

Bylaws of the Tennessee Valley Chapter of Women In Defense, A National Security Organization

ARTICLE I - NAME

1. **Name.** The name of the organization shall be the Tennessee Valley Chapter of Women in Defense, A National Security Organization (hereafter called WID).

ARTICLE II - PURPOSES

1. **Purposes.** The purposes of the Chapter as the arm of WID which provides local geographic focus shall be to further the objectives and policies of WID as set forth in its Bylaws by:

- 1.1. Supporting current WID programs and activities.
- 1.2. Providing a means for liaison with local U.S. government agencies and personnel.
- 1.3. Encouraging and facilitating the exchange of information between industry and government with particular reference to national security.
- 1.4. Pursuing an active program in support of WID membership recruitment and retention efforts.

ARTICLE III – ESTABLISHMENT

1. **Establishment of Authority.** The Chapter is an integral part of WID, and is an integral part of the National Defense Industrial Association (NDIA). WID chapters derive their existence, authority and fiscal tax status from NDIA.

2. **Chapter Establishment.** In order to be a chapter, the entity must have bylaws signed by the WID National President and the chapter president.

ARTICLE IV – POLICY

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

2. **Officer Status.** An individual shall not serve as a WID Chapter Officer and as a WID National Officer at the same time.

ARTICLE V – MEMBERSHIP AND DUES

- 1. Membership.** Chapter membership is granted by the National Headquarters to persons who have been approved as members and whose address is in the geographical area assigned to the Chapter by the Association.
- 2. Membership Dues.** The annual fee paid for WID membership by an individual includes Chapter and National membership. Membership in NDIA is also included. Chapters will not charge separate 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. The offices of President and Secretary and President and Treasurer shall not be held by the same person.
- 2. Board of Directors.** The Board of Directors shall be comprised of the following: the President, the Vice President, Secretary, the Treasurer, and other Directors with the number to be determined by the Officers. The Chapter may choose to have one or more Board Member(s) for the purpose of overseeing activities such as membership programs, etc. Members of the Board of Directors will also be known as Directors or Board Members.
- 3. General Powers.** The Officers shall manage the business and affairs of the Chapter. Except as provided by law or WID National Bylaws or these Chapter Bylaws, all the powers of the Chapter are vested in the Board of Directors.
- 4. Representation.** During the last quarter of the fiscal year, the Chapter Board shall establish the number of Directors for the following year.
- 5. Committees.** Committees may be appointed by the President to assist in the performance of President's duties.
- 6. Meetings.** The Board of Directors shall meet at least quarterly and as deemed necessary by the President or a simple majority of the Directors.
- 7. Quorum.** A quorum of the Board of Directors is constituted by a majority of voting board members with a minimum of two officers and three directors.
- 8. Removal for Cause.** By vote of a majority, the Board of Directors may remove a Director from the Board for cause at any time.
- 9. Duties.** The Officers shall have such duties as generally pertain to their offices as well as duties conferred by the President of the Chapter.
- 10. Board Meeting Attendance Requirement.** Active participation of all board members is essential to maintaining a strong Tennessee Valley Chapter. Members of the Board of Directors

are expected to attend (in person or via dial-in) monthly board meetings. Although situations occasionally arise that impact a board member's ability to attend a meeting, a board member shall not miss more than three consecutive meetings. Directors At Large will be exempt from this requirement. In the event a board member is unable to comply with this requirement, the board will review the circumstances of the absences and determine if removal of the board member from the board is appropriate.

ARTICLE VII – 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 President, with the approval of the Board of Directors, shall appoint an Elections Committee of at least three members. The most recent Past President shall chair the Elections Committee.

ARTICLE VIII – MEETINGS OF MEMBERS

1. **Annual Meeting.** An annual meeting of the Chapter will be held on a date set by the President. Written or electronic notice of the Annual Meeting shall be given to each member at least thirty (30) days before the meeting. The newly elected Officers will take office on October 1st.
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.
3. **Voting.** Each member in good standing shall be entitled to one vote on each matter submitted to a vote of the members.

ARTICLE IX – ELECTIONS

1. **Elections.** The Officers and, if desired, Directors shall be elected annually by the members of the Chapter by mail or electronic ballot at least thirty (30) days preceding the Annual Meeting of the Chapter. The Elections Committee shall issue a call or nominations for candidates for available positions. Nominations may be made by individuals (self-nominations are allowed) and must be received by the committee sixty (60) days prior to the annual meeting. All nominations must include the nominee's personal data, verification of eligibility, and a vision statement for carrying out the duties of the office. Each officer shall hold office beginning October 1.
2. **Tenure, Officers.** Officers will be elected for a period of two years.

In the absence of the President, those duties shall devolve upon the Vice President, and, in turn, the Treasurer. In their absence, those duties shall devolve upon other Directors or the order of seniority.

3. Tenure, Directors. Directors will be elected for a term of two years alternating so approximately half of the board changes each year. Director vacancies may be filled at any time during the year by a majority vote of the remaining directors. The STEMi Director position on the board is exempt from the two-year tenure limitation due to the specific qualifications and difficulty in recruiting candidates for this position.

ARTICLE X – FINANCIAL ADMINISTRATION

1. Fiscal Year. The fiscal year of the Chapter shall be the same as the fiscal year of WID (October 1– September 30).

2. Authorized Signatures. All contracts, checks, notes, drafts and other orders for the payment of money shall be signed by such persons as the Board of Directors from time to time may authorize.

3. Financial Records. The financial records of the Chapter shall be kept in a manner generally deemed acceptable for such organizations and shall be consistent with guidance from WID National.

4. Fiscal Responsibility. The National Organization has ultimate fiscal responsibility for the Chapter. Accordingly, the Chapter shall not, without approval of WID National President, enter into a contract or agreement that exceeds the Chapter's ability to meet expenses. The chapter is expected to be self-sustaining.

5. Annual Audit. The Chapter will provide to the WID National President the annual audit. The Chapter may request that WID President waive the audit requirement if in the Chapter's opinion the funds involved do not require an audit and an annual financial report is adequate. Additional reports may be rendered as deemed necessary by the Chapter or directed by WID National.

6. Financial Report. A financial report for tax purposes will be rendered in a format and time as requested by the WID President.

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 XI – COORDINATION

1. **Coordination of Events.** To prevent schedule conflicts, the Chapter will coordinate with a representative of the National Organization designated by the President whenever 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 the local nature of Chapter activities while the WID national Board will conduct events of national and international interest. Chapter programs should not compete with WID National program or with NDIA National or Chapter programs.

ARTICLE XII – MISCELLANEOUS

1. **Precedence.** The National Bylaws of Women in Defense will be followed for items not covered herein. NDIA National Bylaws will be followed for items not covered there.
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 Bylaws or of those of the National Organization or of NDIA.
4. **Use of Logo.** Use of the WID 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 WID's National Bylaws and other official expressions of WID policy.
6. **Membership List.** Contact information for members is to be used only for WID purposes and shall not be made available to any other organization for any purpose.

ARTICLE XIII – INDEMNIFICATION

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

ARTICLE XIV – AMENDMENTS

1. **Procedure.** The Bylaws may be amended or repealed by vote of the Chapter Board of Directors at any meeting or conducted through a written ballot sent to the Directors via the emails or by electronic means. Amendments to the Bylaws require affirmative votes from a majority of those in office. Amendments must conform to Organization policies. The National Board must approve amendments.

2. **Approval.** These Bylaws and any amendments thereto are approved when signed by the Chapter President acting with the approval of the WID Board of Directors and the National President, acting in accordance with the advice and direction of the National Board of Directors. The area below must be signed by both the WID National President and the Chapter President at the time the Chapter is constituted.

Approved

Kathryn E Broad

Chapter President

12/3/2014

Date

Approved

Kate E Conter

WID National President

12/11/14

Date