

BYLAWS
OF THE
ENLISTED ASSOCIATION
OF THE
NATIONAL GUARD OF TENNESSEE

Amended: 14 APRIL 2019

Bylaws of the
Enlisted Association of the National Guard of Tennessee

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BYLAWS OF THE
ENLISTED ASSOCIATION OF THE NATIONAL GUARD OF TENNESSEE

ARTICLE I - NAME

The name of this association shall be THE ENLISTED ASSOCIATION OF THE NATIONAL GUARD OF TENNESSEE.

- A. The shortened version of the name shall be EANGTN.
- B. In other portions of this constitution, the organization shall be referred to as the Association.

ARTICLE II - PURPOSE

SECTION 1. PURPOSE

The purpose of this Association is to organize all enlisted persons in pay grades E-1 through E-9 to work together in unison for the purpose of advancing the standing, prestige, and social welfare of the Tennessee National Guard to improve the position and status of the enlisted members in their relationship with the civilian community, as well as, in a military environment.

SECTION 2. LEGISLATION

This Association may engage in attempts to promote legislation to obtain its purposes.

SECTION 3. NON-PROFIT

This Association shall be a non-profit organization.

SECTION 4. POLITICS

This Association shall not participate in a political campaign on behalf of, or in opposition of a candidate for public office.

ARTICLE III - OFFICERS

SECTION 1. DUTIES AND POWERS

- A. President
 - 1. The President is:
 - a) The presiding officer of each General and Special Conference of the Association.
 - b) A member of the Executive Council and Chairman thereof.
 - 2. The President shall:
 - a) Direct affairs of the Association in accordance with the policies adopted in General or Special Conference of the Association.
 - b) Convene the Executive Council as required.

- c) Appoint a Chairperson for each Committee, subject to the Bylaws of the Association.
- d) Issue and call for a General Conference, and when directed to do so by the Executive Council, issue and call for a Special Conference of the Association and make the necessary arrangements for said Conference.
- e) With the approval of the Executive Council, direct the operation of the employees and headquarters of the Association.
- f) Render an Annual Report to the members of the Association.
- g) Prepare annually and present to the Finance Committee, a proposed budget, consisting of an itemized statement of estimated revenue and the proposed expenditures of the next fiscal year.
- h) Perform such other duties as are usually performed by a President of an organization and/or as may be prescribed by the Bylaws or assigned by the Executive Council of the Association.

3. The President may:

- a) With the approval of the Executive Council, incur and authorize incidental expenses as may be necessary for the direction and operation of the affairs of the Association, its employees and headquarters office.
- b) Organize the headquarters office of the Association as may be required.
- c) With the approval of the Executive Council, employ such personnel for and on behalf of the Association, as in their judgment are required, including, but not limited to, an Executive Director, Executive Assistant or Assistants, General Counsel, Business Manager and Assistant Treasurer, and retain such other professional counsel, consultants, or advisors as may be required, and prescribe the duties to be performed by other professional counsel, consultants or advisors employed or retained by him in behalf of the Association. Any Executive Director, Executive Assistant or Assistants, Business Manager and Assistant Treasurer employed shall be a member (Active or Associate) of the Association.
- d) With the approval of the Executive Council, confirm the rate of an amount of salary or compensation and allowances to be paid to all employees of the Association and the rate and amount of fee or compensation and allowances to be paid to other professional counsel, consultants, or advisors retained by him, for or in behalf of the Association.
- e) Appoint a Chaplain.
- f) Assign duties to be performed by the Vice Presidents, Secretary, and Treasurer of the Association, which are not inconsistent with the Constitution and Bylaws of the Association or with the usual duties performed by such officers of organizations.

B. Vice President Army and Vice President Air

1. The Vice Presidents are:
 - a) A member of the Executive Council.
 2. The Vice Presidents shall:
 - a) Perform the duties usually performed by the Vice Presidents of an organization and such duties as may be prescribed by the Bylaws of the Association or as assigned by the President of the Association.
 3. In the event of termination, resignation, or removal from office of the President, the Executive Council shall meet within thirty (30) days and elect either the Vice President Army or the Vice President Air to assume the office, title and prerequisites of that office and serve the unexpired portion of tenure in office or until his/her successor is duly elected.
- C. Immediate Past President
1. The Immediate Past President is a member of the Executive Council. Unless elected into an office, under the procedures prescribed in the Constitution and Bylaws of the Association, they may not succeed to any other office of such other officer.
- D. Secretary
1. The Secretary is:
 - a) The recording officer of the Association.
 - b) Responsible for the records of the Association.
 - c) A member of the Executive Council.
- E. Treasurer
1. The Treasurer is:
 - a) The custodian of all funds of the Association.
 - b) A member of the Executive Council.
 2. The Treasurer shall:
 - a) Issue receipts for all funds received by the Association.
 - b) Perform the duties usually performed by the Treasurer of an organization and such other duties as may be prescribed by the Bylaws or assigned by the President of the Association.
 - c) keep, or cause to be kept, an accurate account of all receipts and disbursements of all monies, securities, and other property of the Association.
 - d) Report to the Executive Council on the financial standing of the Association whenever required to do so and render an annual report to the members of the Association.

