

**NATIONAL GUARD ASSOCIATION
OF CONNECTICUT**

NGACT



**EXECUTIVE BOARD DUTIES &
RESPONSIBILITIES (SOP)
STANDING OPERATING
PROCEDURES**

MAY 2012

TABLE OF CONTENTS

	<u>PAGE</u>
1. PROPONENT	3
2. AUTHORITY	3
3. PURPOSE	3
4. DUTIES AND RESPONSIBILITIES	3
5. NGACT MEETING SCHEDULING	6
6. EXECUTIVE COUNCIL ATTENDANCE & PARTICIPATION	6
7. REQUIRED STATEMENTS	7
8. EFFECTIVE DATE	7
9. CHANGES TO THE SOP	7
10. DEFINITIONS	7
11. ATTACHMENTS	
A.) Code of Ethics and Conflict of Interest Statement	8
B.) Statement of Understanding	14

1. PROPONENT: This SOP is established by the President of the National Guard Association of Connecticut (NGACT) and approved by the Executive Board. Submit suggested changes to this SOP to NGACT, ATTN: Executive Director, 360 Broad Street, Hartford, CT. 06790. Suggested changes will then be forwarded to the current NGACT Secretary.

2. AUTHORITY: The NGACT Executive Board is elected by the members of NGACT in accordance with the NGACT Constitution, Article V, Section 1.

3. PURPOSE: The purpose of this SOP is to establish the duties and responsibilities for those members elected to serve on the NGACT Executive Board. This includes the NGACT Executive Officers and each one of the NGACT Executive Board Members. The intent is to clearly define expectations to include participation and attendance at Executive Board meetings and the process to request excusal from such meetings. Meetings may be conducted face-to-face or via electronic methods at the call of the President in accordance with the NGACT By-Laws, as specified in paragraph 6 below.

4. DUTIES AND RESPONSIBILITIES:

A. General Position Description and Responsibilities –

1) Executive Officers:

- a.) **President** – The President shall be the presiding officer at each annual General Conference and Special Conference of the Association; a member of the Board of Directors and Chairman thereof; and a member ex-officio of all committees. The President shall direct the affairs of the Association between annual General Conferences; convene the Board of Directors from time to time; appoint all Standing and Special Committees, and designate the chairman of each; issue the call and make arrangements for General Conferences and Special Conferences; be responsible for the location and operation of the headquarters office of the Association, subject to the approval of the Board of Directors; have the authority to incur such incidental expenses as may be necessary, for operation of the Association within limits set by the Board of Directors; appoint special staff officers (i.e. Chaplain, Parliamentarian, and Sergeant- at-Arms) incidental to the conduct of General Conference and Special Conference; render an annual report to the Association; perform such other duties as are usually performed by the President of an organization and as may be prescribed by the By-Laws or assigned by the Board of Directors; and assign duties to be performed by the Vice-Presidents, and Executive Secretary, if the position is filled, which are consistent with the Constitution and By-Laws of the Association or with the usual duties performed by such officers of organizations.
- b.) **Vice-Presidents, Officer & Enlisted** – The Vice-Presidents shall be members of the Board of Directors and shall; perform the duties usually performed by Vice Presidents or assigned by the President, and/or the Board of Directors; perform the duties of the President if he is absent

or incapacitated; assume the office of the President in the event of the termination, resignation, or removal from office of the President, and serve the unexpired term of the President. In the event of a vacancy in the office of President, the Vice-President Officer will replace or succeed a President who was an Officer. If the vacating President was Enlisted, the President would be replaced or succeeded by the Vice-President Enlisted.

- c.) **Treasurer-** Manages the finances of the organization. Administrates fiscal matters of the organization. Ensures development and board review and board review financial policies and procedures. The Treasurer shall advise the President, Executive Director and Council on Finance and Budget in the preparation of the annual budget; review monthly expenditures of the Association; make monthly reports to the Board of Directors for approval; and assist in the annual audit of the Association
- d.) **Secretary-** Maintains records of the board and ensures effective management of the organization's records. Manages minutes of the board meetings. Ensures that the minutes are distributed no more than two weeks after each meeting. Is sufficiently familiar with legal documents (e.g. articles, by-laws, IRS letters) to note their applicability during the meetings.
- e.) **Parliamentarian-** Appointed by the President. Serves on the Executive Council as a non-voting member & may not succeed to any other office by reason of absence, incapacity, death, resignation or removal from office. Acts as advisor and counsel to the President and Executive Board and performs those duties as assigned by the President.

