

CONSTITUTION AND BYLAWS

MISSISSIPPI NATIONAL GUARD
NONCOMMISSIONED OFFICERS ASSOCIATION
AUXILIARY

Revised and Adopted 12 April 2003

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CONSTITUTION AND BYLAWS

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ARTICLE I

NAME

The name of this Auxiliary is "Mississippi National Guard Noncommissioned Officers Association Auxiliary", hereinafter referred to as the "Auxiliary". This Auxiliary thus formed shall be a nonpolitical, nonprofit making organization. The Mississippi National Guard Noncommissioned Officers Association Auxiliary is chartered with the Enlisted Association of the National Guard of the United States Auxiliary, hereinafter known as the "EANGUS" Auxiliary.

ARTICLE II

PURPOSE AND POWERS

Section I. Purpose

The purpose of the Auxiliary is to support and enhance the Mississippi National Guard Noncommissioned Officers Association.

Section 2. Powers

The Auxiliary has all the powers necessary to promote the Auxiliary, including, but not limited to:

- A. receipt and collection of dues;
- B. acceptance of contributions;
- C. acquisition of property, both real and personal, by purchase, gift, devise or lease;
- D. investment and reinvestment of funds;
- E. sale, lease or encumbrance of real or personal property or any part or parts thereof, and the conveyance by way of trust, mortgage or otherwise;
- F. execution, performance, or cancellation and rescission of contracts of every kind;
- G. creation of such trust or trusts as may be necessary; and
- H. using all funds to promote the purpose for which this Auxiliary was formed.

ARTICLE III

MEMBERSHIP

Section I. Classes of Membership

- A. Annual
- B. Honorary
- C. Lifetime
- D. Associate
- E. Lifetime Associate
- F. EANGUS Auxiliary

Section 2. Qualifications and Requirements

- A. Annual – Upon application of the prescribed annual dues, an annual membership shall be issued to any spouse of active, retired or deceased member of the Mississippi National Guard Noncommissioned Officers Association. The deceased member must have been a member in good standing at the time of his demise.
- B. Honorary – The Board of Directors of the Auxiliary, may, by majority vote, confer Honorary membership upon a person or the spouse of a person who has rendered outstanding service to the United States, any political sub-division thereof: and the National Guard of the United States.
- C. Lifetime – Life Members shall meet the qualifications of annual membership and pay the required non-refundable fee plus the State annual dues until the applicant reaches 65. A State lifetime membership shall be issued to all Presidents of the Auxiliary who have fulfilled their tenure of office, as long as other requirements of annual membership are met. Those who vacate these qualifications shall not make motions, vote or hold office.
- D. Associate – Upon application and payment of prescribed dues, an annual associate membership shall be issued to persons who support the objectives of the Auxiliary but are not otherwise qualified for membership. Associate members shall not make motions, vote or hold office. Spouses and children of Associate Members shall not be eligible for Auxiliary Scholarships.
- E. Lifetime Associate – Upon application and payment of prescribed dues, Lifetime Associate Membership shall be issued to persons who support the objectives of the Auxiliary but are not otherwise qualified for membership. Lifetime Associate members shall not make motions, vote, or hold office. Spouses and children of Lifetime Associate Members shall not be eligible for Auxiliary Scholarships.
- F. EANGUS Auxiliary – Annual membership dues shall be paid with State dues except when a lifetime membership has been issued by the EANGUS Auxiliary.

Section 3. Certificate

An appropriate certificate of membership shall be issued to each individual member.

Section 4. Membership Termination

- A. The Board of Directors of the Auxiliary, by two-thirds vote and the return of any current dues, may:
1. reject any applicant for membership whose actions would be detrimental to the Auxiliary; and
 2. after extending to the member concerned a reasonable opportunity to present evidence in his behalf, terminate a membership.
- B. Membership is automatically terminated by:
1. death;
 2. resignation which shall be tendered to the Board of Directors of the Auxiliary;
 3. separation of spouse prior to retirement from the National Guard for other than medical reasons;
 4. failure or refusal to pay prescribed dues;
 5. divorce or legal separation from spouse;
 6. spouse's appointment as Commissioned or Warrant Officer; and
 7. removal from office by two-thirds vote of the Board of Directors when it is determined that an officer is unable to fulfill the duties of the office due to physical or mental disability, inefficiency, conduct detrimental to the Auxiliary or other sufficient causes.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Duties and Powers

A. The Board of Directors shall be the:

1. President
2. Vice President
3. Immediate Past President
4. Secretary
5. Treasurer
6. Director at Large
7. District Directors: Two members from each of the five Army National Guard Districts and two members from each of the three Air National Guard Districts.