- e) Create a Scholarship Account in a CD or Money Market for \$5,000.00 that will receive any money earmarked for scholarships. All interest received will accumulate in this account. These monies will not be used for General Funds.
- f) Ensure all needed and requested documentation or information is provided to the President and/or executive council far enough in advance to meet all (IRS) Internal Revenue Service's Tax requirements.

F. Area Directors

- 1. The Area Directors are:
 - a) Members of the Executive Council.
 - b) The principal officer of the Association in his/her Major Command. (Major Commands are defined as: (1) Joint Force Headquarters; (2) 30th Troop Command; (3) 194th Brigade; (4) 230th Sustainment Brigade; (5) 278th Regimental Combat Team; (6) Air - Chattanooga; (7) Air - Knoxville; (8) Air - Memphis; (9) Air - Nashville; and (10) Retirees for Army and Air.) The Area Director will be elected from his/her Area. The director for the Major Command will be known as the Area Director.
- 2. The Area Directors shall:
 - a) Be responsible for maintaining records on membership and recording the status of the same to the chairperson of the Membership Committee.
 - b) Each Area Director will be responsible for accounting and disposition of membership dues in accordance with provision of these Bylaws.
 - c) Be elected biannually by caucus during the last day of the General Conference for a term of two (2) years. When the caucus fails to elect an Army and Air Area Director, the President of the Association shall appoint one.
 - d) The Area Directors shall vote in the Executive Council in accordance with majority vote of the Unit Delegates within his/her respective area.
- 3. The Area Directors may appoint such other assistants or committees, as he/she deems necessary for the proper operation of that area.

G. Chairperson of the Standing Committees.

- 1. Awards, Bylaws, Corporate Sponsorship, Finance, Information Technology (IT), Junior Enlisted (1 Air and 1 Army), Legislative, Membership, Merchandising, Publications/Public Relations, and Scholarships Committee Chairpersons shall be members of the Executive Council.
- 2. The Chairperson shall present reports to the Executive Council when required.

H. Chairpersons of Temporary Committees shall not serve on the Executive Council by virtue of their appointment.

I. Unit Delegates.

1. Each unit will be authorized a Unit Delegate from members of the Association within their unit.
2. Upon roll call of units at the General Conference, the Unit Delegate will, when his/her unit is called, stand and announce his/her name as Unit Delegate for his/her unit. After the Credentials Committee has determined that the delegate is a member in good standing of the Association, he/she will then be seated as a voting member of the Conference.
3. The Unit Delegate shall represent his/her unit at all Area and State meetings, conventions or conferences.
4. The Unit Delegate shall represent his/her unit in accordance with the majority vote of their members.
5. In the event the Unit Delegate and or Alternate Delegate cannot attend the General Conference/Convention, due to Unit IDT, ADSW/ADT, AT, or TDY Training, the unit will inform the Credentials and Rules Committee in writing that the Area Director has proxy voting power for their unit. An informational copy of this letter will be forwarded to the Area Director and Credentials Committee thirty-days (30) prior to the General Conference.

SECTION 2. ELECTIONS

A. Prerequisites of elected officers of the Association:

1. **ACTIVE NATIONAL GUARD PERSONNEL:** Any enlisted member of the Tennessee National Guard is eligible to seek an elected office of the Association who meets the following requirements:
 - a) Presently holding a current membership card in the Association.
 - b) Be a member of a federally recognized unit of the Tennessee National Guard.
 - c) Must be attending training assemblies as scheduled by the unit to which assigned and/or attached.
2. **RETIRED PERSONNEL:** Any retired enlisted member of the Association who meets the following requirements is eligible to seek an elected office of the Association:
 - a) Presently holding a current membership card in the Association.
 - b) Must have been an active enlisted member of the Tennessee National Guard.
 - c) Must reside within the normal established commuting distance (50 miles) of the borders of this great state.

