

**NATIONAL CONTRACT MANAGEMENT ASSOCIATION
CHAPTER BY-LAWS (2023 Update)
Jacksonville, Florida**

Previous version approved by NCMA: May 13, 2021

Next revision date: July 31, 2024

ARTICLE I: NAME, ORIGIN AND PLACE OF BUSINESS

A. The name of this chapter is the Jacksonville Chapter. The Chapter permanent mailing address is 4769 Beacon Drive West, Jacksonville, FL 32225-4025. The Chapter number is 093 and the date of the Chapter charter is July 14, 1982.

B. These Chapter by-laws are consistent with the national association by-laws and national association policies (and all revisions thereto). In the case of inconsistency between the NCMA by-laws and the Chapter by-laws, the NCMA by-laws shall govern.

C. The Chapter fiscal year shall be the same as the national association; i.e., July 1 through June 30. The fiscal year and program year shall be the same dates.

ARTICLE II: CHAPTER OFFICERS

A. The elected officers of the Jacksonville Chapter shall be:

1. Chapter President,
2. Vice President for Education/Certification (VP-E/C),
3. Chapter Secretary/Records Manager,
4. Chapter Treasurer,
5. Membership Co-Chairs, and
6. Programs Co-Chairs

B. The Chapter President, with the concurrence of the Executive Council (EC), may appoint Directors-at-Large and standing or ad-hoc committee chairs as needed to best utilize the talents of the chapter members. The incoming President shall submit a list of appointees to the EC two weeks prior to the June EC meeting for approval. The EC shall accept (or reject) prospective appointees at the June EC meeting and the effective date of all appointments will be the beginning of the next Program Year (July 1). In the event the President determines during the Program Year that one or more additional Directors or ad-hoc committee chairs are necessary to conduct Chapter business, the President will submit such new appointments to the EC for its approval. The following are examples of positions needed to satisfy Chapter requirements:

1. Director-at-Large (Specific area),
2. Chapter Media Manager,
3. Nominations and Elections Chair (Ad Hoc),
4. Special Event Chair(s) (Ad Hoc), and
5. Annual Report Auditor

C. Elected officers and appointed EC members must be current members of NCMA and assigned to Jacksonville Chapter. Duties of Chapter officers and appointed EC members are as stated in NCMA's policy and procedure documents as further supplemented by the Jacksonville Chapter Policy and Procedures Manual.

D. The Immediate Past President; i.e., from the most recently completed Program Year, shall be an ex-officio member of the EC. In the event the previous year's President shall succeed himself/herself, the Immediate Past President position will not be used for the next Program Year.

E. The Chapter officers, the Immediate Past President (if used), Chapter Media Manager, and Directors-at-Large shall comprise the EC and shall each be allotted one vote on any action that requires EC approval. Incumbents of Ad Hoc positions shall serve as non-voting advisors to the EC for the duration of their intended purpose.

F. There are no minimum or maximum numbers of Directors-at-Large. Appointing too many Directors could prevent a reasonable opportunity for each to participate in Chapter governance and oversight. Conversely, too few Directors could impose unreasonable time requirements on other EC members to complete their volunteer responsibilities.

ARTICLE III: ELECTION OF CHAPTER OFFICERS

A. The Nominations and Elections Chair shall be responsible for soliciting qualified candidates from the chapter general membership to fill the slate of officer candidates. The Nominations and Elections Chair shall be a member with recent experience as a chapter leader in any NCMA chapter to ensure duties and responsibilities are satisfactorily explained to potential candidates. The Nomination and Elections Chair shall operate within the guidelines of the national association's policy on "Nominations and Elections Committee" and ensure that Chapter elections are completed by May 15 of each program year. The slate of nominees shall be presented to the EC for information only at the EC meeting immediately preceding the election.

B. Candidates for officer positions must be current NCMA members assigned to Jacksonville Chapter, proposed by the Nominations and Elections Chair, or nominated from the Chapter general membership, and elected by majority vote of Chapter members casting ballots. While there is no prescribed succession from one position to another, nominations for President should only consider members who have (or will have by the end of the current program year) successfully completed a term in another elected office or served as a Director-at-Large.

C. The Vice-President for Education and Certification (VP-E/C) should hold at least one NCMA professional certification (CFCM, CCCM, CPCM, or CCMA.).

