

NATIONAL GUARD ASSOCIATION OF CALIFORNIA  
BYLAWS

Revised and Adopted

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# Bylaws of the National Guard Association of California

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## **Article I Organization**

### Section 1 – Name

The name of this organization is “The National Guard Association of California,” hereinafter referred to as the “Association.”

### Section 2 – Offices

The principle office of the Association shall be located within the State of California. The Association may establish and maintain other offices, either within or outside the State of California, as determined by the Executive Council.

## **Article II Purpose and Objectives**

### Section 1 – Purpose

The purpose of the Association is to serve primarily as a charitable, non-profit corporation, to extend and perpetuate the sound interests of the California National Guard, State Military Reserve, and the Naval Militia by every appropriate means.

### Section 2 - Objectives

The objectives of the Association are:

- a. To support the members and families of the California National Guard, State Military Reserve, the Naval Militia, and the State Military Department by furthering their interests by every appropriate means; including legislative actions, professional development activities, social functions, and by preserving the history, traditions, records, and relics of the organizations; promoting the National Guard of the United States; cooperating with other organizations in patriotic endeavors and community affairs; and developing a closer relationship with other components of the military establishments;
- b. To serve as the collective voice of the membership, provide social and professional opportunities, advance and protect the interests of the current and past members of the State Military Department and their families through appropriate legislative activities, provide important member benefits, and to recognize and award achievements and contributions to the State and nation. The Association also serves to support the efforts of the State Military Department that strengthen the recruiting, retention, and readiness of the force and to extend and perpetuate the interests of the California National Guard, the State Military Reserve, and the Naval Militia.
- c. To support the Federal and State missions of the California National Guard, as appropriate.

## **Article III Membership**

### Section 1 – Classes of Membership

Membership shall consist of the following classes:

- a. Active;
- b. Life;
- c. Associate;
- d. Affiliate;
- e. Individual;
- f. Corporate; and
- g. Honorary.

### Section 2 – Qualifications and Requirements

Requirements for membership in each class are:

a. Active. Upon application and payment of dues as prescribed, the Association may issue an Active membership to:

(1) Persons holding active status in the California National Guard (hereinafter referred to as “the Guard”), State Military Reserve (hereinafter referred to as “SMR”), or the Naval Militia.

(2) Persons who formerly served in the Guard, SMR, or Naval Militia and who were separated under honorable conditions.

b. Life. Upon application and payment of Life dues as prescribed, the Association may issue a Life membership to any person qualified to be an Active member.

c. Associate. Upon application and payment of dues as prescribed, the Association may issue an Associate membership to any qualified individual or group of individuals under the law and who are not eligible for Active membership, who actively support the purposes, goals, and objectives of the Association. Associate membership includes family members of Active members. Legal requirements for family members to qualify as an Associate member shall be posted in an Appendix to these Bylaws and shall be updated as necessary to reflect changes in the law.

d. Affiliate. Upon enlistment or appointment into any unit of the Guard and application to the Association, the Association shall issue an Affiliate membership. Affiliate members are accorded such benefits as approved by the Executive Council.

### Section 3 – Supporters and Sponsorships

a. Individual. Upon application and payment of a contribution or donation as prescribed, the Association may issue a letter, certificate or other recognition of individual support to any person that actively supports the purposes, goals, and objectives of the Association as set forth in the Articles of Incorporation and these Bylaws.

b. Corporate. Upon application and payment of a contribution or donation as prescribed, the Association may issue a letter, certificate, or other recognition of corporate sponsorship to any business; governmental, fraternal, or professional organization; or other entity that actively supports the purposes, goals, and objectives of the Association as set forth in the Articles of Incorporation and these Bylaws.

c. Honorary. After a favorable majority vote during an Annual Membership Conference, or the consent of two-thirds of the Executive Council, the Association will confer Honorary membership for life on any individual who has rendered conspicuous service to the Guard, the community, or the Association.

### Section 4 – Certificate

The Association shall issue an appropriate certificate of membership to each qualifying individual member, except Affiliate members.

### Section 5 – Privileges

a. Any Active member may be:

- (1) A member of the Executive Council; and/or
- (2) An Officer of the Association.

b. A Life member is afforded all membership privileges of Active members.

### Section 6 – Application for Membership

Individuals may apply for membership in writing or electronically, utilizing membership application procedures approved by the Executive Council.

