

Vermont National Guard Enlisted Association (VTNGEA)

By-Laws/Constitution



Revised: 9 November 2019

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ARTICLE I Name

The name of the Association is “VERMONT NATIONAL GUARD ENLISTED association” hereinafter referred to as the association. VERMONT NATIONAL GUARD meaning any component whether be AIR or ARMY. ENLISTED referring to any ENLISTED or NON-COMMISSIONED Officer whether be active or retired who has been Federally recognized.

ARTICLE II Purpose

The purpose of the association is to promote, maintain adequate National, and State security. To promote and advance the status, welfare, professionalism of the enlisted members of the Vermont National Guard. To promote and monitor legislation affecting the national security of the United States in general, to uphold the interests of the serving, and retired personnel of the National Guard, when service matters are under consideration.

ARTICLE III Officers

Section I. Titles:

A. The Officers of the association:

- (a) President
- (b) Vice-President ARMY
- (c) Vice-President AIR
- (d) The Immediate Past-President
- (e) Representative Members of the Executive Council
- (f) Secretary
- (g) Treasurer

Section II. Duties, Responsibilities. and Qualifications:

A. President:

(a) Duties:

- a. The President is the presiding officer at each General Conference and Special Conference of the Association; a member of the Executive Council and Chairman thereof; a member ex-officio of all committees except the Committee on Nominations.
- b. In the event of a resignation, removal or for any reason an unfilled term of officer exists, the President will appoint a person(s) to fill this position until the next scheduled election.

(b) Responsibilities:

- 1. Direct the affairs of the association in accordance with adopted policies.
- 2. Attends, presides, and establishes the agenda of all meetings as called by the Council.
- 3. The President will acts as a spokesperson for the general membership while presenting in writing to the Executive Council requests that affects the association or membership at large.
- 4. Presents written account of association activities since the last meeting of the Executive Council.
- 5. Attends National and Area 1 Conferences/Caucus' as representative of the association.

6. Appoints all unfilled committees, designates the chairperson, and vice Chairperson of each, except for the Committee on Nominations, with all appointments subject to confirmation by the Executive Council.
7. Issues a call for ANNUAL meeting and when directed to do so by the Executive Council issues calls for Special Sessions.
8. Render an annual report to the association at a time, place, and by whatever vehicles as may be deemed by the Executive Council.
9. Perform other duties as prescribed by the by-laws or assigned the Executive Council.
10. The President may not enter into any encumbrances for the association, unless so stated elsewhere within these by-laws. The President has the authority to approve incidental expenses, not to exceed \$100.00 per ANNUM, and a cost agreed on by the Executive Council for the Annual Meeting. The President may sign, with the Executive Council of the association, deeds, mortgages, bonds, contracts, or other instruments which the Executive council has authorized, except in the case where the signing and execution thereof shall be expressly delegated by the Executive Council or by these by-laws to some other officer or agent of the association, or shall by law to be otherwise signed or executed.
11. The President may appoint special staff officers as needed.

(c) Qualifications:

1. Must be willing to devote time and interest to the association.
2. Must be an active or retired member of the Vermont Army or Air National Guard.
3. Must be willing to attend National and Area 1 conferences as well as all meetings which pertain to their duties and office.

B. Vice-President:

- (a) There will be two Vice-President positions. One (1) VP Air and One (1) VP Army. Their duties, responsibilities will be the same, and pertain to their respective service branches. The Vice-President is a non-voting member of the Executive Council, and shall:
 1. Perform the duties usually performed by the Vice-President of an association and such duties as may be prescribed by the by-laws or assigned by the President of the association.
 2. Assume the office, title in the event of the resignation or removal from office of any officer, and will serve until such time that the President appoints a suitable replacement for that position.
 3. Shall serve as parliamentarian for the association.

C. Immediate Past President:

- (a) The Immediate Past President is a member of the Executive Council. Unless elected thereto under procedures prescribed in the by-laws of the association, the Immediate Past President may not succeed to any other office by reason of absence, incapacity, death, resignation, or removal from office of such other officer.

D. Secretary:

- (a) The Secretary will:
 1. Be the recording officer of the association, the Executive council at all sessions, special or meetings as or when they occur.

2. Be responsible for all records of the association and the Executive Council.
3. Be a contributing member of the Oversight Committee, but will not serve as the Chairperson of the Committee.