2) NGACT Executive Board Members: As a member of the NGACT Executive Board, each of the Executive Board Members must maintain current membership of the NGACT, EANGUS/NGAUS and participate in the general supervision of the affairs of the Association between Annual Conferences. The Executive Board Members, as representatives of the Association, provide liaison between the Association and the members in his or her respective units through visits and providing information and advice on Association matters.

B. Qualifications – The positions require enthusiastic, decisive, tactful NGACT members with organizational skills and the ability to communicate effectively orally and in writing. NGACT Executive Board Members should possess the ability to use advanced electronic technologies and software systems to conduct NGACT business and make presentations. Familiarity with current fiscal practices is essential. The positions require an understanding of the legal obligations and ramifications of serving as an NGACT Executive Board Member/Officer. Knowledge of the NGACT by-laws, constitution, most current edition of Robert's Rules of Order and conference/meeting procedures; familiarity with committee responsibilities and timelines; understanding legislative issues and current NGACT, CMC, EANGUS, NGAUS, and AGAUS resolutions; having the capability to conduct or chair meetings and the demonstrated ability to effectively establish solid relationships with individuals of all ranks and positions within and outside the military is essential. An in-depth understanding of the structuring of the National Guard on both the state and national level and knowledge of the

NGACT Office structure and staff is important. The NGACT Executive Board Member/Officer should ideally be enrolled in or have completed Professional Military Education or other appropriate leadership training and have the support of his/her military command structure.

C. Term of Service: The following will be in accordance with NGACT Constitution, Article V, Section 2. Members of the NGACT Executive Board are elected for a two year term, serving from the date sworn into office at the Annual Conference until the end of the Annual Conference of the second year. The NGACT Executive Board positions are elected by voting members of the Association. NGACT Executive Board positions may be re-elected for additional two year terms based on their ability to continue to fulfill their responsibilities and at the will of the members. Upon resignation or termination resulting in a vacancy on the NGACT Executive Board, a successor may be elected to fulfill the unexpired term of office. (See NGACT Succession Plan)

D. Essential Duties and Responsibilities –

1) NGACT Executive Board Members:

- Serve as a voting member of the NGACT Executive Board, preparing for, attending, and actively participating in all meetings called by the President.
- Prepare and send letter of introduction to General Officers, Commanders, State Senior Enlisted Leaders, State Command Sergeants Major and State Command Chief Master Sergeants explaining your responsibilities. Establish relationship with State leaders and communicate with them on a regular basis.
- Communicate on a regular basis, monthly or more frequently as needed, with the President, Board Members/Officers, & the Executive Director.
- Chair or serve on the NGACT committees as appointed by the NGACT President.
- Attend all Conferences and Meetings, assisting the Executive Director and President in preparation and execution of the meetings.
- Visit supported units annually or as needed, based on availability.
- Submit expense budgets, reports, and vouchers for travel. (See NGACT Travel SOP)
- Provide assistance to units with membership drives, Yellow Ribbon Events or other activities to increase membership.
- Ensure legislative alert system is functional by coordinating with the President or Legislative Chairperson.
- Provide input and/or complete all required communications and reports as determined by the Chairperson. Ensure your assigned units provide updates and changes for the NGACT Leadership Directory or database, as necessary.
- Provide input to the Executive Director/President for a monthly/quarterly newsletter, email blasts or posts to Social Networking sites.
- Establish a working relationship with other military/service/veteran organizations & affiliates within the state.

2) NGACTION Executive Board Officers:

- Serve as a voting member of the NGACTION Executive Board, preparing for, attending, and actively participating in all meetings called by the President.
- Communicate on a regular basis, monthly or more frequent as needed, with the Board members, President, Vice Presidents, Executive, and Auxiliary President when appropriate.
- Prepare and send letter of introduction to General Officers, Commanders, State Senior Enlisted Leaders, State Command Sergeants Major and State Command Chief Master Sergeants explaining your responsibilities. Establish relationship with State leaders and communicate with them on a regular basis.
- Chair or serve on the NGACTION committees as appointed by the NGACTION President.
- Assist Executive Director in planning, coordinating, and executing Conferences and meetings, serving as the presiding official.
- Visit supported units annually or as needed, based on availability.
- Assist Executive Director in planning, coordinating, and executing activities or initiatives to increase membership and legislative alert responses.
- Complete all required communications and reports in the established format as determined by the President, to include Monthly/Quarterly Reports, budget requirements, and submission of expense vouchers.
- Assist Executive Director in preparing and distributing a monthly/quarterly newsletter or communicate with members via other methods of communication (email blasts, social network, etc)
- Maintain a continuity book for the NGACTION Board, electronically and/or in written format.
- Establish a working relationship with other military/service/veteran organizations & affiliates within the state.

