

***ASSOCIATION BY-LAWS***  
(Contains changes through April 2018)

ORGANIZED 1951

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ARTICLE I.	Title

The association shall be known as the **WISCONSIN NATIONAL GUARD ASSOCIATION, INCORPORATED**. The appropriate abbreviation is WINGA, Inc. Wherever the term "Association" appears in these by-laws, it means the Wisconsin National Guard Association, Incorporated.

ARTICLE II. Aims and Objectives

- (1) To contribute its full resources and capabilities to advancing the security of the United States.
- (2) To support a military posture which will maintain national interests in the wide variety of situations which may threaten the security of the United States.
- (3) To support a national military policy that will promote stability and peace throughout the world.
- (4) To inform the American people of the fundamental facts and factors pertaining to national security.
- (5) To support the Total Force - actively pursuing training with the Active and Reserve Components, to provide a fuller understanding of each force's capabilities, thereby ensuring success in battle.
- (6) To foster public understanding and support of the Armed Forces.
- (7) To assist in informing Association members and the public of the development of the Armed Forces, and to keep them abreast of new accomplishments.
- (8) To promote and perpetuate those traditions that contribute to esprit de corps and superior performance of duty.
- (9) To preserve and foster the spirit of fellowship among former, present, and future members of the Association, and to provide an organization through which they may unite in bonds of comradeship.
- (10) To commemorate the memory for those who gave their lives in the service of their country.
- (11) To sustain continued harmonious coordination between our Association and the Wisconsin National Guard Enlisted Association, to the betterment of the entire Wisconsin National Guard.
- (12) The Association shall establish such instrumentalities as are necessary to carry out the foregoing aims and objectives.

ARTICLE III. Membership

**Section 1. Classes.** There shall be the following classes of members: Active, Associate, Retired, and Honorary.

**Section 2. Active Membership.** Active membership in the Association shall be extended to all officers and warrant officers who are assigned to duty with the Wisconsin National Guard and are members of good standing of the National Guard Association of the United States. Upon payment of annual dues, such

members shall have the right to vote upon all matters brought before the general assembly and to hold any office in the Association.

**Section 3. Associate Membership.**

(1) Upon approval by the Board of Directors or the Executive Committee, any officer or warrant officer who served at any time in any unit of the Wisconsin National Guard (Army or Air), and who is now on the Inactive List, on active duty, or a member of any Reserve Component, may be admitted as an Associate Member. Such members shall have all the privileges of Active Members except those of voting and holding office.

(2) Enlisted personnel shall be considered Associate Members for the purpose of participation in the benefits of the insurance program only. Enlisted personnel are exempt from all dues and assessments.

(3) Any officer, warrant officer, or enlisted person who separates from the Wisconsin National Guard (Army or Air) with less than 20 years of satisfactory service in the Armed Forces of the United States shall be considered an Associate Member for the purpose of participation in the benefits of the insurance program only, and will be exempt from all dues and assessments.

**Section 4. Retired Membership.** Any retired officer or warrant officer who has served in the Wisconsin National Guard as an officer or warrant officer, and who has accrued 20 or more years of satisfactory service in the Armed Forces of the United States, shall enjoy full membership eligibility.

**Section 5. Honorary Membership.** The Board of Directors may, by majority vote, confer honorary membership upon:

(1) The Governor of a State, or

(2) A person who has rendered outstanding service to the United States or any political subdivision thereof, the Army National Guard or any element thereof, or the Air National Guard or any element thereof. Such Honorary Members shall have all the privileges of Active Members except those of voting and holding office.

**Section 6. Dues.**

(1) Annually, the President will determine and present to the Board of Directors, at a regularly scheduled meeting, the WINGA, Inc. dues structure. Two-thirds of board members present must vote annually to approve the proposed dues structure.”

(2) Active Life or Active Annual memberships for active members may be purchased through the Executive Directors office. Current year annual membership dues cannot be applied toward active life membership. Quarterly installments for life memberships are accepted as an alternative to a lump sum payment.