B. The Board of Directors shall:

1. act as the governing body of the Auxiliary in accordance with the policies adopted in General Conference of the Auxiliary, however, any Board action may be overridden by two-thirds vote of the General Membership;
2. convene at the call of the President of the Auxiliary or upon written demand signed by a majority of the members thereof and communicated to each member of the Board of Directors;
3. approve the expenditures of the funds of the Auxiliary;
4. determine whether any Officer of the Auxiliary is to receive a salary compensation or allowance in lieu of expenses and set the amount and method of payment;
5. order an audit of the records and finances of the Auxiliary or upon written demand signed by a majority of the members thereof, and communicated to each member of the Board of Directors;
6. fill, by majority vote, any vacancies on the Board of Directors;
7. by two-thirds vote, refuse admission to any applicant for membership in the Auxiliary; and
8. grant charters to local chapters of this Auxiliary;

Section 2. Election

- A. The President, Vice President, Secretary, Treasurer and Director at Large shall be elected annually by majority vote, by a General Conference of the Auxiliary. In the event that a nominee for an office fails to receive a majority, the succeeding vote shall be taken on the two nominees who received the highest number of the first vote.
- B. Nominations may be made from the floor of the General Conference at any time after the report of the Nominations Committee and prior to the election for each office.
- C. Elections shall be by secret ballot unless determined otherwise by the presiding officer and by majority vote of the conference.

Section 3. Officers and Duties

A. President

1. The President shall:

- a. preside over all General and Special Conferences of the membership and of the Board of Directors;
- b. direct the affairs of the Auxiliary as adopted in General and Special Conferences of the Auxiliary;
- c. convene the Board of Directors at least once each quarter, however, with concurrence of the Board, may dispense with any quarterly meeting;
- d. appoint all committees and designate the Chairperson of each;
- e. be an ex-officio member of all committees, but shall vote only to break a tie;
- f. issue the Call for a General Conference; Call for Special Conference, when directed by the Board of Directors; and make necessary arrangement for such Conferences;
- g. serve as a delegate to EANGUS Auxiliary or appoint someone to serve;
- h. render an annual report to the Auxiliary;
- i. serve as a member of the Scholarship Selection Committee when requested by the Association; and
- j. perform other duties as are usually performed by the President of an organization or as assigned by the Board of Directors of the Auxiliary.

2. The President may:
 - a. with the approval of the Board of Directors, incur and authorize incidental expenses as may be necessary for the direction and operation of the affairs of the Auxiliary;
 - b. appoint a Chaplain, Parliamentarian, and Historian; and
 - c. appoint special Committees as necessary and designate the Chairperson.

B. Vice President

1. The Vice President shall:
 - a. Perform the duties of the President during the absence or incapacitation of that officer;
 - b. Assume the office, title, and pre-requisition of the President in the event of the termination, resignation or removal from office of that officer, and serve the remaining portion of tenure in office or until a successor is qualified; and
 - c. Automatically ascend to the Presidency on the first day of the next term.

C. Immediate Past President

1. In the event the preceding Past President shall be unable to serve as a member of the Board of Directors, the vacancy shall be filled by the first preceding Past President still in annual membership status not otherwise serving as a member of the Board of Directors.

D. Secretary

1. The Secretary is the recording officer of the Auxiliary and shall keep all minutes of meetings of the Auxiliary and Board of Directors.
2. The Secretary shall:
 - a. be responsible for the records of the Auxiliary;
 - b. be responsible for keeping the official copy of the Constitution and Bylaws and all amendments, and
 - c. perform such other duties assigned by the President of the Auxiliary.

E. Treasurer

1. The Treasurer is the custodian of all funds of the Auxiliary and the chairperson of the Finance Committee.

2. The Treasurer shall:
 - a. keep an accurate account of all receipts and disbursements of funds, securities and other property of the Auxiliary, and keep a roll of all members of the Auxiliary;
 - b. report to the Board of Directors on the financial standing of the Auxiliary when required to do so;
 - c. render an annual report to the Auxiliary; and
 - d. have the Treasurer's report audited annually by an auditing committee or public accountant.

F. Director at Large

1. The Director at Large is the chairperson of the Committee on Membership and shall be responsible for such other duties as may be assigned by the President.

G. District Directors

1. A District Director is responsible for advising respective district members of the affairs of the Auxiliary.
2. The District Director shall:
 - a. be the distributor and collector for special projects;
 - b. by seniority, be chairperson of the District caucus;
 - c. be responsible, by seniority, for appointing from their respective District one representative to serve on the Committee on Resolutions, if requested by the President, during a General Conference of the Auxiliary;
 - d. serve on the Committee on Membership; and
 - e. perform such other duties as may be assigned by the President of the Auxiliary.

