



BYLAWS OF THE NATIONAL GUARD ASSOCIATION OF MISSISSIPPI

As Amended at the 78th Annual Conference 30 April 2016

ARTICLE I

NAME

The name of this Association shall be "THE NATIONAL GUARD ASSOCIATION OF MISSISSIPPI."

ARTICLE II

PURPOSE

The purpose of the National Guard Association of Mississippi shall be:

- a. To promote and support State and National Security.
- b. To promote, foster and improve the Mississippi National Guard and the National Guard of the United States as a component of the Armed Forces of the United States.
- c. To promote "esprit de corps" in the Mississippi National Guard.

ARTICLE III

MEMBERSHIP

SECTION 1

The membership of the National Guard Association of Mississippi shall be composed of:

- a. All federally recognized commissioned officers and warrant officers of the Mississippi National Guard, and those officers and warrant officers who have formerly been federally recognized officers of the Mississippi National Guard and all former Adjutants General shall be eligible for membership in the National Guard Association of Mississippi.

(1.) Eligibility Requirements: Each officer/warrant officer must be an annual dues paying participant or be a life member of both the state (NGAMS) and national (NGAUS) association to participate in the insurance program, serve as an officer, delegate, or any other benefit of the NGAMS or NGAUS.

- b. Enlisted personnel may become associate members of the National Guard Association of Mississippi for the purpose of participating in group insurance and travel programs. No annual dues shall be required of or paid by an associate member.

c. Former National Guard members with less than 20 years military service may become associate members of the National Guard Association of Mississippi for the purpose of participating in group insurance and travel programs. No annual dues shall be required or paid by such associate members.

d. Employees of the National Guard Association of Mississippi and the Mississippi Military Department may become associate members of the National Guard Association of Mississippi for the purpose of participating in group insurance and travel programs. No annual dues shall be required or paid by such employees who are not covered under paragraph (a) above.

e. Friends of the Guard may qualify for associate membership to participate in group travel programs sponsored by the National Guard Association of Mississippi. No annual dues will be charged, but an associate membership fee may be applied for each such member.

ARTICLE IV

OFFICERS

SECTION I

The officers of the National Guard Association of Mississippi shall be: President; Vice President, Air National Guard; Vice President, Army National Guard; Secretary; and Treasurer.

SECTION II

a. The President and Vice President of the National Guard Association of Mississippi shall be elected at the last regular meeting of the Association each fiscal year in the following manner:

(1.) The Association shall elect a President, who shall be an Army National Guard Officer in 1977, a Vice President, Army National Guard, and a Vice President, Air National Guard. The Army Vice President shall be designated President Elect and shall automatically ascend to the Presidency of the Association the following year.

(2.) Therefore, the Association shall elect a Vice President, Air National Guard and a Vice President, Army National Guard; one of whom shall be designated as the President Elect and will automatically ascend to the Office of President at the end of his term of office as Vice President. The designation of the Vice President as President Elect shall be made in such manner that the Vice President, Army National Guard ascends to the Office of President for three consecutive years and the Vice President, Air National Guard, ascends to the Office of President each fourth year.

b. The Secretary and Treasurer of the National Guard Association of Mississippi shall be elected in the following manner at the Annual State Conference:

(1.) An Army Secretary shall be elected in 1992. An Air Secretary shall be elected in 1993 and every fourth year thereafter, i.e. 1997, 2001, 2005, etc. During intervening years, the Office of Secretary will be designated as Army Secretary. The Secretary each year will be elected by the total membership present at the Annual State Conference.

(2.) An Army Treasurer will be elected in 1992 and 1993. An Air Treasurer will be elected in 1994 and every fourth year thereafter, i.e. 1998, 2002, 2006, etc. During intervening years, the Office of Treasurer will be designated as Army Treasurer. The Treasurer each year will be elected by the total membership present at the Annual State Conference.

SECTION III

a. The President of the National Guard Association of Mississippi with the approval of the Executive Committee of the Board of Directors, shall appoint a Nominating Committee to consist of not less than seven (7) members of the Association who shall meet and report their nominations not less than 30 days prior to the Annual State Conference of the Association. The nomination report will be distributed to the various National Guard Units throughout the State so all members will be aware of who will be nominated.

b. The Nominating Committee shall nominate two (2) nominees for each elective office of the Association in keeping with the designated years in which the Secretary and Treasurer will be ANG members as stated previously in ARTICLE IV, SECTION III, Paragraph b. The Chairman of the Committee shall make an official report to the members at the Annual State Conference.

c. Nominations may be made from the floor of the Conference at any time after the report of the Nominating Committee and prior to the election for that particular office. Nominations from the floor must follow the designated years in which the Secretary and Treasurer will be ANG/ ARNG members as stated previously.

d. Elections shall be by secret written ballot, with a majority vote being required for election. Only those members present at the Conference and in good standing are entitled to vote. The Nominations Committee will be responsible for ensuring that members in good standing whose military status prevents attendance at the Annual Conference have the opportunity to vote through absentee ballot.

