



CONSTITUTION AND BY-LAWS

of the

ALASKA NATIONAL GUARD OFFICERS ASSOCIATION

as amended on
8 May 1984
10 July 1985
13 April 1989
15 April 1992
13 April 1995
10 April 1996
20 April 2006
6 May 2010
9 Jul 2011
04 August 2015

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CONSTITUTION AND BY-LAWS ALASKA NATIONAL GUARD OFFICER'S ASSOCIATION

CONSTITUTION

ARTICLE I NAME AND PRINCIPAL OFFICE

Section 1. The name of this Association shall be the Alaska National Guard Officers Association, hereafter referred to in the By-Laws by the Short Title of ANGOA.

Section 2. The principal office of ANGOA shall be located in Anchorage, Alaska.

ARTICLE II PURPOSE

Section 1. The Alaska National Guard Officers Association shall be a non-sectarian service organization dedicated to promoting activities and programs which benefit the Association, its members, the community, and the Alaska National Guard. ANGOA shall work to procure improved equipment, enhanced training, and increased benefits for the National Guard.

BY-LAWS

ARTICLE I MEMBERSHIP

Section 1. Members shall be classified as active, associate, honorary and corporate.

Section 2. All commissioned, warrant, or retired officers of the Alaska National Guard or Alaska Naval Militia shall be eligible for active membership in ANGOA. Each active and associate member whose dues in NGAUS and ANGOA are fully paid shall be entitled to one vote.

Section 3. All personnel who were formerly commissioned or warrant officers of the Alaska National Guard or Alaska Naval Militia, and all state military members may be eligible for associate membership as may be determined by the Board of Directors. Officer Advisors to the Alaska National Guard and Alaska Naval Militia shall be eligible for associate membership in ANGOA. Also, key state employees of the Alaska Department of Military and Veterans Affairs, not otherwise eligible for membership, may be approved for associate membership by majority vote of the Board.

Section 4. The Governor of Alaska and the Adjutant General, Alaska National Guard, shall be honorary presidents of ANGOA. Assistant Adjutants General (Army and Air), Chief of Staff (Army and Air), and such other individuals selected by the Board of Directors may be honorary members of ANGOA. Honorary members are not entitled to a vote.

Section 5. Corporate Membership. Upon payment of dues established by the Association, a partnership, corporation, or other business or association may become a corporate member of the Association with such privileges and benefits for various levels of membership as the Association may from time-to-time establish. Corporate membership will be a non-voting member and may not hold office. The Board may provide a means of recognition for corporate members. (Added by By-Laws change 6 May 2010).

ARTICLE II DUES

Section 1.

- a. The membership year extends from 1 January of any year through 31 December of the same year.**
- b. Annual dues for active and associate members as established by the Board of Directors, shall be due on 1 January of each year.**
- c. A member is in good standing if that member's dues in NGAUS and ANGOA are currently paid.**
- d. Dues are not required for honorary members.**
- e. Life membership may be authorized, by a set fee which shall be established by the Board of Directors.**

ARTICLE III BOARD OF DIRECTORS

Section 1. The government and management of ANGOA shall be vested in the Board of Directors which shall consist of Board Officers and Board Members.

Section 2. The Board of Directors shall be authorized:

- a. To make and authorize all contracts executed in the name of and on behalf of ANGOA**
- b. To call special meetings of ANGOA when necessary to consider any subject.**
- c. To fill any vacancies caused by death, resignation, or otherwise.**
- d. To manage generally and conduct all meetings necessary for the welfare of ANGOA not specifically delegated to some officer by these By-Laws**
- e. To audit financial records of ANGOA once annually.**
- f. To appoint all committee chairpersons.**
- g. Two valid signatures will be required on all checks drawn on ANGOA accounts that exceed \$1000.00.**

Section 3. No member of the Board shall receive any compensation for any services rendered to ANGOA in their official capacity unless authorized by a majority vote of the Board of Directors.

Section 4. All vacancies of office caused by death, resignation, or otherwise, shall be filled by the Board of Directors through the appointment of an active member of ANGOA to serve for the remainder of the unexpired term.

Section 5. Each local area and special interest chapter, with more than ten members, will be represented by one member appointed and/or elected by the chapter.

