

THE OHIO NATIONAL GUARD ASSOCIATION

BYLAWS

SECTION 1

DUTIES OF THE EXECUTIVE COMMITTEE

Voting members of the Executive Committee consist of the President, First and Second Vice Presidents, Immediate Past President, and Treasurer, while the Executive Director and Secretary are non-voting members. This committee shall answer and be accountable to the Board of Directors. Their major duties and responsibilities include providing direction, guidance and oversight in the core functions of the Association which include long term strategic planning, corporate relations and marketing, legislative and resolution initiatives, and communications and awareness to ensure that the Association's vision, mission, and purpose are executed and carried out in accordance with the ONGA established constitution and bylaws. The Executive Committee will provide quarterly updates on these core areas to the Board of Directors by framing an agenda that addresses these key core topics and to provide an annual update to the general membership at the State Annual Conference.

SECTION 2

DUTIES OF OFFICERS

President – The President shall preside at all conferences, meetings of the membership and the Board of Directors, sign the records thereof, and perform all duties incident to such office. The President shall present a yearly budget to the Board of Directors for their approval at the first meeting of the Calendar Year. A copy of the budget shall be made available to any member upon written request to the Secretary. Any expenditure not contained within the approved budget must have the approval of the Board of Directors prior to the expenditure. The President will direct the affairs of the Association in accordance with the Constitution and will convene the Board of Directors from time to time. S/he shall be responsible for establishing a Strategic Plan, to include all elements related thereto, and drafting and recommending revisions to the Board of Directors. The Association's Strategic Plan will include both short range (one to three years) and long range (three to ten years) planning horizons. The President should work with at least one preceding President when possible, and the Executive Director, when establishing/revising the plan.

First Vice President – The First Vice President shall perform the duties of the President in the event of the latter's disability, removal, or absence. S/he shall also perform any other duties of an administrative nature that may be required by the President or assigned by the Board. The First Vice President will provide oversight and guidance to the Second Vice President as they make necessary arrangements for the annual conference.

Second Vice President – The Second Vice President shall perform all the duties of the President and First Vice President in the event of their disability, removal, or absence. S/he shall also perform any other duties of an administrative nature that may be required by the President or the First Vice President or assigned by the Board.

Secretary – The Secretary shall be the recording officer of the association, keeping an accurate record of all acts and proceedings of the members, the Board of Directors, and the Executive Committee. S/he shall give all notices required by the Constitution and Bylaws of the Association. The Secretary presides of ministerial acts connected with the voting as defined in the Constitution and Bylaws of the Association. In addition, the Secretary shall perform all other duties usually pertaining to the office of Secretary or are

assigned by the Board.

Treasurer – The Treasurer shall be the custodian of all funds of the Association and will be the Finance Committee Chair. The Treasurer shall keep an accurate account of all receipts and disbursements of all monies, securities, and other property of the Association; report to the Board of Directors on the financial standing of the Association, whenever required to do so; and render an annual report to the membership. All books shall be kept open for inspection and examination by the Board of Directors or by a committee appointed for such purpose. The Treasurer shall permit examination of these books by any member at any reasonable time and shall present abstracts of same at the annual meeting of the membership or at any other meeting when so requested. The Treasurer will perform the duties usually performed by the treasurer of an organization and such duties as may be assigned by the Board.

Executive Director – The Executive Director is charged with carrying out the day-to-day business of the Association to include, but not be limited to, the daily operation of the association headquarters, as directed by the President and the Board of Directors. S/he shall receive and safely keep all money and causes in action belonging to the Association. S/he shall make disbursements under the direction of the Board of Directors. S/he shall give bond with such security as the Board of Directors may require for the faithful performance of their duties. The Executive Director shall deliver all money and other property of the Association in their possession to their successor or the President. The Executive Director can also serve as the insurance program administrator, responsible in that role to the joint Insurance Committee (with ONGEA) for administering all aspects of the insurance program.