Section 4. Tenure

- A. Members of the Board of Directors shall assume office on the day following the close of the General Conference at which they were elected and shall serve for the term for which they were elected.
- B. Unless terminated or removed from office, the President, Vice President, Secretary, Treasurer and Director at Large of the Auxiliary shall hold office a term of one year or until a successor is duly qualified.
- C. If for any reason an election is not held during any particular year, the Officers last regularly elected shall hold office until their successors are duly elected.

Section 5. Termination of Tenure

- A. Tenure in office is terminated by:
 - 1. death;
 - 2. resignation, which shall be tendered to the Board of Directors of the Auxiliary; or
 - 3. removal by the Board of Directors.

- B. An Officer may be removed from office by two-thirds vote of the Board of Directors:
 - 1. when it is determined that an Officer is unable to fulfill the duties of the office due to physical or mental disability;
 - 2. for inefficiency;
 - 3. for conduct detrimental to the Auxiliary; or
 - 4. for other sufficient cause.

- C. If a vacancy of a member of the Board of Directors occurs at any time other than a General Conference, the Board of Directors shall elect, by majority vote, a successor to fill the remaining term.

ARTICLE V

CONFERENCES

The Conference of the Auxiliary shall be held at the same time and place as that selected by the Association.

Section 1. Voting

Except as otherwise stated in these bylaws, the method of voting at a General Conference, Special Conference, and of all Committees of the Auxiliary is determined by the presiding Officer, Chairperson, or by majority vote of members present. Each member of the Auxiliary who is present, except honorary or associate members, shall be entitled to one vote on each matter acted upon by the Conference.

Section 2. Caucuses

A District caucus consisting of the members of the voting body of the Conference from the District concerned shall be convened whenever it is necessary to elect their District member of the Board of Directors and at any other time it is deemed necessary by the presiding officer or the majority of the District members present and voting. The method of voting shall be determined by the presiding officer or by majority vote of the caucus.

Section 3. Quorum

A majority of the members of either the Board of Directors, Standing Committees, General Conference Committees or Special Committees constitutes a quorum. The actual members present from a District constitutes a quorum of a District caucus. Twenty percent (20%) of the current voting membership constitutes a quorum at any General Conference of the Auxiliary, but less than that number may adjourn to convene at a specified time.

ARTICLE VI

COMMITTEES

Committees consist of nine members or less appointed by the President. It is desirable to appoint a member from each district to serve on these committees. Special Committees of the Auxiliary are authorized as required.

Section 1. Standing Committees

A. Ways and Means

1. This Committee shall:

- a. present a project for General membership approval during the General Conference. Funds derived from the project shall be used as directed by the Board of Directors; and
- b. render a report to the Auxiliary if and when requested by the President.

B. Membership

1. This Committee shall:

- a. develop and recommend to the Board of Directors the membership policies of the Auxiliary;
- b. recommend actions to the Board of Directors that will ensure that the membership is maintained at one hundred percent;
- c. be ever mindful of ways to increase membership and recommend methods to the Board of Directors that will reach this end; and
- d. render an annual report to the Auxiliary.

C. Constitution and Bylaws

1. This Committee shall:

- a. study the Constitution and Bylaws of the Auxiliary with a view to their improvement, draft proposed amendments thereof, submit them to the Board of Directors of the Auxiliary for recommended approval or rejection and report to the Auxiliary with such recommendation concerning the proposed amendments as the Committee may see fit; and
- b. study proposed amendments submitted by a member of the Auxiliary, and present them to the General Membership along with the Committee's and the Board's recommendation as to rejection or adoption of the proposed amendment.

D. Finance

1. This Committee shall:
 - a. prepare and submit to the Board of Directors and the members of the General Conference for approval an inclusive budget, by category, the amount required to operate the Auxiliary during the coming year;
 - b. examine annually the records and finances of the Auxiliary; and
 - c. make changes to the budget during the year only with approval of the Board of Directors.

E. Legislative

1. This Committee shall:
 - a. work with the President and District Directors to inform the Auxiliary membership on legislative issues pending before the Congress of the United States which would affect the operation and maintenance of the National Guard; and
 - b. render a report at the Board of Directors meetings and to the membership of the Annual General Conference.

Section 2. General Conference Committees

A. Conference Arrangements

1. This Committee shall:
 - a. arrange locations suitable for all General Conference requirements including committee meeting rooms;
 - b. select a suitable menu for the general membership meal;
 - c. arrange for entertainment at a time and place designated by the President; and
 - d. perform other duties as may be assigned by the Board of Directors or the President of the Auxiliary.

B. Resolutions

1. This Committee shall:
 - a. serve during a General Conference of the Auxiliary or until discharged by the Conference; and
 - b. present each resolution to the Board of Directors at General Conference for approval.
2. Resolutions recommended for adoption by the Board of Directors will be presented to the General Conference for approval.

