

D-R-A-F-T

IA-IL CHAPTER OPERATIONS MANUAL

INTRODUCTION

This Operations Manual was developed and approved by the Chapter Board of Directors, to be the overarching document defining the Chapter Operations in full alignment/compliance with all NDIA governance documents and processes. Operations not specifically addressed herein are considered sufficiently covered by existing National documentation not requiring restatement.

BACKGROUND

The National Defense Industrial Association (NDIA) is America's leading Defense Industry association promoting national security. It is a non-partisan, non-profit association headquartered in Arlington, Virginia. For over 100 years, our members and the federal government have trusted us to convene our stakeholders and other thought-leaders and experts to collaborate around our greatest national security challenges and develop forward-thinking solutions to those challenges. Its Vision is being the trusted leader in defense and national security associations.

The Iowa-Illinois Chapter, as an arm of the national association, provides geographic coverage for Iowa and the western 1/3 of Illinois, furthering the national objectives and policies. Our mission is to:

- Champion issues that contribute to the strength, resiliency, and capacity of the industrial base
- Build a vigorous, responsive and collaborative community in support of defense and national security.
- Convene legal and ethical forums for exchange of ideas, information, viewpoints, and capabilities.

Our Chapter, started in 1945, is dedicated to a strong national defense through industrial preparedness. We particularly have a long history (see "[Chapter History](#)") of focused efforts in support of the industrial base, both private and government's organic capabilities. We locally accomplish this support primarily by facilitating the open exchange of ideas among government and industry on topical issues through seminars and symposiums we host. Those direct activities coupled with our other community involvement provide a heightened awareness of our Chapter and its mission.

OPERATING PRINCIPLES

The IA-IL NDIA Chapter is not a separate organization, but part of the NDIA enterprise. Its governing body does not have corporate fiduciary and is accountable to the NDIA National Board. The Chapter Operating Principles, structured to meet our local conditions, represent the basic minimum requirements and agreements between NDIA and our chapter. This stand-alone document dictates the primary operational duties and requirements of the Chapter and its governance by National. It must be signed/approved by both the current Chapter President and the CEO/President of NDIA. The Chapter President must sign NDIA's current Operating Principles within 2 weeks of assuming office. The latest version of this document can be found on our website: <https://www.ndia-ia-il.org/docs/IA-IL-Chapter-Operating-Principles.pdf>

CHAPTER LEADERSHIP ROLES AND RESPONSIBILITIES

CHAPTER ROLES

The following positions and descriptions represent the further delineation of leadership roles/responsibilities for the IA-IL Chapter. The Board of Directors should create support positions and corresponding responsibilities when warranted. The primary positions (Board Officers) responsibilities are as described in the Chapter Operations Principles and further amplified herein.

PRESIDENT

- The President is the executive officer of the Chapter. It is the President's responsibility to provide leadership, to exercise general supervision over Chapter activities and to conduct Chapter affairs in accordance with the Chapter bylaws and/or operating policies. Duties include:
- Preside at all meetings of the board and membership.
- Appoint committees, committee chairs and committee members to serve the various functions of the Chapter.
- Act in a firm, competent, tactful, and professional manner, permitting full discussion on all debatable motions, yet neutral on controversial matters. The President must respect the opinion of each individual yet see that each decision is carried out in a harmonious atmosphere.
- Prepare, in conjunction with the Secretary, an agenda prior to all meetings, adhere to the agenda as it may be amended and open and close meetings in a timely manner.
- Ensure that written minutes of board meetings are published expeditiously.
- Planning, or overseeing the making of arrangements, for all meetings and/or functions of the Chapter. In addition, acknowledge speaker appearances with letters of thanks on behalf of the Chapter.
- Primary liaison with HQ, NDIA, on issues and suggestions associated with Chapter Operations, collaborative efforts, awards, and event scheduling/national posting.
- Signatory for all awards, scholarship certificates, and contracts executed for the Chapter.
- Participates in scholarship/donation presentation events as available.
- Participates in special NDIA projects (e.g., membership on the NDIA Members Leadership Counsel) and attends annual NDIA Leadership Meeting.
- Maintain collaborative visibility of status of assigned and on-going tasks of the BOD and committees.

EXECUTIVE VICE PRESIDENT

The Vice President shall perform all duties of the President in the absence of the President and perform any other duties as assigned by the President. Generally viewed as the successor in Chapter Leadership Planning.

