

# **THE OHIO NATIONAL GUARD ASSOCIATION**

## **CONSTITUTION**

### **ARTICLE I**

#### **NAME**

The Name of this organization shall be the Ohio National Guard Association. The Association is a non-profit Ohio Corporation.

### **ARTICLE II**

#### **PURPOSES**

The current purpose statement of this organization is as follows:

The Ohio National Guard Association exists to serve as Ohio's strongest advocate for promoting the highest levels of support for the Ohio National Guard and its members.

The purposes for which this not for profit corporation was formed are as follows:

1. To promote, foster, encourage and advance the ideals of patriotism, valor, fidelity, military knowledge and soldierly abilities of the individual members of the Ohio National Guard and to continue in corporate form the ideals and objectives of the former unincorporated association known as the Ohio National Guard Association.
2. To acquire by purchase, lease or otherwise, real estate and to own, rent, improve and uphold the same for the association, convenience and entertainment of its members.
3. To do any and all other things and acts that are deemed necessary, expedient, and incidental to the carrying out of the above stated purposes.
4. To do any and all acts and things than any corporation not for profit, organized under the laws of the State of Ohio, may do so long as the doing of such acts and things is not specifically prohibited by law.

### **ARTICLE III**

#### **MEMBERSHIP**

1. Membership: Any active, reserve, or retired officer or warrant officer of the Ohio National Guard, including any such officer or warrant officer as may be on tours of extended active duty with the active Army and Air Force, upon payment of annual dues as provided in the bylaws, may be a member of the Association. Any active duty officer serving in the Ohio National Guard may similarly be granted membership with all rights and privileges attached thereto, except as prohibited by law or regulation. Membership may be terminated by a majority vote of the Board of Directors for non-payment of dues and membership shall automatically terminate when any member ceases to be an officer in the Ohio National Guard. In addition to regular membership, there shall also be classes of membership known as Associate Membership, Retired Membership, Life Membership, Honorary Membership and Corporate Membership.

2. Associate Membership: Any officer who has been separated from the active Ohio National Guard and entered the USAR or the USAFR, who has had at least 20 years of service, and who is not on the retired list may be an Associate Member. Such member is entitled to receive Association correspondence and publications and attend Association functions. An associate members shall not hold office or have voting rights in the association. Associate dues shall be established by the membership.

3. Retired Membership: Officers and Warrant Officers who have withdrawn from active status in the Ohio National Guard and have been placed on the retired list are entitled to Retired Membership. Such member is entitled to all the privileges of the Association except initial application in the Association's insurance program.

4. Life Membership: Any officer or warrant officer may be awarded a Life Membership by the Association. The individual so awarded is entitled to all the rights and privileges of regular membership so long as the individual is an active or retired member of the Ohio National Guard. Any officer or warrant officer may purchase a life membership at the rate established by the membership. Purchased or awarded life memberships are entitled to all rights and privileges of regular membership so long as the individual is an active or retired member of the Ohio National Guard.

5. Honorary Membership. The Board of Directors may propose and accept any individual as an honorary member. Such members shall not hold office or have voting rights.

6. Corporate Membership: Any company, firm, organization or corporation may become members upon approval of the Board of Directors and payment of an annual corporate membership fee determined by the Board of Directors.

## **ARTICLE IV**

### **OFFICERS AND TRUSTEES**

1. Officers: The Association shall have five officers. The officers shall be President, First Vice President, Second Vice President, Secretary (non-voting), and Treasurer. Elections for officers shall be held at the annual meeting by a majority of the members present and voting. The office of Secretary is not an elected position. The office of the President will be considered in odd numbered years, the term commencing on the first Monday following the election and continuing for a period of two years, or until their successor is elected and qualified. The term of all other elected officers will be considered annually, their terms commencing on the first Monday following their election and continuing for one year or until their successor is elected and qualified.

2. Secretary: The Secretary will be appointed by the President. The term of office shall begin upon appointment and continue until terminated by the President or his or her successor. The Secretary shall have no voting rights.

3. Trustees: The Association shall have fifteen trustees, who shall also serve as the Association's Board of Directors. The trustees shall be the President, First Vice President, Second Vice President, Treasurer, The Adjutant General of Ohio, The Assistant Adjutant General for Army, and The Assistant Adjutant General for Air, the immediate past President of the Association and seven (7) Trustees at large. Trustees at large shall be elected at the annual meeting by a majority vote of the members present and voting. The terms of trustees at large shall begin on the first Monday following election and continue for two years or until a successor is elected and qualified. Trustees at large will be one Army and one Air representative for company grade, field grade, and retired. The final trustee at large will be an Army Warrant Officer. Three trustees at large shall be elected in even numbered years and four in odd numbered years.

4. Executive Director: An Executive Director will be appointed by the Board of Directors and shall serve until the appointment is terminated.

5. Executive Committee: Members include the President, First Vice President, Second Vice President, Immediate Past President, Secretary, Treasurer, and Executive Director.

6. Board of Directors Authority: The corporate powers, property and affairs of the Association shall be exercised, conducted and managed by the Board of Directors, subject to the limitations contained in the Ohio Revised Code, the Articles of Incorporation, and the Constitution and Bylaws of the Association. Each trustee shall be a member of the Association, a citizen of the United States of America and a citizen of the State of Ohio.

7. Emergency Powers: In the event of a national emergency or situation where the officers, trustees, and members of the Association are absent from the State of Ohio in such numbers as to be unable to properly conduct the business of the Association, it shall be the duty of the retired trustees, assisted by remaining members, to conduct the business of the Association so as to preserve its integrity, assets, and purposes until the return of the other officers, trustees, and members.

8. Removal from office: By a two-thirds vote, the Board of Directors shall declare any office vacant by reason of death, illness, disability, resignation, or any other adequate reason. The Board shall fill said vacated position by a majority vote and such officer shall serve until the next annual election.

## **ARTICLE V**

### **BYLAWS**

The Association may adopt such bylaws as it deems necessary or expedient to govern its proceedings, the proceedings, duties and bonds of its officers, and the proceedings, duties and bonds of its trustees. Bylaws may be adopted, amended or repealed by a two-thirds vote of the membership present. An electronic or mail vote is permitted which requires a two-thirds vote of the members voting for passage.

## **ARTICLE VI**

### **Quorum**

The members present at any properly convened meeting shall constitute a quorum without regard to number.

## **ARTICLE VII**

### **SEAL**

The corporate seal of the Association shall be two inches in diameter. The name of the Association shall be engraved around the margin of the seal. The seal may contain any additional appropriate devices as may be determined by the Trustees.

## **ARTICLE VIII**

### **AMENDMENTS**

This constitution may be amended, repealed or changed by the membership. At least fifteen days written notice prior to the vote must be given members, providing 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 electronic or mail vote is permitted which requires a two-thirds vote of the members voting for passage.

## **ARTICLE IX**

### **GENERAL**

If any provision of this Constitution is found to be in conflict with the laws of the State of Ohio or an issue arises concerning which this Constitution is silent, then and in that event, the provisions of Title 1702 of the Ohio Revised Code, entitled NONPROFIT CORPORATION LAW, shall govern as though fully rewritten herein.