B. Officers of the Association will be elected as follows:

1. **PRESIDENT** and **TREASURER** will be elected on even years.
2. **VICE PRESIDENTS** and **SECRETARY** will be elected on odd years.

3. The President of the Association will not serve more than two (2) consecutive terms in office.
 4. In the event that a nominee for an office of the Association fails to receive a majority, the succeeding votes shall be taken on the two (2) nominees who receive the highest number of votes on the first ballot.
- C. The Area Directors shall be elected as indicated in Article III, Section 1, sub-section F, paragraph 2 (c).

SECTION 3. TENURE

- A. The President, Vice Presidents, Secretary, Treasurer, and Area Directors of the Association shall be installed in office on the last day of the General Conference by which they are elected.
- B. Unless terminated or removed from office as provided for in the Bylaws, the President, Vice Presidents, Secretary, Treasurer, and Area Directors of the Association shall hold office for the elected term or until a successor is duly elected or appointed.
- C. The Immediate Past President:
1. Shall be installed in office on the day a successor to the office of President should have been elected and installed in that office.
 2. Shall hold office, until a successor to that office is installed.

SECTION 4. TERMINATION OF TENURE

- A. Tenure in office is terminated by:
1. Death.
 2. When an elected officer fails to maintain the requirements of Article III, Section 2, subsection A, paragraph 1 (a) and/or sub-section A, paragraph 2, they will be removed from the office immediately.
 3. Resignation, which shall be rendered to the Executive Council of the Association.
 4. Removal, as prescribed in sub-section B of this section.
- B. An officer may be removed from office by two-thirds (2/3) vote of the Executive Council for the following reasons:
1. When it is determined that an officer is unable to fulfill the duties of that office due to physical or mental disability.
 2. For inefficiency.
 3. For conduct detrimental to the Association or other sufficient cause.

ARTICLE IV - EXECUTIVE COUNCIL

SECTION 1. DUTIES AND POWERS

- A. The Executive Council shall:

1. Act as the governing body of the Association in accordance with the policies adopted in General or Special Conference of the Association.
2. Establish the facilities and related criteria for a General Conference and solicit invitations for the time and place of such conference.
3. Fix the time and place for a General Conference when:
 - a) A General Conference is unable, for any reason, to select the time and place for the succeeding General Conference.
 - b) A General Conference cannot, for any reason, be convened at the time and place fixed.
4. In the event of a vacancy in the office of Vice Presidents, Secretary, or Treasurer of the Association, resulting from termination of tenure, or the assumption of the office of the President by the Vice President Army/Air, by majority vote, appoint a successor to the vacant office to serve the unexpired period of tenure.
5. In the event of a vacancy on the Executive Council, resulting from termination of tenure of a member, other than an officer of the Association elected into office. By a majority vote an Army National Guard or Air National Guard member of the Association, respectively from the appropriate National Guard Branch and Area, shall be appointed to serve the unexpired period of tenure.
6. Review the annual budget for the Association as desired, revise, amend, or modify it as desired, and approve the expenditure of the funds set forth in the budget.
7. Subject to the provision of Article VII, Section 7, paragraph B, of the Bylaws, exercise direction and control over, and provide for the proper care and maintenance of the property of the Association.
8. Convene:
 - a) At the call of the President of the Association.
 - b) Upon written demand, signed by a majority of the members, and communicated to each member of the Executive Council.
 - c) Attending membership of the Executive Council constitutes quorum. If seven (7) or more are present a vote can be taken. This is due to lack of voting council members being present at called meetings.
9. Issue the call for a scheduled General or Special Conference of the Association in the event the President of the Association fails or refuses to do so.
10. Performs such additional duties and exercises such additional powers as are specifically granted in, or required by, the Constitution and Bylaws of the Association.

B. The Executive Council may:

1. Order an audit of the records and finances of the Association by a Certified Public Accountant in addition to the annual audit required by Article VII, Section 4, of the Bylaws.

2. By majority vote, call a Special Conference of the Association, fix the time and place, and direct the President to issue the call for said Conference.
3. Remove from office, any officer of the Association in accordance with Article III, Section 4, of the Bylaws of the Association.
4. Determine whether any officer of the Association is to receive a salary, compensation or allowances in lieu of expenses, and fix the rate, amount or amounts, and time and method of payment.