5. NGACTION MEETING SCHEDULING: Executive Board meetings are held once a month at the call of the President utilizing the following general schedule. Specific meeting dates will be announced at least 6 months in advance. The NGACTION President will issue memorandum providing detailed reporting information and/or teleconferencing instructions NLT 3 days prior to each meeting:

Date: 3rd Wednesday of every month unless directed otherwise by the President.

Time: 1730 unless directed otherwise by the President.

Location: NGACTION Office, Hartford Armory, 360 Broad St., Hartford, CT. or unless directed otherwise by the President.

Other electronic/teleconference or emergency meetings may be held at the call of the President, however, the By Laws may provide a specific limitation on the number of official meetings per year that may be conducted utilizing teleconferencing (non-face-face) capabilities.

6. EXECUTIVE BOARD ATTENDANCE AND PARTICIPATION: Executive Board Members/Officers are expected to participate in monthly meetings called by the NGACTION President. Additionally, provisions exist for special or emergency meetings as necessary. The

NGACT Secretary will maintain an attendance roster recording Executive Board attendance, to include excused or unexcused absences.

A. Absences: Absences are subject to approval by the President and will be submitted in writing by the Executive Board Member or Officer as soon as known. Board Members or Officers will submit written justification to the President that should include a recommendation as to whether the absence should be recorded as excused or unexcused based on the reason provided by the Board Member or Officer. Performance of required military duty, and unexpected or unavoidable medical or family emergencies, will generally be considered an excused absence. When meeting dates are announced at least 6 months in advance, requests for excusal based on personal activities and individual desires will generally be considered unexcused. While attendance at all council meetings is expected and encouraged for the good of the Association, the inability to attend a normal or emergency meeting scheduled with less than 6 days notice, will be considered excused.

B. Failure to Perform Duties and Consequences: Two “unexcused” absences within a twelve month period may lead to a request for resignation. Additionally, because Officers and Members have been elected to represent our members and conduct the business of the Association, failure to attend three (3) council meetings during a twelve month period, regardless of the reason, is cause for immediate dismissal from the Council.

7. REQUIRED STATEMENTS: Upon being elected to serve on the NGACT Executive Board, members are required to complete and sign the attachments provided in this SOP. These statements include the NGACT Code of Ethics, Conflict of Interest Statement and the Statement of Understanding. The Conflict of Interest Statement may be completed and submitted at any time during a member’s term of office if a situation arises that could be a considered a conflict of interest. A Board member (or NGACT member planning to run for office) who is unsure about the applicability of the Code of Ethics or a possible Conflict of Interest pertaining to a particular situation is encouraged to consult with the President or the Executive Director.

8. EFFECTIVE DATE: The effective date of this SOP is 01 MAY 2012. This SOP supersedes all previous operating instructions and/or guidance that conflicts with this guidance.

9. CHANGES TO THE SOP: Suggested changes to this SOP will be referred to the Executive Director, and require approval of the NGACT President. If the proposed changes affect the budget, the proposed changes must also be forwarded to the Finance Committee for comment and/or review.

10. DEFINITIONS: TBD

11. ATTACHMENTS:

- A. Code of Ethics and Conflict of Interest Statement
- B. Statement of Understanding

Attachment A:

**THE NATIONAL GUARD ASSOCIATION OF
CONNECTICUT**

Code of Ethics and Conflict of Interest Statement

(Approved 01 MAY 2012)

I. INTRODUCTION

The National Guard Association of Connecticut (NGACT), Incorporated, doing business as (dba) NGACT (the Parent Organization), is a corporation in the State of Connecticut.

This Ethics and Conflict of Interest Statement is applicable to all entities of the parent organization. The National Guard Association of Connecticut is a non-profit organization that is operated exclusively to maintain adequate state and national security and to promote and advance the status, welfare, and professionalism of all the members of the National Guard of Connecticut.

It is the obligation of the Executive Council (Board of Directors) to ensure that NGACT follows the highest of ethical standards. To demonstrate leadership in the maintenance of those standards, the Council hereby promulgates and adopts this Code of Ethics for Officers, Directors and employees of the association to provide guidance in discharging individual responsibilities.

No code of ethics or statement of policy can spell out the appropriate moral conduct and ethical behavior for every situation that Officers, Directors and employees of the association will confront. Officers, Directors and employees, while vested with the special trust and confidence of the NGACT members, must rely on his or her own good judgment in applying the principles outlined in this Code.