E. Treasurer:

- (a) The treasurer will be a member of the Executive Council, and Finance Committee.
 1. The Treasurer will be the custodian of all funds collected by and in the name of the association. Deposit all moneys and other valuable effects in the name and to the credit of the association in such depositories as may be designated by the Executive Council. State of Vermont chartered Banks and/or savings and Loan Associations that are insured by an instrument of the United States Government will be given preference.
 2. The Treasurer shall disburse the funds of the association as may be ordered in writing by the Executive Council, taking proper vouchers for such disbursements, shall render to the President and the Executive Council, at its' regular meetings, or when the Executive Council so requires or directs an accounting of the financial standing of the association.
 3. The Treasurer shall assist the auditing committee to prepare an annual report of finances to the membership either at an annual meeting, a meeting so convened for that occasion or at the request of the Executive council, but no later than sixty (60) days following the close of the fiscal year of the association. The fiscal year is defined as January 1 – December 31. An audit will be conducted by an outside qualified source at least annually.
 4. The Treasurer shall furnish bond as may be required by the Executive Council. The premium of such bond shall be paid by the association.
 5. The Treasurer will provide a status of funds to the association on a quarterly basis.

F. Area Director:

- (a) The Area Director will be the spokesperson for the members within their branch of service and provide liaison between the association, the Committees, and the Executive Council.
 1. Assist the general membership within their branch of Service, provide information, and advice on association matters.

Section III. Elections:

- A. The President, Vice-President, Secretary and Treasurer of the association shall be elected biannually, at the ANNUAL meeting of the membership of the association.
 - (a) **Convocation:** The association will determine in accordance with the by-laws when an ANNUAL meeting will be scheduled by publishing Due Notice thirty (30) days prior to the convocation date. Due Notice shall include all offices to be filed by period of tenure, responsibilities and shall so state what procedures are required to be considered for office. An absentee ballot will be included for the membership not able to be present at the ANNUAL meeting.
 - (b) To the extent feasible by membership participation and/or time constraints of the ANNUAL meeting, all committees as established by these by-laws and/or determined to be needed by the President with approval of the Executive council will be included in the published due notice.

- (c) It is the intent of the above reference to allow any member not desiring office but wishing to participate on a committee to present his intention for consideration.
- (d) Unless so stated elsewhere within these by-laws, elections shall be by QUORUM. A QUORUM is defined as a majority of officers and members of a body that duly assembled is legally competent to transact business.

Section IV. Tenure:

- A. The President, Vice-President, Secretary, and Treasurer shall be installed in office on the day of the ANNUAL meeting by which they were elected.
 - (a) The President and Vice-President shall be elected for a period of two (2) years.
 - (b) The Treasurer and Secretary shall be elected for two (2) years.
 - (c) The files or information pertinent to these offices shall be reviewed and relinquished to the newly elected officers no later than sixty (60) days after the Annual meeting elections.

Section V. Termination of Tenure:

- A. An officer may be removed from office by two thirds vote of the Executive Council.

Section VI. Nomination of Officers:

- A. The Committee on Nomination shall prepare a slate of eligible members as prescribed by the mandate of the Nomination Committee.

ARTICLE IV MEMBERSHIP

Section I. Classes of membership in the Association are:

- A. Annual
- B. Life
- C. Honorary
- D. Associate
 - (a) Annual
- E. Corporate

Section II. Qualifications and Requirements:

- A. **Annual:** Any federally recognized active or retired enlisted or non-commissioned officer of the Vermont National Guard shall be eligible for membership. Upon application, payment of the prescribed amount, shall be carried upon the roles of the association as active members for the current year.
- B. **Life:** Upon application, payment of the prescribed amount, and approval of the Executive Council of the association, a person who qualified to be an Active Annual Member may be issued a life membership. Life membership will be retained by those individuals who receive warrants or commissions as officers, except that these individuals may not vote or hold office.
- C. **Honorary:** The Executive Council of the association may, by majority vote, confer honorary membership upon a person who has rendered outstanding service to the Vermont National Guard, the United States, the State of Vermont or any political subdivision thereof. An honorary member may not become an accredited state delegate, hold office or be entitled to vote.
- D. **Associate:** Any person who is interested in, dedicated to the purpose of the association, and otherwise not qualified may upon application, payment of the prescribed amounts and approval of the Executive Council be granted Associate membership. An Associate member may not become an accredited state delegate, hold office or be entitled to vote.

