

# IOWA NATIONAL GUARD OFFICERS ASSOCIATION

## - BYLAWS -



**Amended 28 March 2015**

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**Iowa National Guard Officers Association**

**Bylaws**

**Article I**

**Name**

Section 1. The name of this association shall be ‘The Iowa National Guard Officers Association’ and may be referred to as INGOA.

**Article II**

**Vision and Mission**

Section 1. The vision and mission of this association shall be to:

Vision: The vision of INGOA is an Iowa National Guard that is mission ready and future relevant

Mission: To realize our vision, INGOA will be the lead professional organization for the Iowa National Guard enhancing all aspects of unit readiness through legislation, professional development and lasting partnerships with our stakeholders and collaborative members.

**Article III**

**Powers**

Section 1. The association shall have the powers necessary incident or appropriate to the furtherance of its stated purpose, including but not limited to:

- (a) Receipt and collection of Membership fees
- (b) Acceptance of contributions.
- (c) Acquisition of property, both real and personal, by purchase, gift, devise and lease.
- (d) Investment and reinvestment of funds.
- (e) Sale, lease or encumbrance of real or personal property or any part or parts thereof, and the conveyance by way of trust, mortgage or otherwise.
- (f) Execution, performance or cancellation and revision of contracts of every kind.
- (g) Creation of a trust or such trusts as may be necessary.

## **Article IV Membership**

Section 1. The membership year shall extend from 1 January through 31 December.

Section 2. The membership of this association shall be the following classifications: annual membership, lifetime membership, retired membership, associate membership, business membership and complimentary membership. Only annual members, complimentary and retired members shall have voting rights.

Section 3. An application for membership may be refused by a majority vote of the Board of Directors. The Board of Directors may also terminate a membership by a majority vote. Members whose membership is proposed to be terminated shall be given the opportunity for a hearing before the Board of Directors before such termination vote is taken.

Section 4. Annual Membership – Federally recognized officers and warrant officers belonging, assigned or attached to the Iowa National Guard may make application for annual membership. An annual member shall pay Membership fees according to a graduated rank schedule as determined by the Board of Directors. There shall not be a pro-ration of Membership fees for members joining during the membership year.

Section 5. Retired Membership – Officers and warrant officers who are separated from the Iowa National Guard under honorable conditions with 20 or more years of service shall be enrolled as retired members at the time of their separation from the Iowa National Guard. Membership will be offered to all retired officers. Retired Lifetime Membership is a flat fee for both INGOA and NGAUS. INGOA Retired Lifetime Membership is free to all officers retired prior to 1 January 2013; after 1 January 2013 there is a one-time flat fee. If a retired member reenters active National Guard service as an officer or warrant officer, the retired membership shall be suspended as an annual membership shall be required during the period of active service.

Section 6. Associate membership – Membership may be issued to any person who is interested in and dedicated to the purpose of the Association and who is not otherwise eligible for membership in the Association. Requirements for Associate Membership and Membership fees to be paid by associate members shall be as determined by the Board of Directors. An associate member shall not have any voting rights and shall not be permitted to hold any office in the association.

Section 7. Business Membership – Membership may be issued to any company, firm, organization, corporation, or person upon approval by the Board of Directors. Classes of Business Membership and Membership fees to be paid by business members shall be as determined by the Board. The Board may delegate approval authority to the President. A Business Member shall not have any voting rights and shall not be permitted to hold any office in the association.

Section 8. Complimentary Membership – Membership will be offered to all newly commissioned officers and warrant officers for a period of one full year and any portion of the year in which appointed. Membership begins upon initial appointment, when reported to the Association, and ends 31 December of the following year.

Section 9. Membership identification – An appropriate card of certification of membership will be available to each member of the association upon request to the appropriate Area President.

Section 10. Lifetime membership - Membership may be issued to an Active Annual member. Membership fees to be paid in 4 installments within a two-year period or one lump sum based off the yearly lifetime membership fee structure determined yearly by the board of directors.