In the absence of any Officer, or for any other reason which the Board may deem sufficient, the Board may delegate the authorities and duties of any Officer to any other Officer.

SECTION 3

DUTIES OF THE BOARD OF DIRECTORS

The powers of the Association shall be exercised, its business affairs conducted and its property managed under the direction of the Board of Directors. The Board shall act primarily by a majority vote unless otherwise specified.

SECTION 4

COMMITTEES

The Association shall have such committees as the President finds necessary or expedient to conduct the affairs of the Association. The President shall appoint such committees as s/he sees fit and support the filling of vacancies, if needed. The following shall be considered standing committees, and except as otherwise required, be appointed or reappointed by the President within thirty days of assuming their term of office.

1. Nominating Committee – The Nominating Committee shall be responsible for nominating candidates for the Associations offices. In so nominating, the Committee shall be guided by considerations of ability, geographical and unit distribution, component, arm, service and grade. Its goal shall be to give the widest democratic representation possible in submitting recommendations for office. The Nominating Committee shall submit a written report of the nominations in sufficient time so as to permit inclusion with the notice to the membership of the annual meeting. Nothing in these bylaws shall be construed to prohibit nominations from the floor or write-in votes during the annual meeting. The Field Grade Trustees shall serve as co-chairs of this committee.
2. Annual Conference Committee – The Annual Conference Committee shall plan and execute the

annual association conference. It shall make location recommendations to the membership a minimum of three years in advance of the conference, with final determination by the Board of Directors at least two years in advance. The Chair of this Committee shall be the Second Vice President, with at least one Field Grade Trustee, Company Grade Trustee, and Warrant Officer Trustee as committee members. Additional committee membership shall be determined by the Second Vice President and the Executive Director.

3. Insurance Committee – The ONGA Insurance Committee shall be established and operate as a joint committee with ONGEA. Its purpose is to exercise oversight and provide guidance for all aspects of the ONGA/ONGEA Insurance Program. Responsibilities include, but are not limited to, financial and operational activities, establishment of goals and metrics that support the strategic objectives of ONGA and ONGEA, and appropriate tracking of those metrics. The committee shall provide quarterly reports to the respective Board of Directors in addition to a comprehensive annual report in advance of the annual conference(s). Committee membership shall be determined by each Association, with no more than three members from each, except that the SSLI Insurance Administrator shall be a permanent non-voting member.
4. Finance Committee – The Finance Committee shall be responsible for making recommendations to the Board of Directors for all financial and investment related considerations of the Corporation. This shall include, but not be limited to, recommendations for depositories for the funds of the Corporation, a proposed budget of the Corporation relating to the general administration of the Corporation and methods to generate revenue. This committee shall also ensure that biennial financial audits are accomplished. The Chair of this Committee shall be the Treasurer; with at least one additional committee member.
5. Resolutions Committee – The Resolutions Committee shall consider all resolutions to be presented to the Association and make their recommendations at the annual meeting. This committee shall be co-chaired by one Army and one Air member.
6. Retired Affairs Committee – This committee is to be co-chaired by one Army and one Air retired member, and shall recommend to the Board of Directors actions that should be taken in respect to the needs and representation of retired members. This committee also has responsibility to promote participation of retired members in the Association.
7. Communications Committee – The Communications Committee will be responsible for establishing and maintaining the Association’s website and social media profiles to further the purpose of the Association as stated in the Constitution. The committee will manage the technical aspects of social networking and marketing systems to assist the Executive Committee with delivering relevant Association news, information and marketing messages to its members, potential members, and corporate sponsors.
8. Awards Committee – The Awards Committee shall administer the awards program of the Association according to the policies established by the Board of Directors and advise them on promotion, rules, selection, and presentation of these awards. The Field Grade Trustees shall serve as co-chairs of this committee.
9. Membership Committee – The Membership Committee shall assist in the design and execution of innovative membership recruitment programs and campaigns; also review periodically and, if necessary, make recommendations to the Board on current rules and regulations, qualifications, etc., relating to membership as outlined in these bylaws. The committee shall promote NGAUS and ONGA missions and visions through unit representatives. The Company Grade Trustees shall serve as co-chairs of this committee.
10. Company Grade Committee – The Company Grade Committee shall be co-chaired by the Company Grade Trustees. The committee shall foster and improve the Company Grade Officer membership and participation, and bring matters of special importance to the Board

of Directors. They shall propose an annual budget in December for the following Calendar Year for any Company Grade related events.

