

NATIONAL CONTRACT MANAGEMENT ASSOCIATION CHAPTER BY-LAWS
Boston Chapter

Approved Date: July 28, 2024 by unanimous vote of Chapter Board of Directors

ARTICLE I: NAME, ORIGIN AND PLACE OF BUSINESS

- A. The name of this chapter is the Boston Chapter. The address of the Boston Chapter is the mailing address of the current Chapter VP Treasurer. The chapter number is 022 and the Chapter IRS Tax ID is 04- 3299061.
- B. These chapter by-laws are consistent with the national association by-laws and national association policies (and all revisions there-to), which are incorporated into this document by reference. In the case of any inconsistency between the NCMA by-laws and the chapter by-laws, the NCMA by-laws shall govern.
- C. The fiscal year of the chapter shall be the same as the national association, which is from July 1 through June 30. The fiscal year and program year shall be the same dates.

ARTICLE II: CHAPTER DIRECTORS, ELECTION AND TERM OF OFFICE

- A. The chapter shall have a Chapter Board of Directors (“Board”) which shall include the Chapter President. At the beginning of each program year and following the election of the Board, the Board shall elect a Chairperson by a simple majority of the Board members casting ballots. Meetings of the Board shall be chaired by the Chairperson of the Board. Each Board member must be a current member of NCMA or must be willing to accept membership into NCMA.
- B. The Board shall meet at least three times annually at times designated by the Chairperson of the Board.
- C. The members of the Board shall be nominated by a Nominations and Elections committee comprised of Board Members selected by the Chairman of the Board. Board members shall be elected by a simple majority vote of the Board members casting ballots. The Board shall comprise a minimum of seven (7) members, inclusive of the Chapter President. Nominations and elections shall take place such that a Board member’s term of office commences on July 1 of the year in which the Board member is elected.
- D. Each Board member shall serve a term of three years, with an option to serve consecutive terms of three years if approved by the Nominations and Elections committee and elected by the Board. Terms of the Board members shall be staggered such that the terms of one third of the Board members shall expire each year. The Chapter President, while President, shall always be a Board member.
- E. A Board member shall no longer be eligible to serve on the Board and may be removed from the Board if a Board member fails to attend a majority of the Board meetings without being legitimately excused by the Chairperson. Notwithstanding the foregoing, no Board member shall be removed except by a vote of a simple majority of Board members casting ballots.
- F. Vacancies in any Board position occurring during the program year may be filled by a vote of a simple majority of the members of the Board casting ballots. The Board member elected to fill a vacancy shall serve until the completion of the term of the vacated Board seat.

ARTICLE III: RESPONSIBILITIES OF THE BOARD OF DIRECTORS

- A. The Board will review and approve the proposed budget for the program year.
- B. Approval of the Budget or any action requiring Board approval will be by a majority of the Board present at the meeting.

- C. Any proposed significant change to the Board-approved budget will require approval of the Board prior to the expenditure. Approval may be by email if time is of the essence.
- D. The Board will review and approve the plans submitted by the officers and chairs during its first meeting of the year and provide advice and guidance to the Chapter President and officers and chairs with regard to such plans and other business affecting the Chapter.
- E. The Board is responsible to assure that the prior year's chapter President had engaged a qualified person to perform the annual audit in the form required by the national office and submitted to the national office in the timeframe specified.
- F. If any chapter officer resigns during the year, the Board will appoint a replacement from recommendations provided by the Chapter President.
- G. Abide by, and assure that the Chapter abides by, the then current National By-Laws where applicable.

ARTICLE IV: CHAPTER OFFICERS

- A. The elected officers of the Boston Chapter shall be: Chapter President, Chapter Secretary (aka Chapter Vice President, Administration), and Chapter Treasurer (aka Chapter Vice President, Treasurer). A Chapter Executive Vice President may be elected from time-to-time if an appropriate person is identified for important succession purposes (this would usually be for one year prior to ascending to Chapter President). Additionally, the chapter may elect or appoint one or more, non-officer, vice-presidents for committees, as those committees best serve the needs of the chapter, with titles such as: Programs, Membership, Education, Special Projects. The elected and appointed chapter Vice Presidents shall be called the "Chapter President's Council".
- B. The Chapter President will appoint a chair to the Nominations and Elections committee. The Chapter President may also select committee chairs for committees such as: Newsletter, Employment, Small Business, Information Technology, March Workshop, Fellows/Awards, Audit, and others as needed.
- C. Elected officers and committee chairs must be current members of NCMA. The duties of the chapter officers and committee chairs are as stated in NCMA's policy and procedure documents.

ARTICLE V: ELECTION OF CHAPTER OFFICERS

- A. The chair and members of the Nominations and Elections Committee shall be responsible for filling the slate of officer candidates. The committee shall operate within the guidelines of the NCMA policy on "Nominations and Elections Committee" and shall take reasonable steps to ensure that chapter elections are completed by May 1 of each program year.
- B. Chapter elections may be held at a scheduled chapter meeting, or may be conducted by mail, or by electronic ballot. Association members in good standing, whose dues are paid in full and assigned to the Boston Chapter as of the date of the chapter election are entitled to cast a ballot in chapter elections. A simple majority of the responding vote shall determine the results of the election.
- C. Chapter officers may be removed from office for cause in accordance with the NCMA by-laws.
- D. Vacancies in any elected chapter officer position caused during the program shall be filled by a vote of the members of the Chapter Board of Directors, and not the membership as described above. The chapter member elected to fill such vacancy shall serve until the completion of the term of the vacated office.

ARTICLE VI: TERM OF OFFICE/EXECUTIVE MEETINGS

- A. The Chapter President's Council. The Chapter President's Council shall convene periodically to conduct the business of the chapter with a goal of meeting at least three times per year.

- B. The term of office for chapter officers shall not exceed two (2) years and consecutive terms of service in the same elected position shall not exceed two terms (for a total maximum of four consecutive years of service in the same elected position). Elections are held annually for open positions. Should the subject Officer position be run unopposed during the election period, the President may appoint candidate to that said position
- C. The chapter president shall conduct the President's Council meetings and will provide each council member with an agenda for the meeting.
- D. Each member of the President's Council is responsible for conducting, controlling, and reporting on the activities in their area of responsibility.

ARTICLE VII: CHAPTER MEETINGS & EVENTS

- A. The chapter shall have at least one scheduled membership meeting per year. The time, day and place of chapter meetings shall be established by the Chapter President's Council and will be provided to the membership via the chapter newsletter, website, email, and other regular methods of chapter communication. Chapter meeting(s) may be combined with event(s).
- B. The Chapter endeavors to host 6 events/programs annually
- C. The decision to remove liquor/alcoholic beverages from the March Workshop social(s) rests solely with the Board.

ARTICLE VIII: CHAPTER ASSETS

- A. The National Contract Management Association is a 501(c) (6) nonprofit association chartered in accordance with the Internal Revenue Service Code of 1954 and the Articles of Incorporation filed under the Virginia Non-Stock Corporation Act. Therefore, it is imperative that the Boston Chapter and all of the Boston Chapter officers, Chairs, and Board adhere to the fiduciary responsibility conferred on them in the operation of the chapter. They shall ensure that the chapter assets are utilized in accordance with the NCMA Chapter Guidelines and Article II of the NCMA By-laws.
- B. The chapter Treasurer, working with the chapter officers and chairs, shall develop a budget for the program year at the beginning of the program year. The budget shall consist of intended program year expenditures and estimated income from planned chapter activities for their area of responsibility.
- C. The chapter treasurer shall prepare periodic reports, acceptable to the Chapter President and the Board, of the financial balance sheet and income/expense sheet for review by the Chapter President's Council and for presentation to the Board.
- D. Specific guidance on disbursement of chapter funds will be developed and reviewed at the beginning of each chapter year and address at a minimum the use of checks and debit cards by chapter officers.
- E. An independent audit shall be initiated by the chapter treasurer and approved by the chapter president at the end of each program year. The independent audit shall be performed by an individual outside of chapter leadership; that is, the individual cannot be an officer, committee chair or serve in any other official volunteer capacity. A formal audit report shall be submitted to the NCMA Headquarters within 90 days of the end of the program year.
- F. In the event of charter revocation or chapter dissolution in accordance with NCMA Policy 5-7, all residual chapter funds and tangible property acquired by the chapter shall be forwarded to the principal office of NCMA and the chapter shall cease the use and display of the NCMA/chapter logo immediately following revocation.

ARTICLE IX: BY-LAWS AND AMENDMENTS

- A. The chapter by-laws shall be revised when there are major changes to the NCMA by-laws or other sections of the NCMA policy that create an inconsistency between that document and these by-laws. Voting on changes to the chapter by-laws for these reasons requires a majority of votes by the Board of Directors, or every five years. Failure to revise the chapter by-laws shall not, however, render these by-laws invalid.
- B. Amendments to the chapter by-laws shall be proposed in writing to the Chairperson of the Board of Directors. The Chairperson shall present any proposed changes to the Board for review, discussion and vote.
- C. Approval of chapter by-laws and revisions to chapter by-laws shall be subject to an affirmative vote by two-thirds (2/3) of Board members either present at a scheduled Board meeting or in response to an email called for by the Chairperson of the Board. Prior to the vote, the Chairperson of the Board shall direct the Vice-President of Administration to post the proposed by-laws or revisions to the by-laws on the chapter website.
- D. A copy of records the chapter by-laws and amendments shall be kept with the Vice President of Administration.

ARTICLE X: CONTRACT MANAGEMENT CODE OF ETHICS ANNUAL OBLIGATION

The chapter strongly supports integrity and ethics in the contracting profession, both in the government and private industry sectors. All officers, chairs, and Board members accept their positions with the understanding that they have read and will honor the Contract Management Code of Ethics, and also that they will promote its tenets.

The chapter strongly supports integrity and ethics in the government contracting profession. Therefore, the chapter will start each program year off with a reminder to its members of the importance of complying with the Contract Management Code of Ethics, and NCMA Policy 5-11 Conflict of Interest (COI), by either identifying to members where they can be found on the NCMA website, or providing copies at the beginning of the program year.

At the beginning of the program year all chapter officers, directors, and committee chairs shall be provided a written copy of the Code of Ethics and Conflict of Interest policy. In accordance with the COI policy, Chapter officers, directors and committee chairs are required to sign and date the COI policy indicating they have read and understand the policy and agree to comply with it. These signed copies will be retained by the chapter secretary along with the chapter bylaws in accordance with NCMA's records retention policy.

ARTICLE XI: FINANCIAL MANAGEMENT PRACTICES

- A. The Vice-President, Treasurer, shall be responsible for maintaining procedures to be used by chapter members to receive reimbursement of funds expended on behalf of the chapter.
- B. The President and Vice-President, Treasurer shall be the only chapter officers with signature approval on all Chapter Financial Accounts. Changes to check signing authority for the Treasurer and President shall be changed as soon as practicable after elections of new Treasurer or President.