### Section 7 – Delinquency

a. Delinquency. Members who are delinquent for one year or more on their dues payment shall be dropped from the membership rolls and lose all privileges of membership herein. The Executive Council may adopt a shorter period of time for loss or membership privileges. The Executive Council or the membership may vote to extend the membership term without payment of dues for individuals who are deployed outside of the State.

b. Renewal Guidelines. Members who fail to pay renewal dues in accordance with any other established Association guidelines are suspended, without prejudice, until the Association receives payment of any delinquent dues.

### Section 8 – Expulsion, Suspension, and Termination

a. The Association may expel, suspend, or terminate any member for cause through the conduct of proceedings by a Hearing Committee and confirmation of the Executive Council.

b. In the case of a proposed expulsion, suspension, or termination for cause, the Executive Council will appoint a Hearing Committee to conduct proceedings and make recommendations as to the proposed membership action. The Executive Council must provide the member at least thirty days prior notice of the adverse membership action and the reasons for the proposed action. The Hearing Committee must afford the member an opportunity to be heard, orally or in writing, as to the proposed action prior to submitting a recommendation.

c. The Executive Council, with two-thirds consent, may confirm a recommendation for expulsion, suspension, or termination made by the Hearing Committee. The Executive Council may not expel, suspend, or terminate a member if the Hearing Committee recommends retention.

d. The effective date of the expulsion, suspension, or termination may be at any time after the Executive Council confirms the recommendation of the Hearing Committee. However, in no case will the effective date of the expulsion, suspension, or termination be less than five days after the Hearing Committee hears the member.

e. The Executive Council will consider any request for refund of dues from any expelled, suspended, or terminated member, upon application by the former member.

## **Article IV Chapters**

### Section 1 – Organization

a. Senior/Major Commands (consisting of Colonel/Captain and higher commands) of the California National Guard, the SMR, and the Naval Militia are granted authority to establish a Chapter. Additionally, Retired Members are granted authority to establish a Chapter. Further, the Executive Council, upon two-thirds approval, may establish additional Chapters. The Association secretary will maintain a current listing of established Chapters.

b. Chapters function under the authority and responsibility of these Bylaws and are bound by them. Additionally, since Chapters must represent the collective desires of Association members, any group requesting authority to establish a Chapter must consist of at least twenty-five Active, Life, or Associate members in good standing in the Association. Further, each application must identify Chapter officers.

c. Each Association member may associate with the Chapter of the member's choice. If members do not designate a Chapter affiliation, the Association will affiliate the member based on the member's current unit of assignment, or in any reasonable manner as determined by the Secretary of the Association. Members must request changes of Chapter affiliation in writing to the Association secretary.

## Section 2 – Chapter Operations

a. Each Senior/Major Command Commander is encouraged to ensure their Chapter has appropriate resources, facilities, and support for success and to promote membership within the limits allowed in applicable laws and regulations.

b. Each Chapter may establish its own bylaws or operating procedures, provided they do not conflict with the Association Bylaws. If established, Chapters will provide a copy of these bylaws or procedures to the Secretary of the Association.

c. Chapters are prohibited from entering into contracts, binding legal agreements, or conducting events in the name of the Association, without approval of the Association, Executive Council, or Association President, to insure the Association is not held liable for unauthorized actions. Chapters may conduct internal events or activities at their discretion.

d. Chapters which establish a Chapter fund must make all financial records of the Chapter available for review at the request of the Executive Council; elected officer of the Association; or any member of the Chapter, or his or her agent or attorney, at any reasonable time but only by prior appointment. If a Chapter is dissolved, any remaining funds will be transferred to the Association.

e. To insure finances of any dissolved Chapter are accessible to the Association, each Chapter will include the Association Treasurer as an authorized officer on any accounts of the Chapter.

f. Chapters may dissolve as outlined in their bylaws or operating procedures, or may do so when the Chapter officers notify the Secretary of the Association of dissolution. Members of the defunct Chapter may affiliate with another Chapter in accordance with Section 1 Item c above, or will be associated with another Chapter in accordance with the same section.

g. If a Chapter fails to maintain a membership of twenty-five Active, Life, or Associate members of the Association, or has no Chapter officers, the President may petition the Executive Council for dissolution of their Chapter status. The Chapter will be dissolved on an affirmative vote of two-thirds of the votes which may be cast by the Executive Council.

