

National Guard Association of Texas

APPROVED BYLAWS AMENDMENTS



Enclosed is a list of by-law changes approved by the NGAT Board of Directors on January 17, 2020 after following due and proper process IAW Article XVII of the NGAT ByLaws dated April 1, 2017. This list includes only those bylaw submissions that were approved.

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ITEM #1

Article II, Section 1(f):

Current: “Non Flying Air National Guard” units consist of the Headquarters, TXANG and all units not assigned to one of the flying units within the Texas Air National Guard.

Proposed: Delete this entire line.

Explanation: All TXANG units are now designated under the TXANG Headquarters or under one of the wings.

ITEM #2

Article II, Section 1(g & h):

Current:

(g) “Texas State Guard” means all members and units of the Texas State Guard.

(h) “Texas Military Forces” means all members and units of the Texas Army National Guard, Texas Air National Guard, and Texas State Guard.

Proposed:

(f) “Texas State Guard” means all members and units of the Texas State Guard.

(g) “Texas Military Forces” means all members and units of the Texas Army National Guard, Texas Air National Guard, and Texas State Guard.

Explanation: Re-lettering the paragraph is required due to deleting Article II, Section 1(f).

ITEM #3

Article III, Section 1:

Current: The purpose of the National Guard Association of Texas shall be to promote, safeguard, and advance the interests of the Texas Military Forces, Texas State Guard and the National Guard of the United States as a component of the Armed Forces of the United States.

Proposed: The National Guard Association of Texas seeks to provide the best services and benefits to promote, safeguard, and advance the interests of our members, communities, and partnerships.

Explanation: The NGAT mission statement was developed through multiple strategic planning sessions by the NGAT Board of Directors and was changed as stated above.

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ITEM #4

Article III, Section 2:

Current: The Association is authorized to sponsor a program or programs of insurance coverage for its members.

Proposed: The Association is authorized to sponsor a program or programs of insurance coverage for members of the Texas National Guard.

Explanation: Texas State Guard are NGAT members but are not eligible for NGAT insurance.

ITEM #5

Article IV, Section 1(a & b):

Current:

(a) **ANNUAL MEMBER.** Any active or former member of the National Guard, including those mobilized or ordered to active Federal Service, upon payment of the Annual Membership dues.

(b) **LIFE MEMBER.** Any active or former member of the National Guard upon payment of the Life Membership dues.

Proposed:

(a) **ANNUAL MEMBER.** Any active or former member of the National Guard and Texas State Guard, including those mobilized or ordered to active Federal Service, upon payment of the Annual Membership dues.

(b) **LIFE MEMBER.** Any active or former member of the National Guard and Texas State Guard upon payment of the Life Membership dues.

Explanation: Added to allow members of the Texas State Guard to remain active members of NGAT.

ITEM #6

Article IV, Section 2:

Current: PRIVILEGES OF MEMBERSHIP. The right to be a delegate and vote at the meetings of the Association or hold any Association office, except as provided in the Article Section 2 describing the Reserve Board of Directors, shall be limited to Annual or Life Members of the Association.

Proposed: PRIVILEGES OF MEMBERSHIP. The right to be a delegate and vote at the meetings of the Association or hold any Association office shall be limited to Annual or Life Members of the Association.

Explanation: We no longer have a Reserve Board of Directors.

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ITEM #7

Article IV, Section 4:

Current: INACTIVE MEMBER. Any member of any class may be declared inactive if there is no good address on file at the association headquarters. An inactive member will be reinstated upon providing a current address and payment by Annual Members of current annual dues.

Proposed: Delete this entire line.

Explanation: No longer a current office practice.

ITEM #8

Article VI, Section 1:

Current: ANNUAL MEETING. The Annual Meeting of the Association shall be held at a time and place to be designated by the Board of Directors, at which time the new Unit Directors of the Board shall be elected. The Board of Directors shall announce the date of the next Annual Meeting of the Association within thirty (30) days after the January meeting of the Board of Directors. In the event the time and place fixed for the next Annual Meeting is for any reason cancelled, the Board of Directors shall fix the time and place for such next Annual Meeting.

Proposed: ANNUAL MEETING. The Annual Meeting of the Association shall be held at a time and place to be designated by the Board of Directors, at which time the new Unit Directors of the Board shall be elected. The Board of Directors shall announce the date of the next Annual Meeting of the Association **no less than sixty (60) days prior to the Annual Meeting.** In the event the time and place fixed for the next Annual Meeting is for any reason cancelled, the Board of Directors shall fix the time and place for such next Annual Meeting.

Explanation: Board meetings don't always occur in the month of January due to scheduling conflicts and Annual Meeting dates are normally selected several years in advance.

