

NATIONAL GUARD ASSOCIATION OF SOUTH CAROLINA

BYLAWS

Revised 30 April 2015

ARTICLE I. MEMBERSHIP

SECTION 1. DEFINITION AND ELIGIBILITY - The Association shall have five membership categories: Active, Associate, Honorary, Affiliate and Corporate.

A. ACTIVE - Any person in an active status in the National Guard of the State of South Carolina (or a member of the Armed Forces of the United States having been ordered to active duty while a member of the National Guard of the State of South Carolina) and any person who has been honorably separated or discharged from the National Guard of the State of South Carolina and who is eligible for a retirement annuity shall be eligible for Active membership. Active members may be either annual or life members.

B. ASSOCIATE - Any person who has been honorably separated or discharged from the National Guard of the State of South Carolina who is not eligible for a retirement annuity; any person who has been honorably separated or discharged from the National Guard of any other state or possession of the United States who now resides within the State of South Carolina; any member of the active Army or Air Force who is assigned, or has been assigned, to duty with the South Carolina National Guard; and any member of the active Army or Air Force who is assigned, or has been assigned to duty in South Carolina which duty assignment includes responsibilities to the South Carolina Army or Air National Guard, shall be eligible for Associate membership in the Association upon approval of the Executive Council. Associate members may be either annual or life members.

C. HONORARY - The Governor of the State of South Carolina while in office and any citizen of the United States who has rendered conspicuous service to the cause of national defense, at either the state or national level, shall be eligible for honorary membership upon election by the Executive Council.

D. AFFILIATE - Any member of the South Carolina State Guard, or Joint Services Attachment any member of the South Carolina Military Department Joint Services Detachment, any employee of the Association, any career status employee of the South Carolina

Military Department not otherwise eligible for another class of membership, any active member of the Armed Forces of the United States of America except those eligible for Associate membership, and any person participating in the Association's group insurance program who is not otherwise eligible to be a member of the Association.

E. CORPORATE - Any company, firm, organization, corporation, or business which is committed to a strong defense policy and exhibits support for the National Guard and its goals shall be eligible for corporate membership upon approval of the Executive Council.

SECTION 2. RIGHT TO VOTE AND HOLD OFFICE - The right to vote in the affairs of the Association, hold office, or serve as a representative of the Association shall be limited to Active and Associate members in good standing.

SECTION 3. MEMBERSHIP DUES AND GOOD STANDING

A. DUES REQUIRED - Active, Associate, Affiliate, and Corporate members must pay dues in an amount determined by the Executive Council.

B. MEMBERSHIP YEAR - The membership year is from January 1 to December 31 of each year.

C. GOOD STANDING - Active, Associate, Affiliate and Corporate members are in good standing for a membership year upon payment of dues prior to the beginning of the membership year or from the date the dues are paid through the end of that membership year. Honorary members are in good standing during the tenure of their membership as determined by these bylaws or as determined by the Executive Council.

SECTION 4. TERMINATION OF MEMBERSHIP - Any applicant for membership may be refused admission by a majority vote of the Executive Council for just cause. The Executive Council may also terminate membership by a majority vote, and return of current dues paid, for just cause. No membership shall be terminated, however, without the member having been given a proper hearing by the Executive Council. Such member shall then be entitled to appeal the decision of the Executive Council to the entire membership of the Association at the next annual meeting.

ARTICLE II. OFFICERS

SECTION I. OFFICERS - The officers of the Association shall be:

1. President
2. Vice President
3. President-Elect
4. Chairman of EANGUS
5. Chairman-Elect of EANGUS
6. Secretary
7. Treasurer

SECTION 2. ELECTION OF OFFICERS - The officers of the Association shall be elected from the Active and Associate members of the Association in good standing at the regular annual meeting, provided, that at least once every five years, the President of the Association shall be a member of the Air National Guard of the State of South Carolina or shall have been honorably separated or discharged from the Air National Guard of the State of South Carolina.

