

# Bylaws of Women In Defense, A National Security Organization

(Revised 5/19/09)

## ARTICLE I - ESTABLISHMENT OF WOMEN IN DEFENSE AND OFFICES

1. **Establishment.** Women In Defense (WID) is a full affiliate of the National Defense Industrial Association ("NDIA"), a not for profit association exempt from federal taxation per Section 501(c)3 of the Internal Revenue Code.
2. **Governing Documents.** NDIA Bylaws and WID Bylaws govern the operation of WID. Where WID Bylaws are silent, NDIA Bylaws prevail.
3. **Office.** WID's principal office is co-located with the principal office of NDIA in Arlington, Virginia.

## ARTICLE II - MEMBERS

1. **Classes of Membership.** WID shall have three classes of members: Regular, Life, and Honorary.
2. **Regular Members.** Membership is open to all persons who are interested in the national defense aspects of national security. A candidate for membership must be a natural person.
3. **Life Members.** Life Membership is open to individual members upon payment of lifetime membership dues. They shall have all the rights and privileges of regular members. From time to time, Life Membership may be awarded upon affirmative vote of a majority of the members of the Board to those who, by their special assistance to and encouragement of the Association, merit a special recognition of appreciation. The Board may waive dues for those awarded Life Membership on this honorary basis.
4. **Honorary Membership.** From time to time, Honorary Membership for the period of one year may be conferred upon individuals who have a specific relationship to WID, such as, but not limited to, speakers at Association or other related functions and recipients of the HORIZONS scholarship. Honorary members shall have all the rights and privileges of regular members, except they shall neither hold office nor vote. They shall not pay dues for the term of their Honorary Membership.
5. **Applications.** Regular members shall be accepted by the Board of Directors or its designated representative upon review of a completed application provided to the Association for membership and payment of dues.
6. **Dues.** Dues of the classes of membership shall be fixed from time to time by the Board of Directors. The amount and due date of the annual dues shall be announced to the membership through written or electronic notice.

7. **Voting Rights.** Each Regular and Life Member shall be entitled to one vote on each matter submitted to vote of the members.

8. **Default.** No notice or hearing will be required for termination of membership due to non-payment of dues. Membership shall automatically terminate if payment is not received within 90 days of annual date determined for said membership dues.

9. **Termination of Membership.** The Board of Directors may terminate members for other reasons after the proposed member to be terminated is provided due notice and an opportunity to be heard.

### **ARTICLE III - MEETINGS OF MEMBERS**

1. **Annual Meeting.** An Annual Meeting of the membership shall be held annually for the purpose of installing officers and for transacting such other business as may come before the meeting. Reasonable notice of the annual meeting shall be given through written or electronic notice.

2. **Special Meetings.** The Board of Directors may call special meetings of the members. Each special meeting shall be held at such a place and at such an hour as may be set forth in the notice of such meeting. Reasonable notice of any special meeting shall be given to each member.

3. **Quorum.** The quorum for the election of officers and directors and all other issues when business is conducted by use of the mails or by electronic means shall consist of a simple majority of the membership participating in the voting.

### **ARTICLE IV - BOARD OF DIRECTORS**

1. **General Powers.** The affairs of the Organization shall be managed by its Board of Directors. The Board of Directors shall assure that the purposes of the Association are met. The Board shall act in accordance with WID and NDIA Bylaws.

2. **Membership.** The Board of Directors shall be composed of five members as follows: the President, the Vice President, the Secretary, the Treasurer, and the HORIZONS Scholarship Director.

Members of the Board of Directors will also be known as Directors or Board Members.

3. **Election.** The WID Board of Directors shall be elected biennially by the members by mail or electronic ballot preceding the Annual Meeting of the members.

The Elections Committee shall issue a call for nominations for candidates for available positions on the Board of Directors. Nominations may be made by individuals (self-nominations are allowed) and must be received by the committee at the National Office by the date set in the call for nominations. All nominations must include the nominee's personal data, verification of eligibility, and a statement outlining the nominee's views on current WID issues and special

areas of interest. The Elections Committee shall submit nominees 60 days before the scheduled annual membership meeting; ballots will be sent to members 45 days before the meeting.

4. **Tenure.** Each Board Member shall hold office from October 1, for two years. With regard to the Board Members serving as of September 30, 2006, and elected to a new term effective October 1, 2006, the term of these members shall be one year, not two. In no event shall a member serve as the President for more than one two-year term during any four-year period.

Ascendancy to Board Positions. In recognition of the time it takes to learn about the functioning of the Board and the need for continuity of operations, absent an officer's unwillingness to serve or for good cause, the following Board positions shall be filled by ascendancy by the identified officers subject to the vote and approval of the WID membership, at the conclusion of their respective terms of office: the President shall become the Immediate Past President, the Vice President shall become the President. Vacant positions on the Board shall be filled by WID membership election and appointment in accordance with the procedures set out in Articles IV and V of these Bylaws.

5. **Vacancy.** The President shall appoint a replacement for any vacancy occurring in the Board of Directors during a term of office. A Director so appointed shall serve for the unexpired term of the predecessor in office.

6. **Appointments.** The Board of Directors may elect or appoint such other officers, as it deems desirable, such officers to have the authority to perform the duties prescribed, from time to time by the Board of Directors.

7. **Regular Board Meetings.** The Board of Directors shall determine its regular schedule of meetings.

8. **Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any reasonable place as the place for holding any special meeting of the Board called by them.

9. **Notice.** Notice of any special meeting of the Board of Directors shall be given 48 hours in advance by written notice delivered personally or sent by mail or electronic notice to each Director at the address of record.

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

11. **Compensation.** The Board of Directors as such shall not receive any pay for their services, but nothing herein contained shall be construed to preclude any Director from serving WID/NDIA in any other capacity and receiving compensation thereafter.

12. **Removal for Cause.** The Board of Directors may remove a Director from the Board for cause at any time with a vote of a majority of the Directors.

## **ARTICLE V - DUTIES OF ELECTED OFFICES, BOARD OF DIRECTORS, & ADVISORS**

1. **Officers.** The officers of the organization shall be the President, the Vice President, the Secretary, the Treasurer, and the HORIZONS Scholarship Director.

2. **President.** The President shall be the principal executive officer and shall in general supervise and control all of 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.

**Qualifications.** The nominee for President should be a member in good standing for at least three years and have served as Vice President or an elected National board officer for at least one of those years.

3. **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. The Vice President shall act as the Board point of contact with established and developing Chapters.

**Qualifications.** The nominee for Vice President should be a member in good standing for at least two years and have served as a National or Chapter Officer for at least one of those years.

4. **Secretary.** The Secretary shall keep the minutes of the meetings of the members of the Board of Directors which shall be filed and retained in the NDIA/WID offices for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law. The Secretary shall coordinate with the Staff Director for WID, who is the custodian of the corporation records and of the insignia or mark of the corporation as authorized in accordance with the provisions of these bylaws; keep a register of the post office address of each member which shall be furnished to the Secretary by such members; and in general 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 Roberts Rules of Order.

**Secretary's Election Duties.** Ten days prior to each annual meeting of the members, the Secretary shall prepare a list of all members in good standing entitled to vote. This list shall be available for examination by any member during NDIA/WID office business hours for 10 days prior to such meeting at the location where the corporation minutes are maintained. The Secretary shall also serve as Sergeant-at-Arms at Board and Special Meetings.

**Qualifications.** The nominee for Secretary should be a member in good standing for at least two years and have served as an Officer or Committee Chair for at least one of those years on either the National or a Chapter Board.

5. **Treasurer.** The Treasurer prepares the WID budget, which is included in the NDIA budget. The Treasurer reports on budget execution and other matters as directed by the Executive Committee.

**Qualifications.** The nominee for Treasurer should be a member in good standing for at least two years and have served as an Officer or Committee Chair for at least one of those years on either the National or a Chapter Board.

6. **HORIZONS Scholarship Director.** The **HORIZONS Scholarship Director** shall be responsible for representing funds to the WID National Board of Directors and for overall guidance of the program's efforts in support of its goals. The HORIZONS Scholarship Director shall serve as Chair of the HORIZONS Committee.

Within 60 days of taking office, the HORIZONS Scholarship Director shall appoint at least three and no more than six WID members to the HORIZONS Committee, including members from among diverse WID chapters and/or locations.

7. **Past President.** The Past President shall serve the Board of Directors in a non-voting, advisory capacity. The Past President shall chair the Elections Committee, coordinate with other Past Presidents, provide advice to the Board based upon experience as President, enlighten members regarding the roles of Board Members and encourage candidacies, and chair ad-hoc committees, as appointed by the Board of Directors. The term of the past president shall be co-extensive with the period the current president serves. If a president serves two years, then the immediate Past President will serve two years.

8. **Historian.** The Historian shall be appointed by the President to serve the Board of Directors in a non-voting, advisory capacity and to archive and maintain the history of WID. The Historian shall serve for an indefinite period of time until the President receives a resignation.

9. **Delegation of Duties.** In the event of the absence of an Officer for any other reason, the Board of Directors in its discretion may delegate the duties and powers of any Officer to any other Officer or Director.

## ARTICLE VI - COMMITTEES

1. **Standing Committees.** The Standing Committees shall be:

a. **Executive Committee.** This committee shall consist of the President, Vice President, Secretary, Treasurer, and HORIZONS Scholarship Director.

1. **Power and Duties.** The Executive Committee shall have and exercise the authority of the Board of Directors in the management of the Association, except the authority to adopt amendments to these bylaws.

2. **Vacancies.** All vacancies in the Executive Committee shall be filled by action of the Board of Directors.

**3. Meetings and Quorum.** Meetings of the committee shall be called by the chair or any two members of the committee with a minimum of 48 hours notice.