SECRETARY

The secretary shall:

- Keep accurate minutes of all Chapter board meetings.
- Work in close harmony with the President.
- Take to each meeting: the minutes, operating principles, a list of members and a list of committees and members, agenda, records, ballots, and any supplies as needed.
- Call the meeting to order if the President and the Vice President(s) are absent and preside until a temporary chair is elected.
- Notify officers, committee members and delegates of their election or appointment.
- Transfer all material pertaining to the office to the newly elected Secretary and indoctrinate the newly elected Secretary as to the role of the position.
- Supply to Chapter board members and National Headquarters a current slate of BOD names to include company affiliation and contact formation.

TREASURER

The Treasurer is the custodian of Chapter's money and is responsible for collecting, depositing in a timely manner, and disbursing the funds of the association. He/she shall:

- Get appropriate authorizations for all financial transactions, either as established in the operating principles or by adopted motion.
- Maintain all bank account(s) of the Chapter as separate fund(s) and be responsible for signature cards and the drafting of all disbursements.
- Arrange for auditing of the books and records of the Chapter, as necessary.
- Chair the budget and investment committees, assisting in the preparation of the annual budget for the Chapter.
- Drafting, coordination, and finalization of Chapter budgets and reporting of Chapter Finances to HQ, NDIA
- Maintain, in a timely manner, all financial books and records of the Chapter and prepare financial reports on a quarterly basis including a balance sheet and income and expense statement. Such reports are to show the status of all accounts including the balance at the beginning of the period, all receipts, all disbursements and the balance at the ending of the period.
- Support the NDIA annual finance audit, providing required information in a complete and timely manner.
- Regularly compare actual costs and income to budgeted costs and income and recommend adjustments in spending and/or the budget as necessary.
- Oversee the financial card processing services to assure capability as well as affordability.
- Transfer all material pertaining to the office to the newly elected Treasurer and indoctrinate the incoming Treasurer as to the role of the position.

MEMBERSHIP CHAIR

It is the responsibility of the Membership Chair to actively promote and maintain membership for the Chapter. Duties can include:

- Promoting the benefits of NDIA membership year-round.
- Assisting in registering or renewing members' membership, working with the National NDIA POC
- Planning and directing a membership drive
- Analyzing and reporting membership trends and identifying reasons for and remedial opportunities as needed.
- Maintenance of Chapter BOD membership currency as well as semiannual reporting to HQ, NDIA, of BOD roster and changes thereto

SYMPOSIUM COMMITTEE CHAIR

The Committee Chair will be responsible for:

- Forming and leading a committee of Chapter members/Government/other volunteer organizations/entities established to plan and execute a successful large event.
- Assures performance of break-even analysis estimating attendance, sponsor revenues, and costs (venue/menu/materials/agenda) to establish registration fee structure attempting to minimize financial and event risk to the Chapter.
- Soliciting BOD input, guidance and support when needed.
- Obtaining any necessary BOD decisions/approvals.
- Maintaining an on-going periodic status and final reporting to the BOD of event metrics and financials.

PROGRAM CHAIR

The Program Chair will focus their efforts on planning and executing various events held by the Chapter. Duties can include:

- Planning and executing Chapter meetings and program
- Greeting attendees at meetings
- Making introductions between attendees to increase networking opportunities.
- Lead for formulating and executing periodic events that can be source of revenue as well as maintain Chapter visibility and utility to our membership.
- For Large Events (e.g., annual symposium), participate and support an established Committee in the planning and execution of such an event.

PUBLICITY CHAIR

The primary objective of the Publicity Chair is to promote the Chapter through a variety of mediums, to increase awareness of efforts, encourage participation, and promote positive outcomes from the Chapter's hard work. Duties can include:

- Developing and sending email notices, social media postings, flyers, etc. to promote upcoming events
- Maintaining and updating the website *regularly*
- Taking photos and videos of Chapter activities and preparing appropriate news items for posting on website and other social media.
- Creating press releases and updating social media accounts
- Prepares and/or reviews/approves all specific write-ups for posting to the Chapter Website, Constant Contact, and Facebook social media.
- Primary liaison with the Web Guild, regarding Chapter Website update/maintenance; prepares final inputs/updates and monitors postings.
- Receive "Contact Us" inquiries from the website and respond or delegate response.