SECTION 3. TERM OF OFFICE - The term of office of the President, Vice President, President-Elect, Chairman of EANGUS, Chairman-Elect of EANGUS, Secretary and Treasurer of the Association shall be for one (1) year, beginning at the conclusion of the meeting at which elected and continuing until their successors are duly elected and installed. Neither the President, Vice President, nor the President-Elect shall succeed himself in office. The Chairman of EANGUS and the Chairman-Elect of EANGUS shall not be allowed to complete more than two (2) consecutive terms of office.

SECTION 4. REMOVAL FROM OFFICE - Any officer of the Association may be suspended or removed from office for inefficiency, conduct detrimental to the interests of the Association, or for any other grave cause, by a majority vote of the Executive Council.

SECTION 5. OFFICER AND ENLISTED SERVICE - At least one (1) of the offices of President, Vice President, or President-Elect shall be held by a member who is either an officer or warrant officer and at least one (1) of the said three offices shall be held by an enlisted member. For purposes of this section, the determination whether an individual who has been separated or discharged is an officer, warrant officer, or enlisted member, shall be made based on his or her status on the last day of service before separation or discharge.

ARTICLE III. DUTIES AND POWERS OF OFFICERS

SECTION 1. PRESIDENT - The President shall preside at the regular annual meeting and all special called meetings of the Association. He is charged with the direction and administration of all affairs pertaining to the association between the regular annual meetings. He shall, from time to time, call meetings of the Executive Council and shall be Chairman of the Executive Council and may cast an extra vote if necessary to break a tie vote. He shall appoint all standing and special committees, giving consideration to continuity; name the chairmen thereof; and shall be a member of all such committees. He shall be responsible for the location of the headquarters office, subject to the approval of the Executive Council. He shall be responsible for the operation of the headquarters office and shall exercise his authority through the full time Executive Director or any other employee designated by the Executive Council. He shall have the authority to incur such incidental expenses as may be necessary. In circumstances where actions of the President may require the advice and consent of the Executive Council, the President shall have the authority to take such temporary action as circumstances, in his judgment, might require, pending the next meeting of the Executive Council. The President shall supervise the arrangements for the annual and special called meetings. He shall have the authority to appoint a Judge Advocate General, if and when he deems it advisable, and assign to the person such duties as are usually incident to the office. The President shall have authority to appoint a Chaplain and assign to that person such duties as he deems advisable. The President shall be responsible for making the annual report to the Association.

SECTION 2. VICE PRESIDENT - The Vice President shall perform the duties of the President during the absence or disability of the President. In case of death, resignation or removal from office of the President, the Vice President shall become the President of the Association for that unexpired term in the office of President. The Vice President shall be a member of the Executive Council and perform such duties as may be assigned by the President.

SECTION 3. PRESIDENT-ELECT - The President-Elect shall succeed the President in the office of President upon the expiration of the President's term of office. The President-Elect shall be a member of the Executive Council. The President-Elect shall

perform the duties of the President in the absence of both the President and the Vice President.

SECTION 4. CHAIRMAN OF EANGUS - The Chairman shall be responsible for all EANGUS business and chair the national conference activities. The Chairman shall be a member of the Executive Council.

SECTION 5. CHAIRMAN-ELECT OF EANGUS - The Chairman-Elect shall succeed the Chairman in the office of Chairman of EANGUS upon the expiration of the Chairman's term of office. In case of death, resignation or removal from office of the Chairman, the Chairman-Elect shall become Chairman of EANGUS for that unexpired term in the office of Chairman. The Chairman-Elect shall be a member of the Executive Council.

SECTION 6. SECRETARY - The Secretary is the Recording Officer of the Association and shall be responsible for the making and keeping of all records pertaining to the Association, including the bylaws and the records of the Executive Council; the Secretary shall be a member of the Executive Council and shall make an annual report to the Association.

SECTION 7. TREASURER - The Treasurer, acting through the Association staff, shall receive, receipt for, and be custodian of all funds of any nature whatsoever due the Association and such contributions as may be made to it and deposit the same in the name of the Association in a bank or banks or trust company or companies to be designated by the Executive Council. The Treasurer shall ensure that all bills and claims are paid by the Association when such bills have been certified by the Treasurer. The Treasurer shall furnish such bond as may be required by the Executive Council, the premium of which will be paid from funds of the Association. The Treasurer shall be a member of the Executive Council.