- E. **Corporate:** Upon application, payment of the prescribed amount, approval of the Executive Council of the association, Organization(s) with a common interest in the goals and objectives of the association may join as a corporate member. Corporate members are not entitled to representation, and “ANNUAL” membership shall be for one (1) year. Corporate “MINUTEMEN” shall be for a period of three (3) years.

Section III. Dues:

- A. Annual dues are set by the Executive Council and voted upon by the membership at the annual meeting.
 - (a) ANNUAL:
 - 1. The amount of dues determined and voted on at an annual meeting shall be in place until such time that a subsequent vote is taken at a future annual meeting. This amount will be publicized on all membership applications and will be made known to any joining or renewing member at the time membership is initiated.
 - (b) LIFE:
 - 1. Life membership shall be made available to those members who so elect. The cost of Life membership will also be determined by the Executive Council and voted on by the membership at an annual meeting. The current cost is 10 times their respective annual dues.
 - (c) HONORARY:
 - 1. No dues assigned. Bestowed upon individuals or corporations who have supported the goals and objectives of the association as determined by the Executive Council.
 - (d) ASSOCIATE:
 - 1. To pay an amount determined and set by the Executive Council
 - (e) CORPORATE:
 - 1. Corporate – an annual amount as determined and set by the Executive Council.
 - 2. MINUTEMAN – an amount as determined and set by the Executive Council for a period of three (3) years.
- B. Annual or Associate membership dues to the Association are based on the annual anniversary date from the date of initial payment.
- C. If a member renews prior to the expiration of their membership, 12 months will be added to original membership year. If memberships expire during the month on days 1-15, the membership will expire 12 months later on the last day of the month previous to renewal. If the member renews during days 16-30, the membership will begin on day one of the following month and expire 12 months later at the end of the previous month.
 - (a) As an example: If the membership expires and renews during June 1-15, 2012 the membership will begin on June 1, 2012 and expire on May 31, 2013. If the member renews June 16-30, 2012 the membership will begin on July 1, 2012 and expire on June 30, 2013.
- D. It is important that the member understands rules concerning expiration dates and the effects that they have on the Accident and Death Insurance benefit. Generally coverage is based on the date membership was paid. Contact an officer for specific questions.

Section IV. Termination:

A. Charter:

- (a) The Adjutant General of the State of Vermont may at his election terminate the Charter of the Association.
- (b) The affected member will have a reasonable opportunity to present evidence on their behalf.
- (c) Any member so affected for cause i.e. disgrace upon the National Guard, will not be entitled to a refund of his unused dues.
- (d) Upon termination of the Vermont National Guard Enlisted Association, All funds of the Association will be donated to a charitable nonprofit organization. The charitable organization to receive the donation will be decided by majority vote at a general membership meeting.

ARTICLE V Finances

SECTION I. OPERATING BUDGET

- A. Each Officer and Committee Chairperson will submit a budget request to the Finance Committee Chairperson No Later than 15 OCT of each year for the following year's projected budget.
- B. The Finance Committee Chairperson, the Finance Committee will report back to the Executive Council, and the Officers of the association no later than 15 DEC with a proposed budget for the following year.
- C. The Finance Committee Chairperson will report to the Executive Council, the Officers at a scheduled meeting no later than 01 FEB of the following year, and recommended adjustments to the proposed budget based on actual end of year adjustments.
- D. Funding requests. Any request for funding must be approved by a majority vote from the Vermont Enlisted Association Board. All requests must be submitted by the fund request form from the VTNGEA website (vtngea.org), filled out completely, and emailed to vtngea@gmail.com. The board will discuss how the request fits in to the financial needs of the Vermont National Guard Enlisted Association, and whether the request is appropriate to fulfill at that time. If chosen to support, the form will be filed, and used as a contract between the Association and the requester. The contract will contain terms of use, funding requirements, reporting requirements (pursuant to the proposal submitted where applicable), and will serve as the legally binding document between both entities. The Association encompasses the Vermont Air/Army National Guard and will divide requested funds as equal as possible.

