

By Laws of the
IOWA/ILLINOIS CHAPTER
Of the
NATIONAL DEFENSE INDUSTRIAL ASSOCIATION
(NDIA)

1. NAME: The name of the organization shall be the "IOWA/ILLINOIS CHAPTER" of the NATIONAL DEFENSE INDUSTRIAL ASSOCIATION (hereafter called the Association)
2. PURPOSES: The purposes of the Chapter, as an arm of the Association, is to provide local geographic focus to further the objectives and policies of the Association as set forth in it's By Laws by:
 - A. Supporting current programs and activities of the Association.
 - B. Providing a means for liaison with local U.S. government agencies and personnel.
 - C. Encouraging and facilitating the exchange of information between industry and government with particular reference to national security and defense preparedness.
 - D. Pursuing an active program in support of Association membership recruitment and retention.
3. ESTABLISHMENT AUTHORITY: The chapter is an integral part of the Association. It derives its existence, authority and fiscal tax status from the Articles of Incorporation and By Laws of the Association.
4. POLICY: Actions, programs and public statements of the Chapter will conform to the policies and objectives in the Association's By Laws and other expressions of Association policy. Nothing in these By Laws or elsewhere shall be construed so as to authorize any action that does not further the stated policies and objectives.
5. MEMBERSHIP
 - A. Chapter membership is granted by the National Headquarters to persons in applicable membership categories of the Association who are current members and whose address is in the geographical area assigned to the Chapter by the Association.
 - B. Individuals may be assigned membership in multiple chapters. However, only membership in one chapter may be considered as it applies to voting on national matters.
6. MEMBERSHIP DUES. The annual fee paid for Association membership by an individual or corporation includes Chapter membership.
7. STRUCTURE
 - A. The Officers as approved by a Board of Directors shall manage the business and affairs of the Chapter except as provided by law or the Association's Articles of Incorporation By Laws or these By Laws, and all the powers of the Chapter are vested in the Board.
 - B. The board shall during the last quarter of the accounting year, establish the number of Directors for the following year.
 - C. Committees may be appointed by the President to assist him/her in the performance of his/her duties.

- D. The Board of Directors shall meet at least annually and thereafter as deemed necessary by the President or a simple majority of the Directors.
- E. A quorum of the Board of Directors is constituted by a simple majority of the number of Board members present at a scheduled meeting.
- F. The Board of Directors shall designate Chapter offices. These will include President, Executive Vice President, Secretary, Treasurer, and other offices deemed necessary.
- G. Any officer or Director may be removed with or without cause by a resolution passed by affirmative vote of a majority of all the Directors.
- H. The officers shall have such duties as generally pertain to their offices as well as duties conferred by the President.

8. MEETINGS

- A. An annual meeting of the Chapter will be held on a date set by the President.
- B. Special meeting of the members may be called at any time by the President or the Board of Directors or a majority thereof, or by not less than one-third of the members.
- C. At any meeting of the members, each member entitled to vote shall have one vote, in person or by Proxy.

9. ELECTIONS

- A. At least three months prior the Annual Meeting of the chapter, the President, with the approval of the Board of Directors, shall appoint a nominating committee of at least three members. The most recent past President shall serve as the Chairman of the Nominating Committee. The Nominating Committee shall present its slate at the Annual Meeting. The election of Officers and Directors shall be by mail, email, or take place at the annual meeting by voice vote of the members present unless otherwise specified by the Board of Directors.
- B. Directors will be elected for a term of two years. 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. The office of President and Executive Vice President shall be elected for a period of two years. No one shall serve in more than two consecutive two-year terms in those offices unless approved by the Board of Directors. In the absence of the President, those duties shall devolve upon the Executive Vice President, and in that Officers absence, duties shall devolve to the Vice Presidents in their order of seniority of service, and in their absence, the Treasurer, and in turn, the Secretary; in the absence of all Officers, upon the members of the Board of Directors in their order of seniority.

10. FINANCES

- A. The fiscal year of the Chapter shall be the same as the fiscal year of the Association.
- B. All contracts, checks, notes, drafts and other orders for the payment of money shall be signed by such persons as the Board of Directors from time to time may authorize.
- C. The financial records of the Chapter shall be kept in a manner generally deemed acceptable for such organizations and shall be audited by independent auditors. A certified public accountant or an impartial Audit Committee shall be established at least annually at the end of the fiscal year. The Audit

Committee of at least three persons will be appointed by the president from within the general membership with the approval of the Board of Directors.


- D. The association has ultimate fiscal responsibility for the Chapter. Accordingly, the Chapter shall not, without approval of the Association President, enter into a contract or agreement that exceeds the Chapter's ability to meet expenses.
- E. The Chapter will provide to the Association President the annual audit. The Chapter may request that the Association President waive the audit requirement if in the Chapter's opinion the funds involved do not require an audit and an annual financial report is adequate. Additional reports may be rendered as deemed necessary by the Chapter or as directed by the Association. A report for tax purposes will be rendered in a format and time as requested by the Association President.
- F. All obligations incurred by the Chapter shall be solely Chapter obligations and no personal liability whatsoever shall attach to, or be incurred by any member, officer, or director of the chapter.
- G. The necessary routine administrative expenses of the chapter shall be met from the proceeds of Chapter meetings and activities. Expenses for specific projects not directly related to the business and policy aspects of government-industry interface will be paid for principally from the proceeds of events expressly advertised as fund raisers
- H. No government employees shall serve as a salaried employee of the Chapter.

11. COORDINATION


Chapter Events: To prevent conflicts with speakers' schedules, the Chapter will coordinate with NDIA National Headquarters whenever it intends to invite a significant speaker from a federal agency or intends to invite speakers or participants from outside the Chapter's geographical area. In general, Chapter events should emphasize the local nature of Chapter activities while the NDIA National Headquarters will conduct events of national and international interest. Chapter programs should not compete with NDIA National.

12. AMENDMENTS

- A. Amendments to the By Laws may be initiated by the Board of Directors on their own volition, or upon petition addressed to the Chapter President and signed by not less than five per cent of all members of the Chapter. If initiated by the Board, 50% of the Board members must be present for voting with approval by simple majority.
- B. Such amendments shall be submitted to the entire Chapter membership by letter or email ballot and shall be approved if a majority of votes cast are in favor thereof.
- C. These By Laws and any amendments thereto are approved when signed by the Chapter President acting with the approval of the Board of Directors and the Association President acting in accordance with the advice and direction of the Association Executive Committee.
- D. Signature approvals of both NDIA National President and Chapter President must be obtained below. Copies will be kept on file with National and Chapter.

Approved 
Chapter President

Date 5 Nov 2010

Approved 
NDIA President

Date 9 Nov 2010