## Section 3 – Executive Council Representatives

Each Chapter President will appoint two Active or Life members of the Association from the Chapter to serve as Chapter Representatives to the Executive Council. One of these appointed officers will serve as a member of the Executive Council for voting purposes as outlined in Article VI. The Chapter President, if qualified and specified, may function as a Chapter Representative.

**Article V**  
**Annual Membership Conference**

Section 1 – Powers

The Association, subject to the limitations of the Articles of Incorporation, these Bylaws, and the California Corporations Code, has all powers necessary, incident, or appropriate to the furtherance of the purposes of the Association. Without prejudice to such general powers, but subject to the same limitations, the voting membership has the following powers, to wit:

- a. Acquisition of property, both real and personal, by purchase, gift, devise, or lease;
- b. Investment and reinvestment of funds;
- c. Sale, lease, or encumbrance of real or personal property or any part or parts thereof, and the conveyance by way of deeds of trust, mortgage, or otherwise;
- d. Execution, performance, or cancellation and rescission of contracts of every kind;
- e. Creation of such trusts as is necessary;
- f. Arrangement of insurance and other financial programs for the benefit of members and their family members, either directly or through separate trusts, and to render promotional and administrative services with respect to such programs;
- g. Appointment and dismissal of all agents and employees and to prescribe the authority and responsibilities of agents and employees;
- h. Borrowing funds and incurring indebtedness and causing to be executed and delivered therefore in the Association's name: promissory notes, bonds, debentures, pledges, hypothecations, or other evidence of debt, and securities therefore. Any action to borrow funds which would result in continued indebtedness for a period greater than one year shall require an affirmative vote of two-thirds of the voting membership;
- i. To conduct, manage, and control activities and business of the Association to include the management of all funds and property, real and personal, acquired by the Association; and
- j. To change the principal office for the transaction of business from one location to another within the State of California; to adopt, make, and use a corporate seal and alter the form of such seal from time to time as in their judgment they may deem best, provided such a seal shall at all times comply with the provisions of the law.

Section 2 – Meetings

a. Annual Membership Conference. The Association shall conduct at least one Annual Membership conference each calendar year at a date and place established at least sixty days in advance by the Executive Council. The Secretary will give all current members appropriate

notice of this meeting at least thirty days in advance. Business conducted will include, but is not limited to, a report on the Association's financial condition.

b. Special Meetings.

(1) The President or a majority of the Executive Council may call a Special meeting of the membership at any location within or without the State of California. Five percent or more of the voting members of the Association may make a written request for a special meeting. The President must, within twenty days of such request, establish a date and time for the membership to meet. The membership shall convene no later than ninety days after the original request.

(2) Notice of Special Meetings.

(a) The Executive Council shall provide notice of any special membership meetings at least twenty days prior thereto personally, by mail, in writing (to include facsimile or telegraphic communications), or by other electronic means to each member at his or her address as indicated by Association records.

(b) Waiver of Notice. Any member may waive notice of any meeting. The attendance of a member at any meeting shall constitute a waiver of notice of such meeting, except where that attendance is for the express purpose of objecting to the transaction of any business because the meeting is not lawfully convened. The presiding officer of the meeting will be able to issue a determination as to whether or not the meeting is being lawfully convened.

(c) The Secretary shall ensure that the general nature of the business to be transacted is specified in the notice of the special meeting, and that no other business may be transacted.

c. Ballots. Any party authorized to request a special meeting may refer an issue to the membership without a meeting by requesting the distribution of a written ballot to all voting members of the Association. The Executive Council must establish reasonable ballot distribution dates and deadlines, based on regularly scheduled mailings to the membership.

d. Quorum. Twenty percent of the voting membership present, or represented by proxy, shall constitute a quorum for the transaction of business at regular and special meetings of the Association or for a valid ballot. If less than a quorum is present at any regular or special meeting of the Association, a majority of the members present may adjourn the meeting. Attendance through telephone, video, or other electronic means qualifies as presence for the purpose of determining a quorum.

e. Vote.

(1) Active and Life members are empowered to vote on the business of the Association.

(2) The vote of a majority of the voting members present at a regular or special meeting at which a quorum is present shall be the act of the Association, unless the vote of a greater number is required by law or by these Bylaws.

