

**NATIONAL CONTRACT MANAGEMENT ASSOCIATION  
CHAPTER BY-LAWS**

Chapter Name: Huntsville Chapter

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**ARTICLE I: NAME, ORIGIN AND PLACE OF BUSINESS**

- A. This Chapter is called the **Huntsville Chapter**, Chapter Number **017**. The charter date is **June 1, 1964**. The address of the Huntsville Chapter is **P.O. Box 22206, Huntsville, AL 35814**.
- B. These Chapter by-laws are consistent with the national association by-laws and national association policies (and all revisions thereto) incorporated into this document by reference. In the case of any inconsistency between the National Contract Management Association (NCMA) by-laws and the NCMA Huntsville Chapter by-laws, the NCMA by-laws shall govern.
- C. The Chapter's fiscal year shall be the same as the National Association from July 1 through June 30. The fiscal year and program year shall be the same dates.

**ARTICLE II: CHAPTER PURPOSE**

The primary purpose of the Huntsville Chapter of NCMA is to foster professional growth and the educational advancement of members primarily and of other individuals in the private sector (including industry and professional firms), the public sector (including federal, state, and local government), and education who are engaged in or associated with any aspect of the field of management of contracts, which for the purposes of the NCMA, shall include all types of instruments involving expenditure of public or private funds, whether by contract, subcontract, grant, assistance agreement, lease, or other form.

Additionally, the NCMA Huntsville Chapter seeks to facilitate the exchange of information among members, establish and maintain standards of proficiency and ethics, encourage an increasing professional attitude toward contract management and procurement, and unite all persons interested in the profession to fulfill these purposes.

**ARTICLE III: CHAPTER OFFICERS**

- A. The elected Chapter Officers of the Huntsville Chapter shall be:
  - 1. President
  - 2. President-Elect
  - 3. Vice President of Programs
  - 4. Vice President of Education
  - 5. Vice President of Membership
  - 6. Secretary
  - 7. Treasurer
  - 8. Assistant Treasurer

- B. The above eight (8) elected Chapter Officers shall constitute the Chapter Board of Directors (BOD) and are presented in descending hierarchical order or rank.
- C. Additionally, the President shall appoint the following committee chairs as he/she deems necessary to conduct the Chapter's affairs.
1. Contract Administrator Round Table (C.A.R.T.)
  2. Public Relations
  3. Membership
  4. Elections
  5. Awards
  6. Employment
  7. Hospitality / Facilities
  8. Scholarship
  9. Sponsorship
  10. Small Business
  11. Webmaster
  12. Workforce Development
- D. Elected officers and committee chairs must be current members of the Huntsville Chapter of NCMA. The duties of the Chapter officers and committee chairs are stated in national policy and Chapter procedure documents. If there is no description in the national policy, the instructions of the national policy on "Other/Special Committees" shall apply.
- E. In the event that any elected officer is either temporarily unable to perform the duties or resigns from their position, a current member of the Board may request an appointment from the President to assume the responsibilities of the vacated position. If no current Board member is interested, the position will be filled by another Chapter member and approved by a majority vote by the BOD. If no member is elected, the position will be filled by the person serving in the position next in the hierarchical order (as outlined in Article VII entitled Order of Succession). If the Treasurer cannot fill the duties of their position, the President shall appoint an Assistant Treasurer or other Member until the elected officer can reassume their responsibilities.
- F. Any Officer, Committee chair, or committee member who ceases to hold membership in the Huntsville Chapter or the National Contract Management Association shall automatically cease to be a Chapter Officer, committee chair, or committee member after the end of a 30-day grace period following the date membership in the Huntsville Chapter or the NCMA ended.
- G. All officers, Committee Chairs, and committee members must be actively engaged in the contracting or acquisition industry regardless of the industry or nature of the business.
- H. The President may establish special project committees to serve temporarily without amending these by-laws.
- I. The President, President-Elect, and Treasurer shall be the only Chapter officers with

signature approval on all Chapter Financial Accounts. Changes to check signing authority and debit card authorizations shall be made as soon as practicable after the elections of new Officers.

#### **ARTICLE IV: DUTIES OF CHAPTER OFFICERS**

The principal duties of the Chapter Officers are summarized as follows:

##### **PRESIDENT**

The Chapter members elect the Chapter President per the National By-laws and Chapter By-laws. They are accountable to the National Board of Directors for the operation and activities of the Chapter. The President is the Chapter's Chief Elected Officer and Chairman of the Board. The Chapter President's duties include:

- Identify, develop, and mentor new Chapter leaders;
- Develop the Chapter's annual operating plan, membership recruitment plan, and membership retention plan with other officers and volunteers;
- Oversee the performance of Chapter officers and other volunteers;
- Ensure that resources are in place for the Chapter to operate effectively and that resources are used for their intended purposes;
- Ensure an annual audit is conducted;
- Vote in the national elections;
- Serve as the Chapter's voice to the national organization through the elected NCMA Board directors and sharing national information with Chapter officers, volunteers, and members;
- Foster goodwill toward the Chapter and the Contract Management Profession;
- Promote a viable succession plan;
- Preside at all Chapter and BOD meetings and promote the aims and purposes of the Chapter;
- Assign responsibility to elected and appointed officers to foster the accomplishment of Chapter goals and objectives;
- May establish Ad Hoc Committees with the concurrence of a simple majority of the Board of Directors;
- Exercise general supervisory responsibility for all elected and appointed officers and members of the Board;
- With the concurrence of a majority of the BOD, invite the Board of Advisors to attend Board meetings or perform other duties assigned to them by the BOD;
- Maintain the continuity of Chapter activities by ensuring the election of successors to Chapter officers;
- Maintain the Chapter Charter;
- Co-host a summer planning session with the President;
- Authorized signatory on Chapter financial accounts.

##### **PRESIDENT-ELECT**

The President-Elect leads the Chapter in the absence of the President and is first in the line of succession. He or she serves as the senior advisor to the President. The President-Elect's duties include:

- Assume the responsibilities of the Chapter President in the event of his or her absence;
- Advise and assist the President in the conduct of his or her duties;

- Serve as a member of the Chapter's Board of directors;
- Perform functional responsibilities assigned to the position, if any;
- Assume the duties of the Chapter President for the following program year;
- Foster goodwill with other professional organizations;
- Compile slate of electors for committees, BOA, and Chapter Officers;
- Provide support and assistance to all elected Chapter officers and committee chairs in fulfillment of their roles, responsibilities, and duties;
- Co-host a summer planning session with the President;
- Perform other duties as assigned by the President;
- Authorized signatory on Chapter financial accounts.

### **VICE-PRESIDENT OF PROGRAMS**

The Chapter VP of Programs is responsible for identifying and coordinating the programs provided to benefit our membership. The VP of Programs is second in line of succession. The VP of Program's duties include:

- Prepare an agenda of programs for the program year in coordination with the Vice President of Education and education events;
- Exercise general supervisory responsibility over the selection of speakers for Chapter Workshops and programs;
- Coordinate the invitation of speakers for all such programs;
- Coordinate announcements and invitations for all such programs;
- Arrange for continuing education credits to be awarded for attendance at program events;
- Author articles on programs for distribution to the membership and posting to the Chapter website;
- Ensure congratulatory acknowledgments are published celebrating members who obtain a professional certification;
- Encourage the professional growth of the Chapter's members;
- Other duties as assigned by the President.

### **VICE-PRESIDENT OF EDUCATION**

The Chapter VP of Education is responsible for identifying and coordinating the monthly education events provided to benefit our membership. The VP of Education is third in line of succession. The VP of Education's duties include:

- Prepare an agenda of monthly educational events for the program year in coordination with the Vice President of Programs and program activities;
- Exercise general supervisory responsibility over the selection of speakers for Chapter monthly meetings and education events;
- Coordinate the invitation of speakers for all monthly education events;
- Coordinate announcements and invitations for all such education events;
- Arrange for continuing education credits to be awarded for attendance to education seminars;
- Author articles on education events for distribution to the membership and posting to the Chapter website;
- Encourage the professional growth of the Chapter's members;
- Other duties as assigned by the President.

## **VICE-PRESIDENT OF MEMBERSHIP**

The Chapter VP of Membership is responsible for managing Chapter membership concerns. The duties include:

- Maintain email list of Chapter members and send event announcements and other Chapter information to Chapter members;
- Recruit new members to NCMA and contact the National Office for promotional materials for membership recruitment;
- Plan and promote creative new ways to maintain current members and attract new members;
- Maintain Chapter membership roster records and reports;
- Establish a membership campaign for new and renewing NCMA members;
- Pull data for membership anniversaries and prepare certificates for awards ceremonies;
- Provide updates at Chapter board meetings concerning Chapter membership data;
- Assist members with any inquiries into the status of their membership;
- Periodically survey membership to determine member needs and the level of satisfaction concerning Chapter programs and benefits; provide survey results to the BOD;
- Other duties as assigned by the President.

## **SECRETARY**

The Chapter Secretary is responsible for managing the Chapter's communications and records. The Chapter Secretary's duties include:

- Notify Chapter board members of board meetings;
- Record, distribute, and retain the minutes and business decisions of the Chapter at Board meetings and membership meetings as needed;
- Maintain the Chapter by-laws;
- Notify the National Office of the results of Chapter elections and appointments of volunteers;
- Absent a webmaster, maintain the content of the Chapter's website;
- Ensure the availability of the minutes for each regular meeting of the Chapter or Board of Directors;
- Other duties as assigned by the President, including providing direct support in preparing the Chapter Annual Report.

## **TREASURER**

The Chapter Treasurer is responsible for managing the Chapter's treasury. The Chapter Treasurer's duties include:

- Maintain the Chapter treasury and financial records;
- Obtain and maintain a Federal Tax ID number for the Chapter;
- Collect funds from activities and deposit these funds into the Chapter's bank account;
- Process payments;
- Produce and provide financial reports to the Chapter BODs each month by the tenth (10th) business day;
- Prepare the annual financial report required by NCMA headquarters and submit it to the Chapter President on or before July 15 for inclusion in the Chapter's Annual Report to HQ for the President's submittal;
- Absent an audit committee, identify the individual to conduct the annual audit of the

Chapter's financial records;

- Collect budget inputs from all Board members into a single budget for the BOD's consideration;
- Authorized to sign checks and be issued a debit card on behalf of the Chapter;
- Maintain the Chapter bank accounts and draw checks for approved Chapter purposes;
- Ensure appropriate additional signatory authority is established for the continuity of financial operations;
- Forward payments due to the National NCMA headquarters.

### **ASSISTANT TREASURER**

The Assistant Treasurer is responsible for supporting and assisting the Chapter's Treasurer with the daily task of managing the Chapter's treasury. At the discretion of the other members of the Board of Directors, the Assistant Treasurer may or may not be authorized to sign checks and be issued a debit card on behalf of the Chapter. The Chapter Assistant Treasurer's duties include supporting and assisting the Treasurer with:

- Maintain the Chapter treasury and financial records;
- Obtain and maintain a Federal Tax ID number for the Chapter;
- Collect funds from activities and deposit these funds into the Chapter's bank account;
- Process payments;
- Produce and provide financial reports to the Chapter BODs each month by the tenth (10th) business day;
- Prepare the annual financial report required by NCMA headquarters and submit it to the Chapter President on or before July 15 for inclusion in the Chapter's Annual Report to HQ for the President's submittal;
- Absent an audit committee, identify the individual to conduct the annual audit of the Chapter's financial records;
- Collect budget inputs from all Board members into a single budget for the BOD's consideration;
- Maintain the Chapter bank accounts and draw checks for approved Chapter purposes;
- Ensure appropriate additional signatory authority is established for continuity of financial operations;
- Forward payments due to the National NCMA headquarters.

### **ARTICLE V: ELECTION OF CHAPTER OFFICERS**

- A. The immediate Past President shall chair the Elections Committee and be responsible for filling the slate of officer candidates. The committee shall operate within the guidelines of the NCMA policy on "Nominations and Elections Committee" or the most current guidance provided by NCMA HQ.
- B. The Elections Chair shall ensure that Chapter elections are completed by May 1 of each program year.
- C. Officer candidates shall be nominated from the general Chapter membership. They must be members in good standing with the Huntsville Chapter, which must be the closest Chapter to their permanent duty station location. They must be elected by an affirmative vote of the majority of Chapter members casting ballots.

- D. Chapter elections may be held at a Chapter meeting or by electronic ballot. Chapter members in good standing, whose dues are paid in full and assigned to the Huntsville Chapter as of the date of the Chapter election, are entitled to cast a ballot in Chapter elections.
- E. If possible, newly elected Chapter officers should be installed at the last meeting of the program year, but not later than the first meeting of the following program year, to ensure proper authority to act on behalf of the Chapter and in planning actions for the following year.
- F. Chapter officers may be removed from office for cause by an affirmative vote of two-thirds (2/3) of the current Chapter BODs. Such votes shall be cast verbally (if voted on in person) or by email ballot.

#### **ARTICLE VI: TERM OF OFFICE**

- A. The Chapter Board shall meet as often and at such places as deemed necessary by the President to conduct the business of the Chapter.
- B. The term of office for Chapter officers shall be one (1) year.
- C. The Chapter President shall conduct the BOD meetings and provide each board member with an agenda.
- D. Each Chapter board member is responsible for reporting on the activities in their area of responsibility.
- E. Terms for all elected Chapter officers' positions shall be limited to two (2) consecutive years unless the Board of Directors determines (by recorded simple majority vote) that unusual circumstances require an extension of the two (2) year limit.
- F. The Chapter President-Elect shall automatically succeed the Chapter President following completion of the Chapter President's term of office.

#### **ARTICLE VII: ORDER OF SUCCESSION**

In the absence, resignation, removal, or incapacity of the President temporarily or permanently, if required, the Chapter officers will succeed the President in the order below. Permanent succession shall be for the total unexpired term of the President.

1. President-Elect
2. Vice President of Programs
3. Vice President of Education
4. Vice President of Membership
5. Secretary
6. Treasurer
7. Assistant Treasurer

## **ARTICLE VIII: CHAPTER MEETINGS**

- A. The Chapter shall have regularly scheduled membership meetings, generally bi-monthly or more frequently as determined by the Chapter President.
- B. The President shall chair Chapter Meetings as standard operating procedure; however, with the consent of the President, Chapter meetings may be chaired by a member of the Board of Directors in the order of precedence specified in Article VII, entitled Order of Succession.
- C. The Chapter BOD shall establish the time, day, and place of Chapter meetings, which will be communicated to the membership via the Chapter website and other regular methods of communication that can reasonably be expected to reach the vast majority of the Chapter membership.
- D. Per ARTICLE X, entitled “Board of Directors Meetings,” the BOD will hold administrative-type business meetings on a regularly scheduled basis to conduct the Chapter’s routine business.
- E. Committee Chairs are expected to attend the Board of Directors Meetings.

## **ARTICLE - IX: CHAPTER BOARD OF DIRECTORS**

- A. The elected Chapter Officers shall be called the Chapter Board of Directors, and the wider committee chairs, committee members, and Board Advisors collectively shall be called “the Board.”
- B. The BOD shall convene at least ten (10) months of the year at the President’s call to conduct the business of the Chapter program year.
- C. Each Board member is responsible for reporting on the activities in their area of responsibility.

## **ARTICLE X: BOARD OF DIRECTORS MEETINGS**

- A. The Chapter President shall preside over the Board of Directors Meetings.
- B. The Chapter President-Elect shall provide each attendee with an Agenda for the meeting.
- C. Each Board member is responsible for reporting on the activities in their area of responsibility.
- D. A quorum necessary to conduct Chapter business will be 50% of the Chapter BOD.
- E. Each member of the BOD present at any meeting is entitled to cast a vote on matters of Chapter business.
- F. Unless otherwise stated in these By-laws or the National Association by-laws, all matters requiring a vote shall pass upon a simple majority of votes of the BOD’s present, provided

a quorum is present.

- G. At the discretion of the President, an electronic voting procedure may be enacted. The electronic voting procedure is for the Chapter Secretary to email or otherwise transmit a written motion requiring either a “yes” or “no” vote to all elected Officers.
- H. There is no quorum if less than 50% of the Elected Chapter Officers vote.
- I. All Individual projections for expenditures that have been incorporated into the approved operating budget do not require further consideration or vote of the BOD unless such projections are revised by an amount that is either 50% of the original line item in the budget or an increased amount of five hundred dollars (\$500) for the individual line item.
- J. All matters arising during the program year involving the expenditure of at least five hundred dollars (\$500) of Chapter Assets that were not accounted for in an approved budget require forty-eight (48) hours of written notice prior to a vote, regardless of whether the vote is to be held during a BOD meeting or through electronic voting procedures. The written notice shall provide a brief written explanation of the purpose of the expenditure and how it promotes the Chapter’s purposes.

#### **ARTICLE XI: BOARD OF ADVISORS**

- A. The Chapter shall have a Board of Advisors (BOA), which shall have no fixed number of members. The Immediate Past President will advance to the BOA automatically upon completing their Presidential term.
- B. Other members of the BOA shall be nominated by the Elections chair and voted on by the Chapter’s BOD. It is preferable that the BOA be composed of past Chapter presidents and other senior Chapter officers, senior procurement officials, and industry representatives selected by the Chapter’s BOD for nomination to the Elections Committee. Candidates for the BOA may also include people who hold appropriate senior-level acquisition positions in academia, national-level NCMA HQ positions, or Fellows who have demonstrated a long-term commitment to the Huntsville Chapter.
- C. The nomination and election to the BOA shall be a perpetual term and will only terminate upon the member’s resignation or removal for cause by the Chapter’s Elected Officers.
- D. All BOA members shall be NCMA and the Huntsville Chapter members, and they have no fiduciary or legal responsibility to NCMA or the Huntsville Chapter. The BOA is strictly a volunteer-based advisory body.
- E. Any nominee receiving more than a simple majority of the total votes available during the scheduled board meeting shall be considered elected to the Board of Advisors. All members of the Board of Advisors are encouraged to participate in Chapter Board meetings.
- F. The BOA shall be a consultative body that shall convene for meetings at least annually and at the request of the Chapter President. Meetings of the BOA shall be attended by its

members, the Chapter President, other Chapter officers, and committee chairpersons, as necessary.

- G. The BOA shall counsel the Chapter President and Board on issues/votes presented by the Chapter President and may make such other recommendations to the Chapter President and Board as it deems appropriate.

## **ARTICLE XII: CHAPTER ASSETS**

- A. The National Contract Management Association is a 501(c)(6) nonprofit association chartered in accordance with the Internal Revenue Service Code of 1954 and the Articles of Incorporation filed under the Virginia Non-Stock Corporation Act. Therefore, it is imperative that the Huntsville Chapter and all the Huntsville Chapter officers adhere to the fiduciary responsibility conferred on them in the operation of the Chapter. They shall ensure that the Chapter assets are utilized in accordance with those guidelines.
- B. Each Chapter officer (in consultation with Committee Chairs) shall ensure a budget is submitted to the Chapter Treasurer at the beginning of the program year per the Treasurer's guidelines. The budget shall consist of intended program year expenditures and estimated income from planned Chapter activities for their area of responsibility.
- C. The Chapter Treasurer shall prepare a monthly financial balance sheet and income/expense sheet for the Board to review. The financial report shall include the event attendance report from the Chapter Secretary, as well as any other sources of income.
- D. Specific guidance on disbursement of Chapter funds will be developed and reviewed at the beginning of each Chapter year, and Chapter officers' use of checks and debit cards will be addressed, at a minimum.
- E. At the end of each program year, the Chapter treasurer initiates and approves an independent audit, which an individual outside of Chapter leadership performs. The individual cannot be an officer committee chair or serve in any other official volunteer capacity. The formal audit report is submitted to NCMA Headquarters within 90 days of the end of the program year.
- F. In the event of charter revocation or Chapter dissolution under NCMA Policy, all residual Chapter funds and tangible property acquired by the Chapter shall be forwarded to the principal office of NCMA, and the Chapter shall cease using and displaying the NCMA/Chapter logo immediately following revocation.

## **ARTICLE XIII: BY-LAWS AND AMENDMENTS**

- A. The Chapter By-laws shall be reviewed for revision on the first occurrence of either (1) significant changes to the NCMA HQ by-laws or other sections of the NCMA policy that create an inconsistency between that document and these by-laws or (2) every five (5) years beginning 2025.
- B. However, failure to revise the Chapter by-laws shall not render these by-laws invalid.

- C. Amendments to the Chapter by-laws shall be proposed in writing to the Chapter President, who shall present any and all proposed changes to the Board for review and discussion.
- D. Approval of Chapter by-laws, any amendments, and/or revisions to Chapter by-laws shall be subject to an affirmative vote of a simple majority of the BOD (refer to definition in Article IX) present at a previously scheduled Board of Directors meeting. Regardless of the voting methodology employed (electronic or in person), the requirements outlined in Article X, entitled Board of Directors meetings, shall be followed.
- E. In addition to the requirements of Article X, a draft of any proposed by-laws, amendments, or revisions to the by-laws shall be provided to the BOD at least forty-eight (48) hours before any expected vote on their adoption. Electronic transmission is acceptable.
- F. Upon an affirmative vote, NCMA headquarters shall be requested to approve the by-laws or the by-laws as amended, as specified in national policy.
- G. The Chapter Secretary will maintain an official copy of the Huntsville Chapter by-laws and amendments.

**ARTICLE XIV: CONTRACT MANAGEMENT CODE OF ETHICS & CONFLICT OF INTEREST ANNUAL OBLIGATION**

- A. The Chapter strongly supports integrity and ethics in the profession of government contracting. Therefore, the Chapter will start each program year off with a reminder to its members of the importance of complying with the Contract Management Code of Ethics and NCMA Policy 5-11 Conflict of Interest (COI) by either identifying members to where they can be found on the NCMA website, or providing copies at the beginning of the program year.
- B. At the beginning of the program year, all Chapter officers, BOD, BOA, and committee chairs shall be provided a written copy of the Code of Ethics and Conflict of Interest policy. In accordance with the COI policy, Chapter officers, BOD, BOA, and committee chairs are required to sign and date the COI policy, indicating they have read and understand the policy and agree to comply with it. The Chapter Secretary will retain these signed copies along with the Chapter By-laws in accordance with NCMA's records retention policy.