

CHARTER: NATIONAL DEFENSE INDUSTRIAL ASSOCIATION (NDIA)
UNDERSEA WARFARE DIVISION (UWD)

ESTABLISHMENT: The UWD operates under the auspices of the Articles of Incorporation and By-Laws of the National Defense Industrial Association founded on 1 March 1997. The National Defense Industrial Association Undersea Warfare Division (UWD) was established in July 1997 as a result of the merger of the National Security Industrial Association (NSIA) and the American Defense Preparedness Association (ADPA). The UWD resulted from combining the ADPA Undersea Warfare Systems Division and the NSIA Undersea Warfare Committee.

MISSION: To promote the exchange between government and industry of technical information and expansion of research and development in areas related to Undersea Warfare. To this end, the UWD will serve as a communications conduit by providing a variety of ways for both government and industry to act in concert to solve problems, identify affordable solutions, meet requirements, and support both government and industry with advice on undersea warfare policy and acquisition.

OBJECTIVES: To achieve success in carrying out the MISSION the following objectives will govern the operations of the UWD:

- Focus on critical undersea warfare areas related to the development, production, testing, and logistic support of underwater combat systems including mines, torpedoes, manned and unmanned underwater vehicles, countermeasures, sensors, weapon control, handling equipment; and the integration of systems aboard aircraft, ships, and submarines which have an Undersea Warfare mission.
- In cooperation with cognizant Navy commands and organizations, provide periodic forums (meetings, symposia, seminars, etc.) for government and industry personnel at all levels to exchange information and views in seeking possible approaches to the solution of undersea warfare problems.
- Conduct studies and prepare reports in response to requests from the Navy to recommend solutions to specific problems or issues related to undersea warfare.
- When appropriate, submit to the Navy the results of studies and analysis on undersea warfare issues identified by Industry as critical to the strengthening of the Navy's undersea warfare capabilities and programs.

MEMBERSHIP: Participation in the Division shall be open to representatives of a Regular Corporate Member of the Association; Government Liaison Representatives; non-government Individual Members who from experience or special training may contribute to the functions of the Division; and selected experts drawn from academic, engineering, commercial and industrial communities. Participants in the Division will be required to comply with the directives and restrictions imposed by agencies of the government of the United States pertaining to ethics and security.

ORGANIZATION: The UWD shall consist of designated representatives of member companies and individual members, headed and administered by a Chair and a Deputy Chair elected by the Executive Board. There will be an Executive Board, a Vice Chair, an Advisory

Council, Operating Committee and several Standing Committees, whose roles and structure are described in the UWD Bylaws.

BYLAWS: A set of Bylaws will be prepared to set out the specific procedures and details of the operations of the Undersea Warfare Division. These Bylaws shall be reviewed biennially under the leadership of the Chair of the Advisory Council and three members appointed by the Chair, UWD, to ensure viability, currency and effectiveness. Recommended changes resulting from this review must be approved by a majority vote of the Executive Board before being adopted. In cases of conflict, the Bylaws of the NDIA will govern.

PROCEDURE FOR CHANGE: This submittal supersedes all prior revisions. Suggestions for changes to this document will be submitted in writing to the Chair, Executive Board (UWD). If adopted by the Executive Board, they will then be submitted to the President, NDIA for approval.

Submitted to become effective immediately:



Bruce Spear
Chair, Executive Board Undersea Warfare Division

Approved:



Barry Bates, VP, Operations 10-9-09
President, National Defense Industrial Association

BYLAWS: NATIONAL DEFENSE INDUSTRIAL ASSOCIATION (NDIA)
UNDERSEA WARFARE DIVISION (UWD)

INTRODUCTION:

Applicability: These Bylaws are written to govern the operation and processes of the Undersea Warfare Division (UWD) of the National Defense Industrial Association (NDIA) in support of the Charter. They are guidelines to those individuals responsible for oversight of the UWD, whose collective judgment may at times determine a need to act outside the specifics contained herein. Such instances are considered exceptional, and should be decided only after serious deliberation and examination of the decision's impact on the Division's current and future mission.

Communications: The UWD's mission requires close liaison with the operational, technical and acquisition branches of the U.S. Navy at all levels of management. The broad scope of undersea warfare offers industry an almost infinite number of areas in which to provide expertise in support of the Navy's goals. It also creates a need to conduct UWD activities in a consistent and well-coordinated manner. Individuals assigned responsibility for specific programs or projects sponsored by the UWD must at all times ensure that activities and plans are coordinated with all cognizant parties within the UWD and the Navy to avoid confusion or embarrassment.