(3) Proxies. The Executive Council shall afford all voting members the opportunity to designate a person or persons the authority to vote on the behalf of the member at any regular or special meeting of the Association. The Executive Council will distribute a formal proxy form in accordance with the California Corporations Code, but will accept any proxy verifiable in writing or through any electronic means.

f. Compensation. Members shall not receive any unreasonable salaries or excessive compensation for their services. In addition:

(1) The membership may resolve to allow either all or part of the expenses of attendance at regular and special meetings; and

(2) The Executive Council or the membership may provide for payment of other expenses incurred by attendees.

g. Conduct of Meetings.

(1) All proceedings shall be conducted in accordance with Robert's Rules of Order, Revised. The Secretary shall prepare an agenda. Any member may submit, in advance, items for the agenda, which shall be placed on the agenda of the next meeting.

(2) The presiding officer at any Conference of the Association may, subject to the order of business, recognize any member.

## **Article VI Executive Council**

### Section 1 – Powers

The Executive Council shall have full authority to act on all affairs of the Association between Annual Membership Conferences except for those items specifically designated to the membership or others in these Bylaws, or the California Corporations Code.

### Section 2 – Composition

The Executive Council of the Association shall consist of:

- a. The elected and appointive officers of the Association;
- b. One Chapter Representative (Primary or Alternate) from each authorized Chapter as specified in Article IV, Section 3;
- c. Standing and Special Committee Chairpersons;
- d. One member representative from the Sergeants' Major Association; and

e. One member representative from the California Enlisted Association of the National Guard of the United States (CAL EANGUS).

### Section 3 – Meetings

a. The Executive Council shall meet at least once each calendar quarter, at the call of the President, or at the request of a majority of the Executive Council.

b. The Executive Council shall conduct its meetings in accordance with Robert’s Rules of Order, Revised.

c. One-third of the votes, which may be cast by the Executive Council, shall constitute a quorum of the Executive Council. The Executive Council may not conduct the business of the Association without a quorum. A quorum may be established by use of phone, video, or other appropriate electronic means. Proxies are specifically prohibited for the conduct of Executive Council meetings.

d. The President may request that the Executive Council convene through electronic means for the purposes of discussing and voting on specific items that require approval between the mandatory quarterly sessions.

### Section 4 – Voting Rights

a. The following Executive Council Members have the power to vote on Association business:

(1) Elected Officers;

(2) Primary or Alternate Chapter Representative;

(3) Standing and Special Committee Chairpersons appointed by the President;

(4) Representative of the Sergeants’ Major Association; and

(5) Representative of the California Enlisted Association of the National Guard of the United States (CAL EANGUS).

b. The President has the power to vote only in case of a tie.

c. In no case may an Executive Council Member cast more than one vote. Subsequently, an Executive Council Member may vote only in one of the positions they may hold in the Executive Council.

d. Each Standing or Special Committee Chairperson, who is not a Chapter Representative, may appoint, with approval of the President, an alternate to attend Executive Council meetings. Such an appointed alternate will have the power to vote on council business in the absence of the Chairperson.

e. Appointed officers, unless otherwise provided for under these Bylaws, do not have the right to vote at Executive Council meetings.

## **Article VII Officers**

### Section 1 – Titles

- a. The elected officers of the Association, shall be:
  - (1) A President;
  - (2) A First Vice-President;
  - (3) A Second Vice-President;
  - (4) A Secretary;
  - (5) A Treasurer; and
- b. The President shall appoint a Legislative Director.
- c. The President may appoint other officers as needed or desired.

### Section 2 – Qualifications

Association officers must be Active or Life members.

### Section 3 – Election and Term of Office

a. The election of Association officers will occur biennially by ballot, unless otherwise provided for under these Bylaws. Newly elected officers will take office after the end of the state legislative session, but in any event, no later than the second weekend in November. Announcement of the newly elected officers will occur after the Executive Council certifies the vote.

b. The Elections Committee shall solicit nominations of qualified members for elected office prior to the opening of the ballot period. The Committee will validate eligibility and present the names of qualified candidates to the Secretary. Candidates may submit a statement, list of qualifications, and photograph to the Association for inclusion in the ballot. Photographs in official or duty uniform will not be accepted. The Committee may establish reasonable guidelines to limit qualification listing and statement length. If no candidate seeks an elected position during the general election, then the Executive Council will nominate a member to fill the position.