ARTICLE IV. EXECUTIVE COUNCIL

SECTION 1. POWERS - During the intervals between Association meetings an Executive Council shall carry out the policies and procedures adopted by the Association. It shall control funds, provide for financial obligations, and administer property consistent with the purposes of the Association under its Articles of Incorporation and Bylaws. The Executive Council may, if and when it deems advisable, order an audit of the books and finances of the Association by a certified public accountant. It shall have authority to call a special meeting of the Association. The

Executive Council shall have authority to designate the time and place of the next regular annual meeting when not fixed by the Association. In the event the time and place previously fixed for the next regular annual meeting is for any reason canceled or postponed, the Executive Council shall fix the time and place of the next meeting.

SECTION 2. MEMBERSHIP - The Executive Council shall consist of the seven (7) officers of the Association, the immediate past president, and eight (8) members-at-large. Four (4) of the members-at-large of the Executive Council shall be active members of the Army National Guard or shall have been honorably separated or discharged from the Army National Guard; two (2) of the members-at-large shall be active members of the Air National Guard or shall have been honorably separated or discharged from the Air National Guard; and two (2) of the members-at-large shall be members retired from active service in the National Guard. At least ten (10) of the members of the Executive Council shall be actively serving in the National Guard of South Carolina during the term of their office.

SECTION 3. TERMS OF MEMBERS - The term of the members-at-large of the Executive Council shall be for two (2) years, beginning at the conclusion of the meeting at which elected, and continuing until their successors are duly elected and installed. Four (4) of the members-at-large of the Executive Council shall be elected every other year and four (4) of the members shall be elected in the intervening years so that the terms of the members-at-large of the Executive Council shall be staggered. Any vacancy in the Executive Council shall be filled by a majority vote of the Executive Council, and such successor shall serve UNTIL THE NEXT REGULAR ANNUAL MEETING AS DESCRIBED IN ARTICLE V, SECTION 1. IF AT THE NEXT REGULAR ANNUAL MEETING THERE IS STILL AN UNEXPIRED PORTION OF THE TERM SO FILLED BY THE EXECUTIVE COUNCIL, THEN THE REMAINDER OF THE TERM SHALL BE FILLED BY VOTE OF THE GENERAL MEMBERSHIP FOR THE REMAINDER OF TERM WITHIN THE REQUIREMENTS OF ARTICLE II, SECTION 1 (H) AND ARTICLE IV, SECTION 1 (C).

ARTICLE V. COMMITTEES

SECTION 1. STANDING COMMITTEES- The standing committees of the Association shall be:

1. Credentials
2. Membership
3. Nominations
4. Resolutions

5. Time and Place
6. Bylaws
7. Finance and Tax
8. Insurance and Benefits
9. Awards
10. Legislative

SECTION 2. DUTIES OF STANDING COMMITTEES

A. CREDENTIALS - The Credentials Committee shall be appointed by the President and shall consist of three (3) members of the Association. This committee shall examine credentials of representatives to all meetings and report its findings to the Association.

B. MEMBERSHIP - The Membership Committee shall be appointed by the President and shall consist of members of the Association in such numbers as deemed appropriate by the President. The duties of this committee shall be to secure membership in the Association of those persons eligible and to assist the Secretary and Treasurer in the collection of dues. This committee shall report to the Association at the regular annual meeting its progress and accomplishments in membership procurement.

C. NOMINATIONS - The Nominations Committee shall be appointed by the President and shall consist of three (3) or more members of the Association. This committee shall submit to the Association at the regular annual meeting its nominations for officers of the Association and members-at-large of the Executive Council for the ensuing year, except that the nominee for the retired member of the Executive Council shall be the person selected by the retiree caucus and the nominees for Chairman of EANGUS and Chairman-Elect of EANGUS shall be selected by the enlisted caucus at the same regular annual meeting at which the election of such members is scheduled. Nothing contained in this section shall preclude submission of further nominations from the floor.

