

By Laws of the  
**SAN DIEGO CHAPTER**  
of the  
National Defense Industrial Association  
(NDIA)

1. **NAME:** The name of the organization shall be the “**SAN DIEGO CHAPTER**” (hereafter called the Chapter) of the National Defense Industrial Association (hereafter called the Association).
2. **PURPOSES:** The purposes of the Chapter as an arm of the Association which provides local geographic focus shall be to further the objectives and policies of the Association as set forth in its By Laws by:
  - a. Supporting current programs and activities of the Association.
  - b. Providing a means for liaison among local industry, local government agencies, and locally elected officials.
  - c. Encouraging and facilitating the exchange of information between industry and government with particular reference to national security and defense preparedness.
  - d. Pursuing an active program in support of Association membership recruitment and retention efforts.
  - e. Advising the Association on local issues, via regular interaction with the Association’s staff and formal input to the Association’s process for identifying defense issues.
3. **ESTABLISHMENT AUTHORITY:** The Chapter is an integral part of the Association. It derives its existence, authority, and fiscal tax status from the Articles of Incorporation and By Laws of the Association.
4. **POLICY:** Actions, programs, and public statements of the Chapter will conform with the policies and objectives in the Association’s By Laws and other official expressions of Association 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 National Headquarters to persons in applicable membership categories of the Association who are current members and whose address is in the geographical area assigned to the Chapter by the Association.
  - b. Individuals may be assigned membership in multiple chapters. However, only membership in one chapter may be considered as it applies to voting on national matters.
6. **MEMBERSHIP DUES:** The annual fee paid for Association membership by an individual or corporation includes Chapter membership.
7. **STRUCTURE:**
  - a. The business and affairs of the Chapter shall be managed by the Officers as approved by a Board of Directors. There shall be no fewer than seven (7) members of the Board of Directors including the Chairman of the Board. Except as provided by law or the Association’s Articles of Incorporation or By Laws or these Chapter By Laws, all the powers of the Chapter are vested in the Board of Directors.

b. The Board shall, during the last quarter of the calendar year, establish the number of Members of the Board for the following year. No company shall have more than three (3) representatives on the Board. Officers are members of the Board of Directors. The Immediate Past President shall be a member of the Board of Directors.

c. The Board of Directors shall meet at least quarterly and thereafter as deemed necessary by the President or a simple majority of the directors.

d. A quorum of the Board of Directors is constituted by a simple majority of the number of Board members.

e. The Board of Directors shall designate Chapter offices. These will include President, Executive Vice President, Secretary, Treasurer, and other offices deemed necessary.

f. The Chapter will have a Chairman of the Board to assist and advise the President and other officers in the direction and management of the Chapter. No one shall serve more than three (3) consecutive one-year terms as Chairman of the Board.

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.

i. The Chapter shall have a Membership, Goals and Objectives, Budget Finance and Audit and such other committees as the Board of Directors may determine, appointed by the President. . The Chapter President will designate the chair of each committee. As required, committees may establish subcommittees.

j. In case of any vacancy in the office of President, the Executive Vice President shall become President. A President acceding under the provisions of this paragraph may thereafter be elected to not more than two consecutive one-year terms. The President may nominate a replacement Executive Vice President to serve out the remaining term, for approval by the Board of Directors.

## 8. **MEETINGS:**

a. Meetings of the Chapter will be held on dates set by the President. At least one Chapter Meeting shall be held quarterly with elections being held during one such meeting.

b. Special meetings of the members may be called at any time by the President or the Board of Directors by a majority thereof, or by not less than one-third of the chapter members.

c. At any meeting of the members, each member present, and entitled to vote, shall have one vote. This section shall not modify or change any of the proceedings within paragraph 9(a).

d. Chapter Meetings should be attended by all officers, members of the Board of Directors and/or their direct representatives. These meetings shall be open to all members and invited guests. The cost for invited guests shall not be borne by the chapter. . With prior approval of the Chapter President, officially invited guests in the role of speakers, advisors, those making presentations, those being solicited for membership by the Board/Chapter and so forth may have costs of attendance paid by the Chapter treasury.

9. **ELECTIONS:**

a. At least three months prior to the designated Chapter Meeting for elections, the President, with the approval of the Board of Directors, shall appoint a nominating committee with an odd number of members and consisting of at least three members but no more than five members. The most recent Past President shall serve as the Chairman of the Nominating Committee, and other active Past Presidents shall be considered for service on the Nominating Committee. The Nominating Committee shall present its slate of proposed officers and directors at the designated Chapter Meeting for elections. Where possible there shall be a choice of two people for each position to be filled. Nominees shall be active Chapter members whose membership in the Association is derived from current corporate, government, or military membership in the Association and have either attended a minimum of six (6) chapter meetings in the election year or been highly participative in chapter support activities. . In addition to the nominating committee slate, nominations can be made from the floor at the Chapter Meeting for elections. A vote to elect shall be by secret ballot of the member companies present (companies with current Corporate Memberships in the Association) with each company present having one vote. The newly elected officers and the newly elected directors shall be installed on the first day of the new calendar year. This process shall be followed unless otherwise specified by a majority of the Board of Directors.

b. Members of the Board, other than officers, will be elected for a term of two years. Approximately one-half of the Members of the Board shall be elected each year. Director positions shall be filled with odd seats elected in odd years and even seats elected in even years. 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 year. No one shall serve more than two consecutive one-year terms in the same officer position.

d. In the absence of the President, duties of the office shall devolve in order upon the Executive Vice President, the Treasurer, and, the Secretary; in the absence of any Officer, the Board of Directors will determine a replacement.

e. When the current guidelines conflict with the policy of the Association, the policy of the National Association will prevail.

10. **FINANCES:**

a. The fiscal year of the Chapter shall be the same as the fiscal year of the Association.

b. All 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. All contracts binding to the chapter shall be signed by the President.

c. 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.

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

e. The Chapter will provide to the Association President the annual audit. The Chapter may request that the Association 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 the Association. A report for tax purposes will be rendered in a format and time as requested by the Association President.

f. 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.

g. 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 will be paid for principally from the proceeds of events expressly advertised as fundraisers.

h. 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 national headquarters 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.

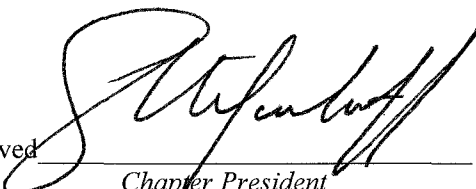
**12. AMENDMENTS:**


a. Amendments to the By Laws may be initiated by the 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, **50%** of the Board members must be present for voting with approval by simple majority.

b. Such amendments shall be submitted to the entire Chapter membership at a duly noticed Chapter Meeting and shall be considered for approval if a majority of votes cast by those present are in favor thereof.

c. At least one week's (7 days) advance notice by posting on the San Diego Chapter Home Page and by facsimile and/or email specifying the location, time, and agenda for a Chapter Meeting shall constitute due notice.

These By Laws and any amendments thereto are approved when signed by the Chapter President acting with the approval of the Board of Directors and the Association President acting in accordance with the advice and direction of the Association Executive Committee.

Approved   
Chapter President  
**Gerry Nifontoff**

Approved   
NDIA President  
**Lawrence P. Farrell**

Date 14 May, 2009

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