c. The ballot period will remain open for a period of at least ninety days to allow members to cast their votes. If the election fails to garner sufficient votes to constitute a quorum, approval by two-thirds of the Executive Council may extend the ballot period. If the ballot period does not garner enough votes, the Executive Council is authorized to: 1) vote to appoint the candidate

with the highest amount of votes received into each respective office; 2) vote to extend the current elected officers for no longer than a one year period and conduct new elections.

d. Each ballot will contain a space to allow for a write-in candidate, and will allow the member to withhold their vote for any position. The Elections Committee will establish authorized methods of voting, which may include, but not be limited to, mail, telephone, or other electronic means.

e. Twenty percent of the voting membership shall constitute a quorum for the election of officers. Proxies are not authorized.

f. Newly elected officers shall take office and assume the duties of the position following the last item of the agenda under “Old Business.” The newly elected officers shall conduct “New Business.”

g. Each officer shall hold office until the membership elects a successor, unless sooner removed for cause, unless the officer ceases to be a member, or voluntarily resigns from office, unless superseded by other provisions in these Bylaws.

h. Any officer elected by the members may be removed from office by a two-thirds vote of the Executive Council for cause, as identified in the California Corporations Code. The voting members may remove any officer without cause. The President may remove appointed officers when the best interests of the Association would be served by the removal, with or without cause.

i. If an officer other than the President resigns, dies, or is unable to perform duties, the President shall appoint a successor for the balance of the unexpired term. This appointment requires approval by two-thirds of the Executive Council.

j. Elected officers shall hold their offices for a two-year term. The candidate who receives the most votes will take office at the Annual Membership Conference, an Executive Council meeting, or at a special meeting of the membership convened primarily for this purpose.

#### Section 4 – Duties and Powers

##### a. President.

(1) The President shall be:

(a) The Chief Executive Officer and primary representative of the Association, able to exercise express and implied powers necessary and proper to carry out the functions of the office, and take measures to ensure the interests or rights of the Association and the membership are protected at all times;

(b) Charged to carry out the will of the Executive Council and the general membership;

(c) A voting member of the Executive Council in the event of a tie vote, and President thereof;

(d) A member ex-officio of all Standing and Special Committees, with non-voting rights on these committees;

(e) Able to call a special meeting of the membership with thirty days notice. The President may ask the members for advice, assistance, and recommendations to pass resolutions, sanction, and approve initiatives, and other actions consistent with these Bylaws;

(f) The final arbiter on procedural disagreements, internal disputes, and other contested matters related to or arising from the application of the rules and Bylaws of the Association; and

(g) Able to present and make recommendations for actions, initiatives, and resolutions to the Executive Council, and to request a vote on such matters.

(2) The President shall:

(a) Supervise the business and other affairs of the Association, to include any and all full-time employees;

(b) Preside at all meetings of the Executive Council;

(c) Appoint the Chairpersons of Standing and Special Committees;

(d) Appoint the officers provided for under these Bylaws, and other officers deemed desirable;

(e) Have such other powers and duties as may be prescribed by the membership;

(f) Exercise any right to vote or execute a proxy to vote on shares of stock, bonds, debentures, or other evidence of indebtedness of any other corporation owned by the Association. The President shall report any such action to the membership at the next Annual Membership Conference or Executive Council meeting;

(g) Report any action taken which authorizes an unbudgeted expenditure to the Executive Council at the next regular meeting; and

(h) Assign duties to be performed by the other officers of the Association which are consistent with the Bylaws or within the usual duties performed by such officers of organizations.

b. First Vice-President.

(1) The First Vice-President shall be a member of the Executive Council.

(2) The First Vice-President shall:

- (a) Perform the duties of the President if the President is absent or incapacitated;
- (b) Assume the office of the President and serve the unexpired term in the event the President is terminated, resigns, or is removed from office;
- (c) Perform other duties as assigned by the President or the members;
- (d) Have all powers of, and be subject to, all the privileges, rights, and restrictions upon the President when assuming the President's duties under these Bylaws; and
- (e) Report to the Executive Council and general membership on the status of Association membership, including, but not limited to, the total number of active members and distribution of members in the Chapters.

(3) The First Vice-President shall report annually to the membership regarding Association goals to retain and increase membership, and the steps taken to support these efforts.

c. Second Vice-President.

(1) The Second Vice-President shall be a member of the Executive Council.

