

NATIONAL CONTRACT MANAGEMENT ASSOCIATION DAYTON CHAPTER BYLAWS

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ARTICLE I: NAME, AUTHORITY, PURPOSE, AND FISCAL YEAR

Section A -- A chapter is a logical grouping of National Contract Management Association ("NCMA" or "National") members who desire to band together and who hold a charter issued by the Board of Directors of the National association. A charter was issued to the Dayton Chapter (the "Chapter") on 28 August 1965, designating the Chapter #024. The membership includes NCMA members who work and/or live within the general area of Dayton, Ohio, or who desire for other reasons to be members of this chapter. The address of the Chapter for business purposes is the Treasurer's business address.

Section B -- The authority for the Chapter's Bylaws is the most current version of the National bylaws. In the event of conflict between the Chapter Bylaws and the National bylaws, the National bylaws shall prevail. These Chapter Bylaws and any amendments thereto shall become effective subsequent to approval by the National association in accordance with its current policy.

Section C -- The basic purpose of the NCMA and the Chapter is to foster professional growth and the educational advancement of members primarily, and of other individuals in the private sector (including industry and professional firms), the public sector (including federal, state, and local government), and education who are engaged in or associated with any aspect of the field of management of contracts, which for the purposes of the NCMA, shall include all types of instruments involving expenditure of public or private funds, whether by contract, subcontract, grant, assistance agreement, lease, or other form.

Section D -- Additional purposes of the NCMA and the Chapter are to provide for interchange of information among the members, to conduct research in the field of management of contracts, to provide and maintain standards of proficiency and ethics, to encourage an increasing professional attitude toward contract management and procurement, and to unite all persons interested in the profession toward the fulfillment of these purposes.

Section E -- The fiscal year of the Chapter shall be the same as the National association, which is from July 1 through June 30. The fiscal year and program year shall begin and end with the same dates.

Section F -- The Chapter aspires to contain an even balance of Government-employed and industry-employed Officers on the Board, to include a minimum of 2 of each under the current 9-member board structure. Though no minimum number from either Government or industry is required, all Officers shall seek to identify and recruit qualified members from a diverse set of organizations to run for Officer seats in Chapter Board elections.

ARTICLE II: CHAPTER OFFICERS

Section A -- The authorized number of Chapter Officers, collectively the "Board of Directors" (the "Board"), shall be nine (9). The elected Officers of the Chapter shall be: President, President-Elect, Vice-President for Programs, Vice-President for Operations, Vice-President for Membership, Vice-President for Education, Vice-President for Communications, Secretary, and Treasurer. Any Officer or committee member who ceases to hold membership in the Dayton Chapter or the NCMA shall automatically cease to be an Officer or committee member after the end of a 30-day grace period following the date membership in the Chapter or the NCMA ended. The principal duties of the Chapter Officers are described in detail in the National Association Operating Guide (if one is available) and the Dayton Chapter Operating Guide, but are summarized as follows:

Section B -- President

- (a) Presides at all Chapter and Board of Directors (the "Board") meetings and promotes the aims and purposes of the Chapter.
- (b) Assigns responsibility to elected and appointed officers to foster the accomplishment of Chapter goals and objectives. May establish Ad Hoc Committees with the concurrence of a majority of the Board.
- (c) Exercises general supervisory responsibility over all elected and appointed officers and members of the Board.
- (d) Invites, with the concurrence of a majority of the Board, Senior Advisors to attend Board meetings or perform other duties assigned to them by the Board. These Advisors shall be acquisition professionals who are serving, or have served, in a senior acquisition position such as a Director or Deputy Director of Contracting or the equivalent, for a Government agency or commercial company. Senior Advisors may also include people who are holding appropriate senior-level acquisition positions in academia, national-level NCMA positions, or Fellows who have demonstrated a long term commitment to the Chapter.
- (e) Maintains the continuity of Chapter activities by ensuring the election of successors to Chapter officers.
- (f) Maintains the Chapter Charter.

Section C -- President-Elect

- (a) Conducts chapter Board of Director elections between 1 February and 30 April
- (b) Responsible for the development and publication of the Chapter Strategic and Operating Plans & By-Laws in concert with the President, members of the Board of Directors, and Chapter Officers.
- (c) Performs other duties as assigned by the President
- (d) Succeeds the President in the following Program Year.

