

THE
HAWAII
NATIONAL GUARD
ASSOCIATION
(HNGA)

BY-LAWS
Proposed Amendments 2011

BY-LAWS OF THE HAWAII NATIONAL GUARD ASSOCIATION (HNGA)
(Proposed Amendments - 2011)

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 shall be at 3949 Diamond Head Rd, Honolulu, HI 96816-4495, P.O. Box 29607, Honolulu, HI 96820, 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 and Hawaii Army National Guard, and all former officers and warrant officers of the foregoing organizations who have been honorably separated therefrom. ~~Officer and warrant officer advisors to the HIANG and HIARNG shall be eligible for Regular Membership.~~
- b. Associate Membership, to be composed of inactive or retired officers of the HIANG and HIARNG. ~~and any other persons who qualified as regular members. Individuals eligible for Associate Membership shall become Associate Members upon payment of two dollars dues per year.~~
- c. Corporate Membership, to be composed of corporate/business organizations that have entered into the HNGA Corporate Membership 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 shall become Corporate Members upon payment of an annual membership 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 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 the 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 fifty 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 Membership Chairperson ~~Secretary~~ of the HNGA 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. ~~Dues are subject to change by two thirds vote of the Council of this Association.~~

- b. Annual dues for Associate Members shall be \$2.00.
- c. Active Life 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 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, 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 resignation.

ARTICLE IV – OFFICERS

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

- a. President. To assume office commencing 01 OCT ~~1 January~~ of each calendar year after serving as either the Vice President-Air or Vice President-Army. The Office of the 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 the 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 OCT ~~1 January~~. The alternate service Vice President (based on the branch of service of the outgoing President) ~~is will also become~~ the President-Elect and will assume the duties as the President on 01 OCT ~~1st of January~~ of the following year. ~~To qualify as a candidate for either Vice President position, candidates must have served a minimum of one year as an elected Council member or a~~

~~committee chairperson, or have either been recently deployed or on an NGB tour during the year of the election.~~

- c. Corresponding Secretary. To be elected at the Annual Meeting of the HNGA by the general membership for a two-year term of office commencing 01 JAN of every even-numbered year.
- d. Recording Secretary. To be elected at the Annual Meeting of the HNGA by the general membership for a two-year term of office commencing 01 JAN of every odd-numbered year.
- e. Membership Chairperson ~~Secretary~~. To be elected at the Annual Meeting of the HNGA by the general membership for a two-year term of office commencing 01 JAN of every even-numbered year.
- f. Treasurer. To be elected at the Annual Meeting of the HNGA by the general membership for a two-year term of office commencing 01 JAN of every odd-numbered year.
- g. Honorary President. The Governor of the State of Hawaii shall at all times be the Honorary President of the HNGA.

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

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 alternate 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. Corresponding Secretary. The Corresponding Secretary shall (1) attend all meetings of the Council; (2) prepare, receive, act on and file all correspondence with the 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.

- d. 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.
- e. Membership Chairperson ~~Secretary~~. The Membership Chairperson ~~Secretary~~ 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 MAR, transmit membership forms and funds to NGAUS not later than 31 MAY of each year; (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.
- f. 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 JAN 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 shall be eligible for election to any of the foregoing offices.

Section 5 VACANCIES. Any vacancy occurring in any office of the HNGA (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 – COUNCIL OF THE HNGA

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 ~~non-voting~~), Resolutions Co-Chair (Air), Resolutions Co-Chair (Army), Congressional Action Contact Officer (CACO)/Legislative Liaison, a Retiree Representative, and Unit Delegates ~~representative members appointed~~ elected to the Council from the HIANG and HIARNG in accordance with this section.
- b. The Resolutions Co-Chair (Air), the Resolutions Co-Chair (Army) 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 ~~representative Council members~~ to be appointed ~~elected~~ from the HIANG and HIARNG shall be based on the actual assigned officer and warrant officer strengths of 01 OCT of each year.
- e. One Unit Delegate ~~representative Council member~~ will be authorized for each 50 members or major fraction thereof.

- f. Unit Delegates ~~Representative members appointed elected~~ to the Council shall hold office for a one-year ~~two-year~~ term commencing on 01 JAN. ~~or the year following the election year.~~
- g. Appointments ~~Election of Unit Delegates representative members for the Council~~ shall be recommended by the President with the approval of ~~called and supervised by~~ the commanders of the HIANG and HIARNG not later than 30 NOV ~~30 September~~ of each year. Appointments are effective on 01 JAN 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 By-Laws, 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 of members 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/her 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 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 National Guard Association of the United States (NGAUS).

Section 6 MEETINGS. ~~Quarterly~~ Meetings of the Council shall be held at the call of the President. ~~Other meetings may be called by the President upon ten 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 ~~Officer/Warrant Officer~~ Associate Member shall be eligible to serve on such committees. ~~and shall serve for one year, or until his/her successor is appointed, or is removed by the President.~~

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

a. Standing Committees:

- (1) Resolutions and Legislative Committee. The Resolutions and Legislative 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 its 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 Finance 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) Awards Committee. The Awards Committee shall be appointed by the President. The Committee shall solicit for nominees and shall select the recipients for the HNGA and NGAUS awards.

~~(5) Committee on Audit.~~

b. Special Committees:

(1) By-Laws Committee. The By-Laws 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.

~~(2) Nominating Committee. A nominating committee shall be duly appointed by the President not later than the first day of September of each year to nominate candidates for the offices of President, Vice President, Corresponding, and Membership Secretaries or Recording Secretary and Treasurer as required for adoption by the Council. Upon adoption of the slate by the Council, the Recording Secretary shall prepare necessary ballots for the election of officers at the Annual Meeting of the Association. The action of the Nominating Committee or the Council will not deny nominations from the floor during the Annual Meeting of the Association.~~

~~(3) Finance Committee. A Finance Committee shall be duly appointed to invest and manage the HNGA Investment Fund. The President shall appoint the Association Treasurer as Chairman. The Chairman's term shall run concurrent with his term of office as Treasurer.~~

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 for the Office of Delegate or alternate to the Annual NGAUS Conference. ~~of the National Guard Association of the United States.~~

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. ~~authorized by the Council and by Department of Defense, Hawaii funds as authorized by the Adjutant General.~~ 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:

- 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 President.~~
- d. ~~The Vice Presidents.~~
- e. ~~The Corresponding and Membership Secretaries and the Recording Secretary and Treasurer of the Association.~~
- f. Council Members and Committee Members as designated by the President.
- g. Two Company Grade Officers, one Army and one Air.
- h. One Warrant Officer.
- i. One Retired/Separated Life Member ~~One retired/separated delegate~~ alternating between Army and Air.

ARTICLE VIII – ORDER OF BUSINESS AND PROCEDURE

Section 1 ORDER OF BUSINESS. The order of business of the HNGA 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 DEC 1 July of each ~~calendar~~ year. Larger withdrawals must be approved by two-thirds of the members of the Council.

ARTICLE X – AMENDMENTS

Section 1 BY-LAWS. These By-Laws may be amended at any Annual Meeting or any Special Meeting of the HNGA 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.