## **Article V Membership Areas**

Section 1. The association shall be composed of seven sub-state areas, the organization and composition of which shall follow military unit organization lines. The areas will be known as Area 1 – 132<sup>nd</sup> Fighter Wing and Air National Guard Headquarters; Area 2 – 2<sup>nd</sup> Brigade Combat Team; Area 3 – 734<sup>th</sup> Regional Support Group/671<sup>st</sup> Troop Command; Area 4 – Joint Forces Headquarters; Area 5 – 185<sup>th</sup> Air Refueling Wing and 133<sup>rd</sup> Test Squadron; Area 6 – 67<sup>th</sup> Troop Command; Area 7 – Installations Component.

Section 2. The Board of Directors shall have the authority to designate changes to Areas with the intent of Section 1 above. Any changes will be announced at the Annual Meeting of the Association and will become effective immediately following the end of the Annual Meeting.

## **Article VI The Board of Directors**

Section 1. Composition. The Board of Directors of the association shall consist of the President, the Immediate Past President, the 1<sup>st</sup> Vice President, the 2<sup>nd</sup> Vice President, the seven Area Presidents, the Secretary, the Treasurer, Warrant Officer Grade Member, Company Grade Member, and a Retired Member. In the event an Area President is unable to attend a meeting of the Board of Directors, an Area Vice President may attend in place and stead of the Area President and shall exercise all powers of the Area President for the conduct of business at any meeting of the Board of Directors.

Section 2. The Board of Directors shall administer the policies of the association. A committee of the Board of Directors shall annually audit all financial accounts of the Association within thirty days prior to the Annual Meeting and shall report the result of such audit to the Regular Annual Meeting. The Board of Directors shall have the authority to call a Special Meeting of the Association when it is deemed necessary and when voted by a majority of the Board. They shall designate the time and place of the Annual Meeting.

Section 3. The Board of Directors shall meet at the call of the President not less than once each calendar quarter. Should it be deemed necessary, a meeting of the Board of Directors may be

called by a majority vote of the members of the Board. A simple majority of the voting members of the Board shall constitute a quorum for the conduct of business at any meeting of the Board of Directors.

Section 4. The Executive Director shall provide continuity to the Board of Directors, but will remain a non-voting member of the Board.

## **Article VII Officers**

Section 1. President: The President shall preside at the regular annual meeting and all special meetings of the association and shall be chairperson of the Board of Directors. The President is charged with the direction of all affairs pertaining to the association between Annual meetings; and shall, from time to time, call meetings of the Board of Directors; appoint all standing and special committees; make arrangements for the annual and special meetings; and have authority to incur such incidental expenses as may be necessary. The President shall make an annual report to the association.

Section 2. 1<sup>st</sup> Vice President: The 1<sup>st</sup> Vice President shall succeed to the office of the President upon the expiration of the President's term. The 1<sup>st</sup> Vice President shall perform the duties of the President during the absence or disability of the President. In case of the death, resignation, call to active duty, or otherwise, of the President, the 1<sup>st</sup> Vice President shall become President of the Association. The Vice president will chair the legislative committee.

Section 3. 2<sup>nd</sup> Vice President: The 2<sup>nd</sup> Vice President shall perform the duties of the President during the absence or disability of the President and the 1<sup>st</sup> Vice President. In case of the death, resignation, call to active duty, or otherwise, of both the President and the 1<sup>st</sup> Vice President, the 2<sup>nd</sup> Vice President shall become President of the Association. The 2<sup>nd</sup> Vice President will chair the membership committee.

Section 4. Immediate Past President: Upon the expiration of the term of the President of the Association, he or she shall automatically become the Immediate Past President. The immediate past president will be the key advisor to the President on all activities of the association.

Section 5. Area President and Area Vice President: The Area President shall preside at all meetings of an area membership and shall conduct business as appropriate. The Area Vice President shall assist the Area President as requested and shall assume the duties of the President in the event of vacancy. The Area President and Area Vice President shall be elected by the members of the area that is represented. The Area President will conduct the Area Caucus at the annual meeting and accept any nominations for Associations positions.

Section 6. Secretary: The Secretary shall have charge of all records of the association and shall conduct administrative functions of the association as directed by the President. The secretary shall provide the past annual meeting minutes to the Association at the annual meeting. The secretary will also fulfill the role of the executive director if so appointed by the President.