SECTION 2. ELECTIONS

- A. Officers of the Association, other than the Immediate Past President, are members of the Executive Council by virtue of election to an office of the Association. The Immediate Past President is a member of the Executive Council, as provided by Article III, Section 1, sub-section C. The Chairpersons of the Standing Committees are members as provided by Article III, Section 1, sub-section G, paragraph 1. Only the chairpersons of the Bylaws, Finance, Junior Enlisted (1 Army and 1 Air), Legislative, Membership and Scholarship Committees having voting rights.
- B. The Area Directors shall be elected, one for both Army and Air in each Area of the State on the last day of the General Conference by which they were elected, to the Executive Council elected by the Executive Council.

SECTION 3. TENURE

Termination of tenure shall be provided for in Article III, Section 4, of the Bylaws.

ARTICLE V - WAR OR NATIONAL EMERGENCY

SECTION 1. WHEN ARTICLE INVOKED

- A. This Article may be invoked by majority vote of the Executive Council of the Association in the event of:
 1. War
 2. National Emergency
 - a) Proclaimed by the President of the United States.
 - b) Declared by the Congress of the United States.
- B. This Article, when invoked, shall take precedence over any conflicting provisions of the Constitution and Bylaws of this Association, except as provided for in Article III, Section 4, sub-section B, paragraph 1 of the Bylaws.

SECTION 2. TENURE AND FILLING VACANCIES

On and after the date of invocation of this article:

- A. Subject to the provisions of Articles III and IV of these Bylaws, the tenure in office of each officer of the Association, if so determined by a majority vote of the Executive Council of the Association, extended for the duration of the war or natural emergency, and for six (6)

months thereafter, or until the Executive Council, by majority vote, determines that this Article shall no longer remain in effect.

- B. In the event of a vacancy on the Executive Council, other than an Officer of the Association, the Executive Council shall elect by majority vote, a member of the Association, to serve the unexpired time of tenure.
- C. In the event of a vacancy on the office of the President of the Association, and there is, at that time, no Vice President of the Association to succeed, the Executive Council shall elect to the office of President, by majority vote, a member of the Association.
- D. In the event of a vacancy in the office of Vice President, Secretary or Treasurer of the Association, the Executive Council shall elect to the office by majority vote, a member of the Association.
- E. The Executive Council may suspend the operation of any provision of Article VII and/or Article IX, of the Constitution, by majority vote.

ARTICLE VI - COMMITTEES

SECTION 1. STANDING COMMITTEES

- A. Awards Committee
 - 1. The Awards Committee shall consist of a Chairperson who shall be appointed by the President of the Association. The Awards Committee shall consist of that number of members of the Association appointed by the Chairperson.
 - 2. The Awards Committee shall:
 - a) Set up an awards program to recognize units, Corporate Sponsors, and any internal or external member or organization that contributes to the wellbeing of the Association.
 - b) Work to find the best and most cost effective vendor for the awards.
- B. Bylaws Committee
 - 1. The Bylaws Committee shall consist of a Chairperson who shall be appointed by the President of the Association. The Bylaws Committee shall consist of that number of members of the Association appointed by the Chairperson.
 - 2. The Bylaws Committee shall:
 - a) Study the Constitution and Bylaws of the Association with a view of their improvement, draft proposed amendments, submit them to the Executive Council of the Association for approval or rejection, and report to the Association for adoption, those that are approved by the Executive Council.
 - b) Study proposed amendments submitted by an area or a member of the Association and render a report to the Association with such recommendations concerning the proposed amendments the committee may see fit.

- c) The Chairperson shall serve as Parliamentarian during General Conference, Special Conferences, and Executive Council meetings.

C. Corporate Sponsorship Committee

- 1. The Corporate Sponsorship Committee shall consist of a Chairperson who shall be appointed by the President of the Association. The Corporate Sponsorship Committee shall consist of that number of members of the Association appointed by the Chairperson.
- 2. The Corporate Sponsorship Committee shall:
 - a) Contact possible businesses and universities about becoming an EANGTN Corporate Sponsorship Member at different levels.
 - b) Assist EANGTN Corporate Sponsors in getting their business or university information out and available to the EANGTN members.

D. Finance Committee

- 1. The Finance Committee shall consist of five members and a Chairperson. The committee shall be appointed by the President to serve at his pleasure for a period of two (2) years.
- 2. The committee on Finance shall:
 - a) Receive from the President a proposed budget, consider it and make their recommendations to the Executive council for financial action.
 - b) Make a semi-annual study and make a report to the Executive Council.
 - c) Monitor the expenditures of the Association and bring to the attention of the Executive Council any areas where the budget is in danger of being over extended.
 - d) Prepare an annual audit of the Association for approval of the Executive Council and for presentation to the General Conference.