ARTICLE IV BOARD OFFICERS

Section 1. The Board Officers of ANGOA shall consist of a President, Immediate Past President, Vice President Air, Vice President Army, Secretary, and Treasurer.

Section 2. The Board Officers shall be elected by vote of the active membership and shall serve from election at the annual business meeting to the second year following their election. Officers will be elected on odd numbered years.

ARTICLE V BOARD MEMBERS

Section 1. Board Members of ANGOA shall consist of a minimum of one retired member of the Alaska National Guard or Naval Militia, and as many additional members as required, to be determined by majority vote of the Board of Directors.

Section 2. Board Members shall be elected by vote of the active membership and shall serve from election at the annual business meeting to the second year following their election. Members will be elected on even numbered years.

ARTICLE VI RECALL OF BOARD OFFICERS OR BOARD MEMBERS

Section 1. A recall vote must be taken if the Secretary receives a petition with two-thirds (2/3) of the ANGOA Board of Directors signatures attached. The recall vote may be accomplished at any meeting, which may be called expressly for this purpose.

Section 2. Recall voting shall be accomplished by secret ballot.

Section 3. Should a recall take place, every effort shall be made to immediately follow with an election by the Board of Directors present to fill the vacancy. If the President is recalled, the office shall be assumed by the Vice-President (most senior in that post), after which a new Vice-President shall be elected.

Section 4. Any board member has the right to appeal a recall petition. Such appeals must be in writing and received by the Secretary no later than thirty (30) days after the Secretary notifies the board member of receipt of the recall petition. Non-receipt of an appeal by the Secretary will be construed as non-objection to the recall petition.

Section 5. Any Board Officer or Board Member who is recalled, will not be eligible for office for a period of two (2) years from the date of recall.

ARTICLE VII DUTIES OF OFFICERS

Section 1. The President, and in his/her absence the Vice-President (most senior in that post), shall preside at all meetings of ANGOA and the Board of Directors. In the absence of both the President and the senior Vice-President, the junior Vice-President, Immediate Past President, Secretary, or Treasurer, in that order, may be the presiding officer for the meeting.

Section 2. The President shall be the executive officer of ANGOA and shall execute the orders of the Board of Directors and shall execute all contracts and other instruments for, and on behalf of ANGOA. The President, Vice-President Air, Vice-President Army, and Treasurer shall be authorized as valid signatures for the execution of checks drawn on the ANGOA account.

Section 3. In the absence of the President or in case of his/her inability to discharge the duties of said office, the Vice-President (most senior in that post) shall discharge the duties of the President.

Section 4. The Immediate Past President shall, under the direction of the President, oversee the functioning of the standing committees.

Section 5. The Secretary shall give notice to the Board of Directors and the members of ANGOA of all meetings and conferences of ANGOA. The Secretary shall record and document the proceedings of all ANGOA meetings and will discharge additional duties as required that are incident to the office of Secretary.

Section 6. The Treasurer shall receive and receipt for all monies, dues, and property of ANGOA. They will open such accounts as directed by the Board; pay all bills approved by the President; provide a report at each Annual Business Meeting of the receipts, expenditures, and financial condition of ANGOA; arrange for the preparation and mailing of any Tax Returns or other required governmental forms; and perform such duties as the Board of Directors may direct incident to the office of Treasurer.

ARTICLE VIII COMMITTEES

Section 1. There shall be a minimum of three (3) standing committees as follows:

- a. Committee on Legislative Activities. The Legislative Committee will actively monitor all legislative activities, State or National, that effect the National Guard or ANGOA.**
 - (1) The Chairperson will assure that legislation desired by a vote of the membership is submitted through proper channels and in an acceptable format.**
 - (2) The Committee will work closely with and in full cooperation with the Adjutant General of Alaska, on all matters of legislation desired by the Department of Military and Veterans Affairs and ANGOA.**
 - (3) The Committee will use funds available to ANGOA for the purpose of supporting the passage of desired legislation upon approval of the Board of Directors.**
 - (4) The Chairperson will submit an annual report to the membership at each Annual Business Meeting.**

