSOCIATION and shall be the Chairman of the Board of Directors. The President shall be charged with the direction of an affairs pertaining to the ASSOCIATION between annual meetings, shall call meetings of the Board of Directors as necessary, shall appoint such officers as authorized in the Bylaws and committees as he deems necessary, and shall make an annual report to the ASSOCIATION. The President is an Ex-Officio member of all standing committees except the Nominations committee. (Added)

**VICE-PRESIDENT**

The Vice-President shall perform the duties of the President during the absence or disability of the President, or his inability to perform his duties. The Vice-President shall not be a member of the same branch of service as the President unless unusual circumstances create the necessity of such occurring. The Vice-President shall also be a member of the Board of Directors.

**TREASURER**

The Treasurer shall be responsible for the following duties:

* + - 1. Receive and be custodian of all receipts and funds, including contributions of any nature whatsoever due the ASSOCIATION and deposit the same in the name of the ASSOCIATION in accounts as designated by the Board of Directors.
      2. Disburse funds, as certified by the President in order to pay all bills and claims against the ASSOCIATION.
      3. Keep regular accounts of receipts and disbursements.
      4. Ensure all documentation is up to date to verify that the ASSOCIATION is in good standing with the State of North Dakota and EANGUS.
      5. Maintain copies of all 990 IRS tax forms.
      6. Furnish such bond as shall be required by the Board of Directors, the premium of which shall be paid by the ASSOCIATION.
      7. Present an annual report to the annual membership meeting.
      8. Serve as a member of the Board of Directors.

**SECRETARY**

The Secretary shall be responsible for the following duties:

* + - 1. Record and maintain minutes of all Annual meetings, Board of Directors meetings and Special meetings and provide electronic copies of approved minutes for posting to the ASSOCIATION Web Site.
      2. Provide meeting minutes to Elected and Appointed Officers.
      3. Provide notification of meetings or events as prescribed by the President or the Board of Directors.
      4. Serve as a member of the Board of Directors

**REMOVAL OF OFFICERS**

Any officer of the ASSOCIATION may be suspended or removed from the office by Two-Thirds (2/3) vote of the members of the ASSOCIATION present at any meeting called for such purpose and affirmed by a majority vote of the members of the Board of Directors, whenever, in their judgment, the best interests of the ASSOCIATION shall be served. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer removed. Election or appointment of an officer shall not of itself create contract rights.

**VACANCIES**

If the President's office becomes vacant prior to the expiration of term., the Vice President will assume the unexpired term until the next annual membership meeting at which elections are held. Vacancies in other elected offices shall be filled as deemed appropriate by the President and the Board of Directors.

**ARTICLE 7 - BOARD OF DIRECTORS**

**DUTIES AND POWERS**

The property, affairs, activities, and concerns of the ASSOCIATION shall be vested in the Board of Directors as follows:

1. During the interval between annual meetings the Board of Directors shall implement the policies adopted by the membership.
2. Shall annually review the audit of the financial accounts of the ASSOCIATION.
3. Shall have the authority to call a special meeting of the membership by a majority vote of Board members.
4. Shall have the authority to designate the time and place of the next annual meeting of the membership when such is not prearranged, and in the event the time and place for the annual membership meeting is cancelled, the Board of Directors shall designate a new time and place for such annual meeting.

**NUMBER**

The number of members of the Board of Directors shall not be less than four (4) nor more than sixteen (16).

**QUALIFICATION AND ELECTION**

The Board of Directors of the ASSOCIATION shall be members of the ASSOCIATION. All board members shall be elected by a majority vote of the membership at the annual meeting of the ASSOCIATION. Nominations for an office shall consist of names submitted by the Nominations committee or those submitted from the floor at the annual meeting.

All Elements of the Army National Guard, Air National Guard, and Retirees of the North Dakota National Guard shall be represented on the Board of Directors and shall consist of the following persons:

* + 1. President
    2. Vice-President
    3. Treasurer
    4. Secretary (added)
    5. Two members of the Army National Guard
    6. Two members of the Air National Guard
    7. Two members from the Retired membership (1 Army and 1 Air)
    8. Two junior enlisted members (1 Army and 1 Air) (E-6 and below)

**TERM**

All members of the Board of Directors shall serve on the Board for a period of one year.

**EX-OFFICIO MEMBERS**

The North Dakota National Guard Senior Enlisted Leader (SEL), State Command Sergeant Major (Army), State Command Chief Master Sergeant (Air) and the immediate Past President shall be Ex-Officio members of the Board of Directors.

**OFFICERS**

The officers of the ASSOCIATION as specified and elected in Article 6 herein shall serve in the same capacity and for the same term as members of the Board of Directors.

**MEETINGS**

The Board of Directors shall hold an annual meeting either prior to or immediately after the annual membership meeting. The President, when he deems necessary, or the Secretary shall, at the request of the majority of the Board of Directors, call a special meeting of the Board of Directors. Notice of said special meeting shall be given either personally or by e-mail five (5) days prior to the meeting. Notice of special meeting shall state the date, time, and place of the meeting.

**WAIVER OF NOTICE OF MEETINGS**

Whenever any notice is required to be given to any member of the Board of Directors under this Article, a waiver thereof in writing signed by the Board member entitled to such notice, whether before or after the time stated herein, shall be equivalent to the giving of such notice. Attendance of a member of the Board of Directors at any meeting shall constitute a waiver of required notice of meeting except where a Board member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**ELECTRONIC MEETINGS (Added)**

The ASSOCIATION is authorized to convene Board of Directors meetings and Committee meetings by means of teleconference, video teleconference, web conference, or other electronic means available, provided that all participants are able to conduct two-way communications throughout the meeting.

**QUORUM OF BOARD OF DIRECTORS**

At least thirty-five (35) rounded down to the nearest whole number percent of the members of the Board of Directors shall constitute a quorum for the purpose of conducting business of the Board of Directors. The act of a majority of the directors present at the meeting at which a quorum is present shall be the act of the Board of Directors.

**VOTING**

Each member of the Board of Directors shall be entitled to one vote on each matter submitted to a vote of the Board. Cumulative voting shall not be permitted. Any member of the Board of Directors who is unable to attend a Board meeting may send a representative of said Board member's unit as a proxy. Upon identifying himself and the unit he represents to the President, the proxy may function in place of the absent Board member.

**REMOVAL OF DIRECTORS**

If any Board member is absent from two consecutive Board of Directors meetings and fails to have his absence excused by the President or to have a proxy present in his stead, he may be removed from the Board by a majority vote of the Board of Directors.

**VACANCIES**

Vacancies in the Board of Directors shall be filled by the President upon recommendations from a senior member representing the former Board member's unit or branch and upon approval by the Board of Directors.

**OATH OF OFFICE**(Added)

The following Oath of Office shall be administered to all elected or appointed Officers and Directors prior to assuming office:

“I, (repeat full name), do solemnly swear (or affirm) that I will faithfully perform the duties of my position in the North Dakota National Guard Enlisted Association and will, to the best of my knowledge and ability, preserve and protect the Constitution of the United States of America, and the Bylaws of this great Association, so help me God.”

**ARTICLE 8 – EXECUTIVE DIRECTOR**

The Executive Director Shall be appointed or removed by the Board of Directors from the association membership and may be a paid position at a rate determined by the Board of Directors and will be responsible for the following duties:

1. Act as an aide and advisor to the President.
2. Be an official representative of the ASSOCIATION in dealing with other organizations and/or businesses.
3. Be available to provide counsel and guidance to any member of the Board of Directors, to advise or help them with their responsibilities.
4. Perform other duties as are performed by the Executive Director of an organization and as may be prescribed by the Bylaws or assigned by the President.
5. Shall attend all Board of Directors meetings as an advisor but cannot vote on issues.
6. Shall be able to vote on issues at the Annual or Special Conference.
7. Shall present a written report to the annual membership meeting.

In the event a vacancy occurs, the President may assume the duties until a new Executive Director can be appointed.

**ARTICLE 9 - STANDING COMMITTEES**

Subject to the Board of Director's confirmation, the President shall appoint Chairpersons for the Standing Committees at the close of the annual meeting or within thirty (30) days there from. The appointed Chairpersons shall serve a one-year term and may be reappointed thereafter. Chairperson duties and responsibilities shall be as follows:

**MEMBERSHIP COMMITTEE**

The Membership Chairperson shall be responsible for:

* + - 1. Maintaining current listing of all members.
      2. Provide all units a current listing of their membership monthly.
      3. Conduct membership drives.
      4. Establish Co-Membership Chairpersons for the Army and Air.
      5. Coordinate all memberships with the Treasurer to ensure member’s dues are paid to EANGUS.
      6. Establish criteria for unit membership awards and coordinate with the Awards committee for presentation at the annual membership conference.
      7. Perform such duties pertaining to membership as the President may delegate.
      8. Present separate written reports for Army and Air at Annual and Board of Directors meetings.

**RESOLUTONS COMMITTEE**

The Resolutions committee shall consider all resolutions presented and make its recommendations at the annual membership meeting. Unless waived by the President, resolutions shall be submitted to the Chairperson at least fifteen (15) days prior to me annual membership meeting. Resolutions from the floor at the annual membership meeting shall be considered with the provision that, if accepted, the Resolutions Committee shall have the opportunity and responsibility to determine the specific intent of the resolution and research the content for clarity and correctness prior to adoption. The Chairperson shall present a written report to the annual membership meeting and will forward applicable resolutions to the Legislative committee.

**LEGISLATIVE COMMITTEE (Added)**

The Legislative Committee shall keep the membership informed on all matters relating to proposed legislation affecting the National Guard, especially those resolutions referred to it by the ASSOCIATION. The Chairperson shall present a written report to the annual membership meeting.

**SCHOLARSHIP COMMITTEE**

The Scholarship committee shall oversee the establishment and operations of the scholarship fund. The committee shall report to the Board of Directors as requested by the Board. All disbursements from the fund shall be subject to Board approval. The Chairperson shall present a written report to the annual membership meeting to include scholarship winners and alternates.

**BYLAWS COMMITTEE**

The Bylaws committee is responsible for the preparation and maintenance of the Bylaws of the ASSOCIATION. The Chairperson shall recommend approval or disapproval when these proposed changes are presented as stated in Article 11. The Chairperson shall present a written report to the annual membership meeting.

**RETIREE COMMITTEE**

The Retiree Committee shall consist of retired members of the ASSOCIATION. The Chairperson shall report to the Board of Directors the concerns of the retired membership. The committee shall serve the ASSOCIATION as a liaison between active and retired membership. The Chairperson shall present a written report to the annual membership meeting.

**EDUCATION AND BENEFITS COMMITTEE**

The Education and Benefits Chairperson shall ensure all education and benefit programs are provided to all members and potential members. The chairperson shall also provide all units with handouts and brochures of benefits available and present a written report to the annual membership meeting.

**PUBLICATIONS COMMITTEE**

The Publications Chairperson shall be responsible for coordination and publications of articles in the North Dakota Guardian and the website. The Chairperson shall also maintain and coordinate website information as directed by the President or the Board of Directors and shall present a written report to the annual membership meeting.

**INSURANCE COMMITTEE**

The Insurance Committee shall consist of two members of the ASSOCIATION, 1 Army and 1 Air as appointed by the President. The committee shall be responsible for oversight of the ASSOCIATION’s interest in any insurance programs sponsored by NGAND, which solicit the participation of the ASSOCIATION's members. One member of this committee as appointed by the President shall serve as liaison between the ASSOCIATION and the NGAND’s Insurance Committee. The Committee shall present a written report to the annual membership meeting.

**AWARDS COMMITTEE (Added)**

The Awards committee is responsible for the procurement and preparation of all awards presented during the annual membership conference. The Awards committee shall coordinate with the Membership committee for the membership awards and with the NDNGA for joint Roughrider Association awards. The Chairperson shall present a written report to the annual membership meeting.

**NOMINATIONS COMMITTEE (Added)**

The immediate past President of the ASSOCIATION shall chair the Nominations Committee. This committee is responsible for preparing the slate of candidates for each year’s election. The committee shall present an interim Nominations report at the beginning of the business meeting and a final written Nominations report immediately prior to the ASSOCIATION elections.

**AUDIT COMMITTEE (Do we have an internal audit, or do we contract it out?)**

The audit committee shall consist of at least three active members of the ASSOCIATION selected by the President. The audit committee shall audit the accounts of the ASSOCIATION annually and more frequently if so ordered by the Board of Directors.

**ARTICLE 10 - FISCAL YEAR**

The fiscal year of the ASSOCIATION shall begin 1 October and end 30 September each year.

**ARTICLE 11 - AMENDMENTS**

These Bylaws shall be amended by a 2/3 vote of current members present at any regular annual membership meeting or at any special meeting, which is called for that purpose. Proposed amendments to the Bylaws shall be submitted in writing to the President at least sixty (60) days prior to the meeting at which the proposed amendments are to be considered unless such notice is waived by the President. As soon as practicable after its receipt, the President shall supply copies of the proposed amendment(s) to the Chairman of the Bylaws Committee. Notice of any proposed amendments will be given to the members at least thirty (30) days prior to the meeting. After Committee consideration, the Bylaws Committee Chairman shall render a report to such conference with such recommendations concerning the proposed amendment as the Committee may see fit.

These Bylaws may be amended at a General or Special Conference by a unanimous vote without prior notice provided the Bylaws Committee has reviewed the proposed amendment(s) and made its recommendation to the general membership.

**ARTICLE 12 – WAR OR NATIONAL EMERGENCY**

This Article may be invoked by majority of the Board of Directors of the ASSOCIATION in the event of:

1. War.
2. National Emergency.
3. Proclaimed by the President of the United States, or
4. Declared by the Congress of the United States, or
5. Proclaimed by the Governor of North Dakota

This Article when invoked, shall take precedence over any conflicting provision of the Bylaws of the ASSOCIATION.

**TENURE AND FILLING VACANCIES**

1. On and after the date of invocation of this Article, subject to the provisions of Articles 6 and 7 of these Bylaws, the tenure in office of each officer of the ASSOCIATION is, if so determined by a majority vote of the Board of Directors of the ASSOCIATION, extended for the duration of the war or National Emergency and for six (6) months thereafter or until the Board of Directors, by majority vote, determines that this Article shall no longer remain in effect.
2. In the event of a vacancy in the office of President of the ASSOCIATION and there is, at that time, no Vice-President of the ASSOCIATION to succeed thereto, the Board of Directors shall elect to the office of President, by majority vote, a member of the existing Board of Directors.
3. In the event of a vacancy in the office of Vice-President, Secretary, or Treasurer of the ASSOCIATION, the Board of Directors shall elect to that office by majority vote, a member of the ASSOCIATION.
4. A member of the Board of Directors elected to be an officer of the ASSOCIATION vacates his original seat on the Board of Directors, the Board of Directors may suspend the operation of any provisions of Articles 6 and 7 of the Bylaws and may elect to that position by majority vote, a member of the ASSOCIATION.

**MEMBERSHIP MEETINGS**

1. On and after the date of invocation of this Article, the Board of Directors is authorized to convene Membership and Special meetings by means of teleconference, video teleconference, web conference, or other electronic means available, provided that all participants are able to conduct two-way communications throughout the meeting. This authorization is for the duration of the war or National Emergency and for six (6) months thereafter or until the Board of Directors, by majority vote, determines that this Article shall no longer remain in effect.

**ARTICLE 13 - DISSOLUTION**

In the event of dissolution or liquidation of this ASSOCIATION or in the event it shall cease to carry out the objectives and purpose herein set forth, all business property and assets of the ASSOCIATION, after payment of, or subject to, all outstanding indebtedness, shall go and be distributed to one or more nonprofit ASSOCIATIONS, governmental entities, or combination thereof, as may be selected by the Board of Directors of this ASSOCIATION to be used for, and devoted to, the objectives and purposes herein set forth and as specified in Section 501(c) of the Internal Revenue Code of 1954, as now in effect or hereinafter amended. If there is no such nonprofit ASSOCIATION, governmental entity, or combination thereof, willing to accept the property and assets of above provided, then such property and assets, after payment of all outstanding indebtedness, shall go and be distributed to one or more governmental entities as may be selected by the Board of Directors, to be used for and devoted to the general welfare of the State of North Dakota. If there be no such governmental entity, then the assets and property shall be distributed in such manner as applicable statutes may provide.

**ARTICLE 14 - APPROVAL**

The existing Bylaws and the amendments proposed thereto during the annual membership meeting as approved by a two-thirds (2/3) vote of the members of the association and the signature of the president and the secretary of the association authenticate these Bylaws. Unless otherwise provided, an amendment of the Bylaws shall be effective upon the adjournment sine die of the annual or special conference which adopted it.

**DEFINITIONS**

**For the purpose herein:**

* **Accreditation:** Refers to being in good standing with the Secretary of State Registry and financial matters with the Internal Revenue Services.
* **Annual Conference:** Refers to a conference of delegates held annually.
* **Charter:** Refers to a written certificate stating that a State Association is eligible to have delegates seated during Annual and Special National Conferences.
* **Enlisted Members:** Refers to active, current, separated, or retired enlisted National Guard members and belonging to a chartered state association with voting rights.
* **EANGUS:** Acronym for the Enlisted Association of the National Guard of the United States.
* **Good Standing:** Refers to a state association that is compliant with federal and state requirements; refers to members who are current with annual or life dues.
* **IAW:** Means in accordance with.
* **NGAND:** National Guard Association of North Dakota
* **Roughrider Association:** Refers to the Combined Officer and Enlisted entity for purposes of hosting a combined conference.
* **Rules of Order:** Refers to Parliamentary Authority.
* **Special Conference:** Refers to a separate session held at a different time than an Annual Conference.

**DEFINITIONS OF VERBIAGE INTENT**

* **May** is used in a permissive sense.
* **Shall** is used in an imperative sense.
* **May not** is used in a prohibitive sense.
* **Majority Vote** means and includes a majority of the legal votes cast.
* **Two-Thirds (2/3) Vote** means and includes two-thirds (2/3) of the legal votes cast.

I CERTIFY THE FOREGOING TO BE A TRUE COPY OF THE CURRENT BYLAWS OF THE NORTH DAKOTA NATIONAL GUARD ENLISTED ASSOCIATION. THE BYLAWS CHANGES SHOWN ON PAGE 5 WERE APPROVED DURING THE 2021 NORTH DAKOTA STATE CONFERENCE ON 20 MARCH 2021.

Mandi Hagen, President North Dakota National Guard Enlisted Association

Dated: 20 Mar 2021

Taylor Voelker, Secretary

North Dakota National Guard Enlisted Association

Dated: 20 Mar 2021