E. Information Technology (IT) Committee

- 1. The Information Technology (IT) Committee shall consist of a Chairperson who shall be appointed by the President of the Association. The Information Technology Committee shall consist of that number of members of the Association appointed by the Chairperson.
- 2. The Information Technology Committee shall:
 - a) Assist with any internal or external IT needs that will enhance the Association and members needs to include modification and updates to social media sites, EANGTN website inputs and suggestions, email capabilities, and any computer related inputs.

F. Junior Enlisted Committee

- 1. The Junior Enlisted Committee shall have two (2) chairpersons, one (1) Air and one (1) Army with the rank of E-6 or below. One (1) Junior Enlisted Chairman shall be

appointed by the Vice President Air and one (1) Junior Enlisted Chairman shall be appointed by the Vice President Army. The Junior Enlisted Committee shall consist of that number of members of the Association appointed by the Chairpersons.

2. The Junior Enlisted Committee shall:
 - a) Work with the respective Air and Army Vice Presidents.
 - b) Advise and recommend to the Executive Council policies that will increase the efficiency and promote the welfare of the Junior Enlisted.
 - c) Promote a general understanding between Junior Enlisted personnel of the Air and Army National Guard.

G. Legislation Committee

1. The Legislation Committee shall consist of a Chairperson who shall be appointed by the President of the Association. The Legislation Committee shall consist of that number of members of the Association appointed by the Chairperson.
2. The Legislation/Resolutions Committee shall:
 - a) Prepare, request the introduction of, and support legislation required to implement the policies of the Association.
 - b) Provide Congressional Committees and members of Congress with information regarding national security of the Army and Air National Guard of the United States.
 - c) Monitor and oppose legislation detrimental to the purpose of the Association.
 - d) Develop and recommend to the Executive Council, the legislative policy of the Association.
 - e) Consider each resolution submitted, put in proper form, and recommend to the General Conference for:
 - 1 Adoption
 - 2 Rejection

H. Membership Committee

1. The Membership Committee shall consist of a Chairperson who shall be appointed by the President of the Association. The Membership Committee shall consist of that number of members of the Association appointed by the Chairperson.
2. The Membership Committee shall:
 - a) Develop and recommend to the Executive Council, membership policies of the Association.
 - b) Recommend actions to the Executive Council, of a goal of attaining membership in the Association of one hundred (100%) percent.

I. Merchandising Committee

1. The Merchandising Committee shall consist of a Chairperson who shall be appointed by the President of the Association. The Merchandising Committee shall consist of that number of members of the Association appointed by the Chairperson.
2. The Merchandising Committee shall:
 - a) Set up a merchandising program within the state to sell articles pertinent to the Association and coordinate with the National Merchandising Chairperson.

J. Publications and Public Relations Committee

1. The Publications and Public Relations Committee shall consist of a Chairperson who shall be appointed by the President of the Association. The Publications and Public Relations Committee shall consist of that number of members of the Association appointed by the Chairperson.
2. The Publications and Public Relations Committee shall:
 - a) Develop and recommend to the Executive Council policies that will promote the general welfare of the Association through the official publication.
 - b) Develop and recommend to the Executive Council, policies that shall establish and maintain goodwill with agencies of the Federal Government, the state and local government, and the public.
 - c) Study and report to the Executive Council, and make recommendations to correct publicity or conditions adverse to the Association and the purpose of the Association.
3. Perform such other duties in respect to the field of publications and public relations as may be referred to from time to time.

K. Scholarship Committee

1. The Scholarship Committee shall consist of a Chairperson who shall be appointed by the President of the Association. The Scholarship Committee shall consist of that number of members of the Association appointed by the Chairpersons. The Scholarship Committee Chairperson shall work with local colleges and universities to review received applications to determine the most qualified. The same college or university shall not be used continuously.
 - a) The scholarship selection committee can be a panel of college representatives or a balanced committee made up of Army and Air Enlisted National Guard Personnel to include retired enlisted members.
2. The Scholarship Committee shall:
 - a) Collect all scholarship applications and get them to the local college or university selected to review the applications to determine the Scholarship winners for the current year.

SECTION 2. TEMPORARY COMMITTEES

A. Convention Committee

1. The Convention Committee shall consist of that number of members of the Association appointed by the Chairperson to serve at the pleasure of the Chairperson. It shall be the duty of the Convention Committee to plan all activities of the Association at the Annual Convention. All activities planned must be approved by the Executive Council.

B. Credentials and Rules Committee

1. The Credentials and Rules Committee shall consist of no more than five (5) members of the Executive Council of the Association, appointed by the President to serve during a General or Special Conference of the Association, or until discharged by the Conference.
2. The Credentials and Rules Committee shall:
 - a) Subject to an appeal of the General or Special Conference concerned, rule on the credentials of each delegate to a General or Special Conference of the Association.
 - b) Cause each member of the voting body of a General or Special Conference of the Association to be provided with appropriate identification.
 - c) Render a report to each General or Special Conference of the Association consisting of:
 - 1 A list of the members of the voting body.
 - 2 A list of the ex-officio members of the Conference.
 - 3 A recommendation concerning any special rules to be adopted by the Conference concerned.

C. Nomination Committee.

1. The Nomination Committee shall consist of a Chairperson who shall be appointed by the President of the Association. The Nomination Committee shall consist of that number of members of the Association appointed by the Chairperson.
2. Nomination and Election applications are available from the EANGTN office or the eangtn.org website. Any member of EANGTN may submit an application for the position they are interested in.
 - a) Election of officers is covered under Section 2 in the Bylaws of the Enlisted Association of the National Guard of Tennessee.
 - b) Nomination and Election applications from those individuals desiring to run for office and/or reelection should be received no later than one (1) month prior to the Annual General Conference.

- c) Nominations will only be taken from the floor for positions to be voted on for which there have been no nominations previously turned in by the aforementioned deadline.
 - 3. The Nomination Committee shall:
 - a) Convene on the first day of General Conference.
 - b) Prepare a list of nominations, consisting of the names of eligible members of the Association, for each office required to be filled by the General Conference.
 - c) Prepare a list of nominations for any vacancies on the Executive Council required to be filled by the General Conference.
- D. Time and Place Committee.
 - 1. The Time and Place Committee shall consist of a Chairperson who shall be appointed by the President of the Association. The Time and Place Committee shall consist of that number of members of the Association appointed by the Chairperson.
 - 2. The Time and Place Committee shall:
 - a) Receive bids for annual General Conference, determine from those bids which location would be more economically feasible for the association, and make recommendation to Executive Council.

ARTICLE VII - FISCAL

SECTION 1. FISCAL YEAR

The fiscal year will commence 1 January and end 31 December of each year.

SECTION 2. DUES AND MEMBERSHIP

- A. Dues (Active) will be E-1 thru E-6 \$17 and E-7 thru E-9 \$42 annually.
 - 1. When there is an Enlisted Association of the National Guard of the United States (EANGUS) dues adjustment, The Enlisted Association of the National Guard of Tennessee (EANGTN) can automatically adjust its member dues equal to the Enlisted Association of the National Guard of the United States (EANGUS) adjustment.
- B. Life Membership.
 - 1. Life membership may be granted to any active member of this Association.
 - a) State lifetime membership dues -- \$100.00
 - b) National lifetime membership dues – Reference Lifetime membership dues in EANGUS By-Laws
 - 2. Life memberships must be granted at both the State and National levels at the same time. State lifetime or National lifetime memberships may only be paid for separately if the member is already a lifetime member of one and not the other.
- C. Associate Membership and Dues

1. Associate membership in this Association may be granted to persons who are not Enlisted Members of the Tennessee Air National Guard or Tennessee Army National Guard upon payment of their dues. Associate members cannot vote or hold office with the exception of those office positions employed by the President listed in Article III, Section 1, Sub-Section A, Paragraph 3(c).
2. Associate Member dues will be \$24 annually.
3. Life membership may be granted to an Associate Member who shall pay a one (1) time fee of \$150.00.

D. Membership Year.

1. The Membership Year commences on the month and day that a member pays the membership dues and ends on the same month and day of the following year.

SECTION 3. BOND

A. The Executive Council shall require the bonding of:

1. Selected Officers of the Association.
2. The Treasurer.
3. An employee of the Association.

B. The Executive Council may, by majority vote, require the bonding of:

1. A member of the Executive Council; or
2. A member of any Standing or Special Committee.

C. The Executive Council shall authorize the expenditure of funds required to pay the premium of any bonds required by it.

SECTION 4. AUDIT

The Executive Council of the Association shall have an audit prepared by the Finance Committee of the Association and report thereon to the next annual General Conference.

SECTION 5. FUNDS

Funds of the Association shall be:

- A. Deposited in the name of the Association in a bank or banks, or similar institution designated by the Executive Council.
- B. Separated into such accounts as the Executive Council may direct.
- C. Expended, without further authority from the Executive Council, in support of the approved annual budget, as reviewed.
- D. Invest or reinvested in accordance with the purpose of the Association as the Executive Council may direct.
- E. Used to promote the purpose of the Association.