D. RESOLUTIONS - The Resolutions Committee shall be appointed by the President and shall consist of three (3) or more members of the Association. This committee shall consider all resolutions presented and make its recommendations to the Association at the regular annual meeting or any special called meeting. Nothing contained in this section shall preclude the submission of resolutions from the floor.

E. TIME AND PLACE - The Time and Place Committee shall be appointed by the President and shall consist of three (3) members of the Association. This committee shall consider all invitations and submit to the Association at the regular annual meeting its recommendations as to time and place of the meeting for three years following the meeting at which the report is made.

F. BYLAWS - The Bylaws Committee shall consist of at least six (6) members, two (2) of whom shall be appointed each year for a term of three (3) years. It shall be the duty of this committee to advise the President and Executive Council on all matters pertaining to the Bylaws of the Association.

G. FINANCE AND TAX - The Finance and Tax Committee shall consist of seven (7) members, one (1) of whom shall be the incumbent Treasurer, the remaining six (6) shall be appointed for a term of three (3) years, with the appointments to be staggered so that two (2) members of the Committee are appointed each year. The duties of this Committee shall be:

- a. Acting in coordination with the Executive Director, to prepare and recommend to the Executive Council the budget of the Association in sections relating to general administration;
- b. Recommend to the Executive Council depositories for the funds of the Association;
- c. Supervise the books of account and methods for accounting used by the Association;
- d. Counsel the Executive Council on matters pertaining to the finance of the Association;
- e. Ensure that the Association's tax returns are prepared by the Association's accountant; and
- f. Secure advice for the Executive Council on all matters pertaining to taxes.

H. INSURANCE AND BENEFITS COMMITTEE - The Insurance and Benefits Committee shall consist of at least six (6) members, two (2) of whom shall be appointed each year for a term of three (3) years. It shall be the duty of this committee:

- a. To recommend ways to sustain and to promote participation in the group life insurance program and any other benefit program sponsored/underwritten by the NGASC for the benefit of its membership;
- b. To assist in the supervision and generally oversee the operation of programs mentioned in a. above;
- c. To counsel and advise the President and Executive Council on all matters pertaining to the group insurance program, and other benefit programs sponsored/underwritten by the NGASC for the benefit of its membership; and

d. To sponsor a program or programs of group insurance coverage for its members.

I. AWARDS COMMITTEE - To recognize those persons who have rendered outstanding service to the South Carolina National Guard, the Association, the State of South Carolina, or the United States of America. This committee shall consist of six (6) members who shall be appointed for two-year terms, with the appointments staggered so that three (3) members of the committee are appointed each year.

J. LEGISLATIVE COMMITTEE - To advise the Association on legislation that might affect the Association, the South Carolina National Guard, or the defensive posture of the United States. This committee shall have such membership as the President might designate from time to time, members of which shall serve at the pleasure of the President.

SECTION 3. TERMS OF SERVICE - Members of the standing committees shall begin to serve when appointed by the President and shall serve until the conclusion of the term provided in Section 2 above. If no term of service is provided in Section 2, the term shall be for one year. Each year of a term provided above ends at the close of business of the regular annual meeting.

SECTION 4. SPECIAL COMMITTEES - The President of the Association may appoint such special committees as he deems necessary and the membership thereof shall consist of such members as he may determine. The term of service of special committees shall end when the specific purpose for which appointed has been accomplished, or shall end at the close of business of the next regular annual meeting following appointment as determined by the President.

ARTICLE VI. MEETINGS

SECTION 1. REGULAR ANNUAL MEETING - There shall be held a regular annual meeting of the Association on such date and at such place as determined by the membership.

SECTION 2. SPECIAL CALLED MEETING - The President or the Executive Council may hold a special called meeting at such time and place considered appropriate and when necessary to transact business of the Association.

SECTION 3. NOTICE OF MEETING - Each member shall be notified in writing at least ten (10) days prior to the scheduled date of the

regular annual or any special called meeting to be held by the Association.

SECTION 4. PROXY - At any regular annual or special called meeting of the membership, members may be present in person or by proxy duly executed after due notice of such meeting. Proxies, duly executed and held by the Executive Council, may be used to establish quorums as herein provided, and voted on any matter or matters as may come before the regular annual meeting or as contained in the notice of any special called meeting. The proxy shall be such form as directed by the Executive Council.

