

# National Contract Management Association

## East Tennessee Chapter

### Bylaws

#### ARTICLE I - NAME AND ORIGIN

- A These Bylaws are consistent with the Chapter Operating Guidelines, National Bylaws. In case of inconsistency, the Chapter Bylaws shall govern.
- B The name of the Chapter is the East Tennessee Chapter, National Contract Management Association (NCMA-ET).
- C NCMA-ET was founded April 1976 and was granted a charter on June 9, 1976.
- D The Chapter fiscal year is July 1 through June 30 of the following year.
- E Approval and revisions to the Chapter Bylaws shall be subject to an affirmative vote of three-fourths of those Members present at a regularly scheduled meeting. A copy of the proposed changes shall be provided to the Members at least two months prior to the scheduled vote. The vote shall be announced at the Chapter's regularly scheduled meeting at least one month prior to the scheduled vote.

#### ARTICLE II - PURPOSES

- A The primary purpose of this organization is to promote professionalism among the members of the contract management profession by:

- Providing opportunities for the interchange of information and ideas among members of the contract management community;
- Providing opportunities for continuing education;
- Promoting the professional status of the Contract Management profession through exchanges and interchanges with other professional associations; and
- Supporting the goals of the NCMA.

- B Additional purposes of this organization are:

- To promote contract management education and training at educational institutions in the East Tennessee area;
- To support contract management research under the auspices of the NCMA; and
- To promote the training and advancement of contract management professionals at all levels.

### **ARTICLE III - MEMBERSHIP**

A Membership qualifications established by the Bylaws of the National Contract Management Association shall govern the qualifications for membership in the East Tennessee Chapter.

B Members of the East Tennessee Chapter shall be eligible to participate in the activities of the East Tennessee Chapter, to hold Chapter office, and to vote on issues brought before the membership and in Chapter elections.

### **ARTICLE IV - CHAPTER OFFICERS**

A Chapter officers consist of the following positions:

- President
- Vice President
- Secretary
- Treasurer
- Chapter Advisor

B The President is the chief executive officer of the Chapter. The President is responsible for the leadership and direction of the Chapter and its affairs. The President presides at meetings of the Board of Directors, and regular and special Chapter meetings. The President may serve a maximum of three terms of office. The President has the authority to sign checks in the absence of the Chapter Treasurer and, with the Chapter Treasurer, shall sign any expenditure from any Chapter account exceeding \$150.00. The President may appoint other chair committees to assure the efficient and effective performance of the Chapter.

C The Vice President is the President-Elect for the succeeding fiscal/program year. The Vice President assumes the duties of the Chapter President during the President's absence and is responsible for overseeing all chapter committees.

D The Secretary maintains the official operational and administrative records of NCMA-ET, including the records of Chapter's origin, charter, Bylaws, records of Chapter meetings, minutes of meetings of the Chapter Board of Directors, membership records and rosters, Chapter correspondence, Chapter newsletters, and the records of committee operations (whether or not those committees are under the Secretary's direct supervision). The Secretary does not have the authority to sign checks or expenditures from the accounts of the Chapter.

E The Treasurer is the chief financial officer of NCMA-ET. The Treasurer shall develop and manage the budget of the Chapter and is responsible for providing the Chapter Board of Directors with a statement and analysis of the Chapter's health at its regular and special meetings. The Treasurer shall assure that the financial affairs of the Chapter comply with the laws of the State of Tennessee and the rules of the NCMA and shall advise the President and the Board of Directors regarding financial matters. The Treasurer shall manage the Chapter's affairs in a professional and fiscally prudent manner. The Treasurer shall sign all checks and/or

expenditures from the accounts of the Chapter. The duties of the Treasurer may not be delegated or assigned to committees.

F The Chapter Advisor is the most recent past president of the Chapter. The Chapter Advisor serves as the advisor to the President and Vice-President.

## **ARTICLE V. ELECTION OF OFFICERS**

A Elected Officers vote on Chapter matters at the call of the President. The votes of elected officers shall bind the Board of Directors.

B Elected Officers shall serve a term that begins on July 1 and ends on June 30. Committees serve at the pleasure of the President.

C Chapter elections shall be held during the regular Chapter meeting during the month of May.

The Chapter President shall appoint a Nomination Committee, consisting of at least three members, none of whom may be members of the Chapter Board of Directors. A past president of the Chapter shall chair the Nominating Committee. The Nominating Committee shall present a slate of officers for the next program year to the Chapter Board of Directors. The President, in the name of the Board of Directors and the Nominating Committee, shall announce the slate of officers to the Chapter membership and shall call for nominations from the membership by written notice at least two times before the election of officers. The President also shall make a verbal announcement at the two Chapter meetings prior to the election and shall call for nominations from the membership. (No nominations for elective office shall be accepted after the second call for nominations at the regular Chapter meeting.)

The candidate receiving a majority of votes from the members present and voting at the May meeting shall be the officer-designate for the succeeding fiscal/program year. Uncontested elections may be by voice vote of the membership. Contested elections shall be by written ballot at the May meeting. (No ballots shall be distributed to the membership prior to the May meeting, and no ballots shall be accepted from the membership after the time during the meeting that the Chapter Officer presiding at the meeting calls for ballots.)

Following validation of the election by the Chapter Board of Directors prior to the June Chapter meeting, the elected candidates shall be officers-elect for the succeeding fiscal/operational year.

Any chapter member, prior to the meeting of the Board of Directors to validate the election, and by written notification to any current elected Chapter officer, may challenge the election of any officer-designate. The bases for the challenge shall be limited to:

- A violation of these BYLAWS regarding the election of officers.
- Any conduct or action regarding the electoral process itself that favored one candidate over another.

The notification must be a complete record. The Board of Directors shall review the record and may investigate the challenge(s) to the election in a responsible and prudent manner. The investigation may extend the date of the announcement of officers-elect. In any case, the Board, at the June Chapter meeting, shall either announce officers-elect or the fact that the election is challenged.

The Board shall record its investigation and findings. To overturn an election, the Board must find that the facts of the challenge are of such merit and are so substantial that the alleged act, conduct, and/or process determined a false election result. In such a case, the nomination and election process shall be repeated, and the current elected officers shall continue to serve in a caretaker capacity into the new fiscal/operational year, if necessary.

## **ARTICLE VI - APPOINTED OFFICERS**

A The President may appoint officers to assure the efficient and effective performance of the affairs of the Chapter. Appointed officers may cast advisory votes on issues at the call of the President. Advisory votes do not bind the Board of Directors.

B Chapter Chairs consist of the following positions who are ex officio members of the Board of Directors:

- Membership Chair
- Education Chair
- Public Relations Chair
- Scholarship & Community Relations Chair
- Programs Chair
- National Education Seminar Chair
- Employment Chair
- Social Activities Chair
- Newsletter Chair
- Nominations & Elections Chair
- Volunteer Recruitment Chair
- Honors & Awards Chair

C The Membership Chair is responsible for membership development and membership programs. Membership development includes all programs for assembling and distributing membership applications and brochures; targeting firm, educational institutions, and other entities in which membership opportunities exist; making appropriate contacts in targeted entities; distributing membership recruitment material and/or arranging membership development presentations; acquiring new members. Membership programs include the maintenance of an accurate membership roster; informing NCMA Headquarters of changes to the membership roster; establishment and maintenance of an active service recognition program (years of service pins); and other membership-related duties as may be assigned by the President and/or the Board of Directors.

D The Education Chair is responsible for informing the membership of the availability of professional training opportunities and the, prerequisites, and process of obtaining NCMA certification, for developing, coordinating, and executing programs that prepare Chapter members to take the NCMA certifications examinations. The Chair maintains a list of CFCM, CCCM, and CPCM members and advises members regarding the requirements to maintain certification. The Chair assists members in submitting certification applications and/or applications for certification renewal and maintains liaison with NCMA Headquarters certification point-of-contact. The Chair publicizes the examination with the assistance of the Public Relations Chair, makes all arrangements for facilities and proctors, at the request of the Board of Directors. The Education Chair is responsible for the development, coordination, and execution of the professional development programs of the Chapter, except those programs that are the responsibilities of other chairs. The Chair maintains information concerning professional development opportunities available from the NCMA, other Chapters, and other professional organizations for the support of the Chapter membership. The Chair is responsible, in coordination with the Programs Chair, for seminars in conjunction with Chapter meetings, for obtaining authority from NCMA Headquarters to count such seminars as certification renewal credit, and for assuring that attendees at these seminars receive an appropriate record of attendance.

E The Public Relations Chair is responsible for informing the local media (newspapers, radio stations, and television stations) of NCMA-ET activities and programs and serves as the Chapter photographer. The Chair prepares information packets for media in support of major Chapter programs, the announcement of new officers, scholarship awards, and the National Education Seminar. The Chair advises the President and the Board regarding programs and activities in the Chapter's coverage area in which the Chapter should participate.

F The Scholarship & Community Outreach Chair is responsible for the development and administration of the scholarship awards of the Chapter. Duties include development of a program for the award of one or more scholarships in the name of the Chapter to deserving students whose academic programs relate to one of the professional areas or processes in the Contract Management profession. The Chair recommends for the approval of the Board of Directors the number and dollar value of scholarships for the current fiscal year; develops a selection process that assures fair and equitable consideration of all applicants and presents the selection process to the Board for approval; publicizes in local media and all eligible educational institutions in the Chapter's coverage area the existence and selection criteria of Chapter scholarships, with the assistance of the Public Relations Chair; supervises selection of scholarship recipients; arranges the presentation and publication, with the assistance of the Public Relations Chair, of Chapter scholarships; and reports any lessons learned to the Board of Directors.

G The Programs Chair is responsible for arranging speakers and/or programs for the monthly meetings of NCMA-ET; maintaining liaison with NCMA Headquarters regarding the availability of speakers from the membership of NCMA-ET; and sharing information regarding interesting, relevant, and professionally rewarding programs with other chapters and organizations.

H The National Education Seminar (NES) Chair is responsible for maintaining liaison with NCMA Headquarters regarding the subject and timing of the NES; for recommending to the NCMA-ET Board of Directors whether or not the Chapter should host an NES; for making all necessary arrangements for the NES; for publicizing the NES with the assistance of the Public Relations Chair; for assisting the Treasurer in assuring the appropriate payment of NES expenses; and, with the assistance of the Education Chair, for assuring that attendees at the NES receive an appropriate record of attendance.

I The Employment Chair is responsible for assuring that NCMA-ET members remain informed regarding professional opportunities and trends in the Chapter's coverage area and in the profession in general. The Employment Chair assists members in the preparation of resumes, in enrolling in NCMA employment programs, and in performing employment searches on the worldwide web. The Chair is the central contact for the Chapter's membership regarding employment resources and is responsible for the development of Chapter employment outreach programs, publicizing to prospective employers the available reservoir of contract management professional talent in the Chapter's coverage area and communicating to the Chapter Board and membership the needs of prospective employers. The Employment Services Director shall maintain close liaison with the Chapter's Education Chair to assure that Chapter programs reflect current employment requirements in the Chapter's coverage area.

J The Social Activities Director is responsible for the fellowship activities of the Chapter. Such activities might include parties, informal gatherings, social time before meetings, field trips, and other activities.

K The Nominations & Elections Chair oversees the identification, recruitment, development, election, and succession of the chapter's leaders. A former president must be the committee chairperson.

L The Volunteer Recruiter is responsible for soliciting support from chapter members to assist all officers and committee chairs with normal chapter operations.

M The Awards & Honors Chair oversees the chapter's awards and honors programs, including programs for volunteerism and for accomplishments within the contract management profession. The Chair and committee also develop and implement programs designed to motivate, reward, and recognize individual and organizational achievements in performance of contract management and related duties.

## **ARTICLE VII CHAPTER MANAGEMENT**

A The NCMA-ET fiscal year begins on January 1 and ends on December 31. The NCMA-ET program year begins on July 1 and ends on June 30.

B A Board of Directors (the Board), consisting of the elected and appointed officers of the Chapter, shall govern and conduct the affairs of the NCMA-ET. Each Board member shall have one vote. The President may appoint officers as provided in Article V of these By-Laws.

Appointed officers are *ex officio* members of the Board of Directors with an advisory vote that warrants serious consideration of the Board of Directors but does not bind it in its conduct of the business of the Chapter.

The Board shall meet at least monthly during the Chapter's program year at the call of the Chapter President, who shall preside over meetings. In the absence of the Chapter President, the order of succession, ARTICLE IV, shall apply. The Chapter President, from-time-to-time, may call special meetings of the Board of Directors as situations warrant.

Meetings of the Board shall be announced to the Chapter membership and shall be open to the Chapter membership. The single exception to this rule shall be meetings, or portions thereof, which concern the removal of a Chapter officer or Chapter member, or a meeting, or portion thereof, that concerns matters of an extremely sensitive nature. In such case, the Chapter President shall provide to a Chapter Past President who is not a member of the Board the general nature of the subject requiring closure of the Board meeting. The Past President, without revealing any information restricted to the Board, will serve as ombudsman to the Chapter membership to confirm the Board's judgment to close a Board meeting, or portion thereof.