Section 7. Treasurer: The Treasurer shall receive, receipt for and be custodian of all funds administered by the Association. Funds of the Association shall be deposited in the name of the Association in an institution designated by the Board of Directors. The Treasurer shall pay bills, claims and obligations when so approved by the President. The Treasurer shall be bonded in an amount determined by the Board of Directors, the cost of such bonding being an expense of the Association. The Treasurer shall make a financial report at each meeting of the Board of Directors and shall make an annual report to the membership at the annual meeting.

Section 8. Warrant Officer Grade Member, Company Grade Member and Retired Member are responsible for representing their peers in matters presented before the board.

Section 9. Other Officers: The President shall appoint a Chaplain and a Legal Counsel to serve as advisors to the board of directors and may from time to time specify duties for other officers which are appropriate to their ordinary duties.

Section 10. Executive Director: will, along with the Secretary and Treasurer, maintain all official records of the Association. The Executive Director will become a member of the National Guard Executive Directors Association and represent INGOA at NGEDA activities. The Executive Director will perform other duties as outlined by the Executive Council in the “Executive Director Statement of Work” as a part of an annual review of their employment. The Executive Director will serve as a contracted position in support of the Board of Directors. The Executive Director will receive compensation as determined by the Board of Directors.

## **Article VIII Term of Office**

Section 1. The term of office of the directors and officers shall begin on the first day of the month following the Regular Annual Meeting and will expire on the last day of the month of the Regular Annual meeting. At the annual meeting, the 1<sup>st</sup> Vice President shall move up to the office of the President, the 2<sup>nd</sup> Vice President shall move up to the office of the 1<sup>st</sup> Vice President, and the President shall move to the office of Immediate Past President. Except for those directors and officers elected or appointed to the Board of Directors pursuant to other provisions of the bylaws, members of the Board of Directors and officers shall be elected from the membership at large.

Section 2. In the event a vacancy occurs in the office of President, the 1st Vice President shall immediately and without further formality succeed to the title and duties of President. In the event a vacancy occurs in the office of 1st Vice President, the 2nd Vice President shall immediately and without further formality succeed to the title and duties of the 1st Vice President. In the event of total mobilization and call to active duty of the President, 1st Vice President, and 2nd Vice President, the remaining members on the Board of Directors shall select the acting President from among the remaining directors who shall serve the unexpired term until a successor is elected and installed at the next regular annual meeting. Subject to the approval of the Board of Directors, the President shall appoint an individual to serve the unexpired term for

any vacancy, which occurs in the position of an officer of this Association or a member of the Board of Directors.

## **Article IX Committees**

Section 1. There shall be two types of association committees – Standing Committees and Special Committees. Standing committees shall be designated by the Bylaws and shall be permanent in purpose and nature. Special committees shall be designated by the Board and shall be organized for limited purposes and periods and shall not be permanent.

Section 2. The Standing Committees shall be the Legislative Committee, Membership Committee, Company Grade Committee, Warrant Officer Committee, Retiree Committee, Nominations Committee, Awards Committee, and Corporate Membership Committee. Each Standing Committee shall submit a report of its activities to the annual meeting of the Association.

Section 3. Special committees shall consist of a Chairman and such other members as are appropriate. The President shall take into consideration in making such appointments the diversity in area membership, service and grade, to the end that all segments of the association are represented to the extent practicable.

Section 4. Legislative Committee: The committee shall consist of at least one member from the Air and the Army. The primary responsibility of the committee is to educate and further legislative efforts as directed by the board. They will also review all resolutions submitted for consideration at the annual meeting of the Association. The committee shall recommend action to be taken on each resolution submitted for consideration. Resolutions must be approved at the annual meeting and forwarded to NGAUS no later than 01 June each year (unless otherwise directed by NGAUS).

Section 5. Warrant Officer Committee: The committee shall consist of the chairperson, to be elected by the Warrant Officer members of the Association during a caucus conducted at the annual meeting with one member from each Area (that has Warrant Officers assigned), appointed by the committee chairperson. The responsibilities of the committee include promotion of association membership among eligible persons and recommending ways that Warrant Officer Members can best utilize their experience and status in furthering the purpose of the association and the National Guard.