ARTICLE VII. QUORUMS

SECTION 1. REGULAR ANNUAL AND SPECIAL CALLED MEETINGS - A quorum shall exist at the regular annual meeting, or any special called meeting, when five percent (5%) or more of the combined Active and Associate membership is present, in person, or by proxy. All decisions shall be by a majority of those present.

SECTION 2. EXECUTIVE COUNCIL - A majority of the members of the Executive Council shall constitute a quorum and all decisions shall be by a majority of those present.

ARTICLE VIII. DUES

SECTION 1. ANNUAL - The annual dues for Active, Associate, Affiliate and Corporate members shall be determined by the Executive Council.

SECTION 2. LIFE - Active and Associate members are eligible for Life Membership upon a one time payment of Life Membership dues in an amount determined by the Executive Council.

ARTICLE IX. FISCAL YEAR

The fiscal year of the Association shall commence January 1st of each year and end December 31st.

ARTICLE X. NATIONAL EMERGENCY

In the event the National Guard is called or ordered into active military service of the United States, the Executive Council of the Association shall be authorized and empowered to carry on and conduct the business of the Association during the period of such war or emergency. In such event, no regular annual meeting shall be required as prescribed in Article VI of these

Bylaws. When any member of the Executive Council is precluded from serving as a result of being called or ordered into active military service the Executive Council shall select a member of the Active or Associate membership of the Association to serve in such member's absence until such member is able to resume his duties.

ARTICLE XI. ORDER OF BUSINESS

The Association's order of business shall be governed by Robert's Rules of Order except as modified herein. The order of business and program of each meeting shall be arranged by the President of the Association.

ARTICLE XII. AMENDMENTS

These Bylaws may be amended by a majority vote of the membership, eligible to vote, present at any regular annual or special called meeting.

ARTICLE XIII. SPOUSES' AUXILIARY

The Association shall sponsor and support a Spouses' Auxiliary which shall be open to membership to the spouse of any member or deceased member of the Association or the spouse of any member or deceased member of the South Carolina National Guard who wishes to assist in the furtherance of the purpose and undertakings of the Association and the South Carolina National Guard.

ARTICLE XIV. STAFFING OF NGASC OFFICE

SECTION 1. EXECUTIVE DIRECTOR - The President, with the advice and consent of the Executive Council, is empowered to employ an Executive Director for the Association. Salary, benefits and tenure will be as determined by the Executive Council, terms of which shall be ratified in the form of a written contractual agreement. The Executive Director shall work under the direct supervision and guidance of the President. He shall perform duties within the parameters of policies and procedures established by the Executive Council. Such duties shall include:

- a. He shall direct the operation of the employees and the headquarters office of the Association.
- b. he shall have the authority to employ personnel within the approved budget for and on behalf of the Association as in his judgment are required, and he shall have the authority to discharge such employees when he deems

advisable or necessary, subject to personnel policies of the Executive Council.

c. He shall have the authority to incur and authorize such incidental expenses as may be necessary in the direction and operation or the affairs of the Association, its employees and headquarters office.

d. He shall annually prepare and present to the Finance and Tax Committee a proposed budget consisting of an itemized statement of estimated revenues and proposed expenditures for the next fiscal year.

e. Subject to the approval of the Executive Council, he shall fix the rate of and amount of salary or compensation and allowances to be paid to all employees of the Association, and the rate and amount of fee or compensation and allowances to be paid to other professional counsel, consultants or advisors retained for or on behalf of the Association.

SECTION 2. VACANCY IN POSITION OF EXECUTIVE DIRECTOR

In the event of a vacancy in the position of Executive Director for whatever reason, the duties of the Executive Director may be performed by a person approved by the Executive Council to perform such duties.

ARTICLE XV. CURRENT DUES AND EXECUTIVE COUNCIL ANNEX

The Executive Council shall cause a schedule of current dues and a list of current Executive Council members to be attached to these bylaws. The schedule and list may be updated and replaced by action of the Executive Council at any time and must be updated at least annually by action of the Executive Council at its next meeting following the Association's regular annual meeting.