A quorum must be present at regular or special meetings of the Board of Directors for the transaction of binding business. For meetings of the Board, a quorum is three (3) members.

The Board shall have the responsibility and authority to govern and direct the affairs of the NCMA-ET within the limitations of these Bylaws. The Board may empower the Chapter President and/or the Chapter Vice President to act on its behalf by taking any action necessary to bind the Chapter to the extent delegated, and to conduct the regular business of the Chapter. The Board may act in a similar manner to make specific delegations to other Board members and/or committee chairs. The Board shall develop and approve an annual operating budget.

The Chapter Board of Directors is responsible for protecting and preserving the assets of the NCMA-ET in conformance with applicable laws, regulations, and prudent practice. The Board shall allocate assets of the NCMA-ET only for purposes consistent with ARTICLE II of these Bylaws.

C The Board shall approve the formation of contracts, the expenditures of funds, and other operations of the NCMA-ET by a simple majority vote of members present and voting. The Board shall approve an annual budget for the NCMA-ET and may delegate the commitment of funds within budgetary constraints. Any Chapter member with the authority to commit funds shall report any and all commitments to the Chapter Treasurer, who shall report the commitments, with analysis and comments, to the Board at its regular meetings. The Treasurer's report shall be in sufficient detail to permit Board members to assess whether or not the assets of the Chapter are being managed in a manner consistent with the budget and these Bylaws. The Board must specifically approve any expenditure that is inconsistent with the approved annual budget.

The Chapter views its good standing within the professional community as an asset. As a consequence, the Board is responsible for the development of the Chapter's official positions regarding the local, regional and national affairs of the Chapter and for taking the appropriate action(s) regarding those positions. The President is the spokesperson/action individual for the Board of Directors regarding these issues. No other member of the Chapter may represent himself/herself as an official spokesperson or make commitments as an official Chapter action individual without a specific delegation from the Board.

## **ARTICLE IX. CHAPTER MEETINGS**

A. The NCMA-ET Chapter shall meet at least once a month during the period September through June of the program year at a time and place determined by the Chapter President. The Chapter President or the Board may convene special meetings of the Chapter as circumstances warrant. The Secretary shall notify NCMA-ET Chapter members of meetings by a timely written notice mailed to members or by a notice in the Chapter newsletter.

Fifteen (15) Chapter members, by written notification to the Chapter Secretary, may require the convening of a special meeting of the NCMA-ET. The Secretary shall validate the request, confirming the intended purpose of the meeting and validating the membership status of the individuals calling the special Chapter meeting. The validation process shall not exceed seven (7) calendar days. Upon validation of the call for a special meeting by Chapter members, the President, with written notice to the membership from the Secretary, shall convene a special Chapter meeting within two (2) calendar weeks.

Written notice of meetings may be waived in cases of emergency; however, the Secretary remains responsible for notifying as many members as possible of the emergency meeting.

A quorum must be present at regular or special Chapter meetings for the transaction of binding business. A quorum for Chapter meetings is a simple majority of the total membership of the Chapter. Emergencies shall not be valid cause to waive the requirement for a quorum at any Chapter business meeting.

B. The President presides at Chapter meetings. Regular Chapter meetings normally consist of a business meeting and a program. The reason for the special Chapter meetings determines the agenda of such meetings.

C. The President shall notify the Chapter membership of the state of the Chapter during the meeting in the month of January.

D. The Treasurer shall report the financial status of the Chapter to the membership during the months of September, January, April and June. At these meetings, the Treasurer shall make copies of the Chapter's financial report available to members in sufficient copies and in a manner so as to provide sufficient review so members can pose questions and/or make comments during the business meeting. This financial report shall include detail of actual costs and revenues compared to budgeted costs and revenues.

The Secretary, at each regular Chapter meeting, shall make available for review by the membership at least one copy of the approved minutes of the previous Board of Directors meeting.

## **ARTICLE X. ADMISSION FEES AND DUES**

The NCMA National Board of Directors shall prescribe admission fees and dues for the NCMA-ET. The NCMA-ET Board may set admissions fees for Chapter meetings, for Chapter-level seminars and for professional or social activities.

Assessments for specific purposes require the approval of the Chapter membership by the affirmative vote of a simple majority of the Chapter members present and voting. Such a vote requires an actual tally and shall not be by voice vote or acclamation.

#### **ARTICLE XI. ANNUAL AUDIT**

The Chapter Board shall retain an independent auditor to conduct an independent annual audit of the Chapter financial records. The Chapter Treasurer shall initiate the audit in June of each year following the installation of officers. The Chapter Treasurer shall provide a written audit report, including any recommendations, to each member of the Chapter Board not later than September 30. The Treasurer shall make the annual audit report available for inspection at the regular Chapter meeting in October. At any other time, any Chapter member may review the annual audit report by making a request to the Chapter Treasurer.

#### **ARTICLE XII. MEETING MANAGEMENT**

Robert's Rules of Order shall govern in all cases in which they are applicable and not inconsistent with the NCMA Bylaws, these NCMA-ET Bylaws, and any special rules of order which the NCMA or the Chapter may adopt. Chapter members and/or NCMA-ET Board members may suspend the rules temporarily at their respective meetings by the affirmative vote of two-thirds of the members present and voting. The Chapter President, with the advice of the Chapter Advisor, decides questions of interpretation of these Chapter Bylaws or parliamentary rule. The Chapter membership may overrule the Chapter President's decision regarding Chapter Bylaws and/or parliamentary rule by the affirmative vote of a simple majority of members present and voting.

#### **ARTICLE XIII. RATIFICATION AND AMENDMENT OF CHAPTER BYLAWS**

A. The Chapter Board shall provide a copy of the proposed Chapter Bylaws to the Chapter membership at least two months prior to the scheduled ratification vote. The President shall announce the vote for the ratification of the NCMA-ET Bylaws at least one month prior to the scheduled vote. Ratification of the NCMA-ET Bylaws requires the affirmative vote of two-thirds of the Chapter members present and voting and the review and approval of the NCMA Secretary, or authorized designee, as provided by the NCMA National Bylaws.

B. The following sequential process shall apply to the Amendment of the NCMA-ET Bylaws:

Any elected officer or ten (10) Chapter members may make specific written proposals to the Chapter Bylaws. The written proposal shall contain the ratified article and section and the text that is the candidate for amendment and the specific text of the amendment, appropriately identified as an amendment. The proposal may contain a reason or justification for the amendment. The officer or members who propose amendments to the Bylaws shall sign amendment proposal.

If possible, the Chapter Secretary shall publish the amendment proposal, or an announcement thereof, to the Chapter membership prior to the regular Chapter meeting during which it is considered. The Chapter Secretary shall present the amendment proposal to the Chapter membership at the next regular Chapter meeting following receipt of the proposal.

The Chapter membership shall have an opportunity to discuss any change to these Bylaws and shall vote on the proposed amendment at that meeting. Amendment of the NCMA-ET Bylaws requires the simple majority affirmative vote of the members present and voting. The Chapter members may vote to table an amendment to the Bylaws until the next regular Chapter meeting. The Chapter membership must vote on the amendment proposal at the next regular Chapter meeting.

The amended Bylaws require the review and approval of the NCMA Secretary, or the authorized designee

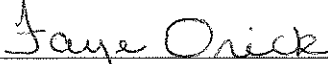
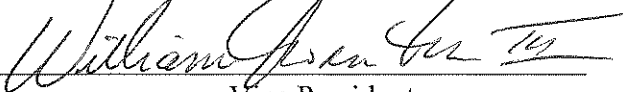
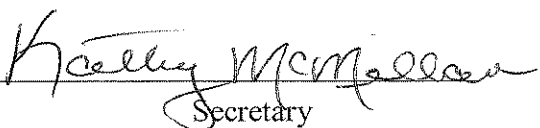
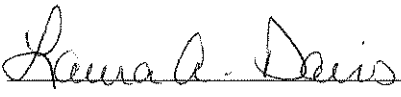
#### **ARTICLE IX -DISSOLUTION OF THE CHAPTER AND REVOCATION OF THESE BYLAWS**

The sequential procedures for amending these Bylaws, ARTICLE VIII, shall apply the dissolution of the NCMA-ET and the revocation of these Bylaws.

Upon dissolution of the NCMA-ET, and after paying or otherwise adequately providing for, the Chapter's debts and obligations, the Board of Directors or person(s) responsible for the liquidation of the Chapter shall forward all remaining assets to the principal national office of the NCMA.

#### **ARTICLE XIV. EFFECTIVE DATE**

The Bylaws, as revised, were adopted by the membership of the East Tennessee Chapter, National Contract Management Association and shall be effective on December 1, 2009.

 _____ President	 _____ Vice President
 _____ Secretary	 _____ Treasurer