

Bylaws of Women In Defense, an NDIA Affiliate

(Revised July 2016)

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 three Officers with voting privileges as follows: the President, the Vice President, and the Secretary. The Board of Directors shall be composed of additional Directors with voting privileges as follows: HORIZONS STEM/Academia Director, Marketing and Public Affairs Director, Membership Director, and Sponsorship and Events Director, for a total of seven voting members. Additionally, the WID Executive Director and Immediate Past President will serve on the Board of Directors without voting privileges.

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 no later than October 1 of each year.

The Elections Committee shall issue a call for nominations for candidates for available positions on the Board of Directors on or before August 5. Nominations may be made by individuals (self-nominations are allowed) and must be received by the committee at the National Office by August 15. 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 vet the nominees and submit those meeting the

requirements to the Board of Directors on or before August 12. Ballots will be sent to members on or before August 25 with a return date of September 15. Results shall be forwarded to the board by September 20 and to the membership no later than September 30.

4. **Tenure.** Each Board Member shall hold office from October 1, for two years. 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.

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. The remaining members of the Board of Directors shall elect a replacement for any Officer vacancies, upon recommendation of the President

6. **Appointments.** The Board of Directors may elect or appoint other non-voting Directors as it deems desirable, such Directors to have the authority to perform the duties prescribed by the Board of Directors. These ad hoc positions and the constituents elected or appointed to serve in them will serve for a period not to extend after the end of the fiscal year in which they were elected or appointed.

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 with voting privileges.

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 thereunder.

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 OFFICERS, BOARD OF DIRECTORS, AND ADVISORS

OFFICERS. The officers of the organization shall be as described in Article IV Section 2.

1. **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. Additionally, the President will serve as a Director on the NDIA Board of Directors.

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.

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. The Vice President shall act as the Board coordinator with established and developing Chapters; other Directors may serve as the immediate point of contact with Chapters, with approval of the President.

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.

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 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. 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.

OTHER DIRECTORS. Other voting Directors are as described in Article IV Section 2.

4. **HORIZONS- STEM/Academia 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.

5. **Membership Director.** The Membership Director shall regularly attend board meetings, important related meetings, and all events as they are able. The Membership Director is responsible for assisting WID staff with devising strategies for membership drives and other programs which will maintain and promote a robust membership for the organization. The Membership Director will cultivate relationships with other WID volunteers who can assist their efforts.

6. **Sponsorship and Events Director.** The Sponsorship and Events Director shall regularly attend board meetings, important related meetings, and all events, as they are able. The Sponsorship and Events Director will work in tandem with WID staff on sponsorship related activities. The Sponsorship and Events Director is responsible for providing sponsorship leads to the WID staff. The Sponsorship and Events Director will participate in event planning and status calls. The Sponsorship Director will cultivate relationships with other WID volunteers who can assist their efforts.

7. **Marketing and Public Affairs Chair.** The Marketing and Public Affairs chair shall regularly attend board meetings, important related meetings, and all events, as they are able. In conjunction with WID staff, the Marketing and Public Affairs Chair is responsible to professionally advertise, the benefits of membership and events, helping to ensure a growing diverse membership and strong attendance at WID National functions. The Marketing and Public Affairs Chair will participate in event planning and status calls. Supporting WID staff, the Marketing and Public Affairs Chair will assist in developing advertisements and marketing collateral prior to the event. The Marketing and Public Affairs Chair will cultivate relationships with other WID volunteers who can assist their efforts, and will work closely with Women In Defense's staff and other directors to elevate WID's presence.

NON-VOTING DIRECTORS. Other Directors without voting privileges are as described in Article IV Section 2.

8. **Immediate Past President.** The Immediate 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 Immediate past president shall be co-terminus with the period the current president serves. If a president serves two years, then the immediate Past President will serve two years.

9. **WID Executive Director.** The WID Executive Director works together with the Board of Directors for matters related to the Women in Defense Board, and is responsible for the organization's continued year over year membership growth as well as achievement of its mission and financial objectives. The WID Executive Director serves the Board of Directors in a non-voting, advisory capacity.

NON-VOTING AD HOC DIRECTORS AND ADVISORS. Additional Non-Voting Directors and Advisors are as described in Article IV Section 6.

ARTICLE VI - COMMITTEES

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

a. **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 STEM/Academia 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.

b. **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. **Ad Hoc Committees.** The Board of Directors may create, by resolution, ad hoc committees with the responsibility for any matters not within the purview of the standing committees. The president shall appoint ad hoc committee chairs for a period not to extend after the end of the fiscal year in which they were appointed. The ad hoc committee chairs in turn may select the constituents of their committees to serve for a period not to extend beyond the fiscal year in which they were appointed.

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 immediately after passage.

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 50 WID members (a minimum of 35 who would be paying 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 and Board of Directors 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.