C. Nominations

1. This Committee shall:
 - a. convene on the first day of a General Conference which is required to elect officers of the Auxiliary;
 - b. prepare a slate of nominations consisting of a name of at least one eligible member of the Auxiliary for each office required to be filled by the General Conference of only those who have agreed to serve; and
 - c. report to the General Conference its slate of nominations.
2. Nominations made from the floor must be accepted or declined by the nominee before voting.

D. Registration

1. This Committee shall ensure a speedy method of registration with records sufficient for the Secretary and/or Treasurer to secure accurate records of membership, funds, and expenditures.

ARTICLE VII

FISCAL

Section 1. Fiscal Year

The fiscal year of the Auxiliary shall coincide with that of the Association.

Section 2. Dues

- A. Annual membership dues shall be established at an annual conference of the Auxiliary. These dues may be adjusted to allow the efficient operation of the Auxiliary and the payment of annual EANGUS Auxiliary dues. Associate membership dues shall be established in the same manner.
- B. All dues shall be payable on a calendar year basis (1 January - 31 December) each year.

Section 3. Bond

- A. The Board of Directors may, by majority vote, require the bonding of a member of the Board of Directors or a member of any committee.
- B. The Board of Directors shall authorize the expenditures of funds required to pay the premium of any bonds required by it.

Section 4. Funds

- A. Funds of the Auxiliary shall be:
 - 1. deposited in the name of the Auxiliary in a financial institution approved by the Board of Directors;
 - 2. separated into such accounts as the Board of Directors may direct;
 - 3. invested and reinvested as the Board of Directors may direct; and
 - 4. used to promote the purposes of the Auxiliary.

Section 5. Expenditures

- A. Bills, claims and expenditures of the Auxiliary shall be:
 - 1. certified by the President of the Auxiliary and approved by the Board of Directors before reimbursement;

2. the personal responsibility of any member or officer, if made without prior approval, until such time as the Board decides whether or not to approve the expenditure; and
3. paid by warrant drawn on the funds of the Auxiliary and executed by any two officers consisting of the President, Vice President, Secretary or Treasurer.

ARTICLE VIII

RULES OF ORDER

Except as modified by the Constitution and Bylaws of the Auxiliary, the rules of order of business for each General and Special Conference shall be arranged by the President of the Auxiliary as established in Robert's Rules of Order, Revised.

ARTICLE IX
AMENDMENTS

Section 1. By Two-Thirds Vote

The Constitution and Bylaws may be amended at a General Conference of the Auxiliary by a two-thirds vote. An amendment may be proposed by a member of the Auxiliary and shall be submitted in writing to the President of the Auxiliary at least ninety days prior to the date set for the convening of the Conference at which the proposed amendment is to be considered. On receipt, the President shall mail copies of the proposed amendment to the members of the Committee on Constitution and Bylaws, which shall render a report to the General Conference with such recommendations as it may deem necessary. The President shall ensure members receive proposed amendments not less than thirty days prior to the date set for the convening of the Conference.

Section 2. By Unanimous Vote

The Constitution and Bylaws may be amended at a General Conference of the Auxiliary by a unanimous vote without prior notice and without prior action by the Committee on Constitution and Bylaws.

Section 3. Effective Date

Unless otherwise provided, an approved amendment of the Constitution and Bylaws shall be effective upon adjournment of the General Conference of the Auxiliary.

ARTICLE X
DEFINITIONS

Definitions for the purpose herein are as follows:

- A. "District" means, in reference to Army members, the Congressional District or District defined by the Association; in reference to Air members, Districts are defined as (1) Gulfport, (2) Jackson, and (3) Meridian;
- B. "Association" means and refers to the Mississippi National Guard Noncommissioned Officers Association;
- C. "may" is used in a permissive sense;
- D. "shall" is used in an imperative sense;
- E. "may not" is used in the prohibitive sense;
- F. "majority vote" means and includes a majority of the legal votes cast;
- G. "two-thirds vote" means and includes two-thirds of the legal votes cast; and
- H. "Senior Director" means that Director of the applicable District elected or appointed the earliest date.

ARTICLE XI

DISSOLUTION

In the event of dissolution, the residual assets of the Auxiliary shall be turned over to the Mississippi National Guard Noncommissioned Officers Association Scholarship Fund.

AMENDMENTS AND DATES AS FOLLOWS:

DATE	ARTICLE/PARAGRAPH	ACTION
22 April 2017	Article III Membership, Section 1. Classes of Membership add E. Lifetime Associate Member change EANGUS Auxiliary to F.	Amended
	Article III Membership, Section 2. Qualifications and Requirements add E. Lifetime Associate Member change EANGUS Auxiliary to F.	Amended