- b. Committee on Public Relations and Special Events. The Public Relations and Publicity Committee will, as a minimum, perform the following functions:**
 - (1) Work to obtain a member of ANGOA in each locality to function as a Public Information contact. A roster of such appointees, to include home mailing address, will be furnished to the Secretary of ANGOA.**
 - (2) Coordinate Special Events with approval of the Board of Directors.**
 - (3) Arrange for local press coverage of ANGOA events and conferences as appropriate.**
 - (4) Maintain an active liaison with the State Headquarters Public Affairs Officer.**
 - (5) Submit a report of Committee activities at each Annual Business Meeting.**
 - (6) Shall be responsible for the development and dissemination of the quarterly newsletter to all ANGOA members.**

- c. Committee on Resolutions. The Resolutions Committee will, at a minimum, function throughout the year with the following responsibilities:**
 - (1) Prepare such resolutions as may be requested by the President or Board of Directors of ANGOA.**
 - (2) Contact, by letter, each member at least ninety days prior to each Annual Business Meeting and solicit resolutions. Submissions will be carefully reviewed and revised, if necessary, for proper format. Any changes made must have the approval of the originator and care must be taken to insure that the intent is not changed.**
 - (3) Resolutions will be assigned a number by the Chairperson in the sequence they are received.**
 - (4) Convene the Committee if required prior to each Annual Business Meeting to review and recommend the appropriate action to the membership. The resolutions will be presented by the Committee Chairperson to the membership for passage, as part of the annual written report of the Chairperson.**
 - (5) Extreme care will be taken to insure that resolutions recommended for passage to the membership are not in conflict with the basic purpose and doctrine of ANGOA, State, or Federal law, and that they do not reflect adversely on any individual.**

Section 2. Additional committees will be developed as needed by the Board of Directors.

Section 3. Specific duties of officers may be delegated to committees appointed for that purpose. The officer retains the overall responsibility for the effective completion of required duties.

ARTICLE IX LOCAL CHAPTERS

Section 1. Local or special interest chapters may be formed upon application of ten (10) or more members of ANGOA in good standing, and upon filing a draft charter. The development of a Local Chapter requires the approval of the Board of Directors of ANGOA.

- a. Local Chapters shall be subject to the By-Laws of ANGOA.
- b. In the event that such a Chapter dissolves or is abolished, all monies and properties of the Chapter shall become the property of ANGOA.
- c. The President of such a Chapter will be responsible for all monies and properties of the Local Chapter, and will submit an annual report to the President of ANGOA thirty (30) days prior to the Annual Business Meeting.

ARTICLE X MEETINGS

Section 1. The Board of Directors shall meet monthly at a time and place as determined by vote of the Board of Directors.

Section 2. An Annual Business Meeting shall be held at such a time and place as determined by vote of the Board of Directors. The monthly meeting will be held in conjunction with the Annual Business Meeting.

Section 3. Special meetings of the Board of Directors shall be held on call of the President or of three (3) Directors.

- a. Electronic medium authorized for conducting special meetings.

Section 4. Committees will meet on the call of the Committee Chairperson.

ARTICLE XI ELECTIONS

Section 1. The Nominations Committee will be appointed by the President and will submit candidates to the membership for their consideration. Nominations will also be received from the floor for any office.

Section 2. Only active members in good standing may vote. An active member is in good standing if his or her ANGOA and NGAUS dues are current.

Section 3. Voting by proxy shall be in writing for active members in good standing. Written proxy authority will be presented by the Secretary of ANGOA at the beginning of the Annual Business Meeting to substantiate proxy grant and standing of each absent member. Members may only vote by proxy if they cannot attend in person and if they submit their written proxy to the Secretary. They will designate the voting member attending the annual conference who may cast the absent member's vote. The Secretary will provide each member a proxy form at least 30 days prior to the general meeting.

Section 4. The person receiving the majority of votes on ballots for each office shall be declared elected and shall take office at the end of the annual conference at which elected.

ARTICLE XII PUBLICATIONS

Section 1. ANGOA shall sponsor an official publication in the form of a newsletter.

Section 2. The Chairperson of the Public Relations and Special Events Committee shall be responsible for dissemination of the newsletter to all Alaska National Guard officers with funding from ANGOA.