SECTION IV

a. All officers shall have been a member of the National Guard Association of Mississippi for at least two (2) years next before their election.

b. The President shall preside at all meetings, call special meetings, direct the work and promote the general welfare of the Association, and appoint all committees with the approval of the Board of Directors.

c. The Vice President designated President Elect shall preside in the absence of the President. The two Vice Presidents shall assist the President in the conduct of the meetings as the President directs.

d. The Secretary shall keep full and accurate minutes of all meetings and perform such other duties as the President may assign.

e. The Treasurer or Financial Manager shall countersign, with the Executive Director, all checks and disbursements for the Association. The Treasurer shall make financial reports to the scheduled meetings of the Board of Directors and perform other duties as the President may assign.

f. The Executive Director shall collect the annual dues of members of the Association and keep a full and accurate account of all funds received and expended by the Association. He shall be responsible for the operation of the Association Office, including the supervision of the employees who work therein. The Board of Directors may authorize the Executive Director to pay the expenses necessary to carry on the work of the Association.

g. There shall be a Chaplain for the Association, who shall be appointed by the President, and it shall be his duty to promote the spiritual well being of the Association.

h. The Board of Directors of the Association shall be composed of the following:

(1.) The five (5) elected officers of the Association.

(2.) The two (2) retired members of the Association who shall be elected at the retired caucus, one of which shall be elected for a two (2) year term and one for a one (1) year term in 1989, so that in the next such scheduled caucus beginning in 1990, one retired member shall be elected each year for a two (2) year term;

(3.) The Adjutant General of the State of Mississippi, who shall be an ex officio member without vote;

(4.) The Executive Director of the Association who shall be a nonvoting member elected in the manner hereinafter provided;

(5.) The immediate two (2) Past Presidents of the Association;

(6.) Thirteen (13) active directors who shall serve for a period of two (2) years. Three (3) of the thirteen (13) active directors shall be members of the Air National Guard and elected by the Air Guard at caucuses of members of the Air Guard so that Jackson, Meridian, and Gulfport/ State Headquarters comprise the three Air Guard caucuses. Two (2) of the thirteen (13) active

directors shall be company grade and warrant officers of the Mississippi National Guard and shall be elected at caucuses of company grade and warrant officers.

Rotation for the Air Guard Directors will be: Gulfport/State Headquarters to be elected for a two-year term in 1992; Meridian for a two-year term in 1992; and Jackson for a two-year term in 1993. A caucus will be held every two years by respective units so that three (3) Air Guard Directors are elected to serve on the Board of Directors.

Rotation of company grade and warrant officers on the Board of Directors: one warrant officer (W1 - W5) and one company grade officer (O1 - O3) will be elected from one Congressional District every other year. This requirement will be rotated among the four Congressional Districts. This will allow a warrant and company grade officer to serve continuously on the Board of Directors. Beginning with the year 2002, District One will elect a warrant and District Two will elect a company grade. In 2004, District Three will elect a warrant and District Four will elect a company grade.

The other eight (8) directors, who shall be Army National Guardsmen, shall be elected from the four (4) Congressional Districts of Mississippi, with each District having two (2) members, except the year in which a Congressional District is required to elect a warrant officer and company grade officer, then that district would be allowed three representatives on the Board, and they shall be elected respectively by members of the units which are located in the respective Congressional Districts. The Directors from the Air Guard and the Directors from the Congressional Districts shall be elected at caucuses of members of the Air Guard and the Army Guard units from the Congressional Districts, respectively, said caucuses to be held at the annual meeting of the Association, and the Association Director from each Congressional District who is serving in his first year of two (2) year term shall serve as Chairman of the caucus for the purpose of conducting such election. In such elections nominations shall be made from the floor. The President of the Association shall announce the time and place of each such caucus at the first business session of the Association.

i. The elected member or members from each Congressional District shall serve for the term specified herein, and the elected member's unit, or the elected member or members shall not be eligible for reelection until each Battalion and Higher Headquarters in said district shall have elected a member of the Board. The election shall therefore be on a rotational basis so that each Battalion and Higher Headquarters in succession shall have representation on the Board. No unit may have two (2) Directors on the Board at the same time.

j. In the event of Congressional Redistricting by the Legislature of the State of Mississippi, the number of directors shall not change unless the Bylaws are amended. Vacancies, which might occur, shall be filled by appointments by the President with approval of the other Directors, for the remainder of the unexpired term.