This Code of Ethics and Conflict of Interest Statement is applicable to all entities owned and operated by the National Guard Association of Connecticut.

II. RESPONSIBILITIES

1. Each Officer, Director or employee has a fiduciary obligation, on behalf of NGACT, encompassing at least two distinct duties: the Duty of Care and the Duty of Loyalty.

The Duty of Care

To fulfill the Duty of Care, each Officer, Director and employee should be reasonably informed, participate in Council decisions, and do so in good faith, with the care of an ordinarily prudent person in similar circumstances.

The Duty of Care presumes that each Officer, Director and employee will attend meetings on a regular basis, be informed about the workings of NGACT, and exercise independent judgment. In exercising independent judgment, Officers, Directors and employees must always act on behalf of the whole Association and not any particular constituency group.

An Officer, Director or employee may rely on information from regular sources that the Officer, Director, or employee reasonably regards as trustworthy. While the bylaws provide that the President "shall direct the affairs of the Association in accordance with the policies adopted in General or Special Conference of the Association" the Council nonetheless retains overall responsibility for NGACT operations and activities. In order to discharge this responsibility properly, Officers, Directors and employees have full access to any NGACT records and documents that they may require.

The Duty of Loyalty

The Duty of Loyalty requires Officers, Directors and employees to exercise their authority in the interest of NGACT, rather than in their own interest or the interest of another entity or person. This duty primarily relates to three areas: (a) conflict of interest, (b) financial conflict, and (c) confidentiality.

(a) Conflict of Interest

In the event that an Officer, Director or employee has interests that are in conflict with those of NGACT, the Duty of Loyalty requires that the Officer, Director or employee be conscious of the potential for such conflicts and act with candor and care in dealing with such situations.

A possible conflict of interest exists:

(1) When an Officer, Director or employee of the association or a close relative is an officer, director, employee, proprietor, partner, trustee, or paid consultant of an organization that could be said, in a business context, to be "in competition with" NGACT by offering one or more products or services similar to a product or service offered by NGACT.

(2) When an Officer, Director or employee of the association or a close relative is an officer, director, employee, proprietor, partner, trustee, or paid consultant of an

organization that seeks to do business with NGACT.

(3) When an Officer, Director or employee of the association has an interest in an organization that is in competition with a firm seeking to do business with NGACT, if the Officer's, Director's or employee's position gives him or her access to proprietary or other privileged information that could benefit the firm in which he or she has an interest.

(b) Financial Conflict

Before an Officer, Director or employee of the association engages in a transaction which he or she reasonably should know may be of financial interest to NGACT; the Officer, Director or employee of the association should disclose the transaction to the Executive Council, or Executive Director in the case of an employee, in sufficient detail and adequate time to enable the Board to evaluate the propriety of the transaction.

(c) Confidentiality

An Officer, Director or employee of the association should not disclose NGACT confidential, proprietary, or privileged information to third parties, including members of NGACT. What constitutes NGACT confidential, proprietary, or privileged information for this purpose is a question of fact to be determined in each case, largely on the basis of the nature of the information and whether it is already known by the public.

2. Gifts or Business Courtesies

A business courtesy is a gift, favor, gratuity, or entertainment given to an individual Officer, Director or employee from a person or firm with whom NGACT maintains or may establish a business relationship and for which fair market value is not paid by the recipient. An Officer, Director or employee of the association should limit giving or receiving gifts, favors, gratuities, or entertainment to only what is acceptable in a normal business context and should never give or receive gifts, favors, gratuities, or entertainment in a way that might create, or be perceived to create, an obligation to or from another.

3. Political Activity

Internal Revenue Service guidance authorizes NGACT, as a Military and Veterans' organization, to lobby. That is, to "review proposed legislation that may affect veterans", to "testify before governmental bodies with respect to such legislation", and to "inform members about proposed legislation". NGACT may also propose legislation and assist members of Congress and their staffs in drafting proposed legislation.

NGACT, however, may not engage in political activity which is defined as intervening directly or indirectly in any political campaign on behalf of or in opposition to any candidate for public office. An Officer, Director or employee of the association therefore must disassociate NGACT from any political activity or involvement by that Officer, Director or employee of the

association and must not use his or her status as a NGACTION Officer, Director or employee or use NGACTION's name, property (including mailing lists), or facilities to further a particular political candidate or campaign.

As an individual, however, an Officer, Director or employee of the association is not constrained regarding his or her political activities and retains the right to endorse political candidates, contribute to political campaigns, and otherwise make his or her political views known.