(3) Complementary First-Year Membership. A complimentary first-year membership in the Wisconsin National Guard Association (WINGA) and in the National Guard Association (NGAUS) will be afforded to any officer or warrant officer initially appointed in the Wisconsin National Guard on or after 1 July 1986. Officers appointed from warrant officer status, and vice versa, are ineligible. Officers and warrant officers transferring from other states who are current members of NGAUS will only be granted the WINGA membership.

ARTICLE IV. Board of Directors

**Section 1. Composition.** The Board of Directors shall consist of the President, the Vice Presidents, the Executive Director, Secretary and the Treasurer, together with the Directors elected from the unit groups. The President shall be the presiding officer of the Board. The Executive Director of the Association shall be the Recorder, but will have no vote. Five members shall constitute a quorum.

**Section 2. Unit Groups.** Unit groups are listed in Annex 2. For the purpose of electing Directors, each unit group shall elect the number of Directors as authorized (*current basis is one director per 100 officer members or major fraction thereof assigned to each group or one director per 100 officers authorized by Unit Manning Roster (UMR) for unit groups maintaining above 90% membership in WINGA of its officers assigned to that unit group, whichever is greater, with the exception of the Retired, Warrant and Company Grade officer Directors*). Each Director shall hold office for three (3) years with term beginning at the close of the business session of the Association annual conference in the year in which elected.

**Section 3. Time and Manner of Election.**

(1) Directors (with the exception of Retired and Company Grade, *and Warrant Officer* Directors) shall be elected from their unit group for terms of three (3) years at a meeting called for that purpose by the senior officer member of each group. The senior officer may determine to call for a vote by ballots to all

members in good standing in the group. Not less than ten (10) days before the Association annual meeting, the senior officer member of the group shall certify the result of the election to the Executive Director. Newly-elected Directors will take office at the close of the business session of the Association annual conference in the year in which elected.

a. Retired Directors shall be elected from their unit group for terms of three (3) years at a caucus of the unit group during the Association annual conference. The caucus will appoint a chairperson to conduct the election. That chairperson will notify the Executive Director, in writing, of the results of that election within ten (10) days of said election. Newly-elected Retired Directors will take office on the date of the Association annual conference in the year in which elected.

b. Company Grade Officer Directors shall be elected from their unit group for terms of three (3) years at a caucus of the unit group during the Association annual conference. The caucus will appoint a chairperson to conduct the election. That chairperson will notify the Executive Director, in writing, of the results of that election within ten (10) days of said election. Newly-elected Company Grade Directors will take office on the date of the Association annual conference in the year in which elected.

c. *A Warrant Officer Director shall be elected from their unit group for terms of three (3) years at a caucus of the unit group during the Association annual conference. The caucus will appoint a chairperson to conduct the election. That chairperson will notify the Executive Director, in writing, of the results of that election within ten (10) days of said election. Newly-elected Warrant Officer Director will take office on the date of the Association annual conference in the year in which elected.*

(2) Directors electing to designate an alternate representative on occasions of their absence must submit the name, rank, and unit of the officer so designated to the Executive Director, in writing, prior to the date of meeting. In cases of emergency, notification will be acceptable at the time the meeting convenes.

(3) Director appointments terminated by death, reassignment, or separation from the National Guard shall be filled by a member to be elected by respective unit group for the duration of the unexpired term. Directors reassigned or transferred within the Army or Air National Guard will continue to serve until officially advised of replacement.

**Section 4. Powers.** The Board of Directors shall exercise the regulatory and policy-making powers of the Association, including all powers necessary to the control of the affairs of the Association or incidental thereto, and all powers commonly vested in the Board of Directors of a corporation including the power to fill any vacancies in office not otherwise provided for. It shall recommend to the President any changes to these by-laws deemed advisable. A majority of a quorum may act, and each member shall have one vote. The Directors shall determine the number of delegates to be sent to the National Convention and the allocation thereof among the several units, and provide for financing thereof.

