

## **NCMA BYLAWS**

### **ARTICLE I - NAME, ORIGIN AND PLACE OF BUSINESS**

Section A - The name of this organization shall be: NATIONAL CONTRACT MANAGEMENT ASSOCIATION, hereinafter referred to as "NCMA" or the "Association".

Section B - The principal office for the transaction of the business of the Association shall be in the Commonwealth of Virginia, or such other place as may be designated by an affirmative vote of three-fourths of the Board of Directors. Other NCMA offices may be established by similar vote.

Section C - The fiscal year and program year of the Association shall be from July 1 through June 30 of the following year.

### **ARTICLE II – PURPOSES**

Section A - The basic purpose of the Association 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 Association, shall include all types of instruments involving expenditure of public or private funds, whether by contract, subcontract, grant, assistance agreement, lease or other form.

Section B - Additional purposes of the Association are to provide for interchange of information among its members, to conduct research in the field of management of contracts, to provide and maintain standards of proficiency and ethics, to encourage an increasing professional attitude toward contract management and procurement, and to unite all persons interested in the profession toward the fulfillment of these purposes.

### **ARTICLE III – MEMBERSHIP**

Section A - The membership of the Association shall consist of those persons and organizations who are members as of the adoption of the Bylaws and those described in Article II, Section A, above, who may from time to time become members in accordance with the provisions of the Bylaws.

Section B - The Association shall have the power to (1) suspend, revoke, or terminate an individual membership for cause (including conduct which is contrary to the purposes of the Association or which violates the Code of Ethics of the Association) (2) to suspend or revoke any certification or honors granted or sponsored by this Association, and (3) to reinstate an individual membership by an affirmative vote of two-thirds of the entire Board of Directors; provided that, in any event, suspension, revocation, and reinstatement for non-payment of dues shall occur as provided by Article V Section C.

Section C - Any proceeding for suspension, revocation, or termination of membership of an individual member by the Board of Directors shall be accomplished in good faith and in a fair and reasonable manner consistent with the statutory requirements for non-profit corporations as set forth in the Virginia Nonstock Corporation Act and consistent with

any procedure satisfying such requirements which is adopted by the Association pursuant to the procedures set forth for revocation and amendments to the Bylaws. Unless otherwise provided by Association procedures, the Board of Directors may implement procedures set forth in Chapter XX, Robert's Rules of Order, 1970 Edition.

#### **ARTICLE IV - MEMBERSHIP, ELIGIBILITY AND CLASSES**

Section A - Subject to the provisions of these Bylaws, the Board of Directors may from time to time by an affirmative vote of three-fourths of those present at any meeting, prescribe additional eligibility qualifications for membership in the Association.

Section B – All individual members have the right to one vote at chapter level and to hold any elective office and/or appointive position at chapter and national levels. Classes of membership are as follows:

- (1) Regular Member: An individual member who belongs to a chapter and is current in all obligations to the Association.
- (2) Associate Member: An individual member who belongs to a chapter, and is current in all obligations to the Association, and who has an annual gross income less than the amount established by the Board of Directors.
- (3) Retired Member: An individual member who is now a retired person (not employed), who was previously a Regular or Associate member of NCMA. Retired membership status may be granted at a reduced rate to be established by the Board of Directors.
- (4) Corporate Memberships: Corporate Memberships may be established in accordance with policies approved by the Board of Directors.
- (5) Student Member: An individual member who is a full-time student in an accredited, degree-granting institution, and does not hold full time employment in contract management or a related field.

#### **ARTICLE V - INITIATION FEE(S) AND DUES**

Section A - The initiation fee(s) for individual members shall be established from time to time by an affirmative vote of a majority of the Board of Directors. All such fees shall be retained by the NCMA Treasury.