(2) The Second Vice-President shall:

- (a) Perform the duties of the First Vice-President if the First Vice-President is absent or incapacitated;
- (b) Assume the office of the First Vice-President and serve the unexpired term in the event the First Vice-President is terminated, resigns, or is removed from office
- (c) Perform other duties as assigned by the President or the members; and
- (d) Have all the powers of, and be subject to, all the privileges, rights, and restrictions upon the First Vice-President when assuming the First Vice-President's duties under these Bylaws.

d. Secretary.

(1) The Secretary shall be:

- (a) The recording officer of the Association;
- (b) Responsible for the records of the Association; and
- (c) A member of the Executive Council.

(2) The Secretary shall:

- (a) Maintain a book of minutes of all meetings of the membership and Executive Council meetings;
- (b) Maintain a membership book containing the names and addresses of each member, and promptly record accessions and terminations of members;
- (c) Keep these records at the principal office or at a location approved by the Executive Council;
- (d) Give notice of special meetings of the membership as provided in these Bylaws;
- (e) Perform the duties usually performed by the Secretary of an organization and such duties as assigned by the President or the members;
- (f) Supervise the preparation and distribution of ballots to the voting members; and
- (g) Ensure that the rules, regulations, and procedures regarding elections and voting are publicized and available to all members.

e. Treasurer.

(1) The Treasurer shall be:

- (a) The custodian of all funds of the Association;
- (b) A member of the Executive Council; and
- (c) An ex-officio member of the Finance Committee.

(2) The Treasurer shall:

- (a) Keep an accurate account of all receipts and disbursements of all monies, securities, and other property of the Association;
- (b) Keep the financial records of the Association at the principal office or at a location approved by the Executive Council;
- (c) Report to the Executive Council on the financial standing of the Association, whenever required to do so;
- (d) Render an annual report to the Association; and

(e) Perform the duties usually performed by the Treasurer of an organization and such duties as prescribed by the President or the members.

f. Sergeant-at-Arms.

(1) The Sergeant-at-Arms serves without vote.

(2) The Sergeant-at-Arms shall:

(a) Maintain order at all meetings, subject to the instructions of the presiding officer;

(b) Introduce and escort distinguished visitors at the Annual Membership Conference;  
and

(c) Perform other duties as prescribed by the President or the members.

g. Legal Counsel.

(1) The Legal Counsel shall be:

(a) A non-voting member of the Executive Council; and

(b) A member of the State Bar of California.

(2) The Legal Counsel shall:

(a) Serve as legal advisor on all matters of Association business and affairs; and

(b) Perform other duties as prescribed by the President and the members.

h. Legislative Director

(1) Shall be a voting member of the Executive Council;

(2) Shall be authorized to represent the Association on legislative matters that affect the interests of the Association, the membership, the members of the State Military Department and their families; and

(3) Shall be appointed by the President, subject to the terms or conditions required by any applicable agreements with any affiliated or other organizations.

(4) The Legislative director shall:

a. Prepare a legislative agenda for the Association and supervise all legislative and lobbying efforts of any Committees and individuals;

b. Work with members of the State and federal legislature, staff and other appropriate personnel to develop, introduce, and pass legislation;

c. Work directly with the State and federal executive branches as needed or required;

d. Coordinate with other government agencies and private organizations, to gather information, research, discuss, receive, and implement recommendations as needed to ensure the success of the legislative agenda;

e. Attend legislative conferences and workshops as needed or required, and ensure presentation of the legislative agenda to the membership at the appropriate forum;

f. Testify at hearings, coordinate and supervise hearing participation, witnesses, and present other information relevant to decision making bodies; and

g. Be authorized to fundraise for legislative and lobbying purposes, and to authorize and approve expenditures and reimbursements for such activities.

## **Article VIII Committees**

### Section 1 – Standing Committees

The members, by resolution, or the Executive Council may designate one or more Standing Committees, each of which should consist of three or more members. The President may appoint the Chairperson of the following Standing Committees from the Active membership of the Association.

a. Elections Committee. The Election Committee shall:

(1) Prepare and solicit nominations for each elective office;

(2) Validate nominee eligibility and present the names of nominees to the Association Secretary prior to the opening of the ballot period;

(3) Design the ballots for elections in accordance with applicable laws and Association guidelines as well as develop methods of voting that exploit mail, telephone, and other electronic means; and

(4) Tally and validate all ballots and report election results to the Executive Council for presentation at the appropriate forum.

b. Scholarship Committee. The Scholarship Committee shall:

(1) Increase the scholarship fund and foster wider participation in competition for awards;

