



February 4, 2015

Dear Huntsville Chapter Leaders,

During PY2013, NCMA initiated a review of chapter bylaws to ensure consistency with key provisions of the national bylaws template. This task was undertaken by the Governance Committee and we are pleased to have accomplished a thorough review of our chapters.

This letter is to inform you that the Governance Committee has approved your current bylaws. I want to extend my thanks to your chapter for working with representatives of the Committee to ensure your bylaws are current and align with national requirements.

If you have any questions regarding this process, please do not hesitate to contact NCMA Chapter Relations Manager Mary Beth Lech at [chapterrelations@ncmahq.org](mailto:chapterrelations@ncmahq.org).

Sincerely,

A handwritten signature in black ink, which appears to read "Michael P. Fischetti". The signature is fluid and cursive, written in a professional style.

Michael P. Fischetti, CPCM, Fellow  
Executive Director, NCMA

**NATIONAL CONTRACT MANAGEMENT ASSOCIATION  
CHAPTER BY-LAWS  
HUNTSVILLE CHAPTER**

**Revised: December 16, 2014**

**Next Revision date: December 16, 2019**

**ARTICLE I NAME, ORIGIN AND PLACE OF BUSINESS**

- A. These Chapter by-laws are consistent with the national association by-laws and national association policies (and all revisions there-to), which are incorporated into this document by reference. In the case of any inconsistency between the national by-laws and the Chapter by-laws, the national by-laws shall govern.
- B. The name of this Chapter is:  
**National Contract Management Association  
Huntsville Chapter  
P.O. Box 22206  
Huntsville, Alabama 35814**  
The date of Chapter charter is: June 1, 1964  
The Chapter number is: 017.
- C. The fiscal year of the Chapter shall be July 1<sup>st</sup> through June 30<sup>th</sup> of the following year.
- D. Approval of revisions to Chapter by-laws shall be conducted in accordance with ARTICLE X: BY LAWS AND AMENDMENTS.
- E. Chapter by-laws shall be reviewed annually and revised when there are major changes to the Chapter operating policies and procedures and/or when there are major changes to the national by-laws or other sections of the national policy that create an inconsistency between that document and these by-laws, but a failure to review and/or revise the Chapter by-laws shall not make the by-laws invalid.

**ARTICLE II CHAPTER OFFICERS**

- A. The elected officers of the Huntsville Chapter shall be: President, President-Elect, Executive Vice-President, Vice-President of Education, Vice-President of Membership, Secretary, Treasurer and two Assistant Treasurers. This listing shall constitute the order of succession from President down to Treasurer. The elected Chapter officers shall constitute the Chapter Board of Directors.
- B. Additionally, the President shall appoint the following committee chairs as he/she deems necessary to carry out the affairs of the Chapter:
  - 1. Awards
  - 2. Contract Administrator Round Table (C.A.R.T.)
  - 3. Certification
  - 4. Chaplain
  - 5. Education
  - 6. Elections
  - 7. Employment

8. Fellows
9. Historian
10. Hospitality
11. Membership
12. Photographer
13. Programs
14. Publicity
15. Scholarship
16. Sponsorship
17. Small Business and,
18. Workforce Development & Universities

- C. The duties of the Chapter officers and committee chairs are as stated in national policy and procedure documents. If there is no description in the national policy, the instructions of the national policy on “Other/Special Committees” shall apply.
- D. In the event that any elected officer is temporarily unable to perform the duties of their position the person next in line shall assume the responsibilities of that position, in addition to their elected duties, until the elected officer is able to reassume their responsibilities. In the event the Treasurer is unable to fill the duties of their position, the President shall appoint an Assistant Treasurer or other Member until the elected officer is able to reassume their responsibilities.
- E. The President may establish special project committees to serve for a temporary period without amending these by-laws.

### **ARTICLE III: ELECTION OF CHAPTER OFFICERS**

- A. The chair and members of the Elections Committee shall be responsible for filling the slate of officer candidates. The committee shall operate within the guidelines of the national policy on “Nominations and Elections Committee” and ensure that Chapter elections are completed by May 1 of each year.
- B. Officer candidates shall be nominated from the general Chapter membership and elected by an affirmative vote of the majority of Chapter members casting ballots.
- C. Chapter elections may be held at a Chapter meeting or may be conducted by mail or electronic ballot. The election method will be recommended by the Elections Committee and approved by the President. Association members in good standing, whose dues are paid in full and assigned to the Huntsville Chapter, are entitled to cast one vote in each Chapter election.
- D. Newly elected Chapter officers should be installed at the last meeting of the program year, if possible, to ensure proper authority to act on behalf of the Chapter and in planning actions for the next program year.
- E. Chapter officers may be removed from office for cause in accordance with the national by-laws.
- F. Vacancies in any elected Chapter officer position caused during the program year by resignation, death, permanent incapacity or disability, removal or other reason, shall be filled by nomination of the Elections Committee and a vote of the members of the Chapter Board of Directors, except that the President-Elect shall become the President

automatically upon a vacancy in the position of President. The Chapter member elected to fill such vacancy shall serve until the completion of the term of the vacated office.

#### **ARTICLE IV: TERM OF OFFICE/EXECUTIVE MEETINGS**

- A. The Chapter Board of Directors shall meet as often and at such places as deemed necessary by the President to conduct the business of the Chapter.
- B. The term of office for Chapter officers shall be one (1) year.
- C. The Chapter President shall conduct the Board of Directors meetings and will provide each board member with an agenda for the meeting.
- D. Each member of the Chapter board is responsible for reporting on the activities in their area of responsibility.
- E. The Chapter President-Elect shall succeed the Chapter President following completion of the Chapter President's term of office.

#### **ARTICLE V: CHAPTER MEETINGS**

- A. The Chapter shall have regularly scheduled membership meetings, generally monthly or more frequently as determined by the Chapter President.
- B. The time, day and place of Chapter meetings shall be established by the Chapter Board of Directors and will be provided to the membership via the Chapter website and other regular methods of Chapter communication.

#### **ARTICLE VI CHAPTER BOARD OF DIRECTORS**

- A. The elected Chapter Officers shall be called the Chapter Board of Directors and the wider committee chairs, committee members and Board of Advisors shall be called "the Board". It shall convene at least ten months of the year at the call of the President to conduct the business of the Chapter program year.
- B. The Chapter President shall call the Board of Directors Meetings and provide each Board member with an Agenda for the meeting.
- C. Each Board member is responsible for reporting on the activities in their area of responsibility.

#### **ARTICLE VII: BOARD OF ADVISORS**

- A. The Chapter shall have a Board of Advisors (BOA), which shall be of no fixed number of members. The BOA shall be composed of the current BOA members on June 30, 2011, and those past chapter presidents and other senior chapter officers, other senior procurement officials and industry representatives selected by the Chapter's Board of Directors on nomination of the Elections Committee annually with membership on the BOA continuing until the member resigns or is removed for cause by the Chapter's Board of Directors. Additionally, one representative for each Platinum Sponsor shall be a member of the BOA until expiration of Sponsorship, unless otherwise voted by the BOA to remain, per the recommendation of the Chapter President.
- B. The BOA shall be a consultative body, which shall be convened for meeting at least semi-annually at the request of the Chapter President. Meetings of the BOA shall be

attended by its members, the Chapter President and such other chapter officers and committee chairpersons as necessary. The BOA shall provide counsel to the Chapter President and Board on those issues / votes presented to it by the Chapter President, and may make such other recommendations to the Chapter President and Board as it deems appropriate from time to time.

## **ARTICLE VIII: CHAPTER ASSETS**

- A. The National Contract Management Association is a 501(c)(6) nonprofit association chartered in accordance with the Internal Revenue Service Code of 1954 and the Articles of Incorporation filed under the Virginia Non-Stock Corporation Act. Therefore, it is imperative that the Huntsville Chapter and all of the Huntsville Chapter officers adhere to the fiduciary responsibility conferred on them in the operation of the Chapter. They shall ensure that the Chapter assets are utilized in accordance with those guidelines.
- B. Each Chapter officer (in consultation with Committee Chairs) shall ensure a budget is submitted to the Chapter Treasurer at the beginning of the program year in accordance with guidelines provided by the Treasurer. The budget shall consist of intended program year expenditures and estimated income from planned Chapter activities for their area of responsibility.
- C. The Chapter Treasurer shall prepare a monthly report of the financial balance sheet and income/expense sheet for review by the Board. The financial report shall include the event attendance report from the Chapter Secretary, and any other sources of income.
- D. Specific guidance on disbursement of chapter funds will be developed and reviewed at the beginning of each chapter year and address at a minimum the use of checks and debit cards by chapter officers.
- E. An independent audit shall be initiated by the Chapter Treasurer and approved by the Chapter President at the end of each program year. The independent audit shall be performed by an individual outside of chapter leadership; that is, the individual cannot be an officer, committee chair or serve in any other official volunteer capacity. A formal audit report shall be submitted to the NCMA Headquarters within 90 days of the end of the program year.
- F. In the event of charter revocation or chapter dissolution in accordance with NCMA Policy 5-7, all residual chapter funds and tangible property acquired by the chapter shall be forwarded to the principal office of NCMA and the chapter shall cease the use and display of the NCMA/chapter logo immediately following revocation.

## **ARTICLE IX: CODE OF ETHICS**

The NCMA HQ PowerPoint titled “[The Contract Management Code of Ethics](#)” shall serve as the Chapter’s Code of Ethics, shall be posted predominately on the NCMA Huntsville Website, and may be distributed (in either hardcopy and/or electronically) to each member annually.

## **ARTICLE X: BY-LAWS AND AMENDMENTS**

- A. Amendments to the Chapter by-laws shall be proposed in writing to the Chapter President.

- B. Approval of Chapter by-laws amendments and revisions to Chapter by-laws shall be subject to an affirmative vote of at least three fourths of those members present at a scheduled Chapter meeting. A draft of the proposed by-laws or revisions to the by-laws shall be provided to the Chapter members by mail or electronically and via the Chapter website. A notice of the meeting at which the vote on the by-laws will be taken shall be sent out to the Chapter membership ten (10) business days in advance of the meeting.
- C. Upon an affirmative vote by at least three-fourths of those members present at a scheduled chapter meeting, the National Vice President/Secretary shall be requested to approve the by-laws or the by-laws as amended, as specified in national policy.
- D. An official copy of the Huntsville Chapter by-laws and amendments will be maintained by the Chapter.