Section B - Annual dues for each class of individual membership shall be established from time to time by an affirmative vote of a majority of the Board of Directors present at any board meeting. A portion of the dues of Individual regular members (not associate or retired members), determined in accordance with the same voting requirements, shall be rebated to the chapter to which the Individual member belongs. Associate Members' and Retired Members' dues payments must be accompanied by a written certification that they remain qualified for such class of membership and intend to remain qualified for the next year. Annual dues for each individual member elected to Honorary Life status shall be waived beginning on his or her current expiration date and continuing as long as he or she remains in this status.

Section C - An individual member who does not pay the required dues will be automatically suspended one month past the due date and shall no longer have the right to vote or hold elective or appointive office at either national or chapter levels. The Board

of Directors shall set policy concerning the timing of the suspension and membership reinstatement, following payment of dues.

## **ARTICLE VI – RESERVED**

## **ARTICLE VII – CHAPTERS**

Section A - Each individual member of the Association shall belong to a chapter. Any group of not less than twenty-five persons, all of whom are individual members or eligible to be individual members of the Association with the right to vote as prescribed in the Bylaws and who desire to form a new chapter of the Association, shall execute a charter petition, which shall include a proposed chapter name. Such petition, accompanied by membership applications, initiation fees and at least one year's dues for all signers of such petition who are not individual members, shall be forwarded to the principal office of the Association.

Section B - Petitions for charter of chapters shall be granted or denied in accordance with policy established by the Board of Directors. The granting of a charter shall be evidenced by a certificate executed by the President and Secretary and bearing the official seal of the Association which shall be forwarded to the member designated on the petition within fifteen days after granting. Notice of denial of a charter shall be signed by the President and Secretary and forwarded to the member designated on the petition within fifteen days after denial. Revocation of existing charters may be accomplished by an affirmative vote of three-fourths of the Board of Directors and shall be evidenced by the forwarding of an official notice signed by the President and Secretary to the presiding officer of the chapter involved.

Section C - Promptly after the granting or revoking of a charter and during its existence, the chapter shall take or cause to be taken, in a timely manner, such actions as may be required by applicable laws or regulations of the jurisdictions in which it is located. A copy of each document evidencing such actions shall be forwarded to the principal office of the Association within fifteen days after its execution and if any such document constitutes a chapter bylaws, it must be approved in writing by the Secretary, who may delegate such approval authority to the Executive Director of the Association. Chapters may adopt bylaws, if not required by law or regulation, but such documents shall have no force and effect unless and until approved by the Secretary, who may delegate such approval authority to the Executive Director of the Association. Chapter bylaws shall adopt all applicable provisions of these Bylaws, and, in case of inconsistency, these Bylaws shall govern. Chapter meetings and chapter officer meetings shall be conducted in accordance with Robert's Rules of Order to the maximum extent practicable.

Section D - Chapter names may be changed upon request of the chapter and approval by an affirmative vote of a majority of the Board of Directors.

## **ARTICLE VIII - CHAPTER OFFICERS, ASSETS, ACTIVITIES, AND STATEMENTS**

Section A - Pending the granting of a charter, those executing a petition shall elect pro tempore chapter officers consisting of president, secretary, and treasurer who serve until replaced by permanent officers or the charter petition is denied. Promptly following the

granting of a charter, each chapter shall elect officers consisting of at a minimum a President, Vice President(s), Secretary, and Treasurer, each of whom shall serve from the date of their election until the end of the Association's current program year. Each chapter officer shall be nominated and elected initially and for each year thereafter by majority vote of chapter members voting, or by other procedures as established in the Chapter's Bylaws. Chapter Bylaws may permit the election of officers other than those listed above. Chapter Bylaws may permit officer terms of greater than one year, provided that the length of such terms is clearly stated. Chapter Bylaws may also permit certain offices to be filled by succession rather than by election provided that such procedures are clearly stated. Chapter officers may be removed from office for cause by an affirmative vote of two-thirds of the current chapter individual members cast by written ballot opened by the Chapter Secretary (or, if the office involved is the Secretary, by the Chapter Treasurer).