The president of the Board of Directors, or if absent, the Vice President, or in their absence, a temporary chair, elected by the members present constituting a quorum, shall be the presiding officer of the Committee. Except as otherwise required by these bylaws, a simple majority of the members thereof shall constitute a quorum for the transaction of any business.

The Secretary shall keep minutes of proceedings and shall report them to the next ensuing meeting of the Board of Directors. If the Secretary is absent, the President may appoint someone to take minutes. Any or all members of the executive committee may participate in a meeting of the executive committee by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.

**b. HORIZONS Scholarship Committee.** This committee shall be responsible for awarding scholarships, setting scholarship criteria, determining the size of scholarship awards, selecting candidate(s) and promoting corporate and individual contributions. The HORIZONS Scholarship Director is responsible for directing committee activities.

HORIZONS shall encourage the development of those wishing to pursue a career in support of the national defense aspects of national security through a program of scholarship assistance, continuing education, and peer guidance.

The scholarship shall be in keeping with the spirit of the goals and bylaws of Women In Defense, A National Security Organization. The HORIZONS Committee shall seek guidance from the WID National Board of Directors.

**c. Elections Committee.** The immediate Past President of WID shall serve as chair of the committee. The committee shall consist of at least three individuals, each of whom is a member in good standing and has been a WID member for at least two years, and who represent the diverse membership of WID. The committee chair shall nominate the committee members. Committee members' appointment to the committee is subject to the approval of the Board of Directors.

**Duties.** The committee shall actively seek nominees and candidates for the Board of Directors, evaluate the eligibility of any nominee or candidate, and conduct all elections for office according to procedures established by the Board of Directors. The committee shall confirm the nominees' desires to be considered for offices.

2. **Standing Committee Chairs.** The Board of Directors shall appoint Standing Committee Chairs.

3. **Creation of Committees.** The Board of Directors may create, by resolution, committees with the responsibility for any matters not within the purview of the standing committees. The president shall appoint committee chairs who in turn may select the constituents of their committees.

## **ARTICLE VII - AMENDMENTS**

1. **Procedure.** The bylaws may be amended or repealed by vote of the officers of the National Board of Directors and of the Chapter Presidents at any meeting or conducted through a written ballot sent by mail or by electronic means. Amendments to the bylaws require affirmative votes from a simple majority of those in office.

2. **Effective Date.** Revisions to the bylaws shall be effective seven days after passage by the membership.

## **ARTICLE VIII - PARLIAMENTARY PROCEDURE**

1. **Roberts Rules of Order.** The business meetings of the Board of Directors and of the corporations shall be conducted in accordance with the parliamentary procedure as contained in the current edition of Roberts Rules of Order.

## **ARTICLE IX - CHAPTERS**

1. **General.** Chapters are integral parts of WID, which is in turn an integral part of NDIA. As such, they must conduct their activities in a manner reflecting favorably on the entire organization and in compliance with all federal, state, and local laws governing non-profit associations. Each chapter must comply with the provisions contained in the chapter manual of the association.

2. **Functions of Chapters.** Chapters shall assist regionally and locally in promoting the goals of the association. Chapter programs and goals should reflect those of the National Association.

3. **Membership.** Where chapters exist, Association members will be chapter members. Chapters will not charge dues.

4. **Establishment of Chapters.** Upon receipt of a statement of interest from 35 WID members residing in geographical proximity to each other indicating the desire to form a Chapter, the National Board of Directors shall consider whether its establishment would advance the purposes of the Association. Upon approval of the concept of this new chapter, delineation of geographical limits of the Chapter, and approval of its name and bylaws, the WID National Board shall convene to vote on the formation of the new chapter. Upon an affirmative majority vote, the WID National President shall be authorized to sign the new chapter's bylaws. After such National Board meeting, bylaws signed by the President of WID National shall be issued to the

Chapter and the new Chapter President shall sign the bylaws and forward the executed copy to the WID Staff Director for appropriate distribution and archiving. The new Chapter shall then be authorized to commence its official WID activities.

**5. Disestablishment of Chapters.** Chapters shall be disestablished and geographical limits changed by the National Board of Directors when it deems such action to be in the best interests of the Association.

**6. Administration.** Chapters shall be subject to oversight and regulation by the National President or such person as the President may delegate. Chapters will coordinate their activities with the national headquarters of the Association. Scholarships offered by chapters must be associated with the basic purposes of the Association.

**7. Dues rebates.** A portion of dues of the members may be remitted to each Chapter after the conclusion of the fiscal year upon the decision of the National Board. National Headquarters will provide the number of members upon which the rebate is based.

## **ARTICLE X - POLICIES AND PROCEDURES**

**1. Policies and Procedures.** Policies and procedures may be adopted from time to time that define or amplify the bylaws and which shall govern the operation of the association.

**2. Awards.** From time to time, the Board of Directors will appoint and select a committee to provide awards to members.

## **ARTICLE XI - MISCELLANEOUS**

**1. Fiscal Year.** The fiscal year of WID and its chapters shall begin on the first day of October each year, which is in keeping with that of the National Defense Industrial Association.