**Section 5. Meetings.** The Directors shall hold a meeting not more than sixty (60) days prior to the general conference, and at such other times as they deem necessary. The Board shall hold at least one meeting at the call of the President between annual conferences for transaction of such business as may come before it. The President shall send notice to all Directors at least seven (7) days prior to any meeting of the Directors, announcing any meeting thereof.

#### ARTICLE V. The Conference

**Section 1. Composition.** The conference of the Association shall consist of such of its members in good standing as shall register at any annual or special meeting.

**Section 2. Meetings.** The conference shall hold an annual meeting and such other special meetings as the Board of Directors shall prescribe. The time and place of such meetings shall be fixed by the Directors, provided that seven (7) days notice of special meetings, including a listing of the particular business to be considered, will be mailed to the membership and no other business shall be discussed.

**Section 3. Powers.** All powers of the Association are vested in conference, except those herein delegated to the Directors.

## ARTICLE VI. Officers

### **Section 1. Officers.**

(1) The officers of the Association shall consist of the President, Vice President (Army), Vice President (Air), Executive Director, Secretary and Treasurer.

(2) The elected Vice President in the alternate service of the President will be designated as Executive Vice President.

**Section 2. Terms.** The Executive Director is hired by the President for a five (5) year term. All other officers shall be elected or re-elected by ballot in the manner prescribed and shall hold office for a period of two (2) years or until their successors are elected and qualified. Newly-elected officers will take office at the close of the business session of the Association annual conference in the year in which elected.

### **Section 3. Duties of Officers.**

**President:** The President shall preside at all conferences of the Association, at all meetings of the Board of Directors, and shall be Chair of the Executive Committee. He or she shall immediately after taking office appoint all standing and special committees of the Association and shall exercise all executive powers to carry out the policies of the Association. He or she shall sign all contracts, deeds, or legal obligations in the name of the Association.

**Executive Vice President:** The Executive Vice President shall perform the duties of the President during the absence of the President and in the event of death, resignation, or removal from office of the President shall become President of the Association. He or she shall serve as the Chair of the Finance Committee, be responsible for the budget process and for coordinating all committee activities.

**Vice President:** The Vice President shall perform the duties of the President and Executive Vice President during the absence of both. Shall be responsible for the administration of the Awards Program.

**Executive Director:** The Executive Director provides full-time support to the Association. He or she shall prepare and maintain proper minutes of all meetings of the Association and the Board of Directors, and shall make an annual report to the Association. He or she shall countersign all contracts, deeds, or other legal obligations of the Association.

**Secretary:** The Secretary shall be the recording officer of the organization responsible for the records of the Association and a member of the Executive Committee. The Secretary shall perform the duties usually performed by the Secretary of an organization and such duties as may be prescribed by the By-Laws or assigned by the President of the Association.

**Treasurer:** The Treasurer shall receive, collect, and disburse all funds of the Association, as authorized by the conference or the Board of Directors. He or she shall keep regular accounts of all sums received and disbursed, and shall notify all members in arrears. Effective 1 Jan 75, the fiscal year for record keeping will be from 1 Jan thru 31 Dec of each year. His or her accounts shall at all reasonable times be open for inspection by any member. He or she shall turn over all funds and accounts to his or her successor upon request and shall subject to mutual accounting, and shall make an annual report to the conference of the financial status of the Association.

**Section 4. How Elected.** With the exception of the Executive Director, who is hired by the President, the officers shall be elected or re-elected by ballot in accordance with the following procedure:

(1) *The nominating committee shall nominate two (2) eligible candidates for each office (President, Vice President - Army, Vice President - Air, Secretary, and Treasurer), ensuring that each nominee acknowledges acceptance of the office if elected.* (See Article III for type of members eligible to hold office.) The chair of the nominating committee will advise the Executive Director no later than forty-five (45) days prior to the annual conference of each election year of the name, rank and organization of the nominees to be placed on the ballot. The chair of the nominating committee will also furnish the Executive Director with a small, glossy, "ID" type picture and brief personal resume of each candidate whose name is to appear on the ballot.

