



## Operating Principles for Chapters

These operating principles set forth the basic requirements and agreements between WID and its chapters. Chapters may structure themselves to suit local conditions, as long as they follow the minimum requirements set forth therein.

Chapters shall update these when there is a change in Chapter President or when amendments are made.

### Operating Principles for the (Chapter Name) Chapter of Women In Defense, A National Security Organization

1. **NAME:** The name of the organization shall be the **Liberty Chapter** of Women In Defense, A National Security Organization (hereafter called WID).
2. **PURPOSE:** Chapters provide local geographic focus 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, military, and government with particular reference to national security and defense preparedness.
  - d. Pursuing an active program in support of WID membership recruitment and retention efforts.
3. **ESTABLISHMENT OF AUTHORITY**
  - a. **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 the National Defense Industrial Association (NDIA).
  - b. **Chapter Establishment.** In order to be a chapter, the entity must meet the requirements set forth in the WID Chapter Management Manual.
  - c. **Operating Principles.** The Chapter must agree to, and the President sign, these Operating Principles, when a new President takes office and/or when amendments are made. The signed document will be submitted to WID in accordance with these requirements. Effective April 15, 2018, this document shall replace all prior Chapter Bylaws.
4. **POLICY:** Actions, programs and public statements of the Chapter will conform to the policies and objectives in WID's Chapter Management Manual and other official expressions of WID policy. Nothing in these Operating Principles or elsewhere shall be construed so as to authorize any action that does not further the stated policies and objectives.



- a. **Use of Logo.** Use of the WID logo is authorized only by those members of the Chapter conducting official business of the Organization or Chapter and in accordance with the policies established by the WID.
- b. **Official Expressions.** Actions, programs and public statements of the Chapter must conform to the policies established by WID.
- c. **Membership List.** Contact information for members is to be used only for WID purposes and shall not be made available to any other organization for any purpose and is only to be shared with Chapter officers.
- d. **Antitrust Statement.** Women In Defense (WID) is committed to strict compliance with federal and state antitrust laws. Accordingly, the following guidelines apply to any meeting or other activity conducted under the auspices of WID. This statement should be included on conference agendas:

*The antitrust laws prohibit competitors from engaging in actions that could result in an unreasonable restraint of trade. Consequently, WID members must avoid discussing certain topics when they are together – both at formal association membership, board, committee, and other meetings and in informal contacts with other industry members: prices, fees, rates, profit margins, or other terms or conditions of sale (including allowances, credit terms, and warranties); allocation of markets or customers or division of territories; or refusals to deal with or boycotts of suppliers, customers or other third parties, or topics that may lead participants not to deal with a particular supplier, customer or third party.*

- e. **Copyright Policy.** WID does not permit or condone copyright infringing activities by its staff, or by its members or other volunteers when engaged in WID activities. The Chapter shall adopt and conform to WID's Copyright Policy.
- f. **Other Required Policies.** The Chapter shall adopt and conform to WID's **Suspected Misconduct** and **Records Retention** policies in the WID Chapter Management Manual.

## 5. MEMBERSHIP AND DUES

- a. **Membership.** Chapter membership is granted by the National Headquarters to persons in applicable membership categories of WID who are current members and whose address is in the geographical area assigned to the Chapter by WID. Individual members may be assigned to multiple chapters (primary and secondary). However, only membership in the primary chapter may be considered as it applies to voting on national matters.
- b. **Dues.** The annual WID membership fee paid by an individual includes Chapter membership.



## 6. STRUCTURE

- a. **Board of Directors.** Chapters shall establish a Board of Directors which shall manage the business and affairs of the Chapter. NDIA has fiduciary responsibility. The Chapter Board of Directors' fiduciary responsibility is to support WID with its loyalty and reasonable care of assets within its custody, and by execution of these Operating Principles, agrees to abide by the guidelines herein. The Board shall, during the last quarter of the fiscal year, establish the number of Directors for the following year. Chapters should avoid having more than one representative from a company on the Board; however, if more than one is appointed at any given time, it is the responsibility of the Chapter to ensure that no single company gets over represented and has the potential for influencing Chapter policy.
  - b. **Officers.** The Board of Directors shall designate Chapter officers. These should include President, Vice President, Secretary, Treasurer, with other officers as deemed necessary. The officers shall have such duties as generally pertain to their offices as well as duties conferred by the President. The President shall be responsible for chairing the Chapter Board meetings. The Secretary shall be responsible for recording the deliberations and actions taken by the Board in carrying out its duties. The Treasurer shall be responsible for finances and financial management practices of the Chapter. The offices of President, Vice-President, Secretary and Treasurer shall not be held by the same person.
  - c. **Committees.** Committees may be appointed to assist the Chapter in the performance of its duties.
  - d. **Meetings.** 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. **Removal.** 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.
7. **MEETINGS:** The Chapter shall have at least one meeting annually. Other meetings or polling of the members may be called at any time by the President or a majority of the Board of Directors, or by not less than one-third of the members. At any meeting or polling of the members, each member entitled to vote shall have one vote, in person or by proxy.

## 8. ELECTIONS

- a. **Nominating Committee.** At least three months prior to Board turnover, the Chapter President and/or Chairman of the Nominating Committee, with the approval of the Chapter Board, shall appoint a nominating committee of at least three members. The Nominating Committee shall present its slate at a Chapter meeting or electronically. The election of Officers and Directors may take place by mail or electronic vote unless otherwise specified by the Board of Directors and shall pass by a simple majority of the members that choose to participate in the voting.



- b. **Terms.** Directors will be elected for a set term of two years (October 1-September 30). 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. **Officers.** Officers will be elected for a period of two years (October 1-September 30). No one shall serve more than two consecutive terms as any one Officer position, unless approved by the Chapter Board of Directors. 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.
- d. **Board Diversity.** WID encourages inclusiveness and diversity on its Chapter Boards. Chapters should also use Board or Committee positions as opportunities to mentor future leaders.

## 9. FINANCES

- a. **Fiscal Year.** The fiscal year of the Chapter shall be the same as the fiscal year of WID (October 1-September 30).
- b. **Financial Records.** The financial records of the Chapter shall be kept in a manner generally deemed acceptable for such organizations and may be reviewed by an impartial Finance Committee or audited by independent audit firm, at least annually at the end of the fiscal year. The Finance Committee should consist of at least two persons appointed by the President from within the general membership and approved by the Board of Directors.
- c. **Financial Reports.** The Chapter will provide to NDIA Staff Accountant an annual review or the independent audit report and management letter. The Chapter Manual identifies financial reports that are to be submitted quarterly. If a Chapter chooses to obtain a Generally Accepted Accounting Principles (GAAP) audit performed by an independent audit firm by a certified public accountant and provides to NDIA Staff Accountant a copy of the audit report and management, it may petition WID to waive the interim quarterly and annual reporting requirements.
- d. **Other Reports.** 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 WID Executive Director or designee.
- e. **Signature Authority.** Signatories on all contracts, checks, notes, drafts and other orders for the payment of money must be authorized in writing by the Board of Directors. The Chapter President shall provide a list of authorized signers to the NDIA Staff Accountant whenever there is a change, but on at least an annual basis. The NDIA Chief Operating Officer shall be an official signer for all cash and investment accounts to allow access to review all account transactions.
- f. **Fiscal Responsibility.** The National Defense Industrial Association (NDIA) has ultimate fiscal responsibility for the Chapter. Accordingly, the Chapter shall not, without approval of WID,



enter into a contract or agreement that exceeds the Chapter's ability to meet expenses. A copy of all signed agreements shall be maintained by the Chapter Treasurer and presented upon request to WID.

- g. **Obligations.** Obligations incurred by the Chapter *in performance of its duties as a part of WID* 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. **Administrative Expenses:** The necessary routine administrative expenses of the chapter shall be met from the proceeds of chapter meetings and activities. Expenses for specific projects indirectly related to the business and policy aspects of government-industry interface will be paid for principally from the proceeds of events expressly advertised as fundraisers.
  - i. **Employees:** The Chapter shall not hire employees. If a chapter hires an individual or a company as a contractor to support the Chapter on a project basis, it must provide supporting documentation in accordance with the requirements in the Finance & Business Practices section of the Chapter Manual.
10. **COORDINATION OF EVENTS:** To facilitate de-confliction of speakers' schedules, the Chapter will inform WID 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. A significant speaker includes: Cabinet Members, Members of Congress, Joint Chiefs of Staff (JCS), and Combatant Commanders (COCOM).
11. **AMENDMENTS:** The Chapter President, in coordination with the Chapter Board of Directors, may propose to WID amendments to these Operating Principles. Amendments must be approved by the WID Executive Director.
12. **DISSOLUTION:** Dissolution of a Chapter occurs when there is an inability to maintain a Chapter Board and/or if the Chapter no longer hosts meetings or networking events to bring the local community together, for financial reasons or if they fail to meet Chapter responsibilities. Upon dissolution, the Chapter must notify WID of the decision to do so, and/or the Chapter shall be notified of a pending dissolution by WID in order that acceptable remedies may be pursued. Any funds or other assets remaining after payment of all obligations of the Chapter shall be distributed to NDIA National and kept in reserve for formation of new or reformation of Chapters. All monies and assets will be returned to NDIA within 30 days of decision to dissolve Chapter.
13. **EFFECTIVE DATE:** These Operating Principles and any amendments thereto are in effect when signed by the Chapter President acting with the approval of the Chapter Board of Directors, and WID Executive Director.



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Approved Jane Lowenstein  
Jane Lowenstein  
Chapter President

Date 7-27-18

Approved \_\_\_\_\_  
Rachel A. McCaffrey  
WID Executive Director

Date \_\_\_\_\_