Section B - Chapter assets shall be conserved and protected in accordance with applicable laws, regulations, and prudent practices. They shall be used for purposes consistent with those set forth in Article II of these Bylaws. In the event of chapter charter revocation or dissolution, all residual chapter funds shall be forwarded to the principal office of the Association.

Section C - RESERVED

Section D - Chapter activities desired to be designated "National" must be approved in accordance with policies established by the Board of Directors. The Association shall not be liable for any loss or expense which may occur in connection with any chapter activities, except to the extent that the Board of Directors itself specifically and in writing consented to such liability.

Section E - Chapters shall issue no statements or take official action on matters of or national import to the Association without the prior consent of the Board of Directors.

## **ARTICLE IX – RESERVED**

## **ARTICLE X – MANAGEMENT**

Section A - The governance of the Association shall be vested in the Board of Directors. The Board of Directors shall consist of five Officers (the immediate Past President, President, President-elect, Secretary and Treasurer) and eighteen Directors elected in accordance with Article XII, and two Ex-Officio members. Each elected member of the Board must be a member of the Association when elected and remain so during his or her term of office.

Section B - Any contract or similar undertaking that may be made by or for the Association shall be made in such a manner as the Board of Directors may in any case, or from time to time, prescribe by an affirmative vote of a majority of those present at any meeting unless a greater number is specifically required by the Bylaws. In accordance with Section B of Article XI, the Board of Directors may delegate this authority to the Officers or the Executive Director.

## **ARTICLE XI - BOARD OF DIRECTORS**

Section A - The Board of Directors shall consist of twenty-five members as follows:

Five (5) Officers, elected as defined in Article XII  
Eighteen (18) Directors, elected as defined in Article XII, and  
Two (2) ex officio members, non-voting: the Executive Director and General Counsel.

The Officers shall consist of the immediate Past President, President, President-Elect, Secretary and Treasurer. Their duties shall be as required by law, as general usage would indicate or as specified by affirmative vote of a majority of the Board of Directors.

Section B- The Board shall have all the necessary responsibility and authority to govern and direct the affairs of the Association within the limitations of these Bylaws. It may empower one or more of the Officers or the Executive Director to act on its behalf by taking any and all action necessary to bind the Association to the extent delegated, and to conduct the regular business of the Association. At an appropriate time annually the Board shall review and approve a Long Range Plan and an Operating Budget for the next fiscal period.

Section C - The Board shall hold regular meetings at least three times during each program year, one of which shall be held in conjunction with the national membership meeting in accordance with Article XIV. The Secretary shall mail written (Postal or electronic media) notice of all meetings of the Board to each member of the Board of Directors not more than sixty nor less than ten days prior to the date set for each meeting, but failure in the delivery of such notice shall not invalidate the meeting or any action taken thereat which otherwise meets the requirements of these Bylaws. Special meetings may be called by the President or upon written petition by the majority of the Board to the Secretary who shall comply within five days of receipt of such petition with the notice requirements for regular meetings.

Section D - A quorum for meetings of the Board shall be 50 % of the total number of directors plus one, and shall be required for the valid conduct of business. In no event shall any alternate or proxy be designated to represent any Director in Board related business.

Section E - Members of the Board of Directors may also be removed from office for cause by presentation of cause and petition for removal made to the Board of Directors in writing signed by at least five members of the Board of Directors presented to the Secretary, followed by an affirmative vote of two-thirds of the Board.

Section F - Except for the Executive Director and General Counsel, each member of the Board of Directors shall be entitled to cast one vote. Cumulative voting is prohibited.

Actions shall be taken by majority vote of those present and voting unless otherwise required by these Bylaws.

## **ARTICLE XII- ELECTION AND TERMS OF OFFICERS AND DIRECTORS**

Section A- The President for an Association program year shall be the immediate past President-Elect. The President-Elect, Secretary, Treasurer, shall be elected from the Board of Directors by the Board of Directors in accordance with Association Policies adopted by the Board. All members of the Board shall serve without compensation,

except the Executive Director. The President, and President-Elect, may not serve more than a one-year term in the same office. The Secretary, and Treasurer may not serve more than two consecutive one-year terms in the same office. No Officer may serve simultaneously as a chapter officer.

Section B –A certain number of Directors each year will be elected by a majority vote of the total active members in good standing such that the total number of Directors elected by the members will equal twelve (12). Each Director is elected to a three-year term of office, with terms limited, not to exceed two consecutive terms. Nominations and elections shall be conducted in accordance with Association policies adopted by the Board.

The Board of Directors shall elect the remaining Directors each year such that the total number of Directors elected by the Board of Directors will equal six (6). These members will generally come from senior levels of industry, government, or academia or exhibit some other area of expertise deemed valuable to the Association by the Board. Candidates will be elected by the seated members of the Board of Directors for a three-year term and can serve not more than two consecutive terms. No Director may serve simultaneously as a chapter officer.

Section C - Any Director position shall be considered vacant if the incumbent ceases to be an individual member. In addition, any Director may be removed for cause by an affirmative vote of two-thirds of the Board of Directors cast by written ballot opened by the Secretary (or, if the office involved is the Secretary, by the Treasurer). Upon the removal, resignation, inability to serve, or death of a Director or an Officer, the office shall be filled for its unexpired term as follows: if it is the President, the President-Elect; if it is any other officer, by appointment by the President with prior Board of Directors approval. In the event that the office of President is filled by the President-Elect for the balance of the unexpired term due to a vacancy in the principal office, then the President-Elect shall serve out his or her own full term (both the remaining term of the vacancy and the next year as the principal officer.) If the vacancy involves the office of President-Elect or a Director, the vacancy shall be filled by means of special election organized and conducted by the immediate Past President.

### **ARTICLE XIII - APPOINTIVE POSITIONS**

Section A - The President may engage or discharge and fix the compensation of an Executive Director of the Association. Such actions will be taken by the President in consultation with the President-Elect, immediate Past President, the Secretary, and the Treasurer. Duties of the Executive Director shall generally be the conduct of the day-to-day administrative affairs of the Association at its principal office. The Executive Director shall be responsible to the President while acting in the best interests of the membership.

Section B - Officers may appoint Board members or other NCMA members for specific specialized activities of the Association as he or she considers appropriate within the Officer's area of responsibility. They shall serve for each Association program year unless removed by the appointing Officer and may be reappointed without limitation. They shall be responsible to the appointing Officer.

Section C - RESERVED

Section D - Committees are established, modified and eliminated in accordance with association policies. The President may appoint and dissolve operational special committees on a program year basis and task forces for specified and unspecified terms to review and make recommendations on matters of significance to the Association. The members of such committees and task forces may be drawn from the entire membership without regard to any national or chapter offices concurrently held, but special operational committees and task forces shall be advisory only.

Section E - All Committee Chairpersons shall report to the President or the President's authorized designee. The President shall be responsible to the Board of Directors for all reports and actions of the Committees.

**ARTICLE XIV - NATIONAL MEMBERSHIP MEETINGS**

Section A - A national meeting of members shall be held during the month of July of each year. Additional meetings may be approved by the Board of Directors. The formal installation of the Officers -- whose official terms will have begun on the first of that month -- will be conducted at the July meeting. Discussion of any other matters relating to the affairs of the Association appropriate for consideration by the members may be conducted at any national meeting.

Section B - The Secretary shall advise each member of the date, time and place of such meeting either personally or by individual written communication not more than sixty days prior and not less than 10 days prior to such date, but failure in the delivery of such notice shall not invalidate the meeting.

Section C - Any individual member, or representative of a corporate member, in attendance may raise any matter pertaining to the affairs of the Association for discussion and/or consideration by the Board of Directors.

**ARTICLE XV – VOTING**

Section A - Individual members of the Association entitled by the Bylaws to vote shall do so individually only if active and in good standing in accordance with the procedures - prescribed in the Bylaws and Association policies as adopted by the Board. The members may cast votes for the number of candidates equal to the number of openings in any given year, but cumulative voting (casting two (2) or more votes for a single candidate is not allowed. (Null voting is allowed). No alternate representatives or proxies shall be allowed.

Section B - References in the Bylaws to the Board of Directors or any portion thereof or to "present at any meeting" shall mean the actual number of Board members present.

**ARTICLE XVI - PRINCIPAL FUNDS**

Section A - Restricted Funds may be established and maintained by the Association to provide, through the income therefrom, continuous funding for specific purposes. Such funds may be initiated, and the amounts increased from any source, as approved by a majority of the Board of Directors. Appropriations from the principal of these funds must

also be approved by a majority of the Board of Directors. Appropriations may be made from the income earned by these funds, by the President for the specific purpose of the Restricted Fund.

Section B - Funds may be established and maintained by the Association to provide for designated activities of the Association. Such funds may be initiated by an appropriation of the fund balance, and the amounts increased from any source, as approved by a majority of the Board of Directors.

Expenditures may be made, from either the principal or income of these funds, by the President, for purposes consistent with the intent of the Fund.

#### **ARTICLE XVII - ANNUAL AUDIT**

The Association shall retain an independent auditor designated annually by the Board of Directors. The independent annual audit is to be initiated by the President, and such auditors shall perform an annual audit of the books and records of the Association to the extent they deem appropriate under generally accepted auditing standards applicable to non-profit corporations of similar purpose. A copy of the signed, written report of such audit, including any recommendations, suggestions, or comments made on its transmittal, shall be forwarded to each member of the Board of Directors within ninety days of the end of each fiscal year of the Association.

#### **ARTICLE XVIII- CODE OF ETHICS**

Section A - An enforceable code of ethics for Association members may be established, and from time to time revised, by an affirmative vote of two-thirds of the Board of Directors.

Section B - Any such code of ethics shall be included in all descriptive publications of the Association and printed prominently at least once each year in a magazine or newsletter sent to every member.

#### **ARTICLE XIX - PARLIAMENTARY AUTHORITY AND INTERPRETATION**

The rules of order for all meetings of the Board of Directors and Chapters shall be Robert's Rules of Order. The rules may be temporarily suspended by a 75 percent majority vote of those present at such meeting. All questions of Bylaws interpretation shall be decided by the Board of Directors.

#### **ARTICLE XX - REVOCATION OR AMENDMENTS TO THESE BYLAWS OR DISSOLUTION OF THE ASSOCIATION**

Section A – These Bylaws may be revoked or amended and this Association may be dissolved only in the following sequential manner:

- (1) By written proposal by any Officer or Director submitted to the Secretary;
- (2) By presentation of such proposal by the Secretary at the current or next Board of Directors meeting after its receipt; and
- (3) In the case of revocation or amendments to the Bylaws only, by an affirmative vote of three-fourths of the Board of Directors at a meeting where a quorum exists, and

(4) In the case of dissolution of the Association only, a proposal shall be presented to the Association membership for ratification by an affirmative vote of more than two thirds of all votes cast by the members at a Membership meeting where a quorum exists (One-tenth of the total number of members).

Section B - Upon dissolution of the Corporation, after paying, or adequately providing for, its debts and obligations, the Board of Directors or persons in charge of its liquidation shall dispose of any remaining assets of the Corporation: to any fund, foundation or corporation which is organized and operated exclusively for scientific, educational or charitable purposes and is exempt from federal taxation under Section 501(c)(3) of the Internal Revenue Code of 1954, or its successor provision, as may be directed by an affirmative vote of three-fourths of the Board of Directors or such persons, if not so directed, as may be directed by a court of competent jurisdiction.

## **ARTICLE XXI- INDEMNIFICATION AND INSURANCE**

Section A - NCMA shall indemnify any member of the Board of Directors, any former director, the Executive Director, any person who while a director of NCMA may have served at its request as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee, benefit plan or other enterprise, and any, by resolution of the Board of Directors, officer, employee or agent against any and all expenses and liabilities actually and necessarily incurred by him or imposed on him in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which he may be or is made a party by reason of being or having been such director, officer, employee or agent; subject to the limitation, however, that there shall be no indemnification in relation to matters unless such person (1) conducted himself in good faith; (2) believed in the case of conduct in his official capacity with NCMA that his conduct was in the best interest of NCMA; and in all other cases that his conduct was at least not opposed to the best interests of the Corporation; or (3) in the case of any criminal proceeding, he had no reasonable cause to believe that his conduct was unlawful. Further, there shall be no indemnification in connection with a proceeding (1) by or in right of NCMA in which the director, officer, employee or agent was judged liable to NCMA, or (2) in which improper personal benefit is charged.

Section B - Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, employee or agent. NCMA may pay for or reimburse the reasonable expenses in advance of final disposition of the proceeding provided that the provisions of § 13.1-878 of the Virginia Nonstock Corporation Act are met.

Section C - The provisions of this Article shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after adoption hereof.

Section D - The indemnification provided by this Article shall not be deemed exclusive of any other rights to which such director, officer, or employee may be entitled under any statute, bylaw, agreement, vote of the Board of Directors, or otherwise and shall not restrict the power of NCMA to make any indemnification permitted by law.

Section E - The Board of Directors may authorize the purchase of and maintain insurance on behalf of any of NCMA's directors, officers, employees, or agents against any liability asserted against or incurred by him which arises out of such person's status in such capacity or who is or was serving at the request of NCMA as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or otherwise, or out of acts taken in such capacity, whether or not NCMA would have the power to indemnify the person against that liability under law.

Section F - In no case, however, shall NCMA indemnify, reimburse, or insure any person for any taxes imposed on such individual under chapter 42 of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended ("the Code"). Further, if at any time NCMA is deemed to be a private foundation within the meaning of § 509 of the Code then, during such time, no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in §§ 4941(d) or 4945(d), respectively, of the Code.

Section G - If any part of this Article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

## **ARTICLE XXII - CONTRACT MANAGEMENT CERTIFICATION AND ACCREDITATION BOARD**

Section A – All responsibility for establishing and maintaining NCMA's nationally accredited certification program shall be vested in an independent board, referred to hereafter as the Board.

(1) The Board shall be composed of no more than nine members and will reflect a cross-section of the contract management profession. A majority of the members must be current members of NCMA.

(2) The President shall make initial Board appointments for one, two, and three years to allow for staggered terms in subsequent years. At the completion of each member's term the President will appoint a replacement for a term of three years. Board members may be appointed for an additional term of three years however no individual shall serve for more than two consecutive terms (six years total). The President shall seek recommendations from the Board before making a final selection and formal appointment.

(3) The CMCAB will elect the Chair and Vice-Chair from its membership. The Chair and Vice-Chair shall serve for one year to coincide with the Association's program year. The Chair and/or Vice-Chair may serve successive terms at the pleasure of the Board.

(4) While completely independent in its policy-making role for the Association's Certification Program, the Board will depend on the efforts of the Certification Department in the NCMA National Office and the Officers to implement the program.

(5) The Board shall be responsible for its own internal policies and procedures and may appoint committees and subcommittees as required.

(6) The Board Chair shall, present at least one report of the Board's activities to the Board of Directors at a regularly scheduled governance meeting each program year. The report will be a part of the consent agenda and may be written or oral as requested by the President.

Section B – Adequate funding for the Board's activities shall be provided by NCMA and/or the Contract Management Institute. The Board shall provide an annual budget estimate as requested by the Treasurer. The Board may offset its need for funding by seeking support from agencies, companies, and individuals and by collecting special fees.