

CHAPTER BY-LAWS

Revision Date: June 16, 2016

Next Review Date: September 1, 2016

ARTICLE I — NAME, ORIGIN AND PLACE OF BUSINESS

- A. These are the by-laws of the San Diego Chapter of the National Contract Management Association (NCMA) (hereinafter the “Chapter By-laws”). They are consistent with the NCMA Bylaws and the NCMA association policies (and all revisions there-to), which are incorporated into this document by this reference. In the case of any inconsistency between the NCMA By-Laws and the Chapter By-laws, the NCMA Bylaws shall take precedence.
- B. The name of this NCMA Chapter is: San Diego
The date of the Chapter charter is: 01 February 1962
The Chapter number is: 006
The Chapter address is: PO Box 504255, San Diego, CA 92150-4255
- C. The fiscal year and program year of the Chapter shall be from July 1 through June 30 of the following year.
- D. Chapter By-laws and revisions to Chapter By-laws shall be approved by:
1. A two-thirds ($\frac{2}{3}$) vote of the general membership of the Chapter who are present at a regularly scheduled meeting, OR;
 2. A simple majority of those members who responds to a mail ballot, which may be conducted by electronic means, OR
 3. By sending the revised version to the National office for approval by the National Secretary, or the Executive Vice President, as the designated representative.
- E. Chapter By-laws shall be revised when there are major changes to the NCMA association policies and the NCMA Bylaws that create an inconsistency between the document and these By-laws, when the Chapter Board of Directors determines a revision is necessary and consistent with the Chapter’s purpose, or no less frequently than every 5 years. However, a failure to revise these Chapter By-laws shall not make the By-laws invalid.
- F. Waivers to the provisions of these Chapter By-laws, unless inconsistent with NCMA Bylaws, may be approved by:
1. A three-quarters ($\frac{3}{4}$) vote of the general membership of the Chapter who are present at a regularly scheduled meeting, provided that a 10-day notice of the proposed waiver is provided in advance of the meeting, OR;
 2. A two-thirds ($\frac{2}{3}$) majority of those members who responds to a mail ballot, which may be conducted by electronic means.
- G. A copy of these Chapter By-laws shall be posted on the Chapter website and be accessible by all members.

ARTICLE II — CHAPTER OFFICERS, CHAIRS and BOARD OF DIRECTORS

A. Chapter officers consist of the following seven (7) elected positions:

President	Education Director
Vice-President	Arrangements Director
Secretary	Membership Director
Treasurer	

1. Commencing with program year 2012–2013, the Chapter Vice-President will also be the President in nomination for the subsequent program year (or year following should the President be re-nominated for a second year term pursuant to §IV.B).
2. Elected officers may be removed from office in accordance with the NCMA Bylaws.

B. Chapter Committee Chairs (“Chairs”) hold the following positions: CART

	Fellows and Awards
Employment	Newsletter Editor
Website Administrator	Outreach — College
Publicity	Outreach — Small Business and Government
DoD Liason	Social Media

1. The Chapter President, with Board approval as a formal measure, may appoint additional Committee Chairs for a special or designated purpose as necessary for the efficient operation of the Chapter. Such term of service of special Committee Chairs shall expire at the end of the Chapter President’s term of office.
2. Chapter Chairs meet with the Officers at the regularly scheduled Board meetings. They have privilege of the floor on all matters and may vote on informal measures before the Board.

C. Elected Officers and committee chairs must be current members of NCMA. The duties of the Chapter Officers and Chapter Chairs are as stated in the Chapter’s “Officer & Chair Duties and Responsibilities.” The Board may, from time to time, establish a specific set of duties and responsibilities for each officer and chair position. Such duties are in addition to those described by the Officer & Chair Duties and Responsibilities. A copy of the Officer & Chair Duties and Responsibilities shall be posted on the Chapter website and be accessible by all members.

D. Each year, following the election of Officers, the outgoing President will work closely with the President-elect to ensure a smooth turnover of responsibilities. Additionally, and perhaps more importantly, the past President will assist the new President during his/her term inasmuch as possible. This is of particular importance where lessons have been learned from past experience or passed down from previous past Presidents.

E. The elected Chapter officers, together with the appointed Committee Chairs, comprise the Chapter Board of Directors (“Board”). Any member of the San Diego Chapter that is elected as a National Director and the immediate past-President of the Chapter are *ex officio* members of the Board

F. The President and Vice President may sign any formal correspondence on behalf of the Chapter.

G. The Chapter shall have a Chapter Board of Advisors.

1. The Advisors shall be appointed by the Chapter Board and announced to the General Membership whenever a change occurs, and at least on an annual basis.
2. Meetings with the Advisors shall be at least annual, and shall be coordinated by the

Vice President-elect and chaired by the Chapter President-elect.

3. The Chapter Board of Advisors shall have the same relationship with the Chapter, with duties and responsibilities as the Executive Advisory Council have to the national organization.

H. Chapter officers shall issue no statements or take official action on matters of national import to the Association without the prior consent of the Association's Board of Directors.

ARTICLE III — ELECTION OF OFFICERS

- A. The President shall, in January of each year, appoint a committee of no fewer than two Chapter members to be responsible for conducting the annual elections. The committee shall be responsible for filling the slate of officers and ensuring that elections are completed by April 30th of each year. Where possible, individuals shall be considered for Election Committee Chair (or to serve on the election committee) who are not incumbent Chapter officers. However, if volunteers are not forthcoming the Board at its discretion may approve appointment of an officer(s) to accomplish this duty.
- B. Nominations of Chapter officers shall be from the general membership and elected with an affirmative secret vote of a majority of the current Chapter voting members.
- C. The nominations process shall be announced as open on the Chapter website and at the March membership meeting. The general membership shall be notified by email during March that the Election Committee is accepting nominations. Nominations are considered closed on March 31.
- D. Nominated candidates shall be announced to the membership meeting held in April.
 1. All candidates shall notify the Elections Committee that they will maintain current NCMA membership and membership in the San Diego Chapter throughout the term of office to which they might be elected.
 2. All candidates shall submit an introductory resume/biography by the scheduled deadline for publishing in the April Chapter newsletter or by other means.
- E. Ballots will be distributed by electronic mail in April with voting to close on the last business day of April. The results will be announced in the May membership meeting.
- F. Elected officers shall be installed at the last meeting of the program year, for a term of office to commence on July 1 of that year.
- G. Elected Chapter Officers not able to complete the term of office to which elected. In such instances, the following process shall be used to fill the unexpired portion of the vacant position.
 1. For unexpired terms of six months or more, the Board shall nominate a candidate to fill the vacant office. The name of the individual nominated shall be announced to the membership via email. At the next monthly meeting, the floor shall be opened for

- nominations, after which a vote shall be held. A simple majority of those members present and voting is required for the nominee to be elected.
2. For unexpired terms of fewer than six months, the President shall appoint a 2-person committee to nominate a candidate to fill the vacant office. An election shall be held at the next stated Board meeting after the vacancy occurs. All Officers, Committee Chairs and *ex officio* members are eligible to attend and vote. A three-quarters ($\frac{3}{4}$) majority of the Board members present and voting is required for the nominee to be elected.

ARTICLE IV — TERM OF OFFICE

- A. The term of office for Chapter officers shall be one (1) program year.
- B. Once elected to a Chapter Officer position, an officer may be reelected for one (1) additional term for the same officer position. Years of Service for the same officer position shall not exceed two (2) consecutive program years.
- C. The term of office for Chapter Treasurer shall be two (2) program years. Once elected, the Chapter Treasurer may be reelected for one (1) additional term. Years of Service for the Chapter Treasurer shall not exceed four (4) consecutive program years.
- D. Chapter officers may be removed from office for cause in accordance with the National By- Laws.

ARTICLE V — CHAPTER BOARD

- A. The Chapter Board of Directors (“Board”) shall convene on a stated meeting regularly scheduled basis to conduct business.
 1. The Board shall meet every month except, at its option, July. Any Chapter business matter may be brought before the Board at stated meetings.
 2. The Chapter President or any three (3) elected Officers may require a special Board meeting to be held at other times. The only business that may be conducted at a called meeting is that which is identified by the agenda.
 3. An agenda shall be published in advance of each stated and called meeting.
- B. The Chapter President shall call the Board meetings and provide each Board member with an agenda for the meeting. It shall be circulated to the Board members at least two (2) working days in advance of the meeting.
- C. Each Board member is responsible for reporting on the activities in their area of responsibility.

- D. Chapter Officers, Committee Chairs and *ex officio* members have privilege of the floor on all matters coming before the Board. The elected officers have voting rights on all measures, formal and informal, taken under consideration by the Board. Committee Chairs and *ex officio* members have voting rights on informal measures taken under consideration by the Board. The Chapter President has the sole discretion to designate a measure as “formal” one with the vote to consider such measures vested only in the Chapter Officers, except as otherwise prescribed in these By-laws.
- E. The Chapter Secretary shall take and publish Board meeting minutes.
1. Minutes shall be distributed to all Chapter officers and Chairs.
 2. The Secretary shall arrange for another Board member to take minutes in case of a planned absence from a meeting. The Board shall appoint one of the members present to take minutes should this have not been done in advance by the Secretary.
- F. Voting for formal and informal matters may be done by electronic means. Such votes shall be taken only when a matter is of such urgency that it cannot be resolved at a stated or called meeting. Electronic voting shall be by e-mail from the President, and shall identify the matter as a formal or informal vote.
1. Votes on formal matters shall require a response (*i.e.*, yes, no or abstain) from each Chapter Officer.
 2. Votes on informal matters shall require a response from at least five Chapter Officers and at least 50% of Board including the Committee Chairs, and shall be decided by a majority of the votes cast.
 3. The results of electronic voting shall be recorded in the minutes of the stated Board meeting immediately following the electronic poll.

ARTICLE VI — CHAPTER MEETINGS

- A. The Chapter shall have regularly scheduled general meetings for the membership in accordance with its Program Plan. The Chapter shall meet during the months of September through June of each program year. A simple majority formal measure vote of the Board is required to not hold a meeting in a given month. A workshop, luncheon (or dinner), or seminar event shall be conducted at each Chapter meeting.
- B. The time, day and place of Chapter meetings shall be determined by the Chapter Vice President and may include a mixture of breakfast and lunch meetings (or dinner at the Board’s discretion) as best meets the needs and desires of the membership. All meetings shall be announced in the monthly newsletter, on the Chapter website, via email to all members and other organizations, and in local publications.

ARTICLE VII — CHAPTER ASSETS

- A. The Chapter Treasurer shall, on an annual basis (encouraged to be at the end of the program year, but at the discretion of the President at the end of the fiscal year), have the finances of the Chapter reviewed by an independent auditor or accountant prior to delivering to the Treasurer-elect all records and reports.

- B. The Chapter shall manage its assets by formulating an estimate of program year expenditures and income (*i.e.*, an annual budget). The goal of managing the assets is to budget expenditures that DO NOT exceed planned income. A budget for expenditures to exceed planned income requires a two-thirds ($\frac{2}{3}$) vote of the full Board membership as an informal measure. If the budgeted expenditures exceed the planned income, the Board meeting minutes shall so reflect and the Chapter membership shall approve the budget with a simple majority vote. If the membership rejects the budget, it shall be revised to budget expenditures within planned income.
- C. Each Chapter officer shall submit a plan of objectives for the coming year to the President. This plan will include a budget of expenditures, if applicable, a copy of which will be provided to the Treasurer. Budgeted items for the year shall be in general accordance with the National Association's "NCMA Chapter Finance Guidance" document. The Treasurer will establish a Chapter budget to consist of intended program year expenditures and estimated income from planned Chapter activities for their area of responsibility.
- D. The Chapter Treasurer shall collate the various budget inputs and submit the program year Chapter budget to be voted on and approved by the Chapter Board at the beginning of the Chapter program year. Budget approval requires a simple majority of Board members present and voting except as noted above for budgets in which expenditures exceed planned income. The chapter treasurer shall prepare a monthly report of the financial balance sheet and income/expense sheet for review by the Chapter Executive Council. The financial report shall include the event attendance report from the Chapter Secretary, and any other sources of income.
- E. The Chapter shall maintain a bank balance surplus of the expected operating expenses for at least six months of that operating year's budget. This surplus may be diminished by formal measure vote on of the Board when actual net income fails to meet planned net income through that month of the fiscal year.
- F. The President and Vice President may expend budgeted funds for any approved purpose supporting chapter operations. The Arrangements Director may expend budgeted funds for hotel and food expenses associated with luncheons, seminars and workshops. Other Officers and Committee Chairs may expend budgeted funds as approved for their respective areas of responsibility.
- G. The following officers shall have signature authority to sign checks or withdrawals from Chapter banking accounts to make payments for budgeted items. The Board, as a formal measure, shall establish limits on amounts that may be written or withdrawn without further Board approval.

ARTICLE VIII: CONTRACT MANAGEMENT CODE OF ETHICS ANNUAL OBLIGATION

- A. The chapter strongly supports integrity and ethics in the government contracting profession. Therefore, the chapter will start each program year off with a reminder to its members of the importance of complying with the Contract Management Code of Ethics by either pointing members to where it can be found on the NCMA website, handing out copies at the beginning of the program year or reading the Code of Ethics aloud at the first scheduled chapter meeting.
- B. At the beginning of the program year all chapter officers, directors, and committee chairs shall be provided a written copy of the Code of Ethics with a signature block at the bottom of the page which they are required to sign and date. These signed copies will be retained by the chapter secretary along with the chapter by-laws in accordance with NCMA's records retention policy.

President
Vice President (when President not available)
Treasurer