

THE  
HAWAII  
NATIONAL GUARD  
ASSOCIATION

BYLAWS

(as Amended March 2012)

Proposed Amendments 2013  
(Additions are underlined. Deletions  
are lined through.)

BYLAWS OF THE HAWAII NATIONAL GUARD ASSOCIATION  
(As revised March 2012)

ARTICLE I – THE ASSOCIATION

Section 1 NAME. The name of this Association shall be the “Hawaii National Guard Association” hereafter referred to as the HNGA.

Section 2 OFFICES. The principal office for the transaction of business of the ~~HNGA Association~~ shall be at 3949 Diamond Head Rd, Honolulu, HI 96816-4495, or such other address as may be fixed by the Council. Branch offices within the State of Hawaii may from time to time be established by the Council.

ARTICLE II – PURPOSE

The purpose of the HNGA shall be to strengthen the National Defense; to further the interests of the Hawaii National Guard; and to promote the sound organization and development thereof.

ARTICLE III – MEMBERSHIP

Section 1 QUALIFICATIONS AND KINDS OF MEMBERSHIP. The membership of the HNGA shall be divided into the following classes with the following qualifications:

- a. Regular Membership, to be composed of officers and warrant officers of the Hawaii Air National Guard (HIANG) and the Hawaii Army National Guard (HIARNG), and all former officers and warrant officers of the foregoing organizations who have been honorably separated therefrom.
- b. Associate Membership, to be composed of inactive or retired officers of the HIANG and HIARNG.
- c. Corporate Membership/Partnership, to be composed of corporate/business organizations that have entered into the HNGA Corporate Membership/Partnership Program, which is designed to improve communications and rapport between the HNGA and the business community in support of national defense. Corporate/business organizations eligible for Corporate Membership/Partnership shall become Corporate Members/Partners upon payment of an annual membership/partnership fee as determined by the Council.

- d. Honorary Membership, to be composed of such civic and military leaders as the Council shall from time to time determine, provided that the Governor of Hawaii shall at all times be an Honorary Member.
- e. Life Membership may be granted to a Regular Member of the HNGA Association as provided for by the council, based upon such terms and conditions as prescribed herein.

Section 2 TERM OF MEMBERSHIP. Any person eligible for Regular Membership shall, upon payment of annual dues, become a member of the HNGA until 01 JUL of the next year following the year of payment. Honorary Membership shall be for life, unless revoked by the Council.

Section 3 VOTE, PROXY AND QUORUM.

- a. All Regular Members shall be entitled to vote at any annual or special meeting of the HNGA, and 50 Regular Members of the HNGA present in person or by proxy shall constitute a quorum.
- b. It shall be the responsibility of any member who is unable to attend any annual or special meeting to furnish his/her proxy, in writing, to another member who will be present at such meeting. Members holding such proxies will register them with the HNGA Membership Chairperson 30 minutes prior to the meeting during which they will be used. Failure to so register will invalidate the proxy.
- c. All Life Members who would otherwise be qualified for Regular Membership, shall have voting rights.
- d. Associate and Honorary Members shall not be entitled to vote.

Section 4 DUES.

- a. Annual dues for Regular Members shall be \$6.00 for Company Grade Officers and Warrant Officers, \$8.00 for Field Grade Officers, and \$10.00 for General Officers. Annual dues for Regular Members will be collected no later than 30 November of each year.
- b. Annual dues for Associate Members shall be \$2.00.
- c. Active Live Members shall pay lifetime dues amounting to \$100.00. Retired Life Members shall pay \$20.00 for life membership.

- d. Dues are subject to change by a two-thirds vote of the Council.
- e. Honorary Members will not be required to pay dues.
- f. All funds, assets, and property of the HNGA Association, whether received from dues, donations, earnings, or any other source, shall be received, held, conveyed and disbursed in such manner as may be directed by the Council.

Section 5 TRANSFER OF MEMBERSHIP. No membership, whether Regular, Life, or Honorary, shall be transferred, nor shall any refund be made to any members on account of dues paid, in the event of his/her resignation.

#### ARTICLE IV – OFFICERS

Section 1 DESIGNATION. The officers of the HNGA shall be a President, Vice President (Air), Vice President (Army), Corresponding Secretary, Recording Secretary, Membership Chairperson, Treasurer and Honorary President who shall hold office as follows:

- a. President. To assume office commencing 01 October of each calendar year after serving as either the Vice President (Air) or Vice President (Army). The Office of President shall alternate between services (HIANG and HIARNG). An individual can serve up to three (3) successive terms provided that there are no individuals in the Vice President positions.
- b. Vice-Presidents. The Vice President (Air) and Vice President (Army) shall both be elected at the Annual Meeting of the HNGA by the general membership for a staggered, two-year term of office commencing on 01 October. The alternate service Vice President (based on the branch of service of the outgoing President) is the President-Elect and will assume the duties as the President on 01 October.
- c. ~~Corresponding~~ Secretary. To be elected at the Annual Meeting of the HNGA Association by the general membership for a two-year term of office commencing 01 January of every even-numbered year.
- d. ~~Recording Secretary. To be elected at the Annual Meeting of the Association by the general membership for a two-year term of office commencing 01 January of every odd-numbered year.~~

e. Membership Chairperson. To be elected at the Annual Meeting of the HNGA Association by the general membership for a two-year term of office commencing 01 January of every even-numbered year.

f. Treasurer. To be elected at the Annual Meeting of the HNGA Association by the general membership for a two-year term of office commencing 01 January of every odd-numbered year.

h. Honorary President. The Governor of the State of Hawaii shall at all times be the Honorary President of the HNGA Association.

Section 2 COUNCIL MEMBERSHIP. All the officers described in Section 1 hereof shall be members of the HNGA Council of this Association and have voting rights at council meetings, except for the Honorary President.

Section 3 DUTIES. The duties of the officers shall be as follows:

a. President. The President shall preside at all meetings of the HNGA, shall call the Annual Meeting of the HNGA, and any special meeting when required or whenever requested so in writing by four or more representative Council members. The President shall plan, direct, and supervise the conduct of the business of the HNGA.

b. Vice Presidents. Both Vice Presidents shall assist the President as directed. The appropriate service Vice President (based on the branch of service of the current President) shall assume all of the duties of the President in case of death, resignation, or absence of the President. In this event, this Vice President shall also serve as President during the following year as previously determined.

c. The Secretary shall (1) attend all meetings of the Council and record all of the acts and proceedings in the minutes; (2) give all notices of meetings of the Council, required by these Bylaws, and such other notices as the Council shall order; (3) keep the Bylaws of the HNGA, and all other books and documents not required to be kept by the Treasurer; (4) prepare, answer and file all internal correspondence with Hawaii National Guard units and members, except membership matters; (5) prepare, receive, act on and file all correspondence with the National Guard Association of the United States (NGAUS) and all agencies outside the Hawaii National Guard, except on membership matters; and (6) perform other duties which the Council shall direct him/her to perform.

- ~~d. Corresponding Secretary. The Corresponding Secretary shall (1) attend all meetings of the Council; (2) prepare, receive, act on and file all correspondence with the National Guard Association of the United States (NGAUS) and all agencies outside the Hawaii National Guard, except on membership matters; and (3) perform other duties which the Council shall direct him/her to perform.~~
- ~~e. Recording Secretary. The Recording Secretary shall (1) attend all meetings of the Council and record all of the acts and proceedings in the minutes; (2) give all notices of meetings of the Council, required by these By Laws, and such other notices as the Council shall order; (3) keep the By Laws of the HNGA, and all other books and documents not required to be kept by the Treasurer; (4) prepare, answer and file all internal correspondence with Hawaii National Guard units and members, except membership matters; and (5) perform other duties which the Council shall direct him/her to perform.~~
- f. Membership Chairperson. The Membership Chairperson shall (1) attend all meetings of the Council; (2) prepare, answer and file all correspondence relating to membership; (3) maintain an accurate data base of the membership to include at a minimum: active/retired, branch of service, association status, unit, name, address, membership number, and NGAUS/HNGA status-life or regular; (4) conduct the annual membership drive in February and complete unit level actions by 31 March, transmit membership forms and funds to NGAUS not later than 31 May; (5) provide the President with membership reports when requested; (6) provide mailing labels sorted by zip code to the Recording Secretary when requested; and (7) perform other duties which the Council shall direct him/her to perform.
- g. Treasurer. The Treasurer shall (1) safely keep all funds, notes, bonds, securities and other evidences of property of the HNGA, and make safe deposit of the same in such depositories as shall be designated by the Council; (2) make such disbursements as the regular course of the business of the HNGA shall require, and as may be directed by the Council, taking proper vouchers therefore; (3) sign and endorse all checks and drafts, and buy, sell and exchange property as may be necessary in the HNGA's business, in the name and on behalf of the HNGA; (4) receive and give receipts for all monies due and payable to the HNGA; (5) keep proper books of account of the HNGA on a fiscal year basis beginning 01 January of each year and such books shall always be open to the inspection of members at any meeting, and to the Council at all times; (6) make all necessary tax returns, Federal or State required by law to be made by the HNGA, and to render to the

council at such other times as it may require, a full account of all his/her transactions as Treasurer and of the financial standing of the HNGA; (7) serve as Chairman of the Finance Committee; and (8) attend to such other matters usually performed by a Treasurer, and such other duties as the Council may require.

Section 4 QUALIFICATION. Any Regular or Life Member of the HNGA Association shall be eligible for election to any of the foregoing offices.

Section 5 VACANCIES. Any vacancy occurring in any office of the HNGA Association (other than President, whose succession is established in Section 3b above) by reason of death, resignation or inability to act may be filled by appointment by the President with the confirmation of the Council.

Section 6 INSTALLATION OF OFFICERS. Officers of the HNGA delineated in Sections 1a through f above, elected at the Annual Meeting of the HNGA, will be duly installed into their offices with appropriate ceremony during the Annual Banquet or at the close of the Business Meeting if an Annual Banquet is not held.

#### ARTICLE V – HNGA COUNCIL OF THE ASSOCIATION

Section 1 COMPOSITION.

- a. The Council shall be composed of the elected officers, the immediate Past President, the Adjutant General of the State of Hawaii (ex-officio), Resolutions Co-Chair (Air), Resolutions Co-Chair (Army), Congressional Action Contact Officer (CACO)/Legislative Liaison, Corporate Membership/Partnership Committee Chair, Bylaws Committee Chair, Awards Committee Chair, a Retiree Life Representative (Air), a Retiree Life Representative (Army), and Unit Delegates appointed to the Council from the HIANG and HIARNG in accordance with this section.
- b. The Resolutions Co-Chair (Air), the Resolutions Co-Chair (Army), Corporate Membership/Partnership Committee Chair, Bylaws Committee Chair, Awards Committee Chair, and the Retiree Representative shall be appointed by the President.
- c. The Congressional Action Contact Officer (CACO)/Legislative Liaison shall be appointed by the President in consultation with the Adjutant General.
- d. The number of Unit Delegates to be appointed from the HIANG and HIARNG shall be based on the actual assigned officer and warrant officer strengths of 01 October of each year.

- e. One Unit Delegate will be authorized for each 50 members or major fraction thereof. Unit Delegates shall include no less than one Air Company Grade Officer, one Army Company Grade Officer, and one Warrant Officer.
- f. Unit Delegates appointed to the Council shall hold office for a one-year term commencing on 01 January.
- g. Appointments of Unit Delegates shall be recommended by the President with the approval of the commanders of the HIANG and HIARNG not later than 30 November of each year. Appointments are effective on 01 January of the following year.

Section 2 QUALIFICATION. Any Regular Member of the HNGA shall be eligible for membership to the Council.

Section 3 TENURE. The members of the Council shall hold office in accordance with Article V, Section 1.

Section 4 VACANCIES. Any vacancy occurring in the membership of the Council by reason of death, resignation or inability to act may be filled by appointment by the President with the confirmation of the Council.

Section 5 GENERAL POWERS. All of the powers and authority of the HNGA shall be vested in the Council, which shall have the entire management and control of the business of the HNGA under its Bylaws, as fully and for all purposes as though exercised directly by the members. And in furtherance and not in limitation of said general powers of the Council, they shall have power:

- a. To suspend, or remove for good cause, any officer or member of the Council, and to revoke for good cause the membership of any member.
- b. To incur such indebtedness as they may deem necessary, for the ordinary business of the HNGA, but not in excess of the amount in the hands of the Treasurer and not needed to liquidate existing obligations.
- c. To expend monies for the proper expenses, including travel of any of the HNGA's delegates, Council Members, or other officers or employees.
- d. In their discretion to require any officer, agent, or employee of the HNGA to give bond to the HNGA for the faithful discharge of his duties, in such amount and of such sufficiency as the Council may prescribe and approve.



- e. To hold the legal title to all of the property and monies of the HNGA Association in trust for the members, except that the title to any real property or lease-hold interest therein may be taken and held by trustees appointed for the purpose by the Council.
- f. To conduct such business as is necessary to further membership in the NGAUS.

Section 6 MEETINGS. Meeting of the Council shall be held at the call of the President upon 10 days written or electronic notice to the members of the Council. Special meetings shall be called whenever requested in writing by four or more Council members, stating the purpose of the meeting. A majority of the Council must be physically present or present by proxy (in writing or by email) to constitute a quorum.

#### ARTICLE VI – COMMITTEES

Section 1 CLASSES OF COMMITTEES. The classes of committees of the HNGA shall be Standing and Special Committees. Any Regular, Life, or Associate Member shall be eligible to serve on such committees.

Section 2 APPOINTMENT AND ORGANIZATION OR COMMITTEES. The President shall make appointments to Standing and Special Committees. The appointment of members and chairman constituting such committees shall be determined by the President unless otherwise provided in the Bylaws. The following Standing and Special Committees will be designated:

a. Standing Committees:

- (1) Resolution and Legislative Committee. The Committee shall be co-chaired by a Chair (Air) and a Chair (Army). The Committee shall study the legislative needs of the HNGA membership and shall consider all resolutions and make it recommendations to the HNGA. The Committee shall also assist in presenting the HNGA Legislative Program to the Hawaii State Legislature, the four County Councils, and other federal, state, and local officials.
- (2) Time and Place Committee. The Committee shall be chaired by the President-Elect.