4. Use of Association Property

An Officer, Director or employee of the association may use NGACTION property only in the furtherance of NGACTION business. The exception to this policy is the use of resources negligible in value.

5. Public Statements

An Officer, Director or employee of the association should speak on behalf of NGACTION only to the extent that he or she is confident that the statement reflects established NGACTION policy. Any other public statement by an Officer, Director or employee should be identified as his or her personal opinion.

III. ADMINISTRATION

1. Disclosure Statement

Upon assuming office or employment, each Officer, Director or employee shall file a Disclosure Statement with the NGACTION Office and shall retain a copy thereof. The statement shall disclose any foreseeable conflicts that the Officer, Director or employee may recognize and shall disclose other information necessary or helpful to administer the Code of Ethics. Such statement shall be retained in confidence by the NGACTION Office during the period of the Officer's or Director's service on the Council or employee's employment.

An Officer, Director or employee of the association is responsible for ensuring that the information in his or her Disclosure Statement remains current and must promptly apprise the President in writing of any information that materially affects the accuracy or completeness of his or her Disclosure Statement.

The President, or Executive Director in the event of an employee, shall review all Disclosure Statements annually and after each review shall report to the Council, noting any ethical concerns.

2. Handling a Conflict of Interest That Arises at a Meeting

An Officer or Director should be sensitive to any interest he or she may have in a decision to be made by the Executive Council and, in so far as possible, recognize such interest prior to the discussion or presentation of such a matter before the Council. When an Officer or Director has

an interest in a transaction being considered by the Council, the Officer or Director should disclose the conflict before the Council takes action on the matter. The Officer or Director shall refrain from voting on any such transaction, participating in deliberations concerning it, or using personal influence in any way. The Officer's or Director's presence may not be counted in determining the quorum for any vote with respect to any NGACTION business transaction in which he or she has a possible conflict of interest.

If the Officer or Director recognizes that the conflict is ongoing and that information discussed at the Council meeting will bear on the conflict, the Officer or Director should not participate in that portion of the discussion and should leave the room. The Officer or Director should request deletion of appropriate material from the minutes as provided to that Officer or Director.

If an Officer or Director in good faith fails to recognize a conflict, the Officer or Director, when it is recognized, shall report that failure to the President, who shall take appropriate action to prevent continuation of the conflict and mitigate past action to the extent reasonable. The matter shall then be referred to the Executive Council for review and recommendation.

3. Infringement of Code of Ethics

(a) An Officer, Director or employee of the association who is unsure about the applicability of the Code of Ethics in a particular situation, or has questions, is encouraged to consult with the President, or the Executive Director in case of an employee. In such event, the Officer, Director or employee must recognize that the President's responsibility, or the Executive Director's responsibility in case of an employee, is to NGACTION and not to the Officer, Director or employee.

(b) Upon receipt of information regarding a possible infringement of the Code of Ethics, the President shall promptly notify the Executive Council and the Officer, Director or employee who is the subject of the possible infringement. In the case of the Executive Director receiving information regarding a possible infringement of the Code of Ethics by an employee, the Executive Director shall promptly advise the President. The President shall then investigate the matter with due diligence and utmost discretion, and shall provide ample opportunity for due process for all parties concerned. The President can seek the advice and opinion of the Association's Attorney.

(c) Upon completing the investigation, the President shall present the facts of the investigation, including the opinions of the Attorney if involved, to the Executive Council for appropriate action. The action may include, but is not limited to: dismissal of the allegation, remedial action, or removal from office pursuant to the bylaws. In the event of an employee being the subject of the investigation, the same procedures will apply. The President will present the facts of the investigation, including the opinions of the Attorney if involved, to the Executive Director who will take appropriate action in accordance with established personnel policy.

CERTIFICATION OF NGACTION EXECUTIVE COUNCIL ETHICS CODE TRAINING

NGACT EXECUTIVE COUNCIL STATEMENT OF UNDERSTANDING

I certify that I have read the ***EXECUTIVE COUNCIL DUTIES AND RESPONSIBILITIES STANDARD OPERATING PROCEDURES (SOP)***, and understand the duties and responsibilities of my elected or appointed position as designated below. I understand the expectations for my participation at Executive Council meetings, as stated within the SOP.

I understand that failure to participate satisfactorily on the Executive Council may result in a request by the Council for my resignation. I understand that two unexcused absences within a twelve month period will lead to a request for my resignation. Furthermore, failure to attend three (3) Council meetings during a twelve month period, regardless of the reason for the absence, is cause for dismissal from the Council.

I agree to serve as indicated.

Name: _____

Position: _____

Signature: _____

Date: _____