ARTICLE VI EXECUTIVE COUNCIL

Section II. The Executive council

- A. Executive Council will consist of the following:
 - (a) The Officers of the association
 - (b) The State Sergeant Major for the VTARNG
 - (c) The State Command Chief for the VTANG
 - (d) One representative who has retired from VTARNG
 - (e) One representative who has retired from VTANG
 - (f) One representative for Garrison Support Command, VTARNG
 - (g) One representative for Headquarters, VTANG and VTARNG
 - (h) One representative for HQ 86TH IBCT , VTARNG
 - (i) One representative for 124th RTI, VTARNG
 - (j) One representative for 158 Operations Group, VTANG
 - (k) One representative for 158 Mission Support Group, VTANG

- (l) One representative for 158 Maintenance Group, VTANG
- (m) One representative for 158 Medical Group, VTANG
- (n) One representative for the 229th COS, JFHQ
- (o) One representative from the immediate past President

Section II. Duties of the Executive Council:

- A. The Executive Council shall have full power, authority to carry out the policies of the association, guide expenditures, financial obligations, and property consistent with the purpose of the Association.
 - (a) Delegation of authority has been granted to the Officers of the Association.
- B. The Executive council shall have the power to publicly or otherwise take a stand on issues affecting the purpose of the association as set forth in the by-laws.
- C. The Executive Council shall meet a minimum of two times a year or as necessary. The Secretary shall notify each member thirty (30) days prior to each meeting. A proposed agenda should be provided as part of the notification process.
- D. The executive Council shall direct an annual audit be conducted by an outside agency coordinated with the Treasurer and recorded at the annual meeting.

ARTICLE VII COMMITTEES

Section I. Committees of the Association

- A. The following will comprise the Committee grouping. A chairperson for each of the committees shall be named by the President of the Association. Any person so chosen or selected by the membership must agree to fulfill the duties of this office to the best of their abilities. The duties of these Committees shall be as follows:
 - (a) **Membership:** The Membership committees shall consist of three active members. It is mandated to promote membership through methods approved by the Executive Council. It shall submit semi-annual (or as needed) reports to the Executive Council, and a general report to the membership at the Annual Meeting.
 - (b) **Scholarship:** The Scholarship Committee consists of a Chairperson appointed by the President, and shall have no vote except to break a tie vote. The remainder of the committee shall be made up of not less than Four (4) members from the Air and Army Nation Guard. The Chairperson shall provide applications and ensure that information on the scholarship program is distributed to all VTNGEA members; receive all applications from the membership; establish criteria, and deadline dates to be used in the selection of the recipients. Upon determination of scholarship recipients, coordinate with Secretary/Treasurer to prepare checks and certificates for presentation during State Conference/Annual Military Ball.
 - (c) **By-Laws:** The By-Laws Committee shall study the By-Laws with a view to improve them. Draft proposed amendments thereof; submit an impact statement to the Executive council of the Association, report to the Association Convention regarding impact on the Association, and recommend adoption. Study proposed amendments thereof submitted by a member of the Association with an impact study, and make recommendations concerning the proposed amendments as the committee may see fit.
 - (d) **Legislative:** The Legislative Committees shall consist of not more than five (5) members. They shall promote, prepare, present before a legislative body or its representative, and legislation that is consistent with the goals and objectives of the association. They will advise the president, the Council of any State of Federal legislation, which may impact the association, or its' members.

