By-Laws of the
Central Florida Chapter
of the
National Defense Industrial Association (NDIA)

ARTICLE I - NAME The name of the organization shall be the Central Florida Chapter of National Defense Industrial Association (hereafter called the Association.)

ARTICLE II - PURPOSES The purposes of the Chapter as an arm of the Association which provides local geographic focus shall be to further the objectives and policies of the Association as set forth in its By Laws by:
   a) Supporting current programs and activities of the Association.
   b) Providing a means for liaison with local U.S. government agencies and personnel.
   c) Encouraging and facilitating the exchange of information between industry and government with particular reference to national security and defense preparedness.
   d) Pursuing an active program in support of Association membership recruitment and retention efforts.

ARTICLE III
ESTABLISHMENT AUTHORITY: The Chapter is an integral part of the Association. It derives its existence, authority and fiscal tax status from the Articles of Incorporation and By Laws of the Association.

ARTICLE IV
POLICY: Actions, programs and public statements of the Chapter will conform to the policies and objectives in the Association’s By Laws and other official expressions of Association policy. Nothing in these By Laws or elsewhere shall be construed so as to authorize any action that does not further the stated policies and objectives.

ARTICLE V
MEMBERSHIP:
   a) Chapter membership is granted by the National Headquarters to persons in applicable membership categories of the Association who are current members and whose address is in the geographical area assigned to the Chapter by the Association.
   b) Individuals may be assigned membership in multiple chapters. However, only membership in one chapter may be considered as it applies to voting on national matters.

ARTICLE VI
MEMBERSHIP DUES: The annual fee paid for Association membership by an individual or corporation includes Chapter membership.
Article VII
STRUCTURE:

a) The Officers as approved by a Board of Directors shall manage the business and affairs of the Chapter. Except as provided by these By-Laws or the Association’s Articles of Incorporation, all the powers of the Chapter are vested in the Board.

b) The Board shall, during the last quarter of the accounting year, establish the number of Directors for the following year.

c) A non-voting administrative assistant may be appointed by the President to assist him/her in the performance of his/her duties.

d) The Board of Directors shall meet at least annually and thereafter as deemed necessary by the President or a simple majority of the Directors.

e) A quorum of the Board of Directors is constituted by a simple majority of the number of Board members.

f) The Board of Directors shall designate Chapter Officers to include President, Executive Vice President, Treasurer, Secretary, and other Officers deemed necessary.

g) Any Officer or Director may be removed with or without cause by a resolution passed by affirmative vote of a majority of all the Directors.

h) The Officers shall have such duties as generally pertain to their offices as well as duties conferred by the President.

i) The Board may appoint non-voting members in an advisory capacity, as deemed necessary. Non-voting members serve at the discretion of the Board and their parent organizations.

j) No company shall have more than two representatives on the Board.

k) The Board of Directors will consist of CFL NDIA Chapter members in good standing.

Article VIII
MEETINGS:

a) An annual meeting of the Chapter will be held on a date set by the President.

b) Special meetings of the members may be called at any time by the President, the Board of Directors or a majority of Directors, or by not less than one-third of the members.
c) At any meeting of the members, each member entitled to vote shall have one vote, in person or by proxy.

d) The Board expects its members to actively participate in Board meetings. Frequent absences deprive the Board of the experience of those not present and limit the decision-making capability of the group. The Chapter President will place on notice through written correspondence (letter or email) Directors who miss three or more meetings within a span of six meetings. The Chapter President will issue a written “show cause” notice (letter or email) to Directors who have six or more absences within a span of 12 meetings. Upon review of the affected Director(s) response, the Board, by majority vote, will elect to retain or remove the Director(s) from the Board. The Chapter President will notify the affected Director(s) of the outcome of such a vote within seven calendar days and, if required, replace the Director(s) IAW the procedures outlined Section IX, below.

Article IX
ELECTIONS

a) At least three months prior to the end of each calendar year, the President, with the approval of the Board of Directors, shall appoint a nominating committee of at least 3 (three) chapter members. The most recent Past President (not standing for election) shall serve as the Chairman of the Nominating Committee. In the absence of a Past President to serve, the President shall appoint a Chairman of the Nominating Committee from the Board of Directors. The Nominating Committee shall present its slate to the Board of Directors Not Later Than (NLT) the first week in November of each year. The election of Directors shall take place between November and December of each year, via an email poll of the Chapter members. The Chapter President shall announce the results of the election prior to the January Board of Directors meeting, with the new Directors assuming their positions at that session.

b) Only elected Directors of the Board or those appointed by the Board to complete elected Board positions are eligible to vote on Board issues, to include election of officers.

c) Directors shall serve a term of three years. There shall not be a limit on the number of terms an individual member may serve. The General Membership shall elect approximately one-third of the Directors each calendar year. If, for any reason, an elected Director is unable to complete his/her term of office, the remaining Board of Directors may fill these vacancies based on a nomination by the President and by a majority vote of the Board. The Interim Director will complete the unfinished term of the Director s/he replaced. The Board of Directors shall not elect an Interim Director to complete an unexpired term after 1 July, if that vacant position is to stand for re-election in that year’s election period. If a departing Director’s term exceeds
one year and the Board so elects, it may include the unexpired term for consideration in the annual elections. The person receiving the lowest number of votes for the qualifying positions (e.g., six openings; the person placing sixth in the voting) shall complete the unexpired term and stand for re-election with the normal rotation of that Director's seat. A serving President shall not be required to stand for re-election during his/her term as chapter president. S/he shall remain on the board until the next re-election cycle in which the board position would have normally stood for re-election.

d) Government employees are ineligible for election to serve as members of the Board of Directors. Government employees may serve on the Board in a non-voting capacity (per 7.i., above).

e) The Board of Directors shall elect Officers (President, Executive Vice President, Secretary, and Treasurer) for a period of two years. No one shall serve more than two (2) consecutive two-year terms in any one Officer position.

1. Terms of office shall begin in January. Any appointment to an Officer position in the two years following a President taking office shall be deemed "interim." Time in an "interim" position is not considered for determining term limitations as cited in "e," above.

2. Officers shall serve terms concurrently with the elected President.

3. The Executive Vice President shall be the presumptive Board President upon expiration of the current President's term of office. The Executive Vice President shall be confirmed as the new President by secret ballot of the Board in the September prior to assuming office. If confirmed, the rules applying to the President cited in paragraph c) above regarding re-election shall apply to the President-elect.

4. The Board of Directors shall select an Executive Vice President by secret ballot in the first January Board meeting upon a new president assuming office. The Board shall select an Executive Vice President prior to considering other officer positions.

5. The incoming President will present the Board of Directors with a recommendation for the positions of Secretary and Treasurer in the first January Board meeting upon assuming the presidency. The recommendations shall be confirmed, in that order, by majority vote of the Board.

6. If, for any reason, an elected Officer is unable to complete his or her term of service, the Board of Directors shall elect an Interim Officer to the vacated
position. The Interim Officer shall serve until January of the year in which a new
president assumes office, at which time the Board will elect a permanent Officer
to serve a two-year term. The Interim Officer’s term shall not count as a first
term in office for a permanently elected position. Board members previously
limited by the provisions above in serving an additional term shall not be
prohibited from serving an Interim term.

f) In the absence of the President, those duties shall devolve upon the Executive Vice
President. In the absence of the Executive Vice President, duties shall devolve to the
Secretary, and in turn, to the Treasurer.

ARTICLE X
FINANCIAL ADMINISTRATION:

a) The fiscal year of the Chapter shall be the same as the fiscal year of the Association.
b) 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.
c) The financial records of the Chapter shall be kept in a manner generally deemed
acceptable for such organizations and shall be audited by independent auditors, a
certified public accountant, or an impartial Audit Committee at least annually at the
end of the fiscal year. The President will appoint from within the chapter membership
at least three (3) persons to serve on the Audit Committee as approved by the Board
of Directors.
d) The Association has ultimate fiscal responsibility for the Chapter. Accordingly, the
Chapter shall not, without approval of the Association President, enter into a contract
or agreement that exceeds the Chapter’s ability to meet expenses.
e) The Chapter will provide to the Association President the annual audit. The Chapter
may request that the Association 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 the Association. A report for tax purposes will be rendered in a
format and time as requested by the Association President.
f) 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.
g) 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
will be paid for principally from the proceeds of events expressly advertised as
fundraisers.
h) No government employee shall serve as a salaried employee of the Chapter.
ARTICLE XI
COORDINATION:
Chapter Events: To prevent conflicts with speakers’ schedules, the Chapter will coordinate with the NDIA National Headquarters 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 NDIA National Headquarters will conduct events of national and international interest. Chapter programs should not compete with NDIA National.

Article XII
AMENDMENTS:

a) Amendments to the By-Laws may be initiated by the Board of Directors on their own volition, or upon petition addressed to the Chapter President, and signed by not less than five percent of all members of the Chapter. If initiated by the Board, fifty percent (50%) of the Board members must be present for voting with approval by simple majority.

b) Such amendments shall be submitted to the entire Chapter membership by electronic means for review and shall request an electronic response from members indicating acceptance or rejection of the amendments as written. Such amendments shall then be considered approved when a majority of votes cast favor accepting the amendments.

Chapter membership shall be notified of a 30-day window of opportunity to review the amendments and vote accordingly.

c) These By Laws and any amendments thereto are approved when signed by the Chapter President acting with the approval of the Board of Directors and the Association President acting in accordance with the advice and direction of the Association Executive Committee.

d) Signature approvals of both NDIA National President and Chapter President must be obtained below. Copies will be kept on file with National and Chapter.

Approved ____________________________ Approved ____________________________
Chapter President NDIA President

Date 20 Jun 15 Date 27 Jun 15