- (2) Establish application procedures and qualification criteria for scholarships; and
- (3) Review, evaluate, and recommend the award of scholarships to recipients.

c. Bylaws Committee. The Bylaws Committee shall:

- (1) Review the Bylaws annually for any desired revisions, amendments, or modifications and recommend their adoption to the membership;
- (2) Assist the President in developing and presenting answers to requests for interpretation of the Bylaws from the Executive Council and general membership;
- (3) Assist the President at each meeting of the Association to properly conduct business sessions; and
- (4) Preside over meetings convened exclusively for the purpose of reviewing, or evaluating the Bylaws for possible changes or amendment.

d. Legislative Committee. The Legislative Committee shall:

- (1) Initiate an annual Federal and State legislative program beneficial to current and former members of the State Military Department and their families;
- (2) Support the National Guard Association of the United States, as appropriate, in the Federal legislative effort;
- (3) Support the California State Military Department, as appropriate, in their Federal and State legislative efforts;
- (4) Organize efforts to defeat legislation that will adversely impact the Guard;
- (5) Organize and support initiatives and resolutions that benefit the Guard.

e. Insurance and Member Benefits Committee. The Insurance and Member Benefits Committee shall:

- (1) Represent the interests of Association members relative to any insurance program established or proposed for Association members, members of the State Military Department, and family members; and
- (2) Provide benefits to enhance member recruitment and retention.

f. Awards Committee. The Awards and Leadership Development Committee shall:

- (1) Develop and recommend appropriate recognition programs, artifacts, and procedures to recognize leadership in a manner helpful to recruitment and retention of members;

(2) Review, evaluate, and recommend award recipients; and

(3) Review applications and supporting data, and make recommendations to the Executive Council and the membership as to awards.

g. Membership Committee. The Membership Committee shall:

(1) Coordinate membership campaigns to increase the number of new members and retention of existing members through all appropriate means; and

(2) Arrange or recommend Executive Council contact and make presentations to member organizations where needed.

h. Corporate Sponsorship Committee. The Corporate Sponsorship Committee shall:

(1) Increase Corporate Sponsorship and renewals;

(2) Encourage Chapters and members to produce applicants and/or prospects; and

(3) Provide recognition of Corporate Sponsors, as appropriate, throughout the year.

i. Publicity and Public Relations Committee. The Publicity and Public Relations Committee shall:

(1) Provide oversight on the writing, editing, publication, and distribution of the Association's quarterly magazine and other special informational literature;

(2) Arrange the publication of the program for the Annual Membership Conference, including advertising and revenues sufficient to offset all costs. This program will serve as the Association's annual report to members;

(3) Assemble and present, as required, publicity displays for the Annual Membership Conference, membership meetings, and other events as needed; and

(4) Make recommendations for improving communications between the Association leadership and all members or potential members.

## Section 2 – Special Committees

a. The President may designate the establishment of Special Committees, which contain one or more Active members of the Association and shall perform such duties as prescribed by the President. The Chairperson of the Committee must be an Active member of the Association.

b. A Special Committee shall not exist beyond the term of the President who established such Special Committee.

### Section 3 – Term and Rules

a. Each member of a Standing or Special Committee shall continue until his or her successor is appointed by the succeeding President, unless such member is removed from the committee by the appointing authority or such committee is terminated.

b. The President shall appoint the Chairperson of every Committee. The Chairperson may nominate Committee members, but approval remains with the President.

c. Vacancies are filled by appointment made in the same manner as the original appointments.

d. A majority of the Committee shall constitute a quorum and the vote of that majority shall constitute an act of the committee.

e. Each committee may adopt rules particular to its own government. However, these rules will be consistent with these Bylaws. In the event of conflict, the Association Bylaws prevail. Chairpersons should conduct Committee meetings in accordance with Robert's Rules of Order, Revised.

## **Article IX Fiscal**

### Section 1 – Fiscal Year

The fiscal year shall begin January 1st and all accounts closed and balanced through December 31st.

### Section 2 – Administration of Dues/Assessments

a. Amount. The amount of Association dues or assessments is determined by a two-thirds vote of the Executive Council.

b. Collection. The method and system for the collection and payment of dues or assessments are the responsibility of the Executive Council.

c. Assessments. The Association may collect and administer special funds to promote activities and/or to underwrite expenditures of an official nature, which involve all or a portion of the members. The Executive Council, through a two-thirds vote, must authorize the establishment of any special fund. Once a special fund is authorized, the Executive Council will assess each member only an amount sufficient to defray the actual costs of the activity or item. The notice of assessment will state its purpose, time, and manner of payment. The Treasurer will maintain a separate accounting for each authorized special fund.

