

**How to Form a Chapter
of Women In Defense,
A National Security Organization**



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Any member of Women In Defense in good standing (belonging to one of the dues-paying Women In Defense membership categories and having paid dues for the current year) can lead the initiative to form a chapter. She must demonstrate her commitment to the organization by having a membership before making the first contact with a Women In Defense National representative. For additional details and to discuss the prospects of a chapter in your geographical area, contact Tameka Brown, Associate Director, tbrown@ndia.org.

Introduction

Before you begin

A member of Women In Defense in good standing (belonging to one of the dues-paying Women In Defense membership categories and having paid dues for the current year) can lead the initiative to form a chapter. She must demonstrate her commitment to the organization by having a membership before making the first contact with a Women In Defense National representative.

What is a chapter of Women In Defense?

Defense professionals join Women In Defense and then are assigned to a chapter based on zip code. A chapter of Women In Defense is a local way to benefit from the mission of the organization. Chapters conduct professional development and educational events, networking events, mentoring, and in some cases, community service. Chapters are an integral part of the Women In Defense national organization, which in turn is an integral part of the National Defense Industrial Association (NDIA). Women In Defense is an affiliate of NDIA, which is similar to being a wholly-owned subsidiary.

Identifying need, interest, sustainability

New chapters are typically created because members see that a chapter would enhance their professional development and networking opportunities. Employers often realize the association could fill a need in their area and are willing to provide resources.

The following checklist will help you through the steps of creating a chapter. As you will see, it can be a substantial amount of work. It is very important to enlist the aid of others who are committed to the organization, both in the short term and the long term. **Sustainability is vital.** Typically, the first year of a Women In Defense chapter's existence is met with enthusiasm and eagerness. It is the second year and thereafter that is still more important. **A 3-5-year succession plan is required.**

In general, **four elements** form the base for a healthy chapter. Those are **leadership, programs, membership base, and finances.** Leadership is at the top because the people making decisions for your chapter ensure its strength and its future. Starting a chapter and sustaining its success over time require strong leadership. Some chapters have found it beneficial to have a well known senior individual be the chief elected officer during the organization stage. It is valuable to consider who the next president will be.

The quality, variety and interest of the programs you develop are what will keep members coming to your events. Strong chapters keep their membership base thriving. After all, it is for the sake of the members that we exist. And sound financial footing derives from managing the chapter in a businesslike fashion.

Requirements, Expectations

Those who want to organize a new chapter should be members of Women In Defense before they make the first contact with a Women In Defense representative.

Many organizers have had experience managing other volunteer-run, non-profit organizations. Because a chapter of Women In Defense is an integral part of Women In Defense, which in turn is an integral part of the National Defense Industrial Association, being involved on a leadership level might be easier than with other groups where you have served.

For example, your Women In Defense chapter **does not need** the following elements:

- **does not need** federal identification number (also known as an employer identification number)—the number for NDIA is to be used and will be sent to you as you get further in your development of a chapter
- **does not need** insurance—NDIA risk management programs cover Women In Defense and chapters
- **does not need** separate incorporation—NDIA incorporation covers Women In Defense chapters
- **does not need** separate tax exemption ruling—NDIA tax exemption covers Women In Defense and chapters, and you will be sent appropriate documentation.

In certain instances, a military installation has special requirements for hosting events at the installation. Chapters should coordinate with the Women In Defense Staff.

National's Expectations of Chapters. The National organization expects a chapter to:

- maintain sound finances, including budgeting (programs, general funds, income, expenses)
- file an annual financial report with Women In Defense National (simple, one page document)
- maintain its leadership (officers and directors), keeping the minimum number of officers as stated in the chapter bylaws
- assist in carrying out the mission of the organization
- host events that are self-supporting and that reflect favorably on the total organization
- foster membership growth and maintain at least 35 dues-paid members in the chapter
- keep its web presence up-to-date and ensure it complies with requirements
- follow the guidelines in the chapter formation and chapter management manuals

Requirements for a Successful Women In Defense Chapter

1. Send a list of officers and directors to the National headquarters (yearly or when changes occur)
2. Have a chapter management manual
3. Maintain sound finances
4. Produce events that at least break even financially
5. Charge member/non-member registration fees at events
6. Inform the National headquarters if planning activity that would likely exceed the chapter's financial means
7. Inform the National headquarters of the date of chapter events that would be considered substantial (for example, attracting nationally-prominent speakers, registrants from throughout the nation, attracting more than 75 attendees)
8. Track income and expenses; prepare a budget
9. Track events and number of attendees; track income and expenses from events
10. Have a checking account

***As of FY 2016 Women In Defense National/NDIA must have COO as co-signatory on any Women In Defense Chapter Bank account as per legal counsel.**

Chapter Formation Checklist

Key elements needed: chapter name, 35 **dues-paid** Women In Defense members, list of officers/board of directors, an outline of programs for at least one year, a budget based on the program outline, and Operating Principles.

- Often it is just a couple of people who begin the process of forming a chapter. Those individuals should belong to the association before pursuing the chapter. They should quickly recruit others to form the initial leadership base.
- Contact the Women In Defense Associate Director indicating your area's interest in a chapter. In addition to overview documents, you will be sent a template for Chapter Operating Principles, a list of Women In Defense members in your area, and membership collateral and applications.
- Select a name for the chapter. Where a chapter of NDIA exists, repeating the name of the corresponding NDIA chapter is preferred.
- Secure the support of at least 35 **dues-paid** Women In Defense members who will belong to your chapter. This means having 35 individuals who are Women In Defense members and who express their desire to take part in the organization and success of the new chapter. The purpose of garnering the formal support is to assure that the organization will continue into the future. **Be sure to capture the names of these 35 members**; they are your charter members and an important part of your chapter's history.
- Host a meeting to explain the proposed new chapter and how members will benefit and participate. Develop an invitation list that includes representatives of key local employers, senior base/post leaders, your own personal contacts and co-workers. Take advantage of any means available to you for targeting large numbers of prospective attendees/members. Record the names of the attendees for posterity. You might need to

have a variety of meetings, for example, with representatives of large employers, local military/government components, and more.

- Recruit volunteers to form an organizing board to make plans and to prepare chapter bylaws. This group might be the basis for your officers after the chapter is official.
- Plan a year's worth of programs and activities to include speakers, types of meetings (for example, breakfast, dinner), locations, pricing.
- Treasurer prepares an outline for a budget (see below) with input from other board members and/or leaders such as the programs chair. Chapters follow the same fiscal year as that of Women In Defense National, which is October 1-September 30. Keep track of money collected and money spent. At the end of the fiscal year, Women In Defense National (through NDIA) provides that information to the Internal Revenue Service for the total organization.
- Conduct the first business meeting. Obtain votes on:
 - A slate of officers and the board of directors. Select the following officers at a minimum: president, treasurer, and secretary. If you choose, you can select a vice president and directors. Ideally, you should consider the leadership for the chapter's second year. **Beginning a succession plan early can be a big step toward the chapter's success. A 3-5-year succession plan is required.**
 - Proposed Operating Principles
 - Submission of Operating Principles to Women In Defense National for approval.
- Women In Defense National will approve and return Operating Principles, subject to completion of other requirements. From the date of the Women In Defense Executive Director's signature, your organization is officially a chapter of Women In Defense.

Suggested Items for Budget Inclusion (not all-inclusive)

Revenue

- Seed money from National
- Fees you charge for events (probably your largest source of income)
- Donations from individuals or organizations
- Sponsorships (possibly from area companies, employers); perhaps they would sponsor an event or your chapter in general

Expenses

- Food & beverage for events (probably your largest expense). Visit venues you think you might want to use and ask for sample menus and room rental fees. Explore alternatives such as corporate board rooms and self-catering.
- Communications, postage, copies
- Recommended: Attendance at the annual WID Leaders Forum for chapter & national leaders (informal dinner the night before); registration for the National Annual Dinner, registration for the National Conference. Events are held consecutive days in the Washington, DC area. Include transportation, lodging, conference registration fee.

After the Chapter is Official

- Your chapter will use the NDIA federal ID number, which will be supplied to you after chapter status is achieved. A chapter does not need its own federal ID number or insurance. It does not have to incorporate separately or have a separate tax exception ruling. Chapters are part of the larger Women In Defense and NDIA organization.
- Women In Defense National will send membership collateral, letterhead template, logo customized for your chapter, and membership lists.
- Women In Defense National will send “seed money” to help cover initial expenses.
- Have all your volunteer leaders review the chapter management manual thoroughly to assure they understand the full spectrum of opportunities and responsibilities of leading and managing a chapter as a unit of the Women In Defense organization. Begin organizing a manual for your chapter.
- Hold a membership meeting. You might want to invite a prominent local individual to speak and help assure a large attendance.
- Work with Women In Defense National to develop your web presence. For no cost, your chapter can have a page on the Women In Defense site. The communications section of the chapter management manual provides details.
- If you want to develop a social media presence, review the guidance in the chapter management manual. You must sign documents and forward to Women In Defense National before launching your social media platforms.
- Continue to recruit volunteers to carry out chapter goals and objectives.
- Open a checking account. Women In Defense National will send relevant documents.
- Consider getting a post office box for the chapter. Because your chapter is volunteer-run, the post office box provides continuity when volunteers change. Checking the mail could be a good job for someone who wants to volunteer but is not looking for responsibilities requiring a heavy commitment of time and knowledge.
- Develop a system for promoting the chapter and its activities. Send a press release to local media announcing the new chapter.
- Develop member recruitment and retention strategy. Examples: Personal contacts, co-workers, senior leaders on the post/base, community leaders, Chamber of Commerce. Consider having a membership committee.
- Enjoy the rewards of local networking and professional development.

Frequently-Asked Questions

Does someone join the chapter or join the national organization? How does that work?

Members join the national organization (\$40 annually). They are automatically assigned to a chapter based on their zip code. There are no additional membership requirements or dues for chapters.

Will we have our own logo?

Yes! Each chapter has a custom logo based on the national logo. Artwork will be provided. The style sheet in the chapter management manual describes how to use the logo correctly. It may appear only as red and blue or as solid black.

What materials are available to us?

- An electronic letterhead template
- Contact information for members in your area
- Membership collateral
- Membership applications

What about websites?

Visit www.womenindefense.net/chapters for examples of Women In Defense chapter websites. Some chapters have a presence on the national site, while others construct a separate web site and are linked. Before developing your own site, contact the Associate Director for guidelines. **The Women In Defense Associate Director must approve the website before it goes live.**

Can NDIA members be grandmothed into Women In Defense? Transferred to Women In Defense?

No. Although Women In Defense is an affiliate of NDIA, they are separate. NDIA individual member benefits are included with Women In Defense membership.

As a Women In Defense member, can I attend meetings of other NDIA affiliates at the member rate?

Yes. Women In Defense members can attend meetings conducted by NDIA and its affiliates—National Training and Simulation Association, Association For Enterprise Integration, and Precision Strike Association—**at member rate**. Similarly, members of NDIA and the affiliates may attend Women In Defense meetings at the member rate.

What about member/non-member price differences for Women In Defense events?

To underscore the value of Women In Defense membership, chapters should charge a different rate for members and nonmembers, even if it is only a token amount. Sometimes chapters use events as a means of recruiting new attendees who are likely to become new members and will make member rates available if the current member brings a non-member.

Are Women In Defense corporate memberships available?

No, corporate membership in Women In Defense is not available. Women In Defense is a type of professional society.

How will we be notified when new members become part of our chapter?

Membership rosters are emailed to chapter presidents and membership directors monthly (by the 10th of each month). New members are identified by sorting the “join date” column.

Do we have to maintain a database?

No. Women In Defense members reside in the NDIA data base. It is wise to retain the monthly reports you receive. As a general rule, you should not maintain a separate data base.

Do we have to send renewal notices?

No. Women In Defense National sends renewal notices and acknowledgements to new and renewing members. You might want someone from the chapter to contact new members and welcome them. You can help keep member retention high by making a telephone call, sending an e-mail, and writing a quick note.

What do members receive upon joining?

From National, they receive a welcome letter, Women In Defense lapel pin, plus a link to a membership card. Renewing members receive these items minus the lapel pin and welcome letter.

What about member changes of address?

Sometimes members will want to report changes in contact information to you. Refer them to www.womenindefense.net/login, where they can make the change themselves.

Chapter Operating Principles

Template

Following is the template for crafting your Women In Defense chapter. Please request an electronic copy from Tameka Brown, tbrown@ndia.org.

Having a template makes it easier to create your chapter's Operating Principles. The template usually allows for the needs of most groups, but if you have a question, contact the Associate Director.

Because of increased scrutiny by the Internal Revenue Service of activities of tax-exempt organizations, counsel has advised that the Operating Principles must contain provisions that insure chapter activities are consistent with the tax-exempt purposes of NDIA and Affiliates. Therefore, all content below is required.

There are a few areas where you will need to make a decision specific to your chapter (highlighted in the template):

1. Name of chapter
2. Structure. Officers, Directors, and Committees (6a, b, c). The minimum is President, Secretary, and Treasurer. You might choose to have more.
3. Elections. Officer terms (8b, c). Chapters may elect officers and/or directors for a term of more than one year if they desire. The structure should reflect what is best for the members and the chapter. To assure greater continuity, the Board may choose to stagger some positions, such as Secretary and Treasurer. (For example, the Secretary might be elected in even-numbered years; the Treasurer in odd-numbered.) When making decisions about chapter leadership, please remember that continuity is vital. The language in the Operating Principles presents one way that tenure definition can be expressed. For your Operating Principles, state the tenure you decide. Each officer shall hold office beginning October 1.

Operating Principles for Chapters

These operating principles set forth the basic requirements and agreements between WID and its chapters. Chapters may structure themselves to suit local conditions, as long as they follow the minimum requirements set forth therein.

Chapters shall update these when there is a change in Chapter President or when amendments are made.

Operating Principles for the (Chapter Name) Chapter of Women In Defense, A National Security Organization

1. **NAME:** The name of the organization shall be the [redacted] Chapter of Women In Defense, A National Security Organization (hereafter called WID).
2. **PURPOSE:** Chapters provide local geographic focus to further the objectives and policies of WID as set forth in its By Laws by:
 - a. Supporting current programs and activities of WID.
 - b. Providing a means for liaison with local U.S. government agencies and personnel.
 - c. Encouraging and facilitating the exchange of information between industry, military, and government with particular reference to national security and defense preparedness.
 - d. Pursuing an active program in support of WID membership recruitment and retention efforts.
3. **ESTABLISHMENT OF AUTHORITY**
 - a. **Establishment Authority.** The Chapter is an integral part of WID. It derives its existence, authority and fiscal tax status from the Articles of Incorporation and By Laws of the National Defense Industrial Association (NDIA).
 - b. **Chapter Establishment.** In order to be a chapter, the entity must meet the requirements set forth in the WID Chapter Management Manual.
 - c. **Operating Principles.** The Chapter must agree to, and the President sign, these Operating Principles, when a new President takes office and/or when amendments are made. The signed document will be submitted to WID in accordance with these requirements.
4. **POLICY:** Actions, programs and public statements of the Chapter will conform to the policies and objectives in WID's Chapter Management Manual and other official expressions of WID policy. Nothing in these Operating Principles or elsewhere shall be construed so as to authorize any action that does not further the stated policies and objectives.
 - a. **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 and in accordance with the policies established by the WID.
 - b. **Official Expressions.** Actions, programs and public statements of the Chapter must conform to the policies established by WID.

- c. **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 and is only to be shared with Chapter officers.
- d. **Antitrust Statement.** Women In Defense (WID) is committed to strict compliance with federal and state antitrust laws. Accordingly, the following guidelines apply to any meeting or other activity conducted under the auspices of WID. This statement should be included on conference agendas:

The antitrust laws prohibit competitors from engaging in actions that could result in an unreasonable restraint of trade. Consequently, WID members must avoid discussing certain topics when they are together – both at formal association membership, board, committee, and other meetings and in informal contacts with other industry members: prices, fees, rates, profit margins, or other terms or conditions of sale (including allowances, credit terms, and warranties); allocation of markets or customers or division of territories; or refusals to deal with or boycotts of suppliers, customers or other third parties, or topics that may lead participants not to deal with a particular supplier, customer or third party.

- e. **Copyright Policy.** WID does not permit or condone copyright infringing activities by its staff, or by its members or other volunteers when engaged in WID activities. The Chapter shall adopt and conform to WID’s Copyright Policy.
- f. **Other Required Policies.** The Chapter shall adopt and conform to WID’s **Suspected Misconduct** and **Records Retention** policies in the WID Chapter Management Manual.

5. MEMBERSHIP AND DUES

- a. **Membership.** Chapter membership is granted by the National Headquarters to persons in applicable membership categories of WID who are current members and whose address is in the geographical area assigned to the Chapter by WID. Individual members may be assigned to multiple chapters (primary and secondary). However, only membership in the primary chapter may be considered as it applies to voting on national matters.
- b. **Dues.** The annual WID membership fee paid by an individual includes Chapter membership.

6. STRUCTURE

- a. **Board of Directors.** Chapters shall establish a Board of Directors which shall manage the business and affairs of the Chapter. NDIA has fiduciary responsibility. The Chapter Board of Directors’ fiduciary responsibility is to support WID with its loyalty and reasonable care of assets within its custody, and by execution of these Operating Principles, agrees to abide by the guidelines herein. The Board shall, during the last quarter of the fiscal year, establish the number of Directors for the following year. Chapters should avoid having more than one representative from a company on the Board; however, if more than one is appointed at any given time, it is the responsibility

- of the Chapter to ensure that no single company gets over represented and has the potential for influencing Chapter policy.
- b. **Officers.** The Board of Directors shall designate Chapter officers. These should include President, Secretary, Treasurer, with other officers as deemed necessary. The officers shall have such duties as generally pertain to their offices as well as duties conferred by the President. The President shall be responsible for chairing the Chapter Board meetings. The Secretary shall be responsible for recording the deliberations and actions taken by the Board in carrying out its duties. The Treasurer shall be responsible for finances and financial management practices of the Chapter. The offices of President, Vice-President, Secretary and Treasurer shall not be held by the same person.
 - c. **Directors.** The Board of Directors may appoint Directors for support positions. These may include, but not limited to, Membership, Communications, Program, and STEM.
 - d. **Committees.** Committees may be appointed to assist the Chapter in the performance of its duties. These should include Nominating and Finance, with other committees as deemed necessary to support the officers and directors.
 - e. **Meetings.** The Board of Directors shall meet at least annually and thereafter as deemed necessary by the President or a simple majority of the Directors.
 - f. **Removal.** 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.
7. **MEETINGS:** The Chapter shall have at least one meeting annually. Other meetings or polling of the members may be called at any time by the President or a majority of the Board of Directors, or by not less than one-third of the members. At any meeting or polling of the members, each member entitled to vote shall have one vote, in person or by proxy.
8. **ELECTIONS**
- a. **Nominating Committee.** At least three months prior to Board turnover, the Chapter President and/or Chairman of the Nominating Committee, with the approval of the Chapter Board, shall appoint a nominating committee of at least three members. The Nominating Committee shall present its slate at a Chapter meeting or electronically. The election of Officers and Directors may take place by mail or electronic vote unless otherwise specified by the Board of Directors and shall pass by a simple majority of the members that choose to participate in the voting.
 - b. **Terms.** Directors will be appointed for a set term of one or two years (October 1-September 30). Approximately one-half of the Directors shall be elected each year. Director vacancies may be filled at any time during the year by a majority vote of the remaining directors.
 - c. **Officers.** Officers will be elected for a period of one or two years (October 1-September 30). No one shall serve more than two consecutive terms as any one Officer position, unless approved by the Chapter Board of Directors. In the absence of the President, those duties shall devolve upon the Vice Presidents in their order of seniority of service, and in their absence, Treasurer, and, in turn, Secretary; in the absence of any Officer, upon a member of the Board of Directors in order of seniority.

- d. **Board Diversity.** WID encourages inclusiveness and diversity on its Chapter Boards. Chapters should also use Board or Committee positions as opportunities to mentor future leaders.

9. FINANCES

- a. **Fiscal Year.** The fiscal year of the Chapter shall be the same as the fiscal year of WID (October 1-September 30).
- b. **Financial Records.** The financial records of the Chapter shall be kept in a manner generally deemed acceptable for such organizations and may be reviewed by an impartial Finance Committee or audited by independent audit firm, at least annually at the end of the fiscal year. The Finance Committee should consist of at least two persons appointed by the President from within the general membership and approved by the Board of Directors.
- c. **Financial Reports.** The Chapter will provide to NDIA Staff Accountant an annual review or the independent audit report and management letter. The Chapter Manual identifies financial reports that are to be submitted quarterly. If a Chapter chooses to obtain a Generally Accepted Accounting Principles (GAAP) audit performed by an independent audit firm by a certified public accountant and provides to NDIA Staff Accountant a copy of the audit report and management, it may petition WID to waive the interim quarterly and annual reporting requirements.
- d. **Other Reports.** Additional reports may be rendered as deemed necessary by the Chapter or directed by WID. A report for tax purposes will be rendered in a format and time as requested by WID Executive Director or designee.
- e. **Signature Authority.** Signatories on all contracts, checks, notes, drafts and other orders for the payment of money must be authorized in writing by the Board of Directors. The Chapter President shall provide a list of authorized signers to the NDIA Staff Accountant whenever there is a change, but on at least an annual basis. The NDIA Chief Operating Officer shall be an official signer for all cash and investment accounts to allow access to review all account transactions.
- f. **Fiscal Responsibility.** The National Defense Industrial Association (NDIA) has ultimate fiscal responsibility for the Chapter. Accordingly, the Chapter shall not, without approval of WID, enter into a contract or agreement that exceeds the Chapter's ability to meet expenses. A copy of all signed agreements shall be maintained by the Chapter Treasurer and presented upon request to WID.
- g. **Obligations.** Obligations incurred by the Chapter *in performance of its duties as a part of WID* 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.
- h. **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 indirectly 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.

- i. **Employees:** The Chapter shall not hire employees. If a chapter hires an individual or a company as a contractor to support the Chapter on a project basis, it must provide supporting documentation in accordance with the requirements in the Finance & Business Practices section of the Chapter Manual.

10. **COORDINATION OF EVENTS:** To facilitate de-confliction of speakers' schedules, the Chapter will inform WID 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. A significant speaker includes: Cabinet Members, Members of Congress, Joint Chiefs of Staff (JCS), and Combatant Commanders (COCOM).

11. **AMENDMENTS:** The Chapter President, in coordination with the Chapter Board of Directors, may propose to WID amendments to these Operating Principles. Amendments must be approved by the WID Executive Director.

12. **DISSOLUTION:** Dissolution of a Chapter occurs when there is an inability to maintain a Chapter Board and/or if the Chapter no longer hosts meetings or networking events to bring the local community together, for financial reasons or if they fail to meet Chapter responsibilities. Upon dissolution, the Chapter must notify WID of the decision to do so, and/or the Chapter shall be notified of a pending dissolution by WID in order that acceptable remedies may be pursued. Any funds or other assets remaining after payment of all obligations of the Chapter shall be distributed to NDIA National and kept in reserve for formation of new or reformation of Chapters. All monies and assets will be returned to NDIA within 30 days of decision to dissolve Chapter.

13. **EFFECTIVE DATE:** These Operating Principles and any amendments thereto are in effect when signed by the Chapter President acting with the approval of the Chapter Board of Directors, and WID Executive Director.

Approved _____ Date _____
Chapter President

Approved _____ Date _____
Rachel A. McCaffrey
WID Executive Director