(2) During the business session at the annual conference (Article V), the members in attendance will vote on the Officers nominated via the procedures identified in Article VI, Section 4 (1) of these by-laws using a paper ballot. Members that cannot be in attendance may request an absentee ballot. Absentee ballots must be requested in writing, email or letter, 60 days prior to the first day of the annual conference. The ballot must returned to the Executive director 5 business days prior to the first day of the annual conference. The Executive Director will be responsible for obtaining the prescribed type ballots, and reproduction of photos and personal resumes in a quantity sufficient to adequately provide one ballot per eligible member (see Article III). Ballots will provide ample space for not less

than two (2) candidates for each office and an additional space for a "write-in" candidate. Pertinent instructions governing rules and procedures for ballot voting by mail will be printed on the reverse side of each ballot. (See Annex I, Sample Ballot.)

(3) The Executive Director will authenticate each ballot (initialing in space provided) prior to mailing. Ballots shall be mailed to eligible member's home or designated mailing address no later than thirty (30) days prior to the conference of each election year.

(4) The Executive Director will tally the results of the election and advise the President prior to the conference of the name of each candidate who received a plurality of votes for his or her respective office (the new slate of officers for the ensuing two-year period).

(5) Results of the election will be maintained and available for inspection by the membership, or as directed by the President, for a period of thirty (30) days following the installation of new officers.

#### ARTICLE VII. Executive Committee

**Section 1. Composition.** The Executive Committee shall consist of the President, Vice Presidents, Executive Director (member without vote), Secretary, and the Treasurer.

#### **Section 2. Powers.**

*(1) In the interim between meetings of the Board of Directors, the Executive Committee shall exercise executive and administrative functions to carry out the policies of the Association in the manner prescribed by these by-laws. This includes an annual review of all Association policies, work rules, letters. etc.*

*(2) Shall review all applications for the office of the Executive Director, forwarding their recommendation to the President, who hires the Executive Director in accordance with Article VI. Officers, Section 2, Terms.*

#### ARTICLE VIII. Amendment

#### **Amendment or Repeal of the By-Laws.**

(1) By Members. The members may, at the annual meeting or at a special meeting called for such purpose, amend or repeal these by-laws or adopt new by-laws. Special meetings may be called by a minimum of 25% of the voting members. Special meetings called for the purpose of amending or repealing by-laws must have a minimum of 10% of the voting members in attendance to constitute a quorum. The affirmative vote of at least two-thirds of the votes entitled to be cast by members present is necessary to amend or repeal the by-laws. Written notice setting forth the substance of the proposed action shall be provided to the members via the scheduled newsletter or other method no less than thirty (30) days prior to the meeting date.

(2) By Board of Directors. The Board of Directors may, at any regular or special meeting of the Board, amend or repeal the by-laws, or adopt new by-laws, except that no by-law adopted by the members on or after April 25, 1993 shall be subject to amendment or repeal by the board. The affirmative vote of at least two-thirds of those votes entitled to be cast by the Directors present is necessary to amend or repeal the bylaws. All changes made by the members on or after 25 April 1993 will be written in italics. Written notice setting forth the substance of the proposed action shall be provided to both Directors and members via the scheduled newsletter or other method no less than thirty (30) days prior to the meeting date. Changes may be made to the by-laws without a thirty (30) day notice if it is to correct spelling, or if the intent or meaning is not changed.

#### ARTICLE IX. History of By-Laws and Revisions

These by-laws were adopted at the annual conference held in Green Bay, WI on 29 August 1959, and were revised at the following annual conferences or Board of Directors meetings:

Milwaukee, 1963  
Oconomowoc, 30 Apr 1988  
Madison, 15 Apr 1967  
Wisconsin Dells, 28 Apr 1990  
Oshkosh, 11 May 1968  
La Crosse, 25 Apr 1992  
Wausau, 22 Apr 1972  
Eau Claire, 24 Apr 1993  
Lake Geneva, 27 Apr 1974  
Board Mtg, Madison, 12 Jul 1994  
Milwaukee, 24 Apr 1976  
Madison, 29 Apr 1995  
Green Bay, 23 Apr 1977  
Board Mtg, Madison, 24 Oct 1995  
Cable, 28 Apr 1979  
Board Mtg, Sun Prairie, 8 Dec 1998

Madison, 19 Apr 1980 Merrimac, 29 Apr 2000  
Stevens Point, 25 Apr 1981 Board Mtg, Eau Claire, 27 Apr 2001  
La Crosse, 30 April 1983 Board Mtg, Sun Prairie, 10 Dec 2001  
Madison, 4 May 1985 Board Mtg, Mishicot, 26 Apr 2003  
Wausau, 26 Apr 1986 Board Mtg, Madison, 5 Aug 2015  
Madison, 13 Dec 2017 Board Mtg, Eau Claire, 28 April 2018

#### ARTICLE X. Committees

**Section 1. Policy.** The President shall appoint the committees specified in Sections 2 thru 11 no later than 1 July of each year, and such other committees as he or she may deem appropriate.

(1) Each committee shall be comprised of no less than three (3) members.

(2) Appointments to each committee will include representation from both the Army and Air National Guard, and Enlisted Association members as required.

(3) Appointments and reappointments will normally be for a period of three (3) years; however, appointments for more or less than three (3) years may be made.

**Section 2. Credentials.** A committee which shall pass upon the qualifications of all members presenting themselves at any conference and shall determine their eligibility to vote. The committee shall render a report to the annual conference and at such other times as may be directed by the President.

**Section 3. Resolutions.** A committee which shall render a report of recommendations to the annual conference and at such other times as may be directed by the President.

**Section 4. Nominations.** A committee which shall carry out the direction of Article VI, Section 4, para (1).

**Section 5. Legislation.** A committee formed with equal representation from the Wisconsin National Guard Enlisted Association, which shall diligently pursue all legislative matters of concern to the Association. The committee shall operate in coordination with the Executive Directors of both Associations and in keeping with the WINGA/WINGEA Legislative Action Plan. The committee shall further advise the President, on a quarterly basis (first day of each quarter - 1 January, 1 April, etc.) as to progress or action taken concerning disposition of all legislative matters, pending or otherwise.

**Section 6. Finance.** *The finance committee shall render an annual report; or at other times as directed by the President.*

**Section 7. By-Laws.** A committee which shall be prepared to amend or revise the by-laws as directed by the President (see Article VIII).

**Section 8. Communications.** A committee which shall keep the membership and general public informed relative to activities concerning the Association.

**Section 9. Awards, Gifts, and Grants.** A committee appointed to evaluate requests for funds to support the common good of the Wisconsin National Guard. The committee shall render an annual report to the conference and as otherwise directed by the President.

**Section 10. Insurance.** A committee which shall make recommendations to the Board of Directors regarding Association-sponsored insurance programs and make appropriate reports. Membership of this committee will include the State Insurance Administrator, who will serve without vote and shall not be the Chair. The State Insurance Administrator is hired by the President.

**Section 11. State Conference Arrangements.** The President shall appoint a general chair for conference arrangements, who will select several co-chairs and sub-committees to adequately satisfy all arrangements necessary to ensure a successful conference. The general chair will coordinate all planning as required with the President and Association officers concerned. Final planning for all conference arrangements will be presented to the Executive Committee or Board of Directors, as determined appropriate by the President.

**Section 12. Corporate Relations.** *A committee appointed to develop and maintain relationships with corporations aligned with the association's current and future priorities and oversee the corporate sponsorship program, partners in Patriotism. Provide reports as necessary.*

ARTICLE XI. Order of Business

**(Parliamentary Authority)**

The conference and the Directors shall conduct their business in accordance with "Robert's Rules of Order."