STEM CHAIR

The STEM chair actively looks for ways to support STEM through Sponsorships, Scholarships, volunteer activities, and mentor programs, and sets and meets goals in supporting these initiatives.

- Assists in the annual development of STEM budget in consideration of Chapter financial conditions.
- Participates as the Chapter liaison with the Quad Cities Engineering & Science Council (QCESC) to include Scholarship evaluations.
- Identifies and evaluates potential STEM donation candidates and presents to the board for approval.
- Assures conduct of award presentations and prepares documentation capturing the event for posting in Chapter social media.

SCHOLARSHIP CHAIR

The Scholarship Chair is responsible for executing the Chapter Scholarship programs and can include:

- Maintaining current application documentation and assuring Chapter-wide announcements.
- Assists in the annual development of the Scholarship budget in consideration of Chapter financial conditions.
- Establishing an evaluation criteria and evaluation team for selection of worthy awardees.
- Makes final selection decisions generally using the consensus of the evaluators.
- Receiving of applications, and handling all communications between applicants and the Chapter
- Assuring notification and disbursement of certificates/monies to awardees, including generation of presentation certificates, as warranted.

DONATIONS CHAIR

- Assists in the evaluation of donation requests adhering to the established donation decision criteria.
- Coordinates with the President and treasurer in making donation recommendations to the board, if not already approved via budgeted vote).
- Specific Inputs to the annual budget preparation in the donations area.

SMALL BUSINESS CO-CHAIR

- POC for Chapter regarding interaction with other Chapters/NDIA Small Business Division and HQ, NDIA.
- Looks for and pursues opportunities to promote and showcase Small Businesses in our Chapter area.
- Assist and collaborate with the Small Business Division and other similar entities in support of NDIA's Small Business focus.

AWARDS CHAIR

- Maintaining the currency and visibility of Chapter Award Programs.
- Evaluating/suggesting potential awardees to the BOD for approval.

- Preparing necessary award certificate content and securing appropriate signatures/notice to the awardee/presentation.
- Gathers Model Chapter/Chapter of Excellence type inputs and finalizes/submits application annually to NDIA HQ.

NOMINATING COMMITTEE CHAIR

- Preparing, executing, and maintaining a Chapter Leadership Succession Plan
- Forming a committee of existing/past BOD members to identify and assess potential membership candidates for officer/board positions.
- Nominating, for BOD approval, membership candidates who have agreed to assume chapter leadership positions and embody into succession plan.
- Facilitating the on boarding of new leadership designees to include training and mentoring as required.

BOARD MEMBERS (ALL):

- Attend board meetings and actively participate in discussions and deliberations.
- Maintain NDIA membership, a requisite for BOD membership and continuance.
- Participate fully and promptly in board decision processes (e.g., voting in person or via on-line board conducted votes.)
- Provide advice and inputs on Chapter and National operations whether solicited or not.
- Lead/actively participate in existing or special committees in support of the Chapter and National.
- Help to find/nominate deserving individuals for National and Chapter awards, as well as Chapter Board membership, to maintain BOD vitality and diversity.
- Publicize Chapter activities including promotion/awareness of our Scholarship program.
- Offer issues and suggestions/comments related to national security and the industrial base. (Chapters should be a conduit to elevate member issues to NDIA HQ, where they can work solutions through their industry/government collaboration network.)
- Regularly check the Chapter website for updates/posting and keep current regarding events/happenings.
- Be cognizant of the NDIA Chapter Manual and its requirements, as well as our Chapter By-laws/operating principles all on our website.
- Be familiar with NDIA's Model Chapter and Chapter of Excellence Criteria (both on National Website (<http://www.ndia.org/chapters/about-ndia-chapters/chapter-recognition-programs>)) and assist in achieving and input to submission process.
- Assist in recruiting and increasing/sustaining Chapter membership both within/under the corporate umbrella as well as individual memberships.

CHAPTER RESPONSIBILITIES

A Chapter has the responsibility to:

- Maintain sound finances, including budgeting (programs, general funds, income, expenses).
- File a quarterly financial report with NDIA National or as otherwise directed.
- Maintain its leadership (officers and directors).
- Abide by operating principles.
- Assist in carrying out the mission of the organization.
- Host events that are self-supporting and that reflect favorably on the total organization.