Section D -- Vice-President for Operations

- (a) Exercises general supervisory and operational responsibility over the Hospitality, Bagels & Business Agendas, Lunch Agenda, Speaker Gift Shopping, and/ or other committees as may be created or deemed appropriate by the Board of Directors and assigned by the President.
- (b) Appoints Committee Chairpersons as appropriate and with concurrence of the President to adequately staff all assigned committees and execute areas of responsibility.
- (c) Other duties as assigned by the President.

Section E -- Vice-President for Membership

- (a) Exercises general supervisory responsibility over the Awards, Fellows and Membership Committees, and other committees as may be created or deemed appropriate by the Board of Directors and assigned by the President.
- (b) Appoints Committee Chairpersons as appropriate to adequately staff all assigned committees and execute areas of responsibility.
- (c) Other duties as assigned by the President.

Section F -- Vice-President for Education

(a) Exercises general supervisory responsibility over the Workshop, National Education Seminar, Scholarship and Tuition Assistance Programs, Educational Conferences and Seminars Committees and / or other committees as may be created or deemed appropriate by the Board of Directors and assigned by the President.

(b) Appoints Committee Chairpersons as appropriate to adequately staff all assigned committees and execute areas of responsibility.

(c) Other duties as assigned by the President.

Section G -- Vice-President for Programs

(a) Exercises general responsibility over the selection of speakers for Bagels & Business breakfast meetings, Luncheons, and Workshops for the program year.

(b) Works with the President, Vice-Presidents of Operations and Education and other ad hoc members appointed by the President to identify speakers for breakfasts, luncheons, and workshops with a goal of having a Chapter event once per month during the business portion of the Program year, normally September through June.

(c) Responsible for inviting, confirming, and thanking speakers for all workshops and luncheons.

(d) Other duties as assigned by the President.

Section H -- Vice-President for Communications

(a) Exercises general supervisory responsibility over the Newsletter, Dayton Chapter Home Page, and Publicity Committees and other committees as may be created or deemed appropriate by the Board of Directors and assigned by the President.

(b) Maintains email list of chapter members and sends event announcements and other chapter information to chapter membership.

(c) Other duties as assigned by the President.

Section I -- Secretary

(a) Records the minutes and business decisions of the Chapter at Board meetings and membership meetings as needed. Ensures the availability of the minutes for each regular meeting of the Chapter or Board of Directors.

(b) Maintains the Chapter Book of Bylaws.

(d) Other duties as assigned by the President, including providing direct support to the preparation of the Chapter Annual Report

Section J -- Treasurer

(a) Prepares the Chapter budget.

(b) Collects fees and revenue due the Chapter and submits a monthly treasurer's report.

(c) Maintains the Chapter bank accounts and draws checks for approved Chapter purposes. Ensures appropriate additional signatory authority is established to assure continuity of financial operations.

(d) Forwards payments due to the National NCMA headquarters.

(e) Prior to conclusion of the program year, solicit an independent auditor to audit financial books and records. Arrange to have the audit report submitted directly to the President and the Board of Directors.

(f) Submit Chapter Annual Financial report to the President on or before July 15 for inclusion in the Chapter's Annual Report to the National NCMA headquarters.

(g) Other duties as assigned by the President.

Section K -- Order of Succession. In the absence or incapacity of the President on a temporary basis, or on a permanent basis if required, the Chapter officers will succeed the President in the order below. Permanent succession shall be for the full un-expired term of the President.

- (a) President-Elect
- (b) Vice President for Operations
- (c) Vice President for Membership
- (d) Vice President for Education
- (e) Vice President for Programs
- (f) Treasurer
- (g) Secretary

Section L -- Chapter Planning. The elected officers of the Chapter and members of the Board shall develop goals and objectives for their respective areas of responsibility on an annual basis and update the Chapter's five-year Strategic Plan and create a one-year Operating Plan under the leadership of the President-Elect.

Section M -- Standing Committees. The President shall assign responsibilities to the Vice Presidents and other officers who shall appoint chairs for the standing committees. Standing committees shall be established by the majority vote of the Board as deemed necessary to meet the needs of the Chapter. The following are standing committees that may be chaired: Awards Committee, NES Committee, Workshop Committee, Event Registration Committee, Scholarship and Tuition Assistance Committee, Bylaws Committee, Certification Committee, Award Committee, Newsletter/Publicity Committee, and Social Hour Committee.

Section N -- Council of Advisors. The Chapter shall have a Council of Advisors. The members of the Council of Advisors shall be approved by the Chapter Board based on experience and leadership in procurement. The members of the Council of Advisors will be invited to regular meetings of the Board as non-voting attendees. The chapter Council of Advisors shall have similar duties and responsibilities as listed in the NCMA policy on the "Board of Advisors."

ARTICLE III: ELECTION OF CHAPTER OFFICERS

Section A -- A Nominating and Elections Committee led by the President-Elect shall be responsible for filing the slate of officer candidates. The committee shall operate within the guidelines of the NCMA policy on "Nominations and Elections Committee" and ensure that the Chapter's elections are completed by May 1 of each program year.

Section B -- Officer candidates shall be nominated from the general Chapter membership and elected by a plurality vote of Chapter members casting ballots. Officers will fill one of 9 seats, as outlined in Article IV, and their ultimate position assignments will be determined after election in accordance with these Chapter Bylaws.

Section C -- Chapter elections may be held at a Chapter meeting or may be conducted by mail or electronic ballot. National association members in good standing, whose dues are paid in full and assigned to the Dayton Chapter, as of the date of the Chapter election, are entitled to cast a ballot in Chapter elections.

Section D -- If possible, newly elected chapter officers should be installed at the last meeting of the program year, but not later than the first meeting of the next program year, to ensure proper authority to act on behalf of the chapter and in planning actions for the next program year.

Section E -- Chapter officers may be removed from office for cause in accordance with the NCMA bylaws.

Section F -- Vacancies in any elected position caused during the year by resignation, succession, or other reason shall be filled by vote of the Board of Directors and not the membership as described above. The member elected to fill such vacancy shall serve until the completion of the term of the vacated Director.

ARTICLE IV: STAGGERED TERMS / BOARD OF DIRECTORS MEETINGS

Section A -- the term of office for a Chapter Officer shall be two (2) years, except for President-Elect and President. Appointment for President-Elect and President shall be a combined position, with the elected President-Elect serving one year in that position followed by one year in the position of President. Elected Officers may not serve for more than two consecutive terms (a maximum of four consecutive years) in the same Officer position. Service for one (1) or more days in any position through an official appointment will count as service for a full term in that position for purposes of the rule against three consecutive terms in any one position. All Officers shall be directly elected by the Dayton Chapter membership. Once elected, all Officers shall be appointed to a specific position on the new program year Board by the President-Elect (if appointment occurs prior to the new program year) or by the President (if appointment occurs after the start of the new program year). Only a super-majority (3/4ths) of all voting members of the Board can override the President-Elect's or President's appointment of elected Officers to specific Board positions.

Section B -- Beginning in the election for the 2019-2020 program year, all Officer seats shall be staggered so as to implement the two-year term requirement. The initial schedule of elections is as follows: there will be 4 positions open in odd-number years beginning in 2019, and there will be 5 positions open in even-number years beginning in 2020.

In the event of a resignation or removal, the appointed replacement for any position will serve the remainder of the then-current term for the Officer seat replaced. Election of the Officer seats shall not deviate from the staggered schedule unless no candidate for election is nominated, in which case the Board will appoint a qualified person to the position.

Section C -- The Board shall convene on a monthly basis and conduct the Chapter's business. The Chapter President shall preside over the Board meetings and will provide each Officer with an agenda for the meeting. Each Officer is responsible for reporting on the activities in their area of responsibility.

Section D -- Quorum at a Board of Directors meeting shall be a simple majority of the elected Chapter officers. Unless otherwise stated in these Bylaws or in the National association bylaws, all matters requiring a vote shall pass upon a simple majority of votes of Officers present, so long as there is a quorum.

Section E -- At the discretion of the President, an electronic voting procedure may be enacted outside of a regular Board of Directors meeting. The electronic voting procedure is for the Chapter Secretary to email or otherwise transmit to all elected Officers a written motion requiring either a "yes" or "no" vote.

Elected Officers shall have three business days (excluding holidays) to cast their vote. If four (4) or fewer Officers vote, there is no quorum.

Section F -- All matters arising during the program year involving the expenditure of at least five-hundred dollars (\$500) of Chapter Assets and that were not accounted for in an approved budget require forty-eight (48) hours' written notice prior to a vote, whether the vote is to be held during a Board of Directors meeting or through electronic voting procedures. The written notice shall provide a brief written explanation of the purpose the expenditure and how it promotes the Chapter's purposes.

ARTICLE V: CHAPTER MEETINGS

Section A -- Meetings shall be called and chaired by the President. Meetings may be called and chaired, with the permission of the President, by an officer of the Board in the order of precedence specified in Article II, Section B (3), Order of Succession.

Section B -- In order to pursue the purposes of the Association, the Chapter will hold regular Chapter membership meetings, approximately monthly, time and place to be announced in writing in advance to all Chapter members and non-members who are members of the Dayton area acquisition and contracting community. Administrative type business meetings will also be held from time to time by the Board of Directors to conduct the routine business of the Chapter. Committee chairs may also be requested to attend.

Section C -- A quorum is defined as follows:

- (1) Number of ballots returned if mail or electronic ballots are utilized.
- (2) Those present at a regular membership meeting.

ARTICLE VI: CHAPTER ASSETS

Section A -- The National Contract Management Association is a 501(c) (6) nonprofit association chartered in accordance with the Internal Revenue Service Code of 1954 and the Articles of Incorporation filed under the Virginia Non-Stock Corporation Act. Therefore, it is imperative that the Chapter, and all of the Chapter officers adhere to the fiduciary responsibility conferred on them in the operation of the chapter. They shall ensure that the chapter assets are utilized in accordance with the NCMA Chapter Guidelines and Article II of the NCMA Bylaws.

Section B -- Each chapter officer shall submit a budget to the chapter treasurer at the beginning of the program year in accordance with guidelines provided by the treasurer. The budget shall consist of intended program year expenditures and estimated income from planned chapter activities for their area of responsibility.

Section C -- The chapter treasurer shall prepare an overall chapter budget from the officer inputs and shall submit the program year budget to the Chapter Board of Directors. The Chapter Board of Directors shall approve the chapter budget at the beginning of the chapter program year.

Section D -- The chapter treasurer shall prepare a monthly report of the financial balance sheet and income/expense sheet for review by the Board of Directors. The financial report shall include the event attendance report from the Chapter Secretary, and any other sources of income.

Section E -- Specific guidance on disbursement of chapter funds will be developed and reviewed at the beginning of each chapter year and address at a minimum the use of checks and debit cards by chapter officers.

Section F -- An independent audit shall be initiated by the chapter treasurer and approved by the chapter president at the end of each program year. The independent audit shall be performed by an individual outside of chapter leadership; that is, the individual cannot be an officer, committee chair or serve in any

other official volunteer capacity. A formal audit report shall be submitted to the NCMA Headquarters within 90 days of the end of the program year.

Section G -- In the event of charter revocation or chapter dissolution, all residual chapter funds and tangible property acquired by the chapter shall be forwarded to the principal office of NCMA and the chapter shall cease the use and display of the NCMA/chapter logo immediately following revocation.

ARTICLE VII: BYLAWS AND AMENDMENTS

Section A -- The Chapter Bylaws shall be revised when there are major changes to the NCMA bylaws or other sections of the NCMA policy that create an inconsistency between that document and these bylaws, or every five years. Failure to revise the chapter bylaws shall not, however, render these bylaws invalid.

Section B -- Amendments to the Chapter Bylaws shall be proposed in writing to the Chapter President.

Section C -- The Chapter Secretary shall be instructed to either mail a ballot of the proposed bylaws or mail the proposed revisions to the bylaws to the chapter Board of Directors advising them of the vote on the Bylaws at a scheduled Board of Directors meeting. Approval of Chapter Bylaws and revisions to Chapter Bylaws shall be determined by an affirmative vote of a majority of those Board members present at a scheduled Chapter meeting.

Section D -- A copy of the Dayton Chapter Bylaws and amendments shall be kept in a book of record with the chapter secretary.

ARTICLE VIII: CONTRACT MANAGEMENT CODE OF ETHICS & CONFLICT OF INTEREST ANNUAL OBLIGATION

Section A -- The chapter strongly supports integrity and ethics in the government contracting profession. Therefore, the chapter will start each program year off with a reminder to its members of the importance of complying with the Contract Management Code of Ethics, and NCMA Policy 5-11 Conflict of Interest (COI), by either identifying to members to where they can be found on the NCMA website, or providing copies at the beginning of the program year.

Section B -- At the beginning of the program year all chapter officers, directors, and committee chairs shall be provided a written copy of the Code of Ethics and Conflict of Interest policy. In accordance with the COI policy, Chapter officers, directors and committee chairs are required to sign and date the COI policy indicating they have read and understand the policy and agree to comply with it. These signed copies will be retained by the chapter secretary along with the chapter bylaws in accordance with NCMA's records retention policy.