

NAVAL CIVILIAN MANAGERS ASSOCIATION BYLAWS

**(A nonprofit corporation, incorporated under
the laws of the State of New Jersey, August 15, 1979)**

ARTICLE I - OFFICES

1. The registered office of the corporation shall be the home address of one of the National Trustees or Local Chapter Member.
2. The corporation may have such other offices, either within or out of the County of Camden, State of New Jersey, as the National Board of Trustees; hereafter referred to as Board of Trustees, may determine or as the affairs of the corporation may require from time to time.

ARTICLE II - NAME & EMBLEM

1. The name of the corporation shall be the Naval Civilian Managers Association.
2. The emblem of the Association shall be a gold spread eagle on a blue shield, with two gold anchor flukes and the letters NCMA on the shield.

ARTICLE III - POLICY AND OBJECTIVES

1. It is the basic policy of the Association to contribute to the improvement of management in the Department of the Navy through the utilization of skills and knowledge from the members, achieve effective communication among the members, and foster their standing within the local communities through leadership of the members.
2. In accordance with the foregoing policy, the objectives of the Association are to:
 - a. Promote the efficiency of various establishments within the Department of the Navy.
 - b. Cooperate with all organizations concerned with advancement in the science of management.
 - c. Cultivate and implement cooperation between departments, divisions, sections, and units in the Department of the Navy.
 - d. Take an active interest in the welfare of subordinates and maintain an attitude of fairness and tolerance in all dealings.
 - e. Promote the exchange of information which will be helpful in the accomplishment of the objectives and the improvement of management effectiveness.

- f. Protect the legitimate interest of civilian managers.

ARTICLE IV - MEMBERSHIP

1. There shall be four classes of membership in the Association which are designated and defined as follows:

a. Active Members: Active membership shall be open to civilian personnel who have influence on the formulation and execution of management policy. Active members shall be members of a Local Chapter of the Association and shall be liable for National Association dues, for Chapter dues as established by the Local Chapters, and for any special assessments levied by the National Association or the Local Chapter. An active member need not necessarily be employed by the Installation where the Local Chapter is located.

b. Members-at-Large: Member-at-large membership shall be open to any individual meeting the requirements for active members but who, by location of employment, is remote from the location of a Local Chapter. A Member-at-large shall be liable for National Association dues payable in two equal installments: January 1 and July 1 of each year, payable to the National Office of the Association – or paid in advance, if so desired. Members-at-large shall not be liable for any Local Chapter dues or special assessments.

c. Emeritus Members: Any active member in good standing within a Local Chapter, or any Member-at-large, upon retiring from Civil Service, or otherwise honorably leaving the civilian employment by the Navy Department, shall become an Emeritus Member upon written request to the Local Chapter, or to the National Office, if a Member-at-large. An Emeritus member shall not be liable for any Local or National dues or special assessments.

d. Honorary Membership: Honorary memberships, either civilian or military personnel, for services, which are in accord with the objectives of this Association, may be granted by Local Chapters per local Bylaws or by the National Association upon approval by two-thirds of the Local Chapters. An Honorary member shall not be liable for Association or Local Chