

**Bylaws**  
**Women In Defense, A National Security Organization**  
**First Coast Chapter**

**ARTICLE I - NAME**

**1. Name.** The name of the organization shall be the Women In Defense, First Coast Chapter; a chapter of Women In Defense, A National Security Organization (hereafter called WID FC).

**ARTICLE II - PURPOSES**

**1. Purposes.** The purposes of the Chapter as the arm of WID that provides local geographic focus shall be to further the objectives and policies of WID as set forth in its Bylaws by:

- 1.1. Supporting current WID programs and activities.
- 1.2. Providing a means for liaison with local U.S. government agencies and personnel.
- 1.3. Encouraging and facilitating the exchange of information between industry and government with particular reference to national security.
- 1.4. Pursuing an active program in support of WID membership recruitment and retention efforts.

**ARTICLE III - ESTABLISHMENT**

**1. Establishment of Authority.** The Chapter is an integral part of WID, and WID is an integral part of the National Defense Industrial Association (NDIA). WID chapters derive their existence, authority and fiscal tax status from WID, and in turn, WID derives its existence, authority and fiscal tax status from NDIA.

**2. Chapter Establishment.** In order to be a chapter, the entity must have bylaws signed by the WID National President and the chapter president.

**ARTICLE IV - POLICY**

**1. Policy.** Actions, programs and public statements of the Chapter must conform to the policies and objectives in the WID National Bylaws or NDIA National Bylaws and other official expressions of WID or NDIA policy. Nothing in these Bylaws or elsewhere shall be construed so as to authorize any action that does not further the stated policies and objectives.

**2. Officer Status.** An individual shall not serve as a WID Chapter Officer and as a WID National Officer at the same time.

**ARTICLE V – MEMBERSHIP AND DUES**

**1. Membership.** Chapter membership is granted by the National Headquarters to persons who have been approved as members and whose address is in the geographical area assigned to the Chapter by the Association.

**2. Membership Dues.** The annual fee paid for WID membership by an individual includes Chapter and National membership. Membership in NDIA is also included. Chapters will not charge separate Chapter membership dues.

## **ARTICLE VI –STRUCTURE (Officers, Board of Directors)**

**1. Officers.** The Officers of the Chapter shall be the President, Vice President, Secretary, and Treasurer. The offices of President and Secretary, President and Vice President and President and Treasurer shall not be held by the same person.

### **2. Board of Directors.**

- A. Elected positions. The (officer/voting) Board of Directors shall be comprised of the following: President, Vice President, Secretary and Treasurer. The (non-officer, voting) positions will be Outgoing President, Awards and Recognition, Communications, Membership, Programs, and Special Projects. Members of the Board of Directors will also be known as Directors or board members.
- B. The (non-officer, non-voting) position will be the Historian.
- C. Non-elected positions: Other seats include Board of Advisors, who will act in a non-voting capacity and will be appointed and confirmed by the Board of Directors.

**3. General Powers.** The Officers shall manage the business and affairs of the Chapter. Except as provided by law or WID National Bylaws or these Chapter Bylaws, all the powers of the Chapter are vested in the Board of Directors.

**4. Representation.** During the last quarter of the fiscal year, the Chapter Board shall establish the number of Directors for the following year.

**5. Committees.** Committees may be appointed by the President to assist in the performance of the President's duties.

**6. Meetings.** The Board of Directors shall meet at least quarterly and as deemed necessary by the President or a simple majority of the Directors.

The Board of Directors may meet informally between formal meetings (e.g., via electronic or telephonic means) for purposes of conferring on proposed Director decisions not otherwise scheduled for consideration at formal meetings.

Signatures transmitted by facsimile and using verification software shall be deemed as valid.

E-mail may be used for dissemination of information, but the attempted use of e-mail for meeting purposes is not authorized.

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

**8. Director Decisions.** When electronic means are used for decisions of the Board, each member of the Board of Directors shall submit his or her vote on the proposed resolution or action directly to the officer presiding, with a copy to each of the other members of the Board



of Directors. A record of the votes, resolutions and other actions of the Board of Directors shall be maintained by the Chapter in its records.

9. **Removal for Cause.** By vote of a majority, the Board of Directors may remove a Director from the Board for cause at any time.

10. **Officers' Duties.** The Officers shall have such duties as generally pertain to their offices as well as duties conferred by the President of the Chapter.

## **ARTICLE VII - COMMITTEES**

1. **Standing Committees, Other Committees.** The standing committee shall be the Elections Committee. The Board may create other committees deemed necessary to carry out its purposes.

2. **Elections Committee.** The President, with the approval of the Board of Directors, shall appoint an Elections Committee of at least three members. The most recent Past President shall chair the Elections Committee.

3. **Other Committees.** The following are the Other Committees targeted by WID FC:

a. **Military Liaison Committee.** A Military Liaison Committee will be established and be comprised of active duty leaders and volunteers to facilitate two way communications between the active duty populace and WID ensuring both are aware of special programs, events, services and needs of each.

b. **Industry Leader Committee.** An Industry Leader Committee will be established and be comprised of industry leaders and volunteers to facilitate two way communications between DOD and National Defense Companies and WID ensuring both are aware of special programs, events, services and needs of each.

c. **Civic Leader Liaison Committee.** A Civic Leader Liaison Committee will be established and be comprised of civic leaders and volunteers to facilitate two way communication between Civic Program Leads in the service of First Coast active duty and retired DOD and National Defense populace ensuring specialized civic sponsored programs and WID are aware of special programs, events, services and needs of each.

## **ARTICLE VIII – MEETINGS OF MEMBERS**

1. **Annual Meeting.** An annual meeting of the Chapter will be held during the month of October on a date set by the President. Written or electronic notice of the Annual Meeting shall be given to each member at least thirty (30) days before the meeting. The elected Officers will be presented at the Annual Meeting.

2. **Special Meetings.** Special meetings of the members may be called at any time by the Board of Directors or a majority thereof, or by not less than one-third of the members. Notice of 48 hours shall be given.

3. **Voting.** Each member in good standing shall be entitled to one vote on each matter submitted to a vote of the members.

## **ARTICLE IX - ELECTIONS**

1. **Elections.** Elections of Officers and Directors will be held annually, but affect up to one half (1/2) of elected positions each year to support two (2) year terms. This election schedule will ensure continuity of operations, entrench policy and management, as well as foster development of up and coming members for positions of increased responsibility. Each elected position will be identified for each election as identified as Class I or Class II to indicate the biennial election schedule. Elections will be held annually by the members of the Chapter by mail or electronic ballot at least thirty (30) days preceding the Annual Meeting of the Chapter. The Elections Committee shall issue a call for nominations for candidates for available positions. Nominations may be made by individuals (self-nominations are allowed) and must be received for consideration by the Elections Committee at least twenty-four hours (24) prior to the scheduled time for distribution of the slate of candidates and corresponding ballots to the membership for vote. All nominations must include the nominee's personal data, verification of eligibility, and a vision statement for carrying out the duties of the office. Each officer shall hold office beginning October 1. Classification may be as follows, or amended as needed: Class I: President, Vice President, Communications, Award & Recognition, and Historian; Class II: Treasurer, Secretary, Membership, Programs, and Special Projects. Officers and Directors constitute voting members for elections. Historian is a non-voting position while the immediate Past President is a voting position.

2. **Tenure, Officers.** Officers will be elected for a period of two years, other than the initial officers named during chapter formation who will hold office from the time of formation and continuing for two (2) years (Class I), and three (3) years (Class II) beginning October 1 after chapter formation to support the biennial election schedule. No one shall serve more than two consecutive two-year terms in any one Officer position.

In the absence of the President, those duties shall devolve upon the Vice President and, in turn, the Treasurer, then Secretary. In their absence, those duties shall devolve upon other Directors by the order of seniority.

3. **Tenure, Directors.** Directors will be elected for a term of two years, other than the initial Directors named during chapter formation who will hold office from the time of formation and continuing for two (2) years Class I and three (3) years Class II beginning October 1 after chapter formation. Director vacancies may be filled at any time during the year by a majority vote of the remaining directors.

## **ARTICLE X – FINANCIAL ADMINISTRATION**

1. **Fiscal Year.** The fiscal year of the Chapter shall be the same as the fiscal year of WID: (October 1-September 30).

2. **Authorized Signatures.** 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.



3. **Financial Records.** The financial records of the Chapter shall be kept in a manner generally deemed acceptable for such organizations and consistent with guidance from WID National.

4. **Fiscal Responsibility.** The National Organization has ultimate fiscal responsibility for the Chapter. Accordingly, the Chapter shall not, without approval of the WID National President, enter into a contract or agreement that exceeds \$10,000.00. The chapter is expected to be self-sustaining.

5. **Annual Audit.** The Chapter will provide to the WID National President the annual audit. The Chapter may request that the WID 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 as directed by WID National.

6. **Financial Report.** A financial report for tax purposes will be rendered in a format and time as requested by the WID President.

7. **Obligations.** 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, provided the member, Officer, or Director acted in a prudent manner as described by the Duty of Care, Obedience and Loyalty.

8. **Administrative Expenses.** 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 (e.g., scholarships, charitable donations) will be paid for principally from the proceeds of events that are expressly advertised as a fundraiser (e.g., golf tournament).

9. **Government Employee.** In the event that the chapter has paid employee(s), no government employee shall serve as a paid employee of the Chapter.

## **ARTICLE XI – COORDINATION**

1. **Coordination of Events.** To prevent schedule conflicts, the Chapter will coordinate with a representative of the National Organization designated by the President 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 WID National Board will conduct events of national and international interest. Chapter programs should not compete with WID National programs or with NDIA National or Chapter programs.

## **ARTICLE XII - MISCELLANEOUS**

1. **Precedence.** The National Bylaws of Women In Defense will be followed for items not covered herein. NDIA National Bylaws will be followed for items not covered therein.

2. **Dissolution.** Upon dissolution of the Chapter, all monies and assets will be distributed to the National Organization.

3. **Roberts Rules of Order.** The rules contained in the most recent edition of Roberts Rules of Order shall provide the rules of procedure for the Chapter where they are not inconsistent with the provisions of these Bylaws or of those of the National Organization or of NDIA.

4. **Use of Logo.** Use of the WID logo is authorized only by those members of the Chapter conducting official business of the Organization or Chapter.

5. **Official Expressions.** Actions, programs and public statements of the Chapter must conform to the policies and objectives in WID's National Bylaws and other official expressions of WID policy.

6. **Membership List.** Contact information for members is to be used only for WID purposes and shall not be made available to any other organization for any purpose.

#### **ARTICLE XIII - INDEMNIFICATION**


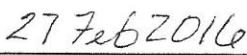
1. The Chapter shall provide indemnification to the extent indemnification is permitted under NDIA bylaws.

#### **ARTICLE XIV - AMENDMENTS**



1. **Procedure.** The Bylaws may be amended or repealed by vote of the Chapter Board of Directors at any meeting or conducted through a written ballot sent to the Directors via the mails or by electronic means. Amendments to the Bylaws require affirmative votes from a majority of those in office. Amendments must conform to Organization policies. The National Board must approve amendments.

2. **Approval.** These Bylaws and any amendments thereto are approved when signed by the Chapter President acting with the approval of the WID Board of Directors and the National President, acting in accordance with the advice and direction of the National Board of Directors. The area below must be signed by both the WID National President and the Chapter President at the time the Chapter is constituted.

#### **Approved**

   
Chapter President: Deborah Gray Date

#### **Approved**

   
WID National President: Maj Gen Courter Date