- (e) **Resolutions:** The Resolution committee shall consist of not less than four (4) members of the association. They will review all resolutions submitted to the voting membership as well as to annually review the Constitution, and By-laws of this association and provide at least sixty (60) days prior to any vote a summary of their findings and proposals to the President and council.
- (f) **Public Relations:** The Public Relations and communications Committee shall consist of not less than three (3) members, will promote and enhance the objectives, goals and ideals of the association via the written and spoken word. They will further provide information to the general membership as well as to the President and the executive Council.
- (g) **Finance:** The Finance Committee shall consist of no less than three (3) members, one of whom shall be the Treasurer. It is mandated to prepare budgets, reports, and present same to the executive Council for approval as well as to oversee the general wellbeing of the association funds. In addition the Committee is mandated to recommend investment mediums to the Executive Council and if approved manage these funds.
- (h) **Nominating:** The Nominating Committee shall consist of four (4) members. They will review all nominations for the various Offices to be filled at the next Annual meeting. They shall also recommend replacements when an Office has been vacated prior to an Annual meeting unless otherwise specified elsewhere in these by-laws. They shall submit its report to the secretary no later than thirty (30) days prior to the Annual meeting.
- (i) **Scholarship:** The committee shall consist of no less than three (3) active members. The association will be mandated to review all proposals and recommendations for the State/National Scholarships. All Scholarships and other recommendations for local awards will be the responsibility of this Committee, and will be presented as part of the annual plan. The committee will solicit recommendations and approval of their annual plan from the general membership at the annual meeting.
- (j) **Arrangements:** The Arrangements Committee will be mandated to prepare all areas, which are to be used for meetings and or events. It shall consist of as many members as may be required to fulfill its mandate. The Finance Committee will work with this committee to see that sufficient funds are made available to perform its mandate. The President will oversee this Committee.
- (k) **Junior Enlisted:** The committee consists of Junior Enlisted of the Rank E-6 and below from the Air and Army National Guard. The President will appoint One (1) Co-Chairperson from the Air and One (1) Co-Chairperson from the Army. The remainder of the committee shall be determined by the two (2) Co-Chairs so as it best represents the Air and Army National guard. The two (2) Vice Presidents will oversee this committee. The committee shall advise the Executive Council on all matters affecting those members of the Association who are considered Junior Enlisted; promote increased membership activity and interest among Junior Enlisted members of the Air and Army National Guard who are eligible for membership in the Association.
- (l) **Special:** The President may mandate any Special committee as deemed necessary to perform whatever functions that is required to promote the general well-being of the association. No Special Committee may be assigned to override any other committee's decision without approval of the Executive council.

ARTICLE VIII VOTING

- A. Unless so stated elsewhere within these by-laws a QUORUM is defined as a majority of the members present.
- B. These by-laws may be amended by a majority vote at any general membership meeting. Proposed amendments shall be submitted in writing to the Chairperson of the Resolution Committee at least sixty (60) days prior to a general membership meeting. When possible, the annual meeting will be on the same day as the Military Ball. If the Association Officers deem it necessary to hold the meeting on another day, or a Military Ball is not held, due notice of the meeting date will be published to all members of the association no later than thirty (30) days prior to the meeting.
- C. Electronic Voting:
 - (a) For issues that arise between scheduled meetings which require a vote by the Executive Council and/or Officers of the Association or Committees and it is deemed by the President or Presiding Officer that delaying such a vote would not be in the best interest of the Association a vote may be conducted via electronic means.
 - (b) The Secretary, upon notification by the President or Presiding Officer, will send an e-mail or other such message to the Executive Council members and/or the Officers of the Association or Committee Members with the motion to be voted on.
 - (c) An electronic discussion will follow utilizing a “reply to all” response. These responses will be maintained by the Secretary for record.
 - (d) The President or Presiding Officer will close discussion when it is determined that no further discussion is necessary or when a motion to do so has been made. The motion to close discussion will be voted on via electronic means in the same manner as a voice vote during a meeting and follow Roberts Rules of Order.
 - (e) Once discussion has been closed the Secretary will, via electronic means send to each party involved a re-statement of the motion and ask for a yea or nay vote. These votes will also be in a “reply to all” format.
 - 1. Any voting party can choose to abstain from the vote, but must indicate so via electronic message for record.
 - (f) Once all parties involved in the voting have responded to the Secretary. The Secretary will tabulate the votes and forward a message to all parties indicating the adoption of the motion or its defeat.
 - (g) All electronic messages will be printed, maintained by the Secretary, and available for members review upon request.
 - (h) The Secretary will also indicate the motion and vote results in the form of minutes to be approved and accepted for record at the next meeting of the Executive Council or General Assembly whichever is first.

ARTICLE IX Adoption of By-Laws

The original text of these by-laws was adopted by majority vote of the Association membership at a meeting held on 24 April 1976 and amended in April 1982, May 1990, October 1993, 19 October 1996, 27 September 1997, 6 April 2011, 12 February 2013, and 14 February 2014.

This will certify that the foregoing to be a true copy of the current Constitution and by-laws of the Vermont National Guard Enlisted Association as approved at the General Membership meeting of 9 November 2019 and the Annual Meeting of 9 November 2019.

Accepted and Signed by the following:

| TITLE | NAME | DATE |
|----------------------|-------|-------|
| President: | _____ | _____ |
| Vice-President ARMY: | _____ | _____ |
| Vice-President AIR: | _____ | _____ |
| State CSM-VTARNG: | _____ | _____ |
| State CCM-VTANG: | _____ | _____ |