D. Chapter elections may be held at a Chapter meeting or may be conducted by mail or by electronic ballot. Association members in good standing, whose dues are paid in full and are assigned to the Jacksonville Chapter as of the date of the election, are entitled to cast a ballot in Chapter elections.

E. If possible, newly elected officers should be installed at the last meeting of the program year but not later than the first meeting of the next program year to ensure proper authority to act on behalf of the Chapter and to plan actions for the next program year.

F. Chapter officers may be removed from office for cause in accordance with the NCMA by-laws.

G. In the event any EC member determines that he/she will be unable to perform the duties of the position to which they were elected or appointed for an extended period of time (three months or more), the member shall notify the President who will fill the vacancy as described in subparagraph H (below).

H. Vacancies in any EC position caused by resignation, removal, succession, or other reason shall be filled by the President with EC concurrence. Interim appointments are not subject to general membership elections as described above. The Chapter member appointed to fill such vacancy shall serve until completion of the term of the vacated position.

ARTICLE IV: TERM OF OFFICE/EXECUTIVE MEETINGS

A. The term of office for all EC members shall be one year and coincide with the NCMA program year; i.e., from July 1 of a calendar year through June 30 of the next calendar year. Officers may be nominated and elected to succeed themselves in the following program year but shall serve no more than two consecutive one-year terms in the same position.

B. The EC shall convene monthly to conduct Chapter business. Meetings may be face-to-face or use video conferencing (VTC). The Chapter President may call special EC meetings when matters of such urgency demand action prior to the next scheduled EC meeting. Special meetings shall be limited to the specific urgent issue and may be face-to-face, by VTC, or via electronic exchange (e-mail). The President shall ensure EC discussions and decisions are fully documented and included in the minutes of the next regular EC meeting.

C. EC members are responsible for reporting activities in their area of responsibility.

D. The Chapter President shall solicit EC input in advance of each meeting, incorporate activity reports into the agenda for each meeting, and ensure the agenda and reports are distributed prior to each EC meeting. Upon completion of each meeting, the President shall ensure that a timely and accurate record of all proceedings, discussions, and decisions are prepared.

ARTICLE V: CHAPTER MEETINGS

A. Because most Chapter members are subject to the federal fiscal year, Chapter activities shall generally be conducted during the months of October through June but additional activities may be conducted during July, August, and September at the option of the EC.

B. The date, time, and place of Chapter meetings shall be proposed by the Programs Co-Chairs for approval by the EC and will be conveyed to the membership via the Chapter newsletter and other appropriate communication methods.

ARTICLE VI: CHAPTER ASSETS

A. The National Contract Management Association is a 501(c)(6) non-profit 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. It is imperative that the Jacksonville Chapter and all EC members adhere to the fiduciary responsibility conferred on them in the operation of the Chapter and shall ensure Chapter assets are utilized in accordance with those guidelines.

B. Each EC member shall submit a budget to the Chapter Treasurer at the beginning of the program year but not later than the last workday of July in accordance with guidelines provided by the Treasurer. The budget shall include intended program year expenditures and estimated income (if any) from Chapter activities within their area of responsibility.

C. The Treasurer shall prepare an overall Chapter budget from inputs received and submit the program year budget to the EC for consideration, recommendation, and/or revision. The EC shall finalize the Chapter budget during the first quarter of the program year.

D. The Treasurer shall prepare and distribute to the EC a monthly report that includes a balance sheet, income/ expense sheet, and Year-To-Date update of the Master Budget for EC review and approval. The financial report shall identify all related sources of income or expense. To facilitate incorporation of monthly reports into the annual financial report, Treasurer's reports will use the same format as the annual report.

E. Specific guidance on Chapter fund disbursements will be developed and reviewed at the beginning of each program year and address at a minimum the use of checks, debit cards, and electronic methods such as RADIFI Federal Credit Union.Org and PayPal.Com by EC members. The EC will also approve individuals authorized to conduct any type of financial transaction for the Chapter.

F. The Treasurer shall prepare the Chapter annual financial report for inclusion into the Chapter annual report. A major portion of the financial report is the audit review. The Treasurer shall provide detailed financial records to the Annual Report Auditor for completion of the review as soon as practicable after the end of the program year.

G. The Chapter President shall appoint an Annual Report Auditor who is a Chapter member but did not perform a Chapter leadership role during the program year. That means the Annual Report Auditor cannot have served as an elected or appointed EC member during the program year under review.