ATTEST

I certify that the foregoing by-laws include all changes through 28 April 2018 and are a true copy of the by-laws of the Wisconsin National Guard Association, Inc. as contained in the minutes and files of said Association.

////////SIGNED////////

MICHAEL J. WILLIAMS  
EXECUTIVE DIRECTOR  
COL (Ret), ARNG

ANNEX 1. Sample Ballot

ELECTION OF OFFICERS

**(For Term Beginning \_\_\_\_\_)**

OFFICIAL BALLOT - WI National Guard Association

VOTING INFORMATION \_\_\_\_\_

- 1. FOR PRESIDENT: (Vote for One) \_\_\_\_\_ (Vote for One) \_\_\_\_\_
- 2. FOR VICE PRES. - ARMY: (Vote for One) \_\_\_\_\_ (Vote for One) \_\_\_\_\_
- 3. FOR VICE PRES. - AIR: (Vote for One) \_\_\_\_\_ (Vote for One) \_\_\_\_\_
- 4. FOR TREASURER: (Vote for One) \_\_\_\_\_ (Vote for One) \_\_\_\_\_
- 5. FOR SECRETARY: (Vote for One) \_\_\_\_\_ (Vote for One) \_\_\_\_\_
- 6. WRITE INS: (Vote for One) \_\_\_\_\_ (Vote for One) \_\_\_\_\_

Executive Director  
 WINGA, Inc.  
 2400 Wright St, Room 208  
 Madison, WI 53704-2572

ANNEX 1. Sample Ballot (Reverse)

GENERAL INFORMATION

The procedure of voting by ballot, by mail (absentee only), and the changes in tenure of office from one (1) to two (2) years were unanimously agreed upon and passed by the Wisconsin National Guard Association Conference held at Madison, WI on 15 April 1967. Please note the additional space for a "write-in" candidate if you so choose. Indicate your choice of candidates and mail (absentee only) promptly. Remember, ballots received after \_\_\_\_\_ will not be counted!

The nomination committee submits these candidates for your consideration with the understanding from each candidate that if elected he/she will accept the appointment for a period of two (2) years.



ANNEX 2. Unit Groups

UNIT GROUPS (includes organic and attached units)	NUMBER OF DIRECTORS	THREE (3) YEAR TERMS BEGIN		
		2016	2017	2018
<b>JFHQ</b>	<b>2</b>		<b>X</b>	<b>X</b>
<b>64<sup>th</sup> Troop Command</b>	<b>2</b>	<b>X</b>		<b>X</b>
<b>32<sup>nd</sup> Inf Bde Combat Team</b>	<b>3</b>	<b>X</b>	<b>X</b>	<b>X</b>
<b>157<sup>th</sup> MEB</b>	<b>2</b>		<b>X</b>	<b>X</b>
<b>WI Air National Guard</b>	<b>3</b>	<b>X</b>	<b>X</b>	<b>X</b>
<b>Retired Officers - Army</b>	<b>1</b>	<b>X</b>		<b>X</b>
<b>Retired Officers - Air</b>	<b>1</b>		<b>X</b>	
<b>Retired Officers – At Large</b>	<b>1</b>			
<b>Company Grade Officers - Army</b>	<b>1</b>		<b>X</b>	
<b>Company Grade Officers - Air</b>	<b>1</b>			<b>X</b>
<b>Warrant Officers</b>	<b>1</b>		<b>X</b>	
<b>Total Number of Directors</b>	<b>18</b>	<b>4</b>	<b>7</b>	<b>7</b>

\*JFHQ-Army is a composite Unit Group representing members assigned to the JFHQ Headquarters Detachment, the Recruiting and retention Battalion, the 426<sup>th</sup> Regiment, and all other WIARNG subordinate elements/units not represented by a Unit Group listed above.