Section 6. Nominations Committee: The committee shall consist of at least two members as follows: one Army National Guard officer; one Air National Guard officer; other officers as possible will be one Warrant Officer, one Company Grade officer, and one retired officer. If the Nominating Committee seeks additional nominations from outside of said committee for open positions on the Board of Directors, it shall use as its sole source the general membership at large. This committee shall report its recommendations for nominations for members of the Board of Directors and for Officers of the Association for the ensuing year.



Section 7. Awards Committee: The committee shall be appointed by the President of the Association and shall be composed of a chairperson and a minimum of two other members, one Army National Guard and one Air National Guard. The Award Committee shall review nominations and make recommendations on selections to the Board of Directors for the following annual individual awards:

- (a) The Major General Warren G. Lawson Leadership Award
- (b) The Distinguished Service Award
- (c) CW4 Bruce A Smith Award for Superior Achievement
- (d) The INGOA Outstanding Corporate Support Award
- (e) The INGOA Outstanding Support Award
- (f) The INGOA Junior Officer Award
- (g) The ROTC SMP, OCS and WOC Award

The committee shall periodically review the INGOA Awards Program for adequacy and administrative effectiveness, and develop and recommend to the Board of Directors changes to the INGOA Awards Program.

#### **Article X Executive Council**

Section 1. Composition: The Executive Council of the Board of Directors shall be composed of the President, the 1<sup>st</sup> Vice President, the 2<sup>nd</sup> Vice President, the Treasurer and the Secretary.

Section 2. Duties and Powers: The Executive Council may exercise such powers and carry out such duties as are delegated to it by the Board of Directors. These shall include the routine business administration of the Association.

#### **Article XI Fiscal Year**

Section 1. The fiscal year of the Association shall begin January 1 and shall terminate on December 31.

#### **Article XII Annual Meeting**

Section 1. The Association shall hold its Annual Meeting during the period 1 March through 30 April, the exact date to be determined by the membership upon recommendation of the Time and Place Special Committee.

Section 2. All members of the Association may attend and participate in the Annual Meeting but only annual members, complimentary, and retired members may vote on the business of the Association.

Section 3. Before transacting any business at the Annual Meeting, the Secretary shall certify that a quorum is present. A quorum shall consist of all those members present who hold an annual, complimentary, or retired membership.

Section 4. The order of Business shall be as set out in Iowa law and the meeting shall be conducted as prescribed in Roberts Rules of Order.

### **Article XIII Suspension and Resumption of Activities and Functions**

Section 1. The functions of the Association shall be suspended during the absence of 85% or more of its annual membership. Absence as used in this article shall mean absent for reason of entry on extended active military duty.

Section 2. The Board of Directors, or in the absence of the majority thereof the President, or in the absence thereof the 1<sup>st</sup> Vice President, or in the absence thereof The Adjutant General of the State, will by proclamation announce the absence of 85% or more of the Association annual membership and shall declare the activities and functions of the Association to be suspended.

Section 3. If time and circumstances permit, the Board of Directors shall transfer to The Adjutant General of Iowa the assets of the Association with the understanding that such assets will be placed in trust until such time as the Association resumes its activities and functions. If time or circumstances do not permit an orderly transfer of the assets of the Association, The Adjutant General of Iowa shall take possession of such assets in a manner appropriate to the circumstances. The Adjutant General shall appoint a caretaker committee of available annual members and retired members for the purpose of assisting in the accounting for, documenting and placing the assets in an appropriate trust. All available members of the Board of Directors at the time of the suspension of activities and functions shall be included on the caretaker committee.

Section 4. At such time as The Adjutant General of Iowa determines that at least 16% of the previous annual membership has returned from extended active duty, he shall appoint the caretaker committee to be an Interim Board of Directors. The Interim Board of Directors shall call for a special meeting of the membership for the purpose of election of directors, officers and the resumption of normal activities and functions of the Association. Such special meeting of the membership shall be held within 120 days the appointment of the Interim Board of Directors.

Section 5. Membership status of individuals in effect on the date that the activities and functions of the Association was suspended shall remain in effect during the period of suspension and until such time after the special meeting of the membership as renewal of membership can be administered.