CHAPTER EVENTS AND ACTIVITIES

Chapters are organized geographically to encourage the community to support local issues and events. In addition, those activities are expected to provide the fiscal support required by the Chapter to administer its responsibilities. The combination of these two requirements means that the Chapter Board must put focus to the interests of its members, preference for various types of activities (e.g., breakfasts, lunch, dinners, tours, etc.), and the availability of appropriate resources (e.g., speakers) to highlight the activity.

COPYRIGHT POLICY

NDIA is committed to respecting the copyright rights of others and to protecting its own intellectual property rights.

MATERIALS OWNED BY OTHERS

NDIA and its affiliates do not permit or condone copyright infringing activities by its staff, or by its members or other volunteers when engaged in NDIA activities. Materials prepared by persons outside of NDIA should not be published, posted on an NDIA website, or incorporated into NDIA materials unless written permission of the owner is secured. If permission is not provided, including because the owner of the material cannot be determined, then the material should not be used. Be aware that simply because materials are publicly accessible online, including images, that does not mean they can be copied, published, or distributed without permission. Also, providing attribution to the source or owner of the material is not sufficient and is not a substitute for permission.

INTERNAL SHARING OF PUBLISHED MATERIALS BY LINKING

The public display or publishing and distribution, without permission, of materials owned by others is the most serious form of copyright infringement. But even unauthorized sharing materials with co-workers or a group of colleagues can be troublesome. Emailing an article copied from a magazine or journal to members of an NDIA committee, for example, could be considered infringement. Linking to articles or other materials is permissible and is the preferred method of bringing such materials to the attention of others.

FAIR USE

The concept of “fair use” can allow for the use of small portions of third-party materials. Quoting a few sentences from an article or a blog, or a few paragraphs from a book, or copying a brief clip from a video, are all examples. Even greater leeway is permissible in connection with a review, critique, or discussion. For example, a white paper on a policy issue may be able to quote extensively from works by experts who have addressed that same issue.

DMCA DISCLAIMER

NDIA respects the intellectual property rights of others and expects all of its affiliate’s websites to do the same. In accordance with the Digital Millennium Copyright Act (“DMCA”), the text of which may be found on the U.S. Copyright Office website at <http://www.copyright.gov/legislation/dmca.pdf>, NDIA and its affiliated sites will respond expeditiously to notices of alleged infringement that are reported to NDIA’s Designated Copyright Agent, identified in the sample notice below.

Notices of Alleged Infringement for Content Made Available Through the NDIA and its Affiliated Sites

If you are a copyright owner, authorized to act on behalf of one, or authorized to act under any exclusive right under copyright, please report alleged copyright infringements taking place on or through any of NDIA’s websites (the “Site”) by completing the following notice (“Notice”) and delivering it to the Designated Copyright Agent.

DMCA Notice of Alleged Infringement (“Notice”)

- Identify the copyrighted work that you claim has been infringed, or-if multiple copyrighted works are covered by this Notice-you may provide a representative list of the copyrighted works that you claim have been infringed.
- Identify the material or link you claim is infringing (or the subject of infringing activity) and that access to which is to be disabled, including at a minimum, if applicable, the URL of the link shown on NDIA and or any of its Affiliated websites where such material may be found.
- Provide your complete contact information to include your name, mailing address, telephone number, and email address.
- Include both of the following statements in the body of the Notice:
- “I hereby state that I have a good faith belief that the disputed use of the copyrighted material is not authorized by the copyright owner, its agent, or the law (e.g., as a fair use).”
- “I hereby state that the information in this Notice is accurate and, under penalty of perjury, that I am the owner, or authorized to act on behalf of the owner, of the copyright or of an exclusive right under the copyright that is allegedly infringed.”
- Provide your full legal name and your electronic or physical signature.

COMPLAINTS

If a staff member receives a complaint from a third-party accusing NDIA of improperly using someone else's materials without authorization, this should be brought to the attention of NDIA VP of Marketing & Communication.

NDIA MATERIALS

It is also important to protect NDIA's ownership of its materials. Requests from third parties to utilize NDIA materials should be processed through the appropriate department and, if granted, should be memorialized in writing and, as appropriate, have set parameters (e.g., allowing reproduction of NDIA work only in a particular publication, or on a website for a specific length of time). Third parties should also be asked to provide attribution to NDIA. If a staff member or volunteer becomes aware of, or suspects, an unauthorized use of NDIA materials, this should be brought to the attention of NDIA VP of Marketing & Communication.

MEMBER OR OUTSIDE AUTHORS

NDIA volunteers or outside authors often assist in preparing NDIA materials or materials published by NDIA. If these are to be NDIA materials, i.e., issued as an NDIA work, then typically ownership of the final work resides with NDIA. If the material is in the nature of an article identified as being authored by the volunteer or outside contributor, NDIA may allow such persons to retain ownership of their intellectual property, while giving NDIA a perpetual, royalty free license to utilize the same.

SUSPECTED MISCONDUCT POLICY

Like all organizations, NDIA faces risk associated with fraud, abuse, and other forms of misconduct. Misconduct includes but is not limited to:

- Theft, embezzlement, or other misappropriation of assets, to include authorizing or receiving payment for goods or services not received or services not performed.
- Forgery or alteration of documents, such as checks, contracts, etc.
- Intentional misstatement of the organization's records such as accounting records, financial statements, or program accomplishments.
- Willful destruction of documents including electronic files to obstruct justice.
- Other actions that violate NDIA's code of conduct and any underlying policies.

You can learn more about at www.whistleblowers.gov

REPORTING HARASSMENT, MISCONDUCT, OR FRAUD

It is the right and the responsibility of every volunteer to express work-related complaints, including those of harassment, misconduct, and prohibited actions, without fear of reprisal. Neither the existence nor the status of investigations into suspected misconduct shall be disclosed or discussed with any individual other than those with a legitimate need to perform their duties and fulfill their responsibilities effectively. It is a commitment of this Association to guarantee fair and impartial consideration of those complaints.

The volunteer should promptly report the facts of the incident to the SVP of Programs and Members and Chief Operating Officer.

Notwithstanding the reporting order outlined above, if the misconduct involves individuals at any level of the Association, to include senior management, the President, or any other officer or Director/Trustee, and you feel uncomfortable about reporting up the management chain, you may contact the Chairman of the NDIA Finance Committee directly to report the facts of suspected misconduct.

Any volunteer of NDIA may submit, on a confidential and anonymous basis if the employee so desires, a concern that reasonably believes relates to the violation of any laws by NDIA, its affiliates or agents. Although a concern may be initially discussed orally, all concerns must be set forth in writing and forwarded by US Mail or overnight courier in a sealed envelope (marked with the notation: *PERSONAL AND CONFIDENTIAL COMMUNICATION – TO BE OPENED BY THE ADDRESSEE ONLY – SUBMITTED PURSUANT TO THE WHISTLEBLOWER POLICY*) to the SVP of Programs and Members and Chief Operating Officer. If submitted anonymously, the volunteer should take care to provide sufficient information to allow for a full investigation of the matter. Frivolous accusations are not acceptable.

All complaints will be investigated promptly and appropriate actions/disciplinary measures, up to and including required resignation from Chapter Board can be taken. The investigation will be treated as confidential to the extent possible, with release of information only to those individuals with a need to know.

Based on a finding that misconduct has taken place, disciplinary action may be taken against violators to include referral for criminal prosecution.

Steps the Chapter must take if Fraud occurs on their bank account:

1. Contact the bank to report the Fraud, or if account is held at National, contact NDIA Chief Operating Officer.
2. As a signer on the bank account, sign an affidavit at the bank for the fraud items, so the bank can put the money back into the account. Request a copy of the affidavit so you may turn the copy into NDIA HQ, Open the new account.
3. Contact NDIA HQ as soon as possible, so NDIA Chief Operating Officer is notified and can be placed on the new bank account.
4. Maintain tighter internal controls as Chapter President and Treasurer.

RECORD RETENTION SCHEDULE

The chapter’s records and documents, both paper and electronic, are to be adequately protected and maintained in compliance with federal and state laws and regulations and to ensure that records no longer needed are discarded at the proper time. The Chapter shall comply with all time retention schedules identified by National.

DISSOLUTION OF CHAPTER

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 NDIA National of the decision to do so, and/or the Chapter shall be notified of a pending dissolution by National 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.

APPROVED

_____ //signed// _____ Date 23 Aug 2023

Ryan Bunge, IA-IL Chapter President