SECTION 6. EXPENDITURES

Bills, claims and expenditures of the Association shall be:

- A. Certified by the President of the Association.
- B. Paid by warrant drawn on the funds of the Association and executed by the following:
 - 1. President
 - 2. Treasurer

SECTION 7. PROPERTY

- A. Personal
 - 1. Held in the name of the Association; and
 - 2. Under and in control and direction of the Executive Council.
- B. Real property acquired by the Association shall be:
 - 1. Subject to the provisions of the Constitution and Bylaws of the Association; and
 - 2. Held subject to the terms and conditions of the Trust herein of Title to real property shall be vested in the name of the Association, a voluntary incorporated Association, as Trustees, without compensation, and in Trust, to have and to hold the said property, with improvements, easements, and appurtenances unto and to the use of said Trustees, but in Trust, nevertheless:

FIRST: Subject to the management, control, power of sale, disposition and appointment herein granted, in Trust for the exclusive use and benefit of the said Association of the National Guard of Tennessee and to permit it to use, occupy and enjoy said property;

SECOND: In further Trust, that the Trustees, or such of them as, at the time hold the office of President, Vice Presidents, Secretary, and Treasurer of the Association and Area Directors, shall subject to the general direction and control of the Treasurer of the Association, manage the property, and shall sell, lease, or encumber said property or any part thereof, and convey the same in simple fee, or by way of Trust or mortgage or otherwise as the Treasurer may recommend, and the Executive Council shall, by resolution, order and direct, such order and direction to be sufficiently evidenced by a certified copy of such resolution being attached to any Deed, Trust, Mortgage, or other conveyance and without any liability on the part of a purchaser or person lending money to see to the application of the purchase money or money lent;

THIRD: That each of the Trustees hereunder shall continue to hold said property as Trustees and in Trust only so long as he serves, any by virtue of his service, as President, Vice Presidents, Secretary or Treasurer, Area Directors respectively, of the Association. The irrevocable power to appoint substitute Trustees hereunder is expressly reserved to the Association to be exercised at any time hereafter without notice and without specifying any reason therefore, by the election or appointment of a successor in office a President, Vice Presidents, Secretary, Treasurer or Area Director or any or all of them, in accordance with the Constitution of the Association as it may be amended from time to time, such election to be evidenced by filing for record in the office of the jurisdiction concerned where the titles to real property are required to be recorded by statute, a

certificate of the then Secretary of the Association, carrying the name of names of any duly elected successor to said office or officers. The said power of appointment of certifying successor Trustee or Trustees shall be deemed to be exercised as often and whenever there shall be a change in the said officers of the Association, and the exercise of said power of appointment, no matter how often, shall not be an exhaustion thereof and upon any such appointment by virtue of the election of a successor the officers or officer so elected shall upon filing of the certificate by the Secretary as provided herein and without any further act or deed conveyance becomes fully vested with identically the same title and estate in and to the property and any improvements thereon, and with all the rights, powers, trusts and duties of their or his predecessors in the Trust, with life effect as if originally named as Trustee or as one of the Trustees hereunder.

SECTION 8. CONTRACTS

Contracts, other than those involving real property, shall be executed in the name of the Association and signed by:

- A. The President of the Association.
- B. The Secretary of the Association.

ARTICLE VIII - VOTING

SECTION 1. GENERAL

- A. Except as otherwise provided by these Bylaws, the method of voting:
 - 1. By a General Conference, the presiding officer or Chairperson determines Special Conference, or Conference Committee of the Association, but a vote by written ballot may not be taken.
 - 2. By a Standing Committee, Special Committee, Commission, or the Executive Council of the Association, is determined by the Chairperson or presiding member thereof, or by a majority vote of the Committee, Commission, or Council.
- B. Voting may be by proxy in accordance with the maximum number of delegates authorized by the areas, as presented in writing to the Credentials Committee by the authorized delegate and as approved by the Credentials Committee.

SECTION 2. GENERAL CONFERENCES AND SPECIAL CONFERENCES

- A. The voting body shall consist of:
 - 1. One (1) delegate or alternate delegate who is present for each TOE/TDA Company or Detachment size unit is allowed one (1) vote.
 - 2. All area votes may be cast by proxy by the Area Director, or in case one (1) of the Area Directors may be running for an office he/she may give the proxy votes for his/her area to an Elected Unit Delegate from the same area. The Unit Delegate will be present and the Area Director will inform the Credentials Committee at the Conference prior to any votes being placed, the name and unit of the delegate authorized to cast the proxy votes in behalf of the area concerned.

