

## OPERATING PRINCIPLES FOR CHAPTERS OF THE NATIONAL DEFENSE INDUSTRIAL ASSOCIATION

### ARTICLE I – NAME

**1. Name.** The name of the organization shall be the

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Chapter of National Defense Industrial Association (hereafter called the Association).

### ARTICLE II – PURPOSES

**1. Purposes.** The purposes of the Chapter are to provide local geographic focus to further the objectives and policies of the Association as set forth in the national governance documents. Purposes include:

- 1.1. Support Association programs and initiatives.
- 1.2. Provide legal, ethical forums for industry, academia and government at a local, state and federal level.
- 1.3. Encourage and facilitate the exchange of information between industry and government with particular focus on defense and national security.
- 1.4. Pursue an active program in support of the Association membership recruitment and retention.

### ARTICLE III – ESTABLISHMENT

**1. Establishment of Authority.** The Chapter is an integral part of the Association. The Association Chapters derive their existence, authority and fiscal tax status from the Association.

**2. Chapter Establishment.** To be a Chapter, the entity must have operating principles signed by the Association President and the Chapter president.

**3. 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.

**4. Non-Discrimination.** Chapter does not unlawfully discriminate against any person on any basis prohibited by federal, state, local or other applicable law, including race, color, ethnicity, national origin, religion or religious practice, gender, gender identity or gender expression, or sexual orientation, age, disability, marital status and military status.

### ARTICLE IV – POLICY

**1. Policy.** Actions, programs, and public statements of the Chapter must conform to the policies and objectives in the NDIA National bylaws and other official expressions of NDIA policy. Nothing in these operating principles or elsewhere shall be construed to authorize any action that does not further the stated policies and objectives.

**2. Chapter Operations.** Chapters will execute all operations in accordance with a Chapter Operations Manual developed, updated and approved by the Chapter Board of Directors. Chapter Operations Manuals must align with all NDIA and WID governance documents and processes.

### ARTICLE V – MEMBERSHIP AND DUES

**1. Membership.** Chapter membership is granted by the National Headquarters to persons who have been approved and paid dues as members or established complimentary government accounts.

- 1.1. A member's primary Chapter is the Chapter in which the member enjoys voting privileges.
- 1.2. Members are assigned primary Chapters based on the address used to establish the membership account, and upon the geographical area assigned to the Chapter by NDIA.
- 1.3. Members may change their primary Chapter affiliation to align with personal or professional priorities and may select secondary Chapters from which to receive information. However, members may only vote or serve as Officers or Board members in their primary Chapter.

**2. Membership Dues.** The annual fee paid for the Association membership by an individual or corporation includes Chapter and National membership in the Association. Chapters will not charge separate Chapter membership dues.

### ARTICLE VI –STRUCTURE (OFFICERS, BOARD OF DIRECTORS)

**1. Officers.** The Officers of the Chapter shall be the President, Vice President, Secretary, and Treasurer. Ideally, the offices of President, Vice-President, Secretary and Treasurer shall not be held by the same person; however the Association may approve an exception as the Chapter works to fill vacant positions.

**2. Board of Directors.** The Board of Directors shall be comprised of the Officers, a Membership Director and other Directors whose position and responsibilities will be outlined in the approved Chapter Manual.

**3. General Powers.** The Board of Directors provides a governing body for Chapter decisions. The Officers shall manage the business and affairs of the Chapter. Except as provided by law, NDIA Bylaws or Chapter Operating Principles, all the Chapter authority and responsibility is vested in the Board of Directors.

**4. Representation.** Between July and September, if required the Chapter Board shall review and adjust Board composition for the following year.

**5. Committees.** Committees may be appointed by the Board of Directors to assist in the performance of the Board's duties.

**6. Meetings.** The Board of Directors shall meet at least annually and as deemed necessary by the simple majority vote of the Board of Directors.

**7. Quorum.** A quorum of the Board of Directors is constituted by a simple majority of the number of elected Board Members.

**8. Board Member Removal.** The Board may remove any Officer or Director with or without cause through a resolution passed by a two-thirds vote of the Board of Directors as defined in the Chapter's approved Operations Manual and approval from NDIA's Executive Vice President or President.

1.1. NDIA's Executive Vice President may remove any Officer or Director with or without cause.

## **ARTICLE VII – DUTIES OF ELECTED OFFICERS, BOARD OF DIRECTORS, AND ADVISORS**

**1. President.** The President shall be the principal executive officer and shall in general supervise and control all the business and affairs of the organization. The President shall preside at all meetings of the members and of the Board of Directors. The President shall perform all duties incident to the Office of President and such other duties as may be prescribed by the Board of Directors from time to time. Additionally, the President will serve as a liaison to the Association as well as the local WID Chapter.

**2. Vice President.** The Vice President shall support the goals and objectives of the President and be assigned such duties as the President may direct. The Vice President shall perform the duties and exercise the powers of the President during the absence or disability of the President.

**3. Secretary.** The Secretary shall keep the minutes of the meetings of the members of the Board of Directors which shall be filed and retained for that purpose; see that all notices are duly given in accordance with the provisions of these operating principles or as required by law; and perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors. The Secretary shall ensure meetings are conducted in accordance with the Twelfth Edition of Robert's Rules of Order, Newly Revised. The Secretary shall also serve as Sergeant-at-Arms at Board and Special Meetings.

**4. Treasurer.** The Treasurer shall be responsible for all the items outlined in Article XI.

## **ARTICLE VIII – COMMITTEES**

**1. Standing Committees, Other Committees.** The standing committee shall be the Elections Committee. The Board may create other committees deemed necessary to carry out its purposes.

**2. Elections Committee.** The Immediate Past President shall chair the Elections Committee or a designee of the President if the Immediate Past President is unavailable. The Immediate Past President, with a vote of approval from the Board of Directors, shall appoint an Elections Committee of at least three (3) Chapter Members including the Immediate Past President. The NDIA Senior Vice President for Membership & Chapters may grant an exception to the requirement for an elections committee.

## **ARTICLE IX – MEETINGS OF MEMBERS**

**1. Annual Meeting.** An annual meeting of the Chapter will be held during the last quarter of the calendar year, on a date approved by the Board of Directors. Written or electronic notice of the Annual Meeting shall be given to each member and NDIA National at least thirty (30) days prior to the meeting. The elected Officers will take office at the Annual Meeting or no later than January 1. The NDIA Senior Vice President for Membership & Chapters may grant an exception to the date requirement for the annual meeting. These meetings may be in-person or virtual.

**2. Special Meetings.** Special meetings of the members may be called at any time by the Board of Directors or a majority thereof, or by not less than one-third of the members. Notice of 48 hours shall be given. These meetings may be in-person or virtual.

**3. Voting.** Each member in good standing in their primary Chapter shall be entitled to one (1) vote on each matter submitted to a vote of the total membership.

## **ARTICLE X – ELECTIONS**

**1. Elections.** The Board of Directors shall be elected bi-annually by the members of the Chapter. Ballots will be due to the election committee, by mail or electronic ballot, at least thirty (30) days preceding the Annual Meeting of the Chapter. The election of Board Members shall be staggered to prevent full turn over each year.

1.1. The Elections Committee shall issue a "Call for Nominations" to Chapter Members for potential candidates for open Board positions. The Election Committee must receive nominations, including self-nominations, at least sixty (60) days prior to the Annual Meeting. All nominations must include full name, address, employer name, email, and phone number. Candidates may include a resume, biography, or vision statement for carrying out the duties of the office. The Election Committee will verify NDIA membership status prior to the election.

**2. Tenure, Officers.** Officers will be elected for a period of two years. No individual shall serve more than two (2) consecutive, two-year terms in any Officer position without prior Chapter Board vote and approval from the NDIA Senior Vice President of Membership & Chapters. In the absence of the President, the President's duties shall devolve to the Vice President, and in turn, to the Treasurer, and then the Secretary. In their absence, those duties shall devolve upon other Directors in order of seniority.

**3. Tenure, Directors.** Directors will be elected for a term of two (2) years. Director vacancies may be filled at any time during the year by a majority vote of the remaining directors. At the time of appointment, the Board of Directors will determine term length.

3.1 Simple Majority can vote to fill existing term.

3.2 A 2/3rds majority can vote to fill existing term and the subsequent term.

### ARTICLE XI – FINANCIAL ADMINISTRATION

**1. Fiscal Year.** The fiscal year of the Chapter shall be the same as the fiscal year of the Association (October 1-September 30).

**2. Authorized Signatures.** All contracts, checks, notes, drafts, and other orders for the payment of money shall be approved by one officer and one director.

**3. Financial Records.** The financial records of the Chapter shall be kept in a manner directed by NDIA.

**4. Fiscal Responsibility.** NDIA has financial responsibility for the Chapter. Chapters will not enter into a contract or agreement that exceeds the Chapter's ability to meet expenses. Accordingly, the Chapter shall submit all proposed contracts or expenses exceeding funding in the Chapter's bank account to the NDIA Senior Vice President for Membership & Chapters for review and approval. The Chapter is expected to be self-sustaining.

**5. Financial Report.** Chapters will submit all financial reports in a format and on a timeline directed by NDIA.

**6. Budgeting.** Chapters will develop an annual budget and monitor monthly. The Chapter will notify NDIA National about deviations that might put the Chapter at financial risk for each fiscal year.

**7. Obligations.** All obligations incurred by the Chapter shall be solely Chapter obligations and no personal liability whatsoever shall attach to, or be incurred by any member, Officer, or Director of the Chapter.

**8. Administrative Expenses.** The necessary routine administrative expenses of the Chapter shall be met from the proceeds of Chapter meetings and activities. Expenses for specific projects not directly related to the business and policy aspects of government-industry interface (e.g., scholarships, charitable donations) will be paid for principally from the proceeds of events that are expressly advertised as a fundraiser (e.g., golf tournament).

**9. Government Employee.** In the event that the Chapter has paid employee(s), no government employee shall serve as a paid employee of the Chapter.

### ARTICLE XII – COORDINATION

Approved \_\_\_\_\_  
Chapter President

Date \_\_\_\_\_

**1. Coordination of Events.** To prevent conflicts, the Chapter will coordinate with the NDIA Senior Vice President, Membership & Chapters when it intends to invite a significant speaker from a federal agency or intends to invite speakers or participants from outside the Chapter's geographical area. In general, Chapter events should emphasize local speakers at Chapter activities and should not compete with NDIA or WID National programs.

### ARTICLE XIII – MISCELLANEOUS

**1. Precedence.** NDIA National Bylaws take precedence in all governance matters.

**2. Dissolution.** Upon dissolution of the Chapter, all monies and assets will be distributed to the National Organization.

**3. Roberts Rules of Order.** The rules contained in the most recent edition of Roberts Rules of Order shall provide the rules of procedure for the Chapter where they are not inconsistent with the provisions of these operating principles or NDIA's governing documents.

**4. Use of Logo.** Use of the Association logo is authorized only by those members of the Chapter conducting official business of the Organization or Chapter.

**5. Official Expressions.** Actions, programs and public statements of the Chapter must conform to the policies and objectives in the Association's National Operating principles and other official expressions of the Association policy.

**6. Membership List.** Contact information for members is to be used only for the Association purposes and shall not be made available to any other organization for any purpose.

### ARTICLE XIV – INDEMNIFICATION

**1.** The Chapter shall provide indemnification to the extent indemnification is permitted under NDIA bylaws.

### ARTICLE XV – AMENDMENTS

**1. Procedure.** The Operating principles may be amended or repealed only by NDIA. Chapters may submit proposed amendments to these Operating Principles, with justification, for consideration by NDIA. Amendments must conform to Organization policies.

### ARTICLE XVI – APPROVAL

**1. Approval.** These Operating Principles and any amendments thereto are approved when signed by the Chapter President acting with the approval of the Chapter Board of Directors, and the Association President acting in accordance with the advice and direction of the Association Executive Staff.

Approved \_\_\_\_\_  
Hon. David L. Norquist, President and CEO

Date \_\_\_\_\_