Conflict of Interest: Awareness of and sensitivity to the risk of using the UWD's products for individual company's profit is paramount to any activities sponsored by the UWD. There must be no perception of conflict of interest in our activities. Promotion of a particular company's products or services, or activities involved with pricing practices is prohibited. Classified or proprietary and privileged communications must be protected at all times.

ORGANIZATION:

The **Executive Board**, chaired by the UWD Chair, is made up of elected members, the number to be determined at the annual Spring Meeting coincident with the nominating committee report and elections. This Board will determine the UWD's objectives, policies and major courses of action. Membership on the Executive Board represents a commitment of time and resources to support UWD activities.

An **Advisory Council** of senior officials with significant leadership experience in the UWD and undersea warfare matters, will be elected to provide support and advice as appropriate to the Division Chair.

The **Operating Committee** is chaired by the Division Deputy Chair to carry out the day-to-day actions and requests of the UWD Chair. The Operating Committee will meet at the discretion of its Chair, to include a meeting prior to each Executive Board Meeting. Members of the Operating Committee shall include, but not be limited to:

- Chair and Deputy Chair of each Standing Committee;
- Spring & Fall Event Program Chairs NDIA
- Wargame Executive
- Roundtable Executive
- Administrative Committee Chairs (Awards, Nominating, Academic Fellowships & Publications)

Standing Committees will carry out the mission and objectives of the UWD under the guidance of the Division Deputy Chair. The following Committees will be responsible for the detailed analyses and investigations directed toward the solution of technical and operational problems presented to the UWD:

- Undersea Command, Control, Communications and Combat Systems
- Undersea Sensor Systems
- Undersea Vehicles
- Undersea Mine Warfare
- Undersea Warfare Aviation
- Others as directed by the Chair

Ad Hoc Committees may be appointed by the Chair whenever appropriate. The Standing Committee Chairs will nominate an individual to serve as Deputy Chair, for the approval of the Division Chair.

OFFICERS:

Division Chair: The Chair, elected for a two (2) year term by the Executive Board, shall be the senior officer of the UWD and shall be responsible for the following:

- Appointing the Assistant to the Chair
- Nomination of members to the Executive Board and Advisory Council.
- Appointment of Chairs to the Standing, and Ad Hoc committees.
- Appointment of Spring and Fall Event Program Chairs, NDIA Wargame Executive and Roundtable Executive.
- Nomination of the Chair and members of the Advisory Board.
- Presenting at the Spring Annual Meeting a “State of the Undersea Warfare Division” report.
- Primary Liaison with:
 - The UWD Navy sponsor, DCNO, Resources, Warfare Requirements, and Assessments (N8).
 - The Assistant Secretary of the Navy for Research, Development, and Acquisition.

- The Commander, Naval Mine and Anti-Submarine Warfare Command (NMAWC).
- The Commander, Naval Undersea Warfare Center (NUWC).
- Other senior Navy leadership who are stakeholders in the UWD mission.

Division Deputy Chair: The Deputy Chair will be elected for a two-year term by the Executive Board and will be responsible for:

- Functioning as the Chair, UWD Operating Committee.
- Representing the Chair in his/her absence as Chair of Executive Board meetings and other functions as appropriate.
- Supervision and oversight of all studies conducted by the UWD Committees with specific responsibility to identify overlapping areas of interest among the Committees to ensure joint responsibility when appropriate.
- Preparation of UWD's Biennial Report to the Secretary of the Navy.
- The individual selected to be Deputy Chair would be expected to succeed to the Standing Committee Chair, if that position was to be vacated for any reason.

Vice Chair: The Vice Chair shall be a senior retired Naval officer with extensive background in undersea warfare, appointed by the Division Chair, with responsibilities to include:

- Advising the Chair and Executive Board on military matters.
- Coordinating visits to navy commands and facilities by the Executive Board.
- Executing staff functions assigned by the Division Chair.

STRUCTURE:

The **Executive Board** will consist of the Division Chair, the Division Deputy Chair, the Vice Chair, the Chairs of the Standing Committees, members of the Operating Committee (less the Standing Committee Deputy Chairs), assistant to the Chair and other members at large. All members will serve three-year terms and may be re-elected to no more than one additional consecutive three-year term unless the Division Chair and the Nominating Committee Chair propose a special exception at the annual Spring Meeting elections. Each member of the Executive Board will cast one vote for matters presented for consideration to the Executive Board. Nomination of members to the Executive Board and Advisory Council will be made by the Division Chair who will be guided by the following selection criteria:

- Prior professional experience in support of undersea warfare in which he/she demonstrated dedication to the goals of the Division.

- The degree to which the candidate's position will enable him/her to commit substantial time and resources to the work of the UWD.
- The need to maintain a balanced representation of the several Undersea Warfare communities on the Executive Board.
- The advice and guidance of the Executive Board and the Advisory Council.

The Executive Board will carry out the following responsibilities:

- Establish broad policies for the overall administration and conduct of the Division's activities.
- Encourage participation in UWD activities by senior management of their respective companies' organization.
- Review and approve start-up of studies and approve final reports of studies.
- Ensure that the UWD maintains a rigorous policy of conflict of interest avoidance in all of its activities.

The **Standing Committees**, led by Chairs appointed by the UWD Chair, will serve a three year term. They will nominate to the Division Chair a Deputy Chair to assist them in their duties who will not be from the same company. In unusual circumstances, this policy may be waived with the approval of the Executive Board. Participants on these Committees may be either individual members or corporate members.

The Committees will make detailed analyses and investigations directed toward the solution of technical and operational problems presented to the UWD from the Navy or Industry. The Chair may plan and conduct separate meetings on technical or operational matters relative the Committee's area of interest.

The Standing Committee Chairs are responsible for the selection of prospective study topics germane to the Committee. Each Chair will appoint study teams, organize meetings and briefings as necessary to accomplish studies, ensure timely progress, and review all study reports. Before undertaking a study, the Chair must submit a written Study Plan to the UWD Deputy Chair, who will present it to the Executive Board for approval.

Once approved, the Chair will, upon request of the Executive Board provide status reports either in writing or by briefing the Board at a scheduled meeting. When completed, the final written report will be submitted to the Deputy Chair for review and approval. As appropriate, the Deputy may request a briefing of the study results be given to the Executive Board. No written reports or briefings will be given to the Navy without the approval of the Division Chair.

The Committee Chairs will provide to the Program Chair, such support as he may request in the planning and execution of technical meetings and programs sponsored by the UWD. This assistance will include agenda recommendations; speaker arrangements, presentation of technical papers, and any other actions needed to ensure the highest professional standards of the meetings.

The **Conference Program Chairs** will be responsible for scheduling and planning for the two major annual conferences as well as any other meetings deemed necessary by the Executive Board. They will coordinate these events with the Division Director and the cognizant Committees as appropriate, to ensure maximum support and participation in all of these activities.

The **Awards Chair** will be responsible for preparing nominations for the various awards to be given annually and will form an Awards Committee to assist in this responsibility. The specific details of the Awards process are contained in a separate Directive.

The **Nominating Chair** will at the prescribed times appoint a Nominating Committee to ensure that Executive Board officers and members are elected in accordance with the procedures contained in these Bylaws. The Nominating Chair will report directly to the Division Chair.

The **Publications Chair** will be responsible for the preparation, publication and distribution of the various newsletters and reports distributed to the membership.

The **Academic Fellowships Chair** will be responsible for overall management of the Academic Fellowship Program. Additionally he/she will coordinate with the NDIA Chief Financial Officer to ensure effective management of the Fellowship corpus.

The **Roundtable Executive** will be responsible for scheduling and coordinating all annual Navy roundtables with the Executive Board/Advisory Council. In addition, the Roundtable Executive will coordinate the preparation of the Division's Annual Top Five Issues, to be submitted to the DCNO (N8) Sponsor.

The **Wargame Executive** will be responsible to coordinate planning with the Naval War College Wargaming Director and the Naval War College NDIA Wargaming Director, distributing letters of invitation to all interested members, and assist the NDIA Division Director in planning and executing related wargame activities.

The **Advisory Council** will consist of members including a Chair, all elected by the UWD Executive Board to serve three year terms. Members may serve up to two consecutive terms, with special exceptions reserved for approval the same as with Executive Board members.

- The most recent past UWD Chair will automatically be a member.
- The Advisory Council is intended to assist the Division Chair in ensuring that the traditions and protocol of the Division are maintained in order that relationships with our Navy sponsors are of the highest caliber. Their wisdom and experience will be of great value to the successful operation of the Division.
- Advisory Council members are encouraged to attend all Executive Board Events.

MEETINGS:

• Executive Board: There will be no fewer than four (4) meetings of the Executive Board annually, one of which will be to conduct election of officers and approve appointments of various Division Chairs.

- **Membership:** There will be at least two (2) annual conferences open to the entire membership at a time and place determined by the Executive Board. Other meetings will be scheduled to address technical areas of interest to the membership.

REPORTS

Study Reports. Approval of all UWD reports, whose results will be submitted to the Navy, rests with the Executive Board. Reports approved by the Executive Board shall be issued as UWD reports, signed by the Division Chair, with full credit to the preparing Standing Committee and the individuals directly involved.

Biennial Report. Biennially the Deputy Chair will prepare a Report for delivery to the Secretary of the Navy. The Report shall include a forwarding letter of endorsement from the President NDIA; an introductory statement by the Division Chair; and a summary of each approved UWD study completed for the Navy sponsor during the period of the Report and other topics as deemed appropriate by the Division Chair. A briefing of the Report shall be presented by the UWD Chair to the Navy sponsor and the Secretary of the Navy. The Report will be distributed to appropriate Navy offices and activities, and member companies.

State of the Undersea Warfare Division will be prepared by the Division Chair, and delivered to the assembled membership at the Annual Spring Meeting, and will include:

A summary of the Divisions accomplishments and financial condition in the year past.

An appraisal of the undersea warfare capabilities extant in the Navy and industry.

An outline of plans for the forthcoming year.

Highlights of the most recent report submitted to the Secretary of the Navy.

NOMINATIONS AND ELECTIONS:

Membership. The Executive Board shall be divided into three classes so their terms of office shall expire in consecutive years. Board members shall not be eligible to succeed themselves for more than one three-year term of office except under special exceptions as described in the bylaws. A member may resign, at any time by written resignation to the Chair of the UWD, who will then nominate a replacement to serve the remainder of the term of office. Failure to attend at least two UWD meetings in a one-year period may be cause for termination from membership on the Board.

Division Chair and Deputy Chair. At least 90 days before the Spring Annual Meeting at which elections are required, the Chair will direct the Nominating Committee Chair to recommend candidates for the offices of Division Chair and Deputy. At the Executive Board meeting held in conjunction with the annual Spring meeting, using the Nominating Committee Report, the Board will elect a Chair and a Deputy Chair to take office immediately following the State of the Undersea Warfare Division Report at the Spring Meeting. The Chair and the Deputy Chair may not succeed themselves.

Executive and Advisory Board Members. The Division Chair shall nominate proposed Board members to fill the vacancies occurring annually, and submit the names to the Executive Board for election in accordance with the schedule noted above. Broad representation of member companies is encouraged. However, election of representatives from different divisions of larger corporations is authorized with the concurrence of the Executive Board.

ADMINISTRATIVE:

The UWD in carrying out its Mission of promoting the exchange of information between government and industry in support of undersea warfare requirements will have access to technical data, operational information and policy papers of a Classified nature. This material and other information provided by the Navy through classified meetings and symposia must be properly safeguarded.

Members are required to keep the Division Director advised of all changes in their status, i.e. changes in jobs, physical location, address, etc. These changes may require new security and facility clearances.

DIVISION DIRECTOR:

From its staff, the NDIA provides a Director responsible for administering the activities of the UWD, and directly support the Chair as required. The Director will attend all meetings of the Executive Board, prepare the agenda with the guidance of the Chair, and report the minutes of the meetings within 30 days of the meeting to the President of the Association and other appropriate officials, after said minutes have been signed and approved by the Chair, UWD.

The Director shall schedule meetings and conferences in accordance with the guidance of the various responsible UWD officials. Furthermore, with the concurrence of the UWD Chair, the Director shall maintain liaison with Department of Defense officials and the Committee Chair to support the smooth flow of information. The Director will maintain records pertaining to security clearances for the membership, and shall coordinate attendance by members to classified and unclassified meetings, conferences and symposia.

The Director will prepare budgets, disburse funds, arrange for annual audit of the funds and report the status of funds at each Executive Board meeting.

GENERAL:

Bylaws. The Bylaws will be reviewed biennially under the leadership of the Chair of the Advisory Council, and three members appointed by the Chair of the Executive Board to ensure viability, currency and effectiveness. A report will be submitted to the Chair of the Executive Board recommending changes or continuance of the status quo. Any changes will be approved by the Executive Board before adoption.

Other Directives. Recognizing that emerging requirements may necessitate deviations from these Bylaws prior to the biennial review, the issuance of specific directives is authorized to meet the needs of the Division. These directives may be originated by any member of the Division, but must be approved by the Executive Board. They will be in effect only until the next scheduled biennial review of the Bylaws, at which time they may be formally incorporated or

dropped.

COMMUNICATIONS WITH CONGRESS:

All communications with members of Congress, Congressional Committees or their staffs, wherein one represents themselves as a member of NDIA, shall be coordinated with the NDIA Chair, Legislative Affairs Division, and conducted in conformity with the rules and guidelines promulgated by the President, NDIA. Such communications must first be approved by the Chair, UWD Executive Board.

Submitted:



Bruce Spear
Chair, Undersea Warfare Division

Approved:



Barry Bates
Vice President, Operations
National Defense Industrial Association