### Section 3 – Waiver of Dues

In the event an Active member is discharged or separated from active status in the Guard because of a physical and/or mental disability, the Executive Council may award the individual a Life Membership without cost.

Section 4 – Books and Records/Audits

The Association shall maintain accurate, complete books and records of all accounts, and the minutes of all proceedings. The Association shall also keep at the principal office, a record of the names and addresses of the members entitled to vote. Any member, or his or her agent or attorney, may inspect all books and records, for any proper purpose at any reasonable time but only by prior appointment. The Executive Council may employ a certified public accountant to audit the books and report to the Executive Council.

Section 5 – Expenditures

The Association will expend no funds above and beyond normal operating expenditures unless such are duly authorized in advance by a majority of the Executive Council, except as may be approved by the President for payment of the invoices related to activities described in Article VII, Section 4, Paragraph a (2) (g). Approval of events, activities, or actions by the Executive Council constitutes approval to expend funds for those purposes.

Section 6 – Funds

The Association will regularly deposit all funds to the credit of the Association in such banks as the Executive Council may select, or invest these funds as the Executive Council may direct. Funds raised specifically for a purpose shall only be used for that purpose.

Section 7 – Bonding

The Executive Council may require the Association to purchase a bond on Association employees.

Section 8 – Property

a. Personal property acquired shall be held in the name of the Association, and under the control and direction of the Executive Council.

b. Real Property acquired is subject to the provisions of the Bylaws and held subject to the terms and conditions of the Trust thereafter created.

Section 9 – Contracts

a. The Executive Council may authorize any member or agent to negotiate and enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances.

b. Contracts shall be executed in the name of the Association.

**Article X  
Conference Representation**

Representation of the Association at conferences, meetings, events, workshops, or other duly organized activities shall be at the discretion of the Executive Council.

## **Article XI Amendment**

### Section 1 – Vote

The members may amend these Bylaws by a majority vote at an Annual Membership Conference, at any duly convened special meeting, or by ballot. The members must be provided general information regarding the nature of the proposed changes at least thirty days prior to the meeting.

### Section 2 – Effective Date

Unless otherwise provided, an amendment of the Bylaws is effective upon the adjournment of the official meeting during which it was adopted.

### Section 3 – Proposing Amendments

The President, Executive Council, or five percent of the voting membership, may propose amendments on their own initiative, in writing. The Executive Council will present all such proposed amendments to the membership with or without recommendation.

### Section 4 – Distribution

Any member may request a copy of these Bylaws from the Association offices during normal business hours.

## **Article XII Advisory Councils**

### Section 1 – Composition

The President may appoint one or more Advisory Councils comprised of individuals from other organizations which actively support the Association's objectives.

### Section 2 – Purpose

The purpose of the Advisory Council is to advise the membership, the Executive Council, or the President.

### Section 3 – Tenure

The tenure and composition, as well as the defined purpose of Advisory Councils, is at the President's discretion.

## **Article XIII Officially Affiliated Organizations**

The Association recognizes the establishment of the National Guard Association of California Political Action Committee (NGAC-PAC) and the Independent Expenditure Committee (NGAC-IEC) as separate but officially affiliated organizations that perform critical and essential

functions related to political, legislative, and other matters that affect the interests of the Association and the members of the California National Guard, State Military Reserve, and Naval Militia. Relations, obligations, and interactions between these organizations and the Association may be concluded by separate agreements and shall be binding on the Association.

**Article XIV**  
**Soldier and Airman Recognition**

The Association shall recognize the Soldier, Airman, and NCOs of the Year at an appropriate forum as determined by the Executive Council.

**Article XV**  
**Definitions**

For the purpose herein:

- a. "State" means and includes the State of California;
- b. "May" is used in a permissive sense;
- c. "Shall" is used in an imperative sense;
- d. "May not" is used in a prohibitive sense;
- e. "Majority Vote" means and includes a majority of the legal votes cast; and
- f. "Two-thirds Vote" means and includes two-thirds of the legal votes cast.
- g. "Cause" for the purposes of disciplinary or removal actions for officers or members shall be defined by the California Corporations Code.