

**By-Laws of the
Tennessee Valley Chapter
of
Women In Defense (WID)
A National Security Organization**

1. **NAME:** The name of the organization shall be the Tennessee Valley Chapter of Women in Defense, A National Security Organization (hereafter called WID).

2. **PURPOSES:** The purposes of the Chapter as the arm of WID which provides local geographic focus shall be to further the objectives and policies of WID as set forth in its By-Laws by:

- a. Supporting current programs and activities of WID.
- 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.
- d. Pursuing an active program in support of WID membership recruitment and retention efforts.

3. **ESTABLISHMENT AUTHORITY:** The Chapter is an integral part of WID. It derives its existence, authority and fiscal tax status from the Articles of Incorporation and By Laws of WID.

4. **POLICY:** Actions, programs and public statements of the Chapter must conform to the policies and objectives in WID's National By-Laws and other official expressions of WID 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 WID Board to persons who are current members, and who meet the new Chapter checklist requirements.

b. Only membership in one Chapter may be considered as it applies to voting on national matters.

6. **MEMBERSHIP DUES:** The annual fee paid for WID membership by an individual includes WID Chapter and national membership. Membership in NDIA is also included in the WID membership dues.

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 WID's Articles of Incorporation or By-laws or these Chapters By-Laws, all the powers of the Chapter are vested in the Board.
- b. During the last quarter of the accounting year, the Board shall establish the number of Directors for the following year. No organization shall have more than one representative on the Board.
- 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 quarterly 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.
- f. The Board of Directors shall designate Chapter offices. These will include, at a minimum, President, Secretary, and Treasurer.
- 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. An invitation shall be extended to the WID National Board to attend the Chapter Annual Meeting. At a minimum, the President or her designee will attend.
- b. Special meetings of the members may be called at any time by 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 to the Annual Meeting of the Chapter, the President, with the approval of the Board of Directors, shall appoint a nominating committee of at least 3 (three) members. The most recent Past President shall serve as the Chairman of the Nominating

Committee. The Nominating Committee shall present its slate to the Annual Meeting. The election of Officers and Directors shall take place at the Annual Meeting and shall be by voice vote of the members present unless otherwise specified by the Board of Directors.

b. Directors will be elected for a term of one year. Director vacancies may be filled at any time during the year by a majority vote of the remaining directors.

c. Officers will be elected for a period of one (2) years. No one shall serve more than (2) two consecutive (2) two-year terms as any one Officer position. In the absence of the President, those duties shall devolve upon the Vice Presidents in their order of seniority of service, and in their absence, Treasurer, and, in turn, Secretary; in the absence of any Officer, upon a member of the Board of Directors in order of seniority.

10. FINANCES:

a. The fiscal year of the Chapter shall be the same as the fiscal year of WID (1 October – 30 September).

b. The WID Board will offer a \$20 rebate to a newly established Chapter for each member that signs up (minimum of 35 members). This will infuse cash into the organization. After the first year, a \$10 rebate will be given to incentivize recruiting.

c. 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.

d. 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 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.

e. WID National Board has ultimate fiscal responsibility for the Chapter. Accordingly, the Chapter shall not, without approval of WID National President, enter into a contract or agreement that exceeds the Chapter's ability to meet expenses.

f. The Chapter will provide to the WID National President the annual audit. The Chapter may request that WID 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 directed by WID. A report for tax purposes will be rendered in a format and time as requested by the WID's President.

g. 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.

h. 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 (e.g. scholarships, USO donations) would be from events that are expressly advertised as a fundraiser (e.g. golf tournament).

i. No government employee shall serve as a salaried employee of the Chapter.

11. COORDINATION: To facilitate “deconfliction” of speakers’ schedules, the Chapter will coordinate with the WID Board of Directors 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 WID national Board will conduct events of national and international interest.

12. AMENDMENTS:

a. Amendments to the By Laws may be initiated by the Chapter 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, fifty percent (50%) of the Board members must be present for voting with approval by simple majority. All changes must be submitted to the WID Board of Directors for initial approval.

b. Such amendments shall be submitted to the entire Chapter membership by letter ballot and shall be considered for approval if a majority of votes cast is 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 WID Board of Directors.

Approved _____
Chapter President

Approved _____
WID National President

Date _____

Date _____

CHAPTER DUES REBATE

As a tax-exempt association under Section 501(c)(3) of the Internal Revenue Service code, WID must file a financial summary at the end of each year. Information contained in the attached form is used to compile much of that report. Once the WID National Board has received this report, the Chapters will receive a dues rebate check for the purpose of assisting the membership-recruiting initiatives of the Chapter.

**Compliance with
Department of Defense
Personnel Standards of Conduct**

The Department of Defense requires associations sponsoring events involving Department of Defense personnel as speakers and/or guests to seek approval for such participation. The current checklist of information required by OSD/PA is included on the following page.

Chapters wishing to conduct such events are requested to submit a completed checklist to the WID National Board, **no later than 30 days prior to the event.**

The Office of the Secretary of Defense (Public Affairs) has advised WID and other associations that local events not involving nationally recognized participants do not require such approval. An example would be a Chapter lunch involving a local military installation commander. Should there be questions concerning the application of this rationale, please contact the WID Board.

By definition, events hosted by the WID Board are considered to have national interest and require approval by the office of the Secretary of Defense (Public Affairs) Office. Reference page 16 for a sample of an approval letter from the Office of the Secretary of Defense.

DoD Checklist for Reviewing Standards of Conduct Request (Revised 1 Oct 99)

Requesting organization: _____

Date answer needed by requesting organization (allow 2 weeks, please): _____

Is organization a "prohibited source" per OGE definition? _____

Profit/Non-Profit status of organization: For-Profit: NOT For-Profit: 501(c): Other: _____

Percent CORPORATE membership: _____ Percent INDIVIDUAL membership: _____

Is organization a government contractor? _____ Association _____ Other _____

Any appearance of selectively benefiting one organization? _____

Event co-sponsors (DoD **CANNOT** be, unless by contract)? _____

If co-sponsored with DoD, specify DoD contractive office used, and include copies of the signed formal contract(s) for the event.

What organization is responsible for selecting, inviting and seating DoD attendees? _____

Event name (single or itemized multiple events): _____

Event Date: _____

Event Location: _____

Is event LOCAL in nature (Chapter/committee meeting, or is it larger):

Is this a FUND-RAISING event (is it designed to provide you with significant funds beyond the reasonable expenses of sponsoring the event such as profit, scholarships or charity uses)? ----

Events ancillary to main event (such as golf/tennis tournaments or local tours):

Event format (speech-panel-roundtable/luncheon-dinner-working session):

Is request for DoD attendance, for DoD speakers, or both?

Is travel funding aid available from organization for DoD attendees? _____

Is agenda and list of other speakers/participants attached? _____

Events ancillary to main event?

Is the event a CLASSIFIED event? _____

Familiar with DoDD 5200.12 (for conducting CLASSIFIED events)? _____

Familiar with DoDD 5200.7, Standards of conduct? _____

Familiar with DoDI 5410.20, Public Affairs Relations with Business? _____

Expected audience size? _____

Expected audience MAKEUP:

Percent DoD attendees vice NON-DoD: _____

Percent DoD speakers vice NON_DoD: _____

Cost for attendance by DoD attendees: _____

Cost for attendance by non-DoD attendees: _____

Benefits to DoD from participation are: _____