ARTICLE XIII QUORUM

Section 1. Twenty (20) members in good standing shall constitute a quorum for the transaction of the business of ANGOA at the Annual Business Meeting.

Section 2. Six (6) members in good standing shall constitute a quorum for the transaction of the business of ANGOA at any monthly or special meeting of the Board of Directors.

Section 3. A majority of any committee shall constitute its quorum.

ARTICLE XIV AMENDMENTS TO BY-LAWS

Section 1. The By-Laws may be amended by a majority vote of the members present at any meeting of ANGOA at which a quorum is present. Proxy votes will not be valid for By-Law changes.

**ARTICLE XV
CORPORATE SPONSORSHIP**

Section 1. Corporate Sponsorship. Upon payment of dues established by the Association, a partnership, or other business or association may become a corporate sponsor of the Association with such privileges and benefits for various levels of sponsorship as the Association may from time-to-time establish. The Board may provide for sponsorship of both special events and ongoing activities. The Board may provide a means of recognition for corporate sponsors. (Added by By-Laws change 6 May 2010).

**ARTICLE XVI
RECOMMENDATION TO GOVERNOR ON SELECTION OF NEW TAG**

Section 1. ANGOA should continue to be actively involved in providing a list of qualified Officers to the Governor for use in selecting and appointing a new TAG when a vacancy occurs. ANGOA will in conjunction with the Army and Air Guard military personnel officers develop a list of those qualified for appointment to serve as TAG. If the list has more than 10 names, the ANGOA Board of Directors may determine a method to vote to develop a first tier list of those considered most qualified and a second tier list of those considered to meet the criteria as qualified. Or if deemed appropriate, the Board may submit one complete list without voting to provide more than one list. (Added by By-Law change 6 May 2010).

**ARTICLE XV
USE OF GAMING PROCEEDS AND DISTRIBUTION OF GAMING
PROCEEDS UPON DISSOLUTION OF ASSOCIATION**

Section 1. Gaming proceeds will be used to further social welfare activities of the Association. This may include:

Making donations to 501c3 organizations dedicated that support social welfare of military and former military members and their families;

Scholarships to National Guardsmen, their families;

Supporting events that provide education and public awareness about National Guardsmen and retiree issues;

Conducting an annual meeting that provides education about National Guardsmen and retiree issues:

Supporting participation in events and activities that provide education about National Guardsmen and retiree issues, and;

Employing an Executive Director (who is ineligible to serve as an Association officer while employed by the Association) to administer Association social welfare activities.

Section 2. In the event that the Association is dissolved, distribution of funds in the gaming revenue accounts will depend upon the nature of the dissolution:


In no case, will funds be distributed to individual Association members or officers.

In no case, will funds be used to satisfy debts not incurred by gaming or social welfare activities.

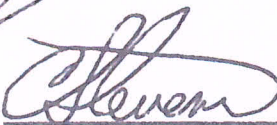
If ANGOA is being dissolved pursuant to a merger with another professional association and the new association is recognized under Section 501(c) of the Internal Revenue Code and is going to continue to engage in social welfare activities, then the funds will be transferred to gaming accounts of the successor association.

If ANGOA is being dissolved with no successor association, then the funds will be donated to one or more private organizations recognized under IRC 501(c) and dedicated to social welfare of military service members, military retirees, veterans, and their families.

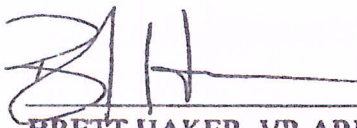
RATIFIED WITH BY-LAWS CHANGES AS ADOPTED ON 4 AUGUST 2015:



DOUGLAS SMITH, PRESIDENT 04 Dec 15
Date



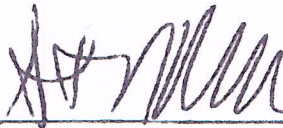
CHARLES STEVENSON, VP-AIR 4 Feb 16
Date



BRETT HAKER, VP-ARMY

3 FEB 16

Date



STEVE WILSON, SECRETARY

8/1/16

Date

Edith M. Grunwald

EDITH GRUNWALD, PAST PRESIDENT

17 Jan 2016

Date