ITEM #11

Article VII, Section 6:

Current: Blank.

Proposed: EXECUTIVE DIRECTOR. The Executive Director is an officer of the Board due to his or her position and that he or she works under the control of the Board of Directors.

Explanation: The Executive Director works for the Board of Directors and Officers are usually classified as working under the control of the Board of Directors.

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ITEM #12

Article VIII, Section 1:

***Current:* PRESIDENT.** The President shall preside at the Annual Meeting and at all Special Meetings of the Association and shall be the Chairman of the Board of Directors and the Executive Committee. The President is charged with the direction of all the affairs pertaining to the Association between the Annual Meetings. The President shall from time to time call meetings of the Board of Directors and appoint all standing and other committees except the Nominations Committee. The President shall be a member ex-officio of all committees, except the Nominations Committee and shall make an annual report to the Association.

***Proposed:* PRESIDENT.** The President shall preside at the Annual Meeting and at all Special Meetings of the Association and shall be the Chairman of the Board of Directors and the Executive Committee. The President is charged with the direction of all the affairs pertaining to the Association between the Annual Meetings. The President shall from time to time call meetings of the Board of Directors and appoint all standing and other committees except the Nominations Committee. The President **may serve as a non-voting** ex-officio **member** of all committees, except the Nominations Committee and shall make an annual report to the Association.

Explanation: It is not realistic to expect the President to serve on all Associations committees.

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ITEM #13

Article IX, Section 1:

Current: AUTHORITY AND RESPONSIBILITY. The governing body of this Association shall be the Board of Directors. The Board of Directors shall have supervision, control and direction of the affairs of the Association, its committees, and its publications; shall determine its policies or changes therein; and shall actively prosecute its objectives and supervise the disbursement of its funds. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to the Executive Committee.

The Board may, at its discretion, when it seems advisable and to the best interests of the Association, designate an officer of the Association to serve as the National Representative. The designated officer shall serve at the pleasure of the Board of Directors, and the Board shall assign such duties and fix the amount of compensation and allowances.

Proposed: AUTHORITY AND RESPONSIBILITY. The governing body of this Association shall be the Board of Directors. The Board of Directors shall have supervision, control and direction of the affairs of the Association, its committees, and its publications; shall determine its policies or changes therein; and shall actively prosecute its objectives and supervise the disbursement of its funds. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to the Executive Committee.

The Board may, at its discretion, when it seems advisable and to the best interests of the Association, designate **a member** of the Association to serve as the National Representative. The designated **member** shall serve at the pleasure of the Board of Directors, and the Board shall assign such duties and fix the amount of compensation and allowances.

Explanation: This correction is needed to properly identify the individual NGAT selects to represent the association at the National level. These individuals do not necessarily have to be an officer of the Association but can be any NGAT member.

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ITEM #21

Article IX, Section 4(a):

Current: Members of the Board of Directors will be elected for one three-year term, except for the Family Readiness Director, whose tenure shall be for two years. Members of the Board of Directors who are elected to serve as officers on the Executive Committee may serve for one additional three-year term. A board member may be elected to serve on the Executive Committee at the end of his initial three-year term or sooner during the term. In no case may a member serve more than six consecutive years on the Board of Directors unless elected as President-Elect.

Proposed: Members of the Board of Directors will be elected for one three-year term and cannot serve more than six consecutive years on the Board of Directors unless elected as President-Elect.

Explanation: To ensure a variety of perspectives and expand NGAT's base of contacts within TXNG. Also helps prevent concentration of power among a small group of entrenched directors.

ITEM #25

Article IX, Section 10:

Current: VACANCIES. Any vacancy in any office shall be filled by vote of the Board of Directors.

Proposed: REMOVAL. The Board of Directors, in its discretion, by a two-thirds vote of all its members, may remove any Director from office for cause.

Explanation: Section 11 REMOVAL now becomes Section 10 because of having to renumber sections due to deleting RESERVE DIRECTORS.

ITEM #26

Article IX, Section 11:

Current: REMOVAL. The Board of Directors, in its discretion, by a two-thirds vote of all its members, may remove any Director from office for cause.

Proposed: Delete this entire section.

Explanation: REMOVAL is now Section 10.

ITEM #27

Article XII, Section 1:

Current: STANDING COMMITTEES. The President shall appoint the Chairman and members of the following standing committees:

Proposed: STANDING COMMITTEES. The President shall appoint the Chair of the following standing committees:

Explanation:

Clarifies President shall appoint the Chair only to committees.

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ITEM #28

Article XII, Section 1(d):

Current: **MILITARY AFFAIRS COMMITTEE** shall be a liaison between the Association and the Texas Military Forces. It shall advise the Association on all pertinent matters with respect to morale, retention, recruiting and membership so that the Association can properly administer the needs of the Texas Military Forces. The Military Affairs Committee shall at a minimum have a representative from the Army, Air, State Guard and retirees on the committee.

Proposed: **NOMINATING COMMITTEE** shall consist of six members, three **Directors** selected by the **Executive Committee** and three members from the Advisory Council. It shall nominate to the Annual Meeting a candidate for President-Elect of the association.

Explanation: Deleted MILITARY AFFAIRS COMMITTEE because it is not a functioning standing committee and does not operate as outlined in the current bylaws. Re-lettering Section 1(e) NOMINATING COMMITTEE and amending to clarify the makeup of the Nominations Committee and that the committee does not have the responsibility to nominate Regional Directors.

ITEM #29

Article XII, Section 1(e):

Current: **NOMINATING COMMITTEE** shall consist of six members, three selected by the Board of Directors and three selected by the Advisory Council. It shall nominate to the Annual Meeting a candidate for President-Elect of the association and make nominations for Regional Directors to individual regions.

Proposed: **Delete entire section.**

Explanation: NOMINATING COMMITTEE is now Section 1(d).

ITEM #30

Article XII, Section 2:

Current: **OTHER COMMITTEES.** There shall be such other committees of the Association as may be prescribed by the Board of Directors, who shall also prescribe their duties and composition. Committee members shall be appointed by the President.

Proposed: **OTHER COMMITTEES/TASK FORCES.** There shall be such other committees **and/or task forces** of the Association **formed as necessary** by the Board of Directors, who shall also prescribe their duties and composition. **Chairs** shall be appointed by the President.

Explanation: Establishes rule for standing up other committees and/or task forces and that the President appoints the Chairs of each.

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ITEM #31

Article XII, Section 3:

Current: **TASK FORCES.** The President or the Board may establish Task Forces whose authority is limited to that of advising the Board of Directors. The President may designate Task Force Chairs.

Proposed: Delete entire section.

Explanation: Task forces explanation included in previous paragraph.

ITEM #32

Article XIV, Section 4:

Current: Blank.

Proposed: **No Benefits.** No part of the cash or assets of the Association shall inure to the benefit of any current or former officer or director, or any current or former staff member.

Explanation: This provision is required by IRS.

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ITEM #33

Article XV:

Section 1:

Current: This Association shall have a seal which shall be circular in form, the name of the Association shall be inscribed in circle, and it shall have a five-pointed star.

Proposed: ACQUISITION. The requirement for real property and its use will be established by the Board of Directors. A **task force**, appointed by the President, will screen prospective property and make a recommendation to the Board of Directors for acquisition of a specific parcel or parcels of property. The decision to purchase a specific parcel or parcels of real property shall be the decision of the Board of Directors. Title to real property shall be vested in the Association. The President or the Executive Director of the Association shall be the only **members** of the Association empowered to execute all conveyances, contracts, mortgages, leases, notes and all other legal documents incident to ownership of real property. All such legal documents shall be attested by the Secretary.

Explanation: Delete the Association having a seal because Texas does not require a corporate seal. Renumbering Article XVI Section 1 ACQUISITION and amended to clarify a task force will be appointed by the President. No attestation or seal needed.

Section 2:

Current: BLANK.

Proposed: USE. Real property acquired by the Association, along with its improvements, easements, and appurtenances shall be used only in the manner indicated by the Board of Directors when the requirement for real property was established, or, as may subsequently be changed by the Board of Directors. Responsibility for the day-to-day management of real property acquired by the Association shall be vested in the Executive Director.

Explanation: Renumbering ARTICLE XVI Section 2 due to deletion of Article XV SEAL.

Section 3:

Current: BLANK.

Proposed: DISPOSITION. The Board of Directors shall determine the necessity for the Association to divest itself of any parcel or parcels of real property. A property disposal **task force**, appointed by the President, shall determine the fair market value of the property and make recommendations for the manner of disposal to the **Board of Directors**. The Executive Committee shall be empowered to conclude the disposition procedure **as determined by the Board of Directors** with the President or Executive Director empowered to execute any document or legal instrument required to consummate disposition of the real property. Said documents shall be attested by the Treasurer.

Explanation: Renumbering ARTICLE XVI Section 3 due to deletion of Article XV SEAL and amending to clarify who determines fair market value and make recommendations to Board of Directors. No attestation or seal needed.

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ITEM #34

Article XVI:

Section 1:

Current: ACQUISITION. The requirement for real property and its use will be established by the Board of Directors. A selection committee, appointed by the President, will screen prospective property and make a recommendation to the Board of Directors for acquisition of a specific parcel or parcels of property. The decision to purchase a specific parcel or parcels of real property shall be the decision of the Board of Directors. Title to real property shall be vested in the Association. The President or the Executive Director of the Association shall be the only officers of the Association empowered to execute all conveyances, contracts, mortgages, leases, notes and all other legal documents incident to ownership of real property. All such legal documents shall be attested by the Secretary-Treasurer and shall bear the Seal of the Association.

Proposed: The Association shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

Explanation: ACQUISITION, USE AND DISPOSITION OF REAL PROPERTY is now ARTICLE XV. Changing this ARTICLE to add INDEMNIFICATION to minimize potential personal liability for actions of board members taken in their capacity as directors and officers.

Section 2:

Current: USE. Real property acquired by the Association, along with its improvements, easements, and appurtenances shall be used only in the manner indicated by the Board of Directors when the requirement for real property was established, or, as may subsequently be changed by the Board of Directors. Responsibility for the day-to-day management of real property acquired by the Association shall be vested in the Executive Director.

Proposed: The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

Explanation: ACQUISITION, USE AND DISPOSITION OF REAL PROPERTY is now ARTICLE XV. Changing this ARTICLE to add INDEMNIFICATION to minimize potential personal liability for actions of board members taken in their capacity as directors and officers.

Section 3:

Current: DISPOSITION. The Board of Directors shall determine the necessity for the Association to divest itself of any parcel or parcels of real property. A property disposal committee, appointed by the

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President, shall determine the fair market value of the property and make recommendations for the manner of disposal to the Executive Committee. The Executive Committee shall be empowered to conclude the disposition procedure with the President or Executive Director empowered to execute any document or legal instrument required to consummate disposition of the real property. Said documents shall be attested by the Secretary-Treasurer. The Seal of the Association shall be affixed to such documents.

Proposed: No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

Explanation: ACQUISITION, USE AND DISPOSITION OF REAL PROPERTY is now ARTICLE XV. Changing this ARTICLE to add INDEMNIFICATION to minimize potential personal liability for actions of board members taken in their capacity as directors and officers.

Section 4:

Current: Blank.

Proposed: This Article constitutes a contract between the corporation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

Explanation: Added to minimize potential personal liability for actions of board members taken in their capacity as directors and officers.

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ITEM #35

Article XVII, Section 1:

Current: These Bylaws may be altered, amended, or repealed and new provisions may be adopted (i) at any meeting of the Association, provided that written notice of the proposed change(s) shall have been given to the members at least 30 days prior to the meeting, or (ii) by three-fourths of the entire Board of Directors, provided that written notice shall have been given to the Board of Directors and the Advisory Council at least 30 days prior to the Board meeting at which such change(s) are proposed to be acted upon, and provided that the Board of Directors shall not have received written notice at least two business days prior to the Board meeting at which such change(s) are proposed to be acted upon from ten (10) or more members of the Advisory Council that they object to the proposed change(s). If the Board of Directors shall have received such written notice from ten (10) or more members of the Advisory Council, the proposed changes may only be adopted at a meeting of the Association. Nothing herein shall prevent a member of the Association from laying before the membership at any meeting an amendment that thereafter may be considered at the next Board of Directors meeting or meeting of the Association.

Proposed: Upon the dissolution of the Corporation and after the payment or the provision for payment of all the liabilities of the Corporation, the Board of Directors will dispose of all assets of the Corporation exclusively for the purposes of the Corporation or to organizations that are then qualified as tax-exempt organizations under section 501 (c)(3) of the Internal Revenue Code. Any assets not so disposed of will be disposed of by a court of jurisdiction in the county in which the principle office of the Corporation is located.

Explanation: AMENDMENTS will be renumbered to add DISSOLUTIONS which is a provision required by the IRS.

ITEM #36

Article XVIII, Section 1:

Current: Blank.

Proposed: These Bylaws may be altered, amended, or repealed and new provisions may be adopted (i) at any meeting of the Association, provided that written notice of the proposed change(s) shall have been given to the members at least 30 days prior to the meeting, or (ii) by three-fourths of the entire Board of Directors, provided that written notice shall have been given to the Board of Directors and the Advisory Council at least 30 days prior to the Board meeting at which such change(s) are proposed to be acted upon, and provided that the Board of Directors shall not have received written notice at least two business days prior to the Board meeting at which such change(s) are proposed to be acted upon from ten (10) or more members of the Advisory Council that they object to the proposed change(s). If the Board of Directors shall have received such written notice from ten (10) or more members of the Advisory Council, the proposed changes may only be adopted at a meeting of the Association. Nothing herein shall prevent a member of the Association from laying before the membership at any meeting an amendment that thereafter may be considered at the next Board of Directors meeting or meeting of the Association.

Explanation: Renumbering AMENDMENTS do to previous changes.