### **Article XIV National Guard Association of the United States**

Section 1. Delegates to the annual meeting of the National Guard Association of the United States (NGAUS) shall be the Association President, the 1<sup>st</sup> Vice President, a delegation secretary appointed by the President, one Army and one Air representative appointed by The Adjutant General as representatives to the NGAUS Resolutions Committee and two representatives from each Area as selected by the Area President.

Section 2. The Resolutions Delegates must be appointed and presented with the States Resolutions but no later than 01 June each year (unless otherwise adjusted by NGAUS).

Section 3. The Association President shall appoint all other delegates, which delegates shall be selected from those officers attending the annual meeting of NGAUS, the exact number of delegates to be determined by NGAUS.

Section 4. All delegates must be members of INGOA and NGAUS.

### **Article XV Annual Recognition Dinner**

Section 1. The Annual Recognition Dinner is a forum where the Iowa National Guard Officers gather to honor and pay recognition to their fellow officers.

Section 2. Those officers and warrant officers who are separated from the Iowa National Guard under honorable conditions with at least 20 years of service shall be honored.

Section 3. The Annual Recognition Dinner will normally be held on the Saturday evening during the INGOA Annual Meeting or at such other time as the Board of Directors may determine.

Section 4. The Annual Recognition Dinner is the Adjutant General's event that is planned and executed by INGOA.

### **Article XVI National Guard Executive Director Association (NGEDA) Annual Meeting**

Section 1. The mission of NGEDA shall be as follows:

- (a) To provide a forum for the exchange of timely information of common interest for the mutual benefit of members and the organizations they represent.
- (b) To encourage and assist, when feasible, each state, commonwealth, territory and the District of Columbia to organize and maintain a National Guard association.
- (c) To participate in improving the operational readiness, training and image of the National Guard on both state and national levels.

Section 2. Each state, commonwealth, territory and the District of Columbia shall be entitled to two voting membership in the Association. This membership shall be limited to that state, commonwealth, territory or District of Columbia organization of which a portion of the active members are entitled to join the National Guard Association of the United States (NGAUS).

Section 3. The 1st Vice President and the Executive Director typically attends this annual meeting which occurs in the January, February or March time frame.

**Article XVII  
Legislative Workshops**

Section 1. The National Guard Association of the United States is the voice of the National Guard on Capitol Hill to advocate for the highest level of readiness, modernization, and quality of life for our National Guard family. The NGAUS legislative staff carries out that mission by helping “Transform Resolutions into Reality.”

Section 2. The workshops are a joint effort between NGAUS and the National Guard Bureau Office of Legislative Liaison and are typically held each January in Washington D.C.

Section 3. Legislative Committee Members of INGOA attend these Legislative Workshops to represent us as part of the voice of the National Guard

**Article XVIII  
Amendments to Bylaws**

Section 1. The Board of Directors may adopt amendments to the Bylaws at any regularly called meeting of the Board provided the proposed amendment is furnished to the directors at least 30 days prior to the meeting at which the amendment will be considered. Approval of a proposed amendment shall require a two-thirds affirmative vote.

Section 2. The Board shall provide amendments to the Bylaws to the membership within 60 days of adoption by the Board.

Section 3. The membership of the Association may vote on any amendment to the Bylaws adopted by the Board at the next regular annual meeting of the Association. Such amendment may be revoked upon a two-thirds vote of the membership at such meeting.

Note: IAW Article 18 of the INGOA Bylaws, this amendment requires a two-thirds vote of those members present and voting at the annual meeting.

STATEMENT

I certify that the above by-laws include all changes through 28 March 2015 and are a true copy of the by-laws of the Iowa National Guard Officers Association as contained in the minutes and files of said Association.


  
CHRISTOPHER R. KLINK  
EXECUTIVE DIRECTOR

30 MAR 15  
Date

The State of Iowa,  
The County of Polk,

Before me, Jessica Phillips, a notary public, on this day personally appeared Christopher R. Klink, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same for the purposes and consideration therein expressed.

“Given under my hand and seal of office this 30<sup>th</sup> day of March, A.D. 2015.”

  
\_\_\_\_\_  
August 30, 2017  
My commission expires:

