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Chapter

Operations

Manual

Rocky Mountain Chapter

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[www.ndiarmc.org](http://www.ndiarmc.org)

The Chapter Operations Manual provides the Rocky Mountain Chapter leadership with guidance in managing and strengthening the chapter within the local community. This is the “go to” source for chapter operations.

Chapter Officers and Directors will review this manual upon assumption of office, or reelection, and serves as a reference to ensure continuity of the goals and mission of the association and chapter.

Rocky Mountain Chapter welcomes suggestions or recommendations for change are welcome and encouraged to ensure the Chapter continues to meet its goals and remains relevant to the community. The Chapter Executive Vice President is the point of contact for change recommendations.

Effective – November 2, 2023

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Thomas C. Walker,

President

Rocky Mountain Chapter

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ROCKY MOUNTAIN CHAPTER

CHAPTER OPERATIONS MANUAL

# **Introduction**

## Mission Statement

NDIA’s principal missions are to increase weapons technology, improve defense management, and maintain a strong science-industry-defense team continually responsive to all needs of the development, production, logistics and management phase of national preparedness. It provides a forum for the exchange of ideas and information between its members and government agencies through a network of committees, divisions, chapters, national and local meetings, and conferences, and visits to Department of Defense installations.

## Objectives

The Rocky Mountain Chapter provides local, geographic focus to further the objectives and policies of the National Defense Industrial Association. The Rocky Mountain Chapter values the relationships with its members and the community the Chapter serves. To that end, RMC has four primary objectives:

* 1. Supporting current programs and activities of the Association.
  2. Providing a means for liaison with local U.S. government agencies and personnel.
  3. Encouraging and facilitating the exchange of information between industry, military, and government with reference to national security and defense preparedness.
  4. Pursuing an active program supporting Association membership recruitment and retention.

## Strategic Priorities

Rocky Mountain Chapter strategic priorities include providing:

1. Programs of value
2. Forum(s) for the exchange of ideas
3. Information between its members and government agencies.
4. Increase corporate and individual membership annually.

# **Chapter Establishment and Authority**

## Establishment Authority

The Rocky Mountain Chapter derives its existence, authority, and tax status from the Article of Incorporation and By Laws of the National Defense Industrial Association.

## Conflict of Interest

As a national security non-profit, the National Defense Industrial Association and Women in Defense consistently operate with integrity, conducting all actions legally and ethically. Chapters must conduct all actions with the same high level of integrity and must avoid even the appearance or perception of illegal or unethical activities. This requirement includes but is not limited to ensuring no Board member receives an improper financial benefit, or other undue advantage from their role as a board member.

## Non-Discrimination

The Chapter does not unlawfully discriminate against any person on any basis prohibited by federal, state, local, or other applicable law.

## Geographic Responsibility

The Rocky Mountain Chapter includes the State of Colorado.

# **Chapter Organization**

## Board of Directors

The Board of Directors shall manage the business and affairs of the Chapter. The National Defense Industrial Association has fiduciary responsibility, and the Rocky Mountain Chapter Board of Directors’ fiduciary responsibility is to support the Association with its duties of care, loyalty, and obedience.

1. **Duty of Care:** fiduciary responsibility to make decision and deliver reasonable care (diligence and prudence) of assets within its custody.
2. **Duty of Loyalty:** responsible for putting the needs of the organization and stakeholders before personal or business interests and to avoid the appearance of or actual conflicts of interest.
3. **Duty of Obedience:** responsible to ensure compliance with applicable laws, regulations, and National Defense Industrial Association directions and Chapter Operating Principles and policies.

The Board shall, during the last quarter of the calendar year, establish the number of Directors for the following year. Chapters should avoid having more than one representative from a company on the Board; however, if more than one is appointed at any given time, it is the responsibility of the Chapter to ensure that no single company gets over-represented and has the potential for influencing Chapter policy.

## Officers

The Board of Directors shall designate Chapter officers. These should include President, Executive Vice President, Secretary, and Treasurer. The officers shall have such duties as generally pertain to their offices as well as duties conferred by the President.

1. President: shall be responsible for supervising the business and affairs of the Chapter, chairing the Chapter Board meetings, and providing the leadership of the Rocky Mountain Chapter.
2. Executive Vice President: shall act on behalf of the President in the President’s absence.
3. Secretary: shall be responsible for recording the deliberations and actions taken by the Board in carrying out its duties.
4. Treasurer: shall be responsible for finances and financial management practices of the Chapter.

## Committees

The President of the Rocky Mountain Chapter may, as deemed necessary, appoint Committees and their Chairs to assist in the operations of the Chapter. The Rocky Mountain Chapter shall have standing committees as identified below and may have ad hoc committees.

Standing Committees include:

1. Awards: responsible for the establishment and execution of policies and procedures associated with the development and execution of awards to include but not be limited to the Hartinger Award and the Patriot Awards and provide recurring reports to the President and the Board of Directors on the status.
2. Ball: responsible for the planning, resourcing, staffing, and execution of the annual Rocky Mountain Ball and provide recurring reports to the President and the Board of Directors on the status.
3. Communications: shall establish and execute a plan for the communications of Rocky Mountain Chapter information to the membership and as necessary, support other committees or working groups in the delivery of messaging, and provide recurring reports to the President and the Board of Directors on the status.
4. Events and Activities: shall establish and execute an annual plan of events to provide value to the membership in support of the objectives and strategic priorities of the Rocky Mountain Chapter, provide planning support to National and Space Division for events hosted in our region such as Space Warfighting Forum, and provide recurring reports to the President and the Board of Directors on the status.
5. Finance: shall establish and execute an annual budget and provide reports on the stewardship of Chapter funds and provide recurring reports to the President and the Board of Directors on the status.
6. Government and Community Relations: shall establish and execute a plan of interactions with the Government and Community working with the Events and Activities Committee and others as necessary to provide value to the membership and provide recurring reports to the President and the Board of Directors on the status.
7. Industry, Military, Academic Golf Event (IMAGE): responsible for the planning, resourcing, staffing, and execution of the annual golf tournament to raise funds for our Science, Technology, Engineering and Math (STEM) programs.
8. Membership Support: shall establish and execute a plan for membership development and growth and provide recurring reports to the President and the Board of Directors on the status.
9. Nominations: shall, when appointed by the President, deliver a slate of nominees for consideration by the President, Executive Committee, and the Board of Directors as necessary for annual elections or as called by the President and provide recurring reports to the President and the Board of Directors on the status.
10. Northern Colorado: shall establish and execute a plan for inclusion of the membership north of the Colorado Springs area, proving value to the membership, and provide recurring reports to the President and the Board of Directors on the status.
11. Policy and Governance: shall oversee the policy and governance documents and ensure adherence; conduct regular and recurring, and ad hoc updates; provide recurring reports to the President and the Board of Directors on the status; and monitor overall compliance for Chapter of Excellence.
12. Small Business: shall develop and execute a plan tailored towards the inclusion and added value for the small business members of the Rocky Mountain Chapter and provide recurring reports to the President and the Board of Directors on the status.
13. Workforce Development: shall develop and execute a plan to identify the needs of the workforce and support the members in the development of the surrounding workforce, supervise the Chapter’s involvement with the Edge of Space, and provide recurring reports to the President and the Board of Directors on the status.
14. Young Professionals: shall develop and execute a plan for greater engagement of the young professionals in the Rocky Mountain Chapter area of responsibility and provide recurring reports to the President and the Board of Directors on the status.

## Working Groups

The President of the Rocky Mountain Chapter may, as deemed necessary, appoint Working Groups and their Chairs to assist in the operations of the Chapter. Working Groups will provide recurring reports to the President and the Board of Directors on the status.

## Membership

National Defense Industrial Association provides to persons and organizations applicable membership categories of the Association. National Defense Industrial Association assigns based on geographic region members to the Rocky Mountain Chapter. National Defense Industrial Association may assign individuals membership in multiple chapters. However, only membership in one chapter may be considered as it applies to voting on national matters. The Rocky Mountain Chapter seeks to increase corporate and individual membership each year.

# **Processes and Procedures**

## Expenditure of Funds

The Officers and Board of Directors shall approve a budget annually for the expenses of the Chapter. The President or Executive Vice President with the concurrence of the Treasurer may approve expenses less than $500 provided the cumulative annual does not exceed the total amount of the approved budget.

Once the budget is approved, the Chair(s) of the Committee may expend funds within the scope of the approved budget. All contracts must be approved by at least two officers after determining the Chapter has sufficient funds and the expense is within the scope of the approved budget.

For specific projects (e.g. scholarships, donations), the Chapter will only use funds raised from a specific fundraiser (e.g. IMAGE for STEM).

* 1. **Event Registration and Participation**

For each event, the Chapter shall ensure attendees provide the following consents:

Event Code of Conduct *(always)*

NDIA’s Event Code of Conduct applies to all National Defense Industrial Association (NDIA), National Training & Simulation Association (NTSA), Emerging Technologies institute (ETI), and Women In Defense (WID) meeting-related events, whether in person at public or private facilities, online, or during virtual events. NDIA, NTSA, and WID are committed to providing a productive and welcoming environment for all participants. All participants are expected to abide by this code as well as NDIA’s ethical principles and practices. Visit NDIA.org/CodeOfConduct to review the full policy.

Harassment Consent *(always)*

The National Defense Industrial Association (NDIA), National Training & Simulation Association (NTSA), and Women In Defense (WID) are committed to providing a professional environment free from physical, psychological, and verbal harassment. NDIA and its affiliates, NTSA and WID, will not tolerate harassment of any kind, including but not limited to harassment based on ethnicity, religion, disability, physical appearance, gender, or sexual orientation. This policy applies to all participants and attendees at NDIA, NTSA, and WID conferences, meetings, and events. Harassment includes offensive gestures and verbal comments, deliberate intimidation, stalking, following, inappropriate photography and recording, sustained disruption of talks or other events, inappropriate physical contact, and unwelcome attention. Participants requested to cease harassing behavior are expected to comply immediately, and failure will serve as grounds for revoking access to the NDIA, NTSA, or WID event.

Photography and Video Recording Consent (*if applicable)*

I understand that NDIA may use photography and video to record, reproduce, and distribute the photos and video recordings of this event (webinar, conference, meeting, etc).  I understand that photos or videos may be taken, and any remarks, questions, and comments that I make will/may be included in any such recording. I hereby give my consent for my name, likeness, image, voice, and appearance (as recorded by video or photography) to be used in marketing and/or video recording by NDIA or its affiliates for any purpose associated with this event (webinar, conference, meeting, etc.).

## Elections

At least three months prior to Board turnover, the Chapter President and/or Chairman of the Nominating Committee, with the approval of the Chapter Board, shall appoint a nominating committee of a least three members. The Nominating Committee shall present its slate at a Chapter meeting or electronically. The election of Officers and Directors may take place by voice or electronic vote unless otherwise specified by the Board of Directors. The Rocky Mountain Chapter will notify National Defense Industrial Association headquarters 30 days prior to the election a second notification of results within two weeks of election.

Directors serve a set term of one or two years. Approximately one-half of the Directors shall be elected each year. Director vacancies may be filled at any time during the year by a majority vote of the remaining directors.

Officers will be elected for a period of one or two years. No one shall serve more than two consecutive terms as any one Officer position, unless approved by the Chapter Board of Directors and NDIA SVP Membership & Chapters. In the absence of the President, those duties shall devolve upon the Vice Presidents in their order of seniority of service, and in their absence, Treasurer, and, in turn, Secretary, in the absence of any Officer, upon a member of the Board of Directors in order of seniority.

## Web Site and Social Media Policy

The Communications Committee Chair is responsible for maintaining the Chapter and committee website(s). The Chapter contracts for web service that may be used by committees, for publishing information and creating applications on the web.

Committees shall not create a web presence outside of the Chapter contracted services. Committee Chairs are responsible for creating content that meets web usability and accessibility standards, ensuring the accuracy and timeliness of the information presented, publishing pages that represent professional design and quality, ensuring that web materials comply with Association and Chapter policy and copyright, privacy, information security, intellectual property, and libel laws, and responding to inquiries and comments directed at the published material. Committees have a responsibility to create websites that positively represent the Association and Chapter while safeguarding the privacy of any data they collect via web forms. Committees shall contact the Communications Committee Chair if the committee is unsure about the acceptability of web applications, or to consult about the most secure way to collect and maintain data on the web.

If a website collects personally identifiable information the site must disclose to the end-user, the purpose of the collection and how the data will be used. Furthermore, the data cannot be used for purposes other than those stated on the website. All websites will communicate securely (via https:). If directed, files may be deleted or made inaccessible that contain material that is in violation of state and federal law or Chapter policy. The following are not permissible uses of Chapter web space:

• Committees must not collect, store, or present any sensitive or personally identifiable information.

• Committee webpages cannot be used for commercial, non-Chapter purposes. They cannot be for the personal or private gain of an individual or group of individuals promoting a private or commercial cause.

## Records Retention, Document Management, Storage, and Retrieval

The Records retention annex contains details on document retention requirements.

## Physical Storage and Minor Property

The Chapter contracts for physical storage space to maintain secure storage of Chapter assets. The Executive Vice President will maintain responsibility for physical storage and inventory of chapter assets.

# **Appendices**

* 1. Operating Principles
  2. Succession Plan

## APPENDIX A

**Operating Principles for Chapters of the**

**NATIONAL DEFENSE INDUSTRIAL ASSOCIATION (NDIA)**

Updated Chapter Operating Principles are available at <https://www.ndia.org/chapters/about-ndia-chapters/chapter-operating-principles>.

## APPENDIX B

**NATIONAL DEFENSE INDUSTRIAL ASSOCIATION (NDIA)**

**ROCKY MOUNTAIN CHAPTER (RMC)**

**SUCCESSION PLAN**

The National Defense Industrial Association, Rocky Mountain Chapter Succession Plan, the “Plan,” identifies the key role of leadership at the various levels of the RMC organization and methods to ensure continuity and development of leadership. The Plan ensures continuity by identifying the process to replace leadership should they leave their role prior to their full term. The Plan also ensures development of leadership through recruiting of individuals for recommendation to replace leadership at the end of the full term.

**CONTINUITY**

**Executive Committee:** Should one of the Executive Leadership Committee members leave their role prior to their full term, the following provides a guideline for replacement:

|  |  |
| --- | --- |
| **Departing** | **Arriving** |
| President | Vice President |
| Vice President | Secretary |
| Secretary | Select Committee Chair |
| Treasurer | Select member from Finance Committee or Audit Committee |

**Director:** Should one of the members of the Board of Directors, a Director, leave their role prior to their full term, the following provides a guideline for replacement upon consideration of the timeline for replacement:

1. If the Director departs within a brief period prior to the end of term, the Executive Committee will consider the pending election to replace the departing Director.
2. If the Director departs within a lengthier period prior to the end of term, the Executive Committee will consider leaving the vacancy unfilled or use of an appointment.

**Committee Member:** Should one of the members of a Committee, other than the Chair, leave their role prior to their full term, the Committee Chair will replace the departing member as the Chair sees fit. If the departing committee member is the Chair, the Chapter President will replace the departing chair applying the following guidelines:

1. Replace the departing Chair from within the committee.
2. Transfer a Chair from another committee with the leadership skills to manage both Committees (e.g., Workforce Development and Young Professionals) especially if within a brief period prior to the end of term.
3. Seek a new Chair from outside the current committee and not from another committee

**DEVELOPMENT**

**Executive Committee:**

|  |  |
| --- | --- |
| President | The President takes the responsibility to train, mentor, and support the development of the Vice President in preparation for the role of Chapter President. The RMC considers the Vice President role as an ascendency position. As part of the transfer of responsibility, the President may send the Vice President to the National Meeting to introduce the next President (current Vice President) to broader NDIA community. |
| Vice President | The Nominating Committee, in concert with the Executive Committee, nominates for Vice President a Chapter member with experience as a Committee Member or Chair, Director experience, or other Executive Committee experience. If the Vice President does not make satisfactory progress towards qualification as an ascendant President in their first year in role, the President will recommend replacement and request a search for a new Vice President |
| Treasurer | The Nominating Committee, in concert with the Executive Committee, nominates for Treasurer a person with strong organizational and communication skills, understanding of bookkeeping or accounting principles, and an opportune nomination for consideration as a future RMC Vice President. |
| Secretary | The Nominating Committee, in concert with the Executive Committee, nominates for Secretary a person with strong organizational and communication skills, understanding of Robert’s Rules of Order and Parliamentary Procedures, and an opportune nomination for consideration as a future RMC Vice President. |

**Director:** The Nominating Committee will nominate potential members to serve on the Board of Director individuals with:

1. Strong collaboration skills.
2. Experience in roles with strategic or executive skills.
3. Prior service on other Boards of Directors.

Additionally, the Nominating Committee will ensure representation from a variety of company types (e.g. SDVOSB, WOSB, ANC, HNO, HUBZone, etc.) to ensure a cross-representation of the industrial community in order to best serve the various needs of the industry members, support the national defense needs, and maximize the likelihood of Chapter success and attainment of recruitment and participation goals.

**Committee Member:** The President, in consultation with the Nominating Committee, will identify individuals to serve on committees and select the chair for each committee. Likewise, the Chair of a committee will actively recruit individuals to serve on the respective committees. The Chapter President will consider the following guidelines in selecting a Committee Char:

1. While still Vice President, the ascending President may confer with the Executive Committee, the Nominating Committee, and committee members to determine the best fit for their leadership team. The ascending President may identify to the prospective Chair candidate the desire to request their service as Chair.
2. Committee Chairs will need to have strong organizational and communication skills, understanding of the time commitment as a Chair, and understanding of the role of the committee for which they will serve as a Chair.
3. While not a requirement to commit to further development from Committee Chair to Director and Executive Committee, Committee Chairs will serve as the primary pool from which the Nominating Committee will nominate Directors and Executive Committee.

**NOMINATING COMMITTEE**:

The Nominating Committee serves as the primary research and recommendation arm of the leadership development for the Chapter. The Executive Committee will recommend, and the President will appoint, three or five members to serve on the Nominating Committee using the following guidelines:

1. Director Emeritus: A Director Emeritus provides lengthy experience with a Chapter and the successes and failures of past leadership teams and will have the insight to recommend the right people for the current and future needs of the Chapter.
2. Past President. The Past President provides unique insight to the needs of the Chapter across the Executive, Director, and Committee leadership levels.
3. Past Director: A past Director provides unique insight to the relationship between the Directors, the Executive Committee, and the Committees to ensure nomination of a successful leader for the Chapter at the appropriate level of consideration.
4. Past Committee Char. These positions provide unique and specific insight to the future leadership needs of the Chapter at the Committee level to include understanding the relationships between the Committees, Directors, and Executives to ensure nomination of a successful leader for the Chapter at the appropriate level of consideration.

**Approval Recommended: Approved:**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Name |  | | Name |  |
| Chair | |  | President |  |
| Policy and Governance Committee | |  | Rocky Mountain Chapter |  |