H. The Annual Report Auditor shall review financial records provided by the Treasurer in accordance with NCMA guidance and procedures, conduct an independent audit and present the

report and any findings to the EC not later than the middle of July following completion of the program year under review. The EC shall review and approve the audit report in sufficient time for inclusion in the annual report by the NCMA deadline of July 31 of the next program year.

I. 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 VII: BY-LAWS AND AMENDMENTS

A. 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, 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 Chapter President who will coordinate with the EC to determine appropriate action required. Amendments may be “major” that require EC recommendation and general membership approval or “minor” that require only EC approval with notification to the general membership. In either case, a Summary of Changes will be prepared and accompany the proposed revision.

C. When the EC determines a change to the By-Laws requires Chapter membership approval, the Chapter Secretary / Records Manager shall publicize the changes to the general membership at least 30 calendar days prior to a formal vote by the membership. Publication methods include mailing (or e-mailing) the proposed changes to each member, posting in the Chapter newsletter, and/or posting on Chapter social media (NCMA HQ Website, Facebook, LinkedIn, Twitter). Notification shall include current by-laws and proposed changes and shall advise Chapter members of the scheduled vote at a regular Chapter meeting. Approval of Chapter by-laws and revisions to Chapter by-laws shall be by affirmative vote of a simple majority of members present at a scheduled Chapter meeting or by an affirmative vote of three-fourths (3/4) of the Chapter member ballots received during the specified voting period.

D. Upon resolution regarding “major” amendments adopted by the Chapter voting members, the NCMA Governance Committee, or the individual/body granted the authority, shall be requested to approve the by-laws, or the by-laws as amended, as specified in NCMA policy. Upon EC approval of “minor” amendments, the Chapter Secretary shall forward an information copy of the revised By-Laws (including Summary of Changes) to NCMA HQ Chapter Relations.

E. A copy of the Jacksonville Chapter by-laws and amendments thereto shall be posted to the Chapter web site and maintained as a permanent record by the Chapter Secretary / Records Manager.

F. This amendment to the Chapter By-Laws reviewed and approved by the NCMA Governance Committee in April 2019 is considered “minor” and does require EC approval but does not require general membership approval or NCMA Governance Committee review.

ARTICLE VIII: CONTRACT MANAGEMENT CODE OF ETHICS, REPORTING A CONCERN, AND INTERNAL CONTROLS

A. The Chapter supports integrity and ethics in the contract management profession set forth in Association Policy Manual (APM) 4-11 (Conflict of Interest). The Chapter will annually remind each member of the importance of complying with APM 4-11.

B. At the beginning of the program year, all EC members shall be provided a copy of APM 4-11 for signature and retention by the Secretary in the chapter archives.

C. The Chapter supports policy guidance set forth in APM 4-14 (Reporting a Concern). The Chapter will annually remind each member of the importance of complying with APM 4-11.

D. The Chapter Internal Control Checklist (CICC) is a tool for financial risk mitigation. Chapter leadership shall use the CICC to annually review financial operations across areas that NCMA has found present the greatest risk to the sound conduct of chapter finances. The CICC shall be completed annually during chapter leadership transition between program years but before the annual financial audit. It is documented in the Chapter Annual Report.

EXECUTIVE COUNCIL APPROVAL ON 10 April 2023

APPROVAL BY CHAPTER GENERAL MEMBERSHIP IS NOT REQUIRED.

COPY PROVIDED TO NCMA CHAPTER RELATIONS ON 7 May 2023.

**NATIONAL CONTRACT MANAGEMENT ASSOCIATION
CHAPTER BY-LAWS (2023 Revision)
SUMMARY OF CHANGES**

1. This amendment to the Chapter By-Laws approved by the NCMA Governance Committee on May 13, 2021 is considered “minor” within the scope and meaning of Article VII, Paragraph D and does not require approval by other than the Chapter Executive Council (EC).

2. The following changes are proposed for EC approval:

a. ARTICLE II, paragraph A revises the Membership Chair title to Membership Co-Chair and the Secretary title to Secretary / Records Manager.

b. ARTICLE III, paragraph A clarifies the suspense for completing electronic elections and reporting results to NCMA HQ by May 15.

c. ARTICLE IV, paragraph D, adds responsibility for maintaining records of EC activities to the President’s duties.

d. ARTICLE VI, paragraph D, changes “JAXFCU” to “RADIFI FCU.”

/Original Signed by/

WILLIAM H. SWAN, JR., CPCM (Ret), Fellow
Chapter Secretary / Reports Manager 2022-2023