

## **DAYTON CHAPTER BY-LAWS**

Date Approved: October, 2012

Next Revision: June, 2017

### **ARTICLE I -- NAME, AUTHORITY, MISSION, AND OBJECTIVES**

**Section A** -- A chapter is a logical grouping of National Contract Management Association members who desire to band together and who hold a charter issued by the Board of Directors of the National organization. A charter was issued to the Dayton 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 issuance of the Bylaws of the Dayton Chapter is the Bylaws of the National Contract Management Association. In the event of conflict between these 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 Board of Directors in accordance with their current policy.

**Section C** -- The mission of the National Contract Management Association and the Dayton Chapter is to foster professional growth and the educational advancement of members and other individuals in the private sector, the public sector (including federal, state and local government) and academia who are engaged in or associated with any aspect of the field of management of contracts.

**Section D** -- The objectives of the Association and the Dayton Chapter are to provide for interchange of information among the members, to conduct research in the field of contracting and acquisition, 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.

### **ARTICLE II - CHAPTER LEADERSHIP AND ORGANIZATION**

#### **Section A -- Board of Directors**

(1) The Board of Directors (Board) shall consist of directors elected by the Chapter and Chapter Officers elected by the Board.

(2) The Chapter President shall preside over the meetings of the Board of Directors, and shall invite the Chapter Committee Chairpersons to attend whenever appropriate.

(3) The Board of Directors meetings shall occur as required by the Chapter President prior to and/or following regular meetings. A quorum shall consist of a simple majority of such directors and elected officers. While committee chairpersons and/or other members will from time to time be invited to attend board meetings, only the directors and elected officers will have voting rights.

(4) The authorized number of Directors of the Chapter shall be nine (9) unless the Board elects a Chapter officer who is not a Board member pursuant to Article III. The Board will contain a minimum of three (3) members each from Government and Industry and an election of three (3) new members to the Board of Directors shall be held every year during the period 1 February to 30 April. Each director shall be elected for a period of three (3) years.

#### **Section B -- Officers**

(1) The Officers of the Chapter shall include a President, President-Elect, Vice-President for

Programs, Vice-President for Operations, Vice-President for Membership, Vice-President for Education, Secretary, and Treasurer. A term shall consist of one year.

(2) The principal duties of the Chapter Officers are described in detail in the National Association Operating Guide, but are summarized as follows:

### **President**

(a) Presides at all Chapter and Board of Directors 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 of Directors.

(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.

### **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.

### **Vice-President for Operations**

(a) Exercises general supervisory and operational responsibility over the Hospitality, Bagels & Business Agendas, Lunch Agenda, Speaker Gift Shopping, Graalman 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 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.

### **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.

#### **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.

#### **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.

#### **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) 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.

(c) 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

#### **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.

(4) **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

(5) **Chapter Planning.** The elected officers of the Chapter and members of the Board of Directors 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.

(6) Any Director or Officer who shall cease to hold a membership in the Dayton Chapter shall automatically cease to be an Officer or a member of the Board of Directors.

**Section C – 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, Graalman Award Committee, Newsletter/Publicity Committee, and Social Hour Committee.

### **ARTICLE III-ELECTION OF OFFICERS**

**Section A** – The Chapter members possessing voting privileges will elect Directors. A Nominating Committee led by the President-elect shall select the candidates. Candidates proposed by the Nominating Committee can be supplemented by the membership during the meeting involving the election of new Directors, electronically prior to the distribution of the ballot, or as a write-in on the ballot itself. Elections may be held at a regular Chapter meeting by mail, or by electronic ballot.

**Section B** – The officers of the Chapter shall be elected by and from the members of the Board of Directors. However, the requirement for an officer to be a Director may be waived by a two-thirds (2/3) vote of the Board of Directors. This election shall be held following the election of the new members to the Board of Directors and prior to 31 May.

**Section C** – 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-TERM OF OFFICE**

**Section A** – The term of office for a Chapter Director shall be three years. At the completion of his or her term, the Director may not be re-elected to the Board for one (1) full Program Year after completion of his or her term.

**Section B** – The term of office for a Chapter Officer shall be one (1) year. At the completion of his or her term, the Officer may be re-elected to that same office for a maximum of two additional one (1) year terms. If an officer serves three consecutive one (1) year terms he or she may not be re-elected to that office for one (1) full Program Year after completion of his or her third term.

#### **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.
- (3) At a meeting of the Board of Directors, a simple majority of the elected Chapter Officers and Board members combined.

#### **ARTICLE VI-CHAPTER ASSETS**

**Section A** – The National Contract Management Association is a 501 (c)(6) non profit association in accordance with the Internal Revenue Service Code of 1954. The Dayton Chapter follows those same guidelines. The chapter treasurer will ensure that the chapter assets are utilized in accordance with those guidelines. A budget for the Chapter shall be established by the Chapter Treasurer, and approved by a majority of the Board of Directors. Each officer of the Chapter, as directed by the President, will develop a budget for their area of responsibility and provide input to the Treasurer. The Board of Directors is collectively responsible for the fiscal integrity of the Chapter and shall institute sufficient controls to ensure income and expenditures proceed as approved.

**Section B** – The Fiscal Year of the Chapter and the Program Year of the Chapter shall be from 1 July through 30 June.

**Section C** – An independent annual audit shall be initiated by the Chapter Treasurer at the end of each year and a formal audit report will be submitted to the President and the members of the Board of Directors within thirty (30) days of the close of each fiscal year.

**ARTICLE VII MEMBERSHIP** – Eligibility for membership shall be in accordance with the National Bylaws and qualifications prescribed by the National Board of Directors.

**ARTICLE VIII AMENDMENTS**

**Section A** – Amendments to these Chapter Bylaws shall be proposed in writing to the Chapter President.

**Section B** – Upon resolution adopted by three-fourths (3/4) vote of the Chapter voting members present at a regular meeting. That resolution, as approved, will be submitted to the National Board of Directors for approval of the amendments to the Chapter Bylaws. Whenever possible, all proposed amendments to these Chapter Bylaws shall be submitted electronically to the membership at least two weeks prior to the regular meeting where voting on the change will take place.

**Section C** – Whenever an amendment or new Chapter Bylaws are adopted, it shall be evidenced by a copy filed in the Chapter Book of Bylaws with the original Bylaws, and posted to the Chapter Home Page. The amendment or repeal of the Chapter Bylaws shall be identified by the Chapter Secretary with the date of effectivity established by the date of approval by the National Board of Directors.

**Section D** – These Bylaws have been approved by the requisite action of the National Board of Directors and have been duly adopted at the regular Chapter Meeting and approved by the National Board of Directors on the date indicated on page 1 of these By-Laws.