- 11 Legislation Committee – The Legislation Committee shall be co-chaired by an Army and Air officer. The Association President will determine the legislative committee’s priorities and approach to state and federal legislative issues. They shall coordinate an annual Ohio Legislative Breakfast.
- 12 Corporate Relations Committee – The Corporate Relations Committee shall be responsible for soliciting corporate sponsors and strategic partners for the Association in order to establish long-term relations with those companies which have a mutually beneficial interest in partnering with ONGA. The committee will be accountable to the Executive Committee on all corporate relations matters with regard to marketing, networking and messaging on behalf of the Association. The Executive Committee will review the sponsorship levels and costs to the corporations annually and bring their recommendations to the Board of Directors for action. Additionally, the Board of Directors may earmark a certain amount of money for the purposes of the Corporate Relations Committee to pay for marketing initiatives to reach the potential sponsors, to include but not be limited to trade magazines, newspapers, radio and other platforms deemed appropriate by the Board of Directors. Membership shall include the President, and the Executive Director, in addition to other members appointed by the President and approved by Executive Committee.
- 13 Conference Stipend Committee – The Conference Stipend Committee shall be chaired by the First Vice President with the following committee members at a minimum: one Field Grade Trustee, one Company Grade Trustee, the Warrant Officer Trustee, one Finance Committee member. Additional membership shall be authorized by the Chair and Executive Director. The committee shall meet as required by the Chair, but at least semi-annually. They shall determine ONGA stipend amounts for the NGAUS conference and distribution process for announcement at the annual meeting.

SECTION 5

RULES OF ORDER

All meetings and proceedings of this Association shall be regulated and controlled according to ROBERTS RULES OF ORDER (Revised) for parliamentary procedures, except as may be otherwise provided for by these bylaws.

SECTION 6

RULES OF BUSINESS

The order of business at the annual meeting shall be:

- (1) Registration
- (2) Call to order
- (3) Invocation
- (4) Reading of minutes
- (5) Reports of Officers, Trustees, and Committees
- (6) Programs as arranged by proper committees
- (7) Unfinished business
- (8) New business
- (9) Election of Officers
- (10) Benediction

(11)Adjournment

SECTION 7

DUES

Dues shall be fixed by the membership at each annual meeting for the following calendar year, January 1 to December 31. Dues shall be payable at the first of each year in accordance with applicable schedules adopted by the membership and set forth by pay grade. Membership dues shall be used for the expenses of this Association.

SECTION 8

NATIONAL DELEGATES

1. Selection of delegates to the annual conference of the National Guard Association of the United States shall be on an allocation basis. Any remaining or unused delegate spaces shall be allocated to Army and Air members by the Executive Committee.
2. Any members desiring to attend the annual conference as a delegate shall submit their name to the President. The President will select these delegates after consulting with the Trustees. In making the selections, the President shall take into consideration the applicant's unit assignment, geography, and the recency of their last conference as a delegate. The participation of junior officers as delegates shall be encouraged.
3. The trustees are authorized to allocate such amount of expense money, not to exceed \$500 for each delegate to the annual conference of the National Guard Association of the United States. In addition, the trustees may also reimburse individuals for additional expenses incurred on behalf of the Association.

SECTION 9

AMENDMENTS

These bylaws may be repealed, amended, or changed by the membership. Members must be given at least 15 days notice that provides them with the text of any proposed repeals, amendments, or changes. At the annual meeting, a two-thirds vote of the members present and voting, is required for passage. An email or mail vote is permitted which requires a two-thirds vote of the members voting for passage.