k. If, for any reason, either of the two (2) preceding Past Presidents shall be unable to serve, the vacancy shall be filled from positions of one of the preceding Vice Presidents by rank or date of rank serving in the same year as President whose vacancy is being filled. The President of the Association shall serve as Chairman of the Board of Directors. The Board of Directors shall meet once each quarter and at such other times as the Chairman shall direct, except that the Chairman, with concurrence of the Executive Committee of the Board, may dispense with any quarterly meeting. A majority of the Board of Directors may call a meeting of the Board by proper notice to all members in writing. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business. The Board of Directors shall have authority to execute the policies of the Association.

l. There shall be an Executive Committee of the Board of Directors that shall be composed of the elected officers of the Association and the Executive Director of the Association, who shall be a nonvoting member of the Executive Committee. The Executive Committee of the Board of Directors shall meet at the call of the President and shall have power to act on emergency matters when it is necessary to act upon matters having such time consideration that a full meeting of the Board of Directors cannot be assembled. The Board of Directors may authorize the Executive Committee of the Board to perform certain duties and responsibilities for the Board. All actions of the Executive Committee of the Board shall be subject to the approval and ratification of the Board of Directors.

m. An Executive Director shall be employed by the Board of Directors. His service shall be on a contractual basis and he shall hold office for a term of three (3) years or such other period and not exceeding five (5) years as may be determined by the Board of Directors. He may be reappointed for succeeding terms. He shall have the same qualifications for holding such position as are required of the President of the Association.

n. The Association is authorized to sponsor a program or programs of group insurance coverage for its members and associate members; the Directors of the Association, may for, and on the behalf of the Association, enter into a trust agreement to which trustees shall administer the insurance program and invest the portion of divisible surplus, if any, attributable to any group insurance policies.

ARTICLE V MEETINGS

SECTION I

The fiscal year shall be from the first day of June through the 31st day of May of each year. The meeting of the National Guard Association of Mississippi shall be held at least once each fiscal year, and at such other times as may be designated by the Board of Directors. The Board of Directors shall designate the place and time of such meeting.

SECTION II

A quorum shall consist of twenty percent (20%) of the paid membership.

SECTION III

No business shall be conducted at any meeting unless a quorum is present.

ARTICLE VI **DUES**

SECTION 1

a. The Annual Dues of the Association shall be set by the Board of Directors and approved by the Association membership at the Annual Conference.

b. Effective January 1, 2016, active officers and warrant officers who are currently life members or who join as a life member of the national association (NGAUS) will be granted a life membership to the state association (NGAMS).

c. The Executive Director shall collect all state membership dues and may also collect those dues for the National Guard Association of the United States in such amounts as that Association may from time to time specify. Membership dues for both NGAMS and NGAUS are due and payable effective 1 July of each year.

ARTICLE VII **DELEGATES**

SECTION I

a. The National Guard Association of Mississippi, at its annual conference, shall elect a delegate at large and an alternate to the annual conference of the National Guard Association of the United States. The delegate at large and alternate will be designated from the Air National Guard in 1992 and every fourth (4th) year thereafter. During intervening years the delegate at large will be designated from the Army National Guard. Such delegate, or alternate, together with the president of the association, shall attend the said annual conference with registration, travel, and room accommodation expenses paid by the Association. In addition, the president and delegate at large shall receive the same delegate expense as determined and authorized by the Board of Directors for all official delegates of NGAMS to said conference.

b. In the event the President cannot attend, he shall be represented by one of the elected officers as selected by the President, or one of the directors, if no officer can attend.

**ARTICLE VIII
AMENDMENTS**

These Bylaws may be amended at any meeting of the Association by vote of 2/3 of those present and voting, provided first that said proposed amendment shall have been submitted in writing to each member by mailing to his last known post office address, or by sending through electronic mail (e-mail) to members last known e-mail address, at least thirty (30) days before the meeting at which such amendment is submitted, a copy of such proposed amendment.

**ARTICLE IX
TEMPORARY EXECUTIVE COMMITTEE**

SECTION I

a. In the event of war or other emergency declared by the Congress as a result of which the Mississippi National Guard is ordered or called into the active military service of the United States, the Board of Directors of the Association is authorized and empowered to carry on and conduct the business of the Association during the period of such war or emergency.

b. In the event it shall become apparent that the elected officers and the Board of Directors shall become unable to serve as such as the result of war, emergency, or otherwise, then the Board of Directors shall prior to its becoming unable to serve, select by majority vote a temporary Executive Committee composed of members of the National Guard Association of Mississippi to direct the affairs of the Association during the absence of the regularly elected officers and directors. This temporary Executive Committee shall be composed of at least three (3) members and not more than five (5), three (3) of whom shall be designated by the Board of Directors as Chairman, Secretary, and Treasurer respectively. This temporary Executive Committee shall be authorized to transact all business on behalf of the Association which the regular officers and directors are authorized to transact.

c. Any temporary Executive Committee appointed as above provided shall serve until a majority of the regular officers and directors shall return from emergency or war service and assume their duties or until a regular election of Association officers shall be held, whichever shall occur sooner.

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