3. All Chapter votes may be cast by proxy by the Chapter President.
- B. Each member of the voting body, when actually present, except as otherwise provided for in these Bylaws, shall be entitled to one (1) vote on each matter acted upon by the Conference.
- C. Upon demand of one (1) or more of the areas, each area shall be entitled to one (1) vote for:
 1. Each delegate accredited thereby, whether present or not.
- D. In the event of a vote by roll call of the areas, a member of the voting body described in sub-section A, paragraph 1, of this Section, may on the floor of the Conference, demand that the members of the voting body be polled; in which case, the Secretary of the Conference shall:
 1. Poll the said members of the voting body.
 2. Determine the total number of votes thereof.
 3. Record the total number of votes.
- E. Retired members shall elect one (1) delegate per each fifty (50) members and will have the same voting privileges as a TOE/TDA Company or Detachment size unit.

ARTICLE IX - RULES OF ORDER

SECTION 1. ORDER OF BUSINESS

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

SECTION 2. PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order, current edition, shall govern the Association in all cases to which they are applicable, except where modified by:

- A. The Constitution or By-laws of the Association.
- B. Standing Rules or Special Rules established by a General or Special Conference.

SECTION 3. RULES

At a General or Special Conference of the Association:

- A. The presiding officer of the Conference shall refer each proposed resolution to the Committee on Resolutions.
- B. Subject to the final report of the Committee on Resolutions, the presiding officer of the General or Special Conference may not entertain a proposed resolution except by unanimous consent of the Conference.

ARTICLE X - AMENDMENTS

- A. By Two-Thirds Vote: These Bylaws may be amended at a General or special Conference of the Association by a two-thirds (2/3) vote of the delegates present. An amendment may be proposed by an area or a member of the Association, and shall be submitted in writing at least ninety (90) days prior to the date set for the convening of the Conference at which the proposed amendment is to be considered. As soon as practical after its receipt by the President, the President shall mail copies of the proposed amendment to the members of the Executive Council. The General Membership must be notified at least thirty-days (30) before the General Conference, of any proposed changes to these Bylaws.
- B. Chapter Recognition: Chapters of this Association may be constituted by notification in writing of the Association President. Such a communication must include all units affiliated with the chapter.

ARTICLE XI

SECTION 1. EXECUTIVE COUNCIL

The Executive Council, as conveyed in accordance with Article IV, Section 1, paragraph 8, may by majority, enter into an agreement, underwrite any plan, or promote any activity it deems necessary to raise funds for the operation of the Association, provided the agreement, plan, or activity is not contrary to State or Federal Law, or contrary to National Guard policy.

ARTICLE XII - DELEGATES TO THE NATIONAL CONFERENCE

SECTION 1. AUTHORIZATION OF DELEGATES

- A. Each Major Command of the State and retired enlisted personnel is authorized one (1) delegate to the National Conference of the Enlisted Association of the National Guard of the United States.
- B. The remainder of the delegates of the National Conference will be prorated on the basis of the percentage of membership in their area in the Association at the time of the General Conference.
- C. In the event that an area cannot fulfill their quota of delegates, the largest area will pick up the leftover delegate positions. In the event the large area cannot fulfill the leftover positions, the next largest area will have the opportunity to fulfill the leftover positions, etc.

Glossary

Amendment – an amendment is a change to an existing bylaw or bylaws. This can include adding new bylaw or bylaws or changing the meaning, function, or purpose of a current bylaw or bylaws.

Bylaws – the bylaws are the governing rules for conducting business.

Call – a call is the request/order by the President or executive council with a majority vote to convene for the purpose of holding a meeting, referred to as a called meeting.

Called meetings – called meetings may utilize any and all forms of election communication, such as teleconference, video chat, and email responses for members unable to reach the meeting location and/or with conflicting schedules.

Convene - convene is coming together of the executive council or committee members for the purpose of holding a meeting.

TDA units - TDA units are assigned specific missions and are discontinued with mission accomplishment. The TDA organizations can be military, civilian, or a combination of both. For example, the mobile army surgical hospitals (MASHs) were TDA units (DAMH-FPO, 1995).

TOE units – TOE units “prescribes the normal mission, organizational structure, and personnel and equipment requirements for a military unit and is the basis for an authorization document. Units are constituted and activated in accordance with an approved TOE or modified TOE” (DAMH-FPO, 1995).

TOE/TDA - Table of Organization and Equipment (TOE) units / Tables of Distribution and Allowances (TDA) Units (DAMH-FPO, 1995).