- (3) Finance Committee. The Committee shall be chaired by the Treasurer. The Committee shall analyze the finances of the HNGA and shall make financial recommendations to the Council.
  - (4) Corporate Membership/Partnership Committee. The Committee shall be appointed by the President to meet as needed.
  - (5) Bylaws Committee. The Committee shall be appointed by the President to meet as needed. Revisions to the Bylaws shall be submitted to the general membership at least 30 days prior to the Annual Meeting.
  - (6) Awards Committee. The Committee shall be appointed by the President to meet as needed. The Committee shall execute the HNGA Awards Program and shall ensure coordination with the NGAUS Awards Program.
- b. Special Committees. A Special Committee may be created by the President with the consent of the Council. The Committee shall be appointed by the President to meet as needed.
- ~~(1) By-Laws Committee. The Committee shall be appointed by the President to meet as needed. Revisions to the By-Laws shall be submitted to the general membership at least 30 days prior to the Annual Meeting.~~

Section 3 MEETINGS. Each Committee shall schedule its meeting and record its own minutes. It shall adopt rules for its own proceedings, and report to the President at the Annual Meeting and at such other times as he/she shall require.

## ARTICLE VII – DELEGATES TO NATIONAL CONFERENCE

Section 1 QUALIFICATIONS. Regular Members who are NGAUS members shall be eligible as delegates or alternates for the Office of Delegate or alternate to the Annual NGAUS Conference.

Section 2 NUMBER AND COMPOSITION OF DELEGATION. The President with the concurrence of the Council shall select such delegates and alternates to the Conference of the NGAUS as can be financed by available HNGA funds. The HNGA shall pay for the registration fees for all delegates to the NGAUS Conference. The HNGA may also fund hotel lodging and commercial air travel for the delegates to the NGAUS Conference. The Council shall recommend to

the Adjutant General the names of ~~two~~ delegates to be financed by Department of Defense funds. ~~The normal composition of the delegation will be:~~

In deciding the NGAUS delegation, the President shall consider the following precedence as delegates and alternates:

- a. The Adjutant General or in the event the Adjutant General is unable to attend the Conference, an alternative designated by the Adjutant General.
- b. The Officers of the HNGA, including the President, the Vice Presidents, the ~~Corresponding Secretary, the Recording Secretary,~~ the Membership Chairperson, and the Treasurer.
- c. The Immediate Past President.
- d. ~~Council Members and Committee Members as designated by the President.~~
- e. The Resolutions Co-Chair (Air), the Resolutions Co-Chair (Army), and the Congressional Action Contact Officer (CACO)/Legislative Liaison.
- f. The Corporate Membership/Partnership Committee Chair.
- g. The Bylaws Committee Chair.
- h. The Awards Committee Chair.
- i. Two Company Grade Officers, one Army and one Air.
- j. One Warrant Officer.
- k. The two Retiree Life Representatives on the Council. ~~One Retired/Separated Life Member alternating between Army and Air.~~
- l. Award recipients or HNGA Members, if funded by the Department of Defense.
- m. Council Members and Committee Members as designed by the President.

#### ARTICLE VIII – ORDER OF BUSINESS AND PROCEDURE

Section 1 ORDER OF BUSINESS. The order of business of the HNGA ~~this Association~~ shall be as follows:

- a. Reading of minutes of previous meetings;
- b. Reading of communications;
- c. Reports of officers and committees;
- d. Unfinished business; and,
- e. New business.

Section 2 PROCEDURE. Procedure of the HNGA shall be as follows:

- a. All elections shall be by ballot.
- b. Robert's Rules of Order may be the parliamentary guide for the HNGA.

#### ARTICLE IX – HNGA INVESTMENT FUND

Section 1 PURPOSE. An HNGA Investment Fund shall be created for the purpose of investing surplus monies of the HNGA. The Finance Committee shall be established to manage the fund and make prudent investments in secure and non-speculative securities and deposits.

Section 2 ADDITIONS AND WITHDRAWALS.

- a. Surplus monies accruing to the HNGA may be added to the fund by action of the Council on recommendation of the Treasurer.
- b. Withdrawals from the fund for any purpose will be limited to not more than 10% of the HNGA New Worth based on the net worth of the organization as of 31 December of each calendar year. Larger withdrawals must be approved by two-thirds of the members of the Council.

#### ARTICLE X – AMENDMENTS

Section 1 BYLAWS. These Bylaws may be amended at any Annual Meeting or any Special Meeting of the HNGA ~~Association~~ by a two-thirds vote. Proposed amendments will be presented to each Regular Member of the HNGA at least 30 days prior to the date of the meeting at which they are to be considered.