

MNGEA BY LAWS

(As revised on 24 April 2010 –41st Annual Conference)

ARTICLE I NAME

The name of this Corporation shall be the "Minnesota National Guard Enlisted Association"(MNGEA).

ARTICLE II PURPOSE

The purpose of this Corporation and the general nature of its business shall be:

1. To promote and support adequate security for the State of Minnesota and the United States of America.
2. To foster, improve and advance the status, welfare, and professionalism of the National Guard of the State of Minnesota and the National Guard of the United States, and generally to do all lawful acts and things necessary, proper and suitable to accomplish these purposes.
3. To be affiliated with the Enlisted Association of the National Guard of the United States (EANGUS) and to be subject to the Constitution and by-laws of that body insofar as they effect and prescribe the function of the Minnesota National Guard Enlisted Association, but do NOT conflict with these Articles of Incorporation, and the laws of the State of Minnesota.
4. To have such powers as are consistent with the foregoing purpose including the power to acquire and receive funds and property of every kind and nature whatsoever, whether by purchase, conveyance, lease, gift, bequest and contributions of, and to convey, transfer, and dispose of any funds, property and income there from for the furtherance of the purposes of this Corporation, and to lease, mortgage, encumber, invest and use the same, and such other powers as are consistent with the foregoing purposes and which are afforded to the Corporation by the Minnesota Nonprofit Corporation Act, and any future laws amendatory thereof and supplementary thereto.
5. To adopt By-Laws and such other rules and regulations as are deemed necessary, governing the rights and sensitivities of its members, and to carry on all activities NOT inconsistent with the laws of the State of Minnesota in furtherance of its stated purpose.

ARTICLE III Classes of Membership

Section 1. Classes of Membership in the Association are:

1. Annual
2. Associate
3. Retired
4. Honorary
5. Life
6. Auxiliary

Section 2. Definitions of Classes of Membership are:

1. Annual Membership - shall be granted to all enlisted pay grades who are members of a federally recognized unit of the Minnesota National Guard.
2. Associate Membership - shall be granted to personnel who are assigned, attached, or past members of a federally recognized unit of the Armed Forces of the United States.
3. Retired Membership - shall be granted to any enlisted personnel of the Minnesota National Guard who has completed twenty (20) years of service to the Minnesota National Guard, or who has been transferred to a retired status for any other reason. Retired Membership may be granted to surviving spouse of any annual, associate, or retired member upon approval of the Executive Board. Retired Membership may be granted to any member of the Minnesota National Guard who becomes disabled and is no longer eligible for membership in the Minnesota National Guard, and is not eligible to transfer into a retired status due to length of service.
4. Honorary Membership - shall be granted to distinguished citizens for activities that support and honor the Minnesota National Guard. Such membership shall be granted for a current year and will be reviewed annually by the Executive Board.
5. Life Membership - shall be granted to those members who are in good standing with this Association upon request of Life Membership and upon payment of appropriate dues for Life Membership. The Executive Board may also grant Life Membership to any member worthy of such action.
6. Auxiliary Membership - may be granted to the spouses or friends of members of the Minnesota National Guard.

Section 3. Dues.

1. The dues requirement for membership in this Association is:
 - a. Annual:
 - 1) E-1 thru E-5: \$ 12.00 per year.
 - 2) E-6 thru E-9: \$ 25.00 per year.
 - b. Associate: \$ 12.00.
 - c. Retired: \$ 20.00.
 - d. Life:
 - 1) \$ 150.00 (plus current EANGUS dues rate for every year to age 60).
 - 2) Life membership can be paid for using any one of the following plans:

a) One cash or credit card payment for the entire amount plus an additional fee of \$1.50 when using the credit card.

b) Cash payments made quarterly to MNGEA. One quarter (25%) initial payment followed by three payments of 25% every three months. MNGEA will bill quarterly.

c) Credit card payments set up to withdraw 25% payments from members credit card the same as cash payment in b above plus an additional \$10.00 fee when using the credit card.

d) Credit card payment set up on a monthly payment program with 1/12 of the life member dues amount drawn from credit card account plus an additional \$10.00 fee when using the credit card.

e) Upon initial payment member will be in an Annual member status for the current membership year. If a member misses a quarterly payment by two months or more, member will be dropped from life program and forfeit all monies paid, except, what was used to pay for current membership year dues. This would also apply to the 12-month program.

2. The dues structure as listed in Article III, Section 3, paragraph 1, shall be established in even years for a period of two (2) years. A change to this provision shall require a two-thirds (2/3) majority.

3. The membership year shall run from 1 January to 31 December of each year.

4. The breakdown for annual dues is:

- a. Current National Association dues.
- b. State Association (remainder of dues paid).

c. Local chapter dues may be established by a vote of the local chapter.

Section 4. Awards and Recognition.

The President of this Association may present an appropriate award to those members of this Association who have demonstrated an outstanding contribution to this Association and to any Chapter and/or Organization of the Minnesota National Guard for outstanding accomplishment in the area of membership.

Section 5. First Look Program.

1. The First Look Program shall be granted to enlisted members in their initial enlistment year in the Minnesota National Guard regardless of rank or previous military experience. The intent of this program is to allow the individual to have the opportunity to attend one (1) State Conference without obtaining membership in MNGEA.

2. The Chapter shall verify the eligibility of its members using the first look program. MNGEA shall maintain a roster of all individuals using this program and this list will be provided to and added to by each chapter hosting the Annual Conference.

ARTICLE IV Election of Officers

Section 1. Titles.

The Officers of the Minnesota National Guard Enlisted Association with voting rights are:

1. President
2. Vice Presidents (3): legislation Co-chair (1), Membership/Benefits Co-Chair (2).
3. Area Directors, one (1) each, and one (1) each Co-Director, representing the thirteen (13) Army Guard, two (2) Air Guard and one (1) Retired Areas.
4. Immediate Past President.
5. Treasurer.
6. Chair - Junior Enlisted Caucus

Section 2. Duties and Powers.

1. The President shall preside at all meetings or conferences. The President shall also perform such other duties as are customarily associated with the office.

2. Vice Presidents - shall perform such duties as are customarily associated with their offices.

a. An election shall be held at the first executive board meeting following the annual conference to select an Executive Vice President who shall exercise all the powers, authority, and duties of the President during the absence of the latter or their inability to act.

b. The candidates shall be the current Vice President(s) whose term is in the off year and the Vice-President(s) elect.

3. The Area Directors

a. The Area Directors shall act with the other members of the Executive Board on any expenditures and business that may come before the Executive Board that is not otherwise authorized in the provisions contained herein.

b. The sixteen (16) Area directors shall perform in addition to 3a above, those committee assignments as assigned/appointed by the executive board and the respective Districts/Chapters/Units.

4. Immediate Past President - shall serve as advisor to the executive board and will chair the nominations committee.

The immediate Past President will also serve as the co-chair of the Legislative/Resolutions committee.

5. Treasurer - will receive and disburse all monies with true diligence. Upon entering the duties, shall give proper bond with good and sufficient surety in an amount to be determined by the Executive Board. Such bond will be paid for from funds of the Association.

6. Chair - Junior Enlisted Caucus shall represent the views of the Enlisted Grades E-1 - E-5 on the Executive Board. The Chair shall have the same voting rights as the Area Directors listed in paragraph 3 of this section and shall perform such assignments as directed by the Executive Board and the Junior Enlisted Caucus.

Section 3. Elections.

1. Associate, Honorary, Auxiliary and Corporate members will NOT be extended the privilege of holding office or to cast a ballot in this Association.

2. The President - shall be elected by ballot at the annual conference for a term of two (2) years. Elections shall be held in even years. The term of office shall begin on 1 June of the year of the conference and shall end 31 May of the year their successor is elected. A candidate for President shall have served on the Executive Board in an elected capacity, or as an Area Director or as a chair of a standing committee for a period of one (1) year prior to their candidacy for the office of President. This one (1) year period shall have been within (5) years of the current election. The Secretary of the Association shall maintain an on going record of eligible candidates.

3. The Vice Presidents - shall be elected by ballot at the annual conference for a term of two (2) years. One (1) Vice President shall be elected in even years and two (2) in odd years. The terms of office shall begin on 1 June of the year of the conference and shall end 31 May of the year their successor is elected.

4. Treasurer - shall be elected by ballot at the annual conference for a term of two (2) years. Elections shall be held in even years. The term of office shall begin on 1 June of the year of the conference and shall end 31 May of the year their successor is elected.

5. The Area Directors - shall be elected from the thirteen (13) Army Guard, two (2) Air Guard, and one (1) Retired Areas and the Director shall appoint a Co-Director. All Area Directors must be elected no later than 1 May of each year. If an election is NOT held by 1 May of each year the Executive Board must appoint a member of that Area to act as the Area Director for the remainder of said term. The term of office for Area Directors shall begin on 1 June of the year of the conference and end 1 May of the year their successors are elected.

6. The Chair of the Junior Enlisted Caucus - shall be selected by a process determined under the By laws of that caucus. The President will recommend a person to the executive board to fill a vacancy in that position.

Section 4. Tenure.

1. The President, Vice Presidents, Area Directors, and Treasurer of the Association shall take office 1 June of the year of their election and shall work with the standing Executive Board to assure an orderly flow of authority of the Association.

2. The Immediate Past President of the Association shall be installed in office on the day the successor in the Office of President is qualified and installed in that office.

Section 5. Termination of Tenure.

1. An officer may be removed from office for sufficient cause by a two-thirds (2/3) vote of the Executive Board.

2. The current President will replace an officer who is unable to complete their term of office due to deployment, resignation or other reason. The President will appoint an officer to the vacant position and solicit a vote of confidence from the executive board.

Section 6. Appointment of a Nominations Committee.

The Executive Board shall appoint a Nominations Committee. They shall convene and prepare a slate of officers required to be filled by the members of the Association, on or before the first day of the Annual Conference, at which time they are voted on.

ARTICLE V Appointed Officers

Section 1. Titles

1. Secretary
2. Assistant Secretary
3. Membership/Benefits Co-Chair
4. Legislative Chair
5. Parliamentarian
6. Ways & Means Chair
7. Insurance Committee Chair
8. Resolutions Chair
9. By-laws Chair
10. Media Chair
11. Time and Place Chair

Section 2. Duties and Responsibilities.

1. Secretary - shall Prepare and maintain full and accurate records of all meetings called by the President. With the approval of the President copies of the official record shall be mailed to all Executive Board members. Perform other duties, as the President deems necessary. The current Executive Director will perform duties of the secretary.

2. Assistant Secretary - shall assist the secretary in their duties and perform the Secretary's duties in the latter's absence.

3. Membership/Benefits Co-Chair - shall be two (2) of the Vice Presidents. Vice presidents will be responsible for eight (8) MNGEA areas as assigned by the President. Vice President's will coordinate with Area Directors to establish and sustain membership briefings and benefits according to the MNGEA SOP.

4. Legislative Chair - shall be one (1) of the Vice Presidents and together with the President, shall study and recommend all resolutions that are of a legislative nature, shall establish meetings with the legislative committee of MNGEA to discuss the pertinent legislative programs.

5. Parliamentarian - shall advise the President or presiding officer and all Association members at the Executive Board meetings and the annual conference on parliamentary procedures.

6. The Ways and Means Committee Chair - shall be appointed by the President Elect. This committee shall review the annual budget of the Association, develop and recommend to the Executive Board the programs that will support the financial needs and encourage growth of the Association. The Ways and Means Committee shall report on a regular basis to the Executive Board and annually to the Association.

7. The Committee on Insurance - shall consist of the following six (6) members: Current President of the Association, the current Treasurer, the Insurance Committee Chair and three (3) members selected by the President with the concurrence of the Executive Board. The committee shall oversee the insurance programs sponsored by the association making an annual audit of current insured and premiums paid, and facilitate promotion of the program. The committee shall report to the Executive Board on a regular basis and to the general membership at the Annual Conference. The President of the Association with the concurrence of the Executive Board shall fill any vacancies on the committee.

8. Resolutions Chair –

a. The Resolutions Chair shall consider each resolution referred. Resolutions may be revised, amended or modified only to the extent of clarification and not to the extent of change of meaningful content. The Committee shall consider said resolutions provided resolution(s) is/are submitted in writing to the designated chairperson by 15 April.

b. Resolutions submitted from the floor of a Conference will be considered with the provision that if accepted, the Resolutions Committee has the opportunity and the responsibility to determine the specific intent of the

resolution and research the content, clarity and correctness prior to submission to the respective agency to which the resolution is directed.

c. The Chairperson of the Committee on Resolutions shall report to the Conference only those resolutions the Committee recommends for adoption.

9. By Laws Chair - shall assist the President in preparation of proposed By-law changes.

10. Media chair – shall advise the President on media resources available to promote MNGEA, and is responsible for publication of approved media.

11. Time & Place Chair – shall advise the President on upcoming annual conferences and work jointly with the conference chair to ensure all contracts meet the guidelines in accordance with the Time & Place SOP.

Section 3. Selection and Term

All of the above officers shall be appointed by the President-Elect with the confirmation of the Executive Board-Elect at the close of the annual meeting or within thirty (30) days thereafter. Appointed officers shall be appointed for a term of two (2) years beginning 1 June of the year of their appointment and shall serve until their successor takes office. The appointee shall work with the standing officer in their position to assure an orderly flow of authority of the Association.

ARTICLE VI Conferences and Meetings

Section 1. General Membership Conference

1. A general membership conference of the Association will be convened annually.

2. The annual general membership conference will be held in the city determined by majority vote on the floor of a previous year's conference.

3. In the event that NO city is chosen by majority vote at the annual conference, such place will be determined by the Executive Board.

4. The Chapter and/or Units in the host city where the annual conference is to be held will be known as the host unit or units for the conference.

5. The host unit or units will abide by the SOP established by the Time and Place Committee.

Section 2. Special Conference and Meetings.

1. The President may call special conferences and meetings with the concurrence of a majority vote of the Executive Board.

2. An agenda for the Special conference or meeting will be prepared by the president and sent to all Executive Board members with the call of the meeting.

3. Executive Board meetings will be established with the approval of the Executive Board at the first Executive Board meeting of the year.

a. Five (5) per cent or more of the stated membership may call a Special Executive Board meeting by petition to the Executive Board.

b. Ten (10) days written notice is required to each member of the Executive Board.

4. Officers of the Enlisted Association of the National Guard of the United States (EANGUS) may be invited to any and all meetings of the Minnesota National Guard Enlisted Association.

Section 3. Representation

1. A Chapter or Unit will be allowed one (1) delegate for every ten (10) members or fractions thereof, according to the records of the Membership Chair, at special meetings, special conferences, or the annual general conference.

2. Each Chapter and/or Unit will be granted one (1) additional vote and/or delegate for that Chapter and/or Unit President and/or Representative.

3. Each Chapter and/or Unit will be authorized a minimum of one (1) vote and/or delegate regardless of membership size.

4. The Chapter and/or Unit delegates have the privilege of voting their entire delegate strength if so approved through previous caucus of its delegates and shall report the results to the Chair during all roll call votes.

5. All members of the Executive Board will be granted one (1) vote at any Association meeting held during the year of their tenure.

6. Each Chapter's/Unit's authorized voting delegates shall be present on the floor of the conference in order to vote. EXCEPTIONS: The host Units/Chapters for the conference shall be permitted to vote by proxy. Committee chairs shall also be granted this privilege. Individuals granting their proxy vote under this provision shall be required to register with the Rules and Credentials Chair.

Section 4. Quorum

At least (5) five members of the Executive Board shall be in attendance at any annual or special meeting to constitute a quorum for the conduct of business.

ARTICLE VII Executive Board

Section 1. Members of the Executive Board.

The Executive Board shall consist of that described in Article IV, Section 1.

Section 2. Duties and Powers.

1. The Executive Board shall have general supervision of the Association between general membership conferences.

2. The Executive Board shall fill by appointment any vacancy that may occur by resignation and/or termination of tenure of any elected officer.

3. The Executive Board shall confirm the appointments of the Chairs of the various committees.

4. The Executive Board shall convene at the call of the President, or upon written demand as provided by Article VI, Section 2.

Section 3. Elections.

Officers of the association, other than the immediate Past President, are members of the Executive Board by virtue of their election to office.

Section 4. Special Advisors.

The current State Command Sergeant Major and State Command Chief Master Sergeant shall serve as special advisors to the MNGEA Executive Board. The special advisors shall be invited to all executive board meetings. Special advisors will not be considered voting members of the executive board.

ARTICLE VIII Committee

Section 1. Standing Committees.

1. Committee on Legislation
2. Committee on Membership/Benefits
3. Committee on Media
4. Committee on Ways and Means
5. Committee on Insurance
6. and Credentials Committee
7. Nominations Committee
8. Time and Place Committee
9. Past Presidents Committee
10. Committee on By-Laws

ARTICLE IX Auxiliary

The auxiliary of the Minnesota National Guard Enlisted Association constitutes a group of spouses and friends of the aforementioned organization with supportive projects and activities that will enhance the image of this association. Further, this group will hold a meeting during the annual general membership conference and generally hold other

meetings at the same time of Executive Board meetings.

ARTICLE X

Parliamentary Authority

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

1. The By Laws of this Association.
2. Standing or Special Rules established by a general membership or special conference committee, and approved on the floor.

ARTICLE XI

Fiscal

Section 1. Fiscal year.

The fiscal year of the Association shall commence 1 June and end 31 May of the following year.

Section 2. Audit.

An audit will be conducted at least once annually by the Military Finance Section of the Adjutant General Office, Department of Military Affairs, or by other appropriate means.

Section 3. Funds.

In case of the dissolution of the Association, all assets will be given to the Heritage Gallery Fund in the National Guard Memorial Building, Washington, D.C.

Section 4. Expenditures.

1. All bills, claims, and expenditures of the Association shall be paid by warrant drawn on the funds of the Association, and executed by the Treasurer.

2. In addition the following expenses/reimbursements may be authorized:

a. President - may be reimbursed at a per diem rate of up to thirty (30) dollars per day, plus transportation cost or mileage at current military mileage rate, and lodging when conducting Association business.

b. Executive Board members shall be reimbursed for mileage driven at current military rate when attending meetings directed by the President. Mileage is the only item normally reimbursed for regular Executive Board meetings. In addition, other executive Board members and MNGEA members on other business pre-authorized by the Executive Board or general membership may be eligible for expense reimbursement for the same items and at the same rate as listed for the President in Section 4, item 2.a, above.

c. Executive Board and Standing committee Chair members may also be eligible for reimbursement for expenses incurred in the performance of their duties up to a

maximum of \$150.00 for each year of their term of office UNLESS a line item budget amount has been determined for the committee work involved. Eligible expenses shall be for ONLY the following: postage, duplication, long distance telephone calls, mileage driven at current military rate when on specific committee or Area Director business. A detailed listing with receipts whenever applicable shall be required to apply for reimbursement. A copy of the required detailed list shall be made available to any member of the Association for their examination upon written request.

d. NO payments or allowances for any other than the above paragraphs shall be reimbursed for the Executive Board members.

Section 5. Member Services

1. Establish and maintain a file of all member application cards, and update membership database on a weekly basis.

2. Calculate membership strength by chapter within each area on a monthly basis. This information shall be forwarded to the President and Membership Chair. The Area Director shall be given the strength by chapter for their area upon request.

3. Shall maintain a roster of honorary members, which require annual review.

ARTICLE XII

Mobilization

In case of partial mobilization of the Minnesota National Guard, the Association shall remain active. The remaining Executive Board shall temporarily fill necessary positions by appointment to continue the operation of the Association. If three/fourths (3/4) or more of the executive Board is mobilized or in the event of total mobilization the President shall turn control of the Association to the retired members. In the event of dissolution, such procedure shall be accomplished in accordance with applicable Minnesota State Statutes.

ARTICLE XIII

Amendments

Section 1. By Members:

The procedure to amend where there are members with voting rights shall be as follows:

1. The Executive Board may propose the amendment to the By-laws by resolution setting forth the proposed amendment and directing that it be submitted at a general membership meeting.

2. Any five (5) members may set forth a proposed Amendment by petition. The proposed amendment shall be filed with the Secretary of the Association.

3. Notice of the proposed amendment shall be given by the Secretary of the Association to the Bylaws Committee for

review and recommendation. As time permits, notice of the proposed change shall be given to the general membership through the official publication(s) of the association. The proposed change shall then be presented to the members for consideration at the next general membership meeting. A proposed bylaw may be amended by majority vote of the general membership before final consideration. Unless the proposed bylaw required a greater vote than a simple majority of the members voting, it is adopted.

Section 2. By Executive Board:

The procedure to amend by executive board members where there are members with voting rights shall be as follows:

1. The Association members may, by two-thirds (2/3) majority vote at a general membership meeting, authorize the Executive Board the power to amend bylaws. The Executive Board may consider only such bylaw changes referred to it by the general membership meeting and may not make any amendment to the proposed change.

2. When the members have authorized the Executive Board to amend the By Laws, the Executive Board, by a two-thirds (2/3) vote, (unless the By Law requires a greater vote) of the Board members who are present and entitled to vote on the proposed amendment may amend the By Laws at any meeting of the Executive Board. Notice of the meeting and of the proposed amendment shall be given.

ARTICLE XIV**Organization of Chapters*****Section 1. Organization of Chapters:***

1. Each federally recognized unit of the Minnesota National Guard may become a Chapter upon election of chapter officers and approval of the Executive Board.

2. Each Chapter and/or Unit will be made part of an area. The sixteen areas will consist of thirteen (13) Army Guard, two (2) Air Guard and one (1) Retired Areas.

Signed,

Mark Wasserbauer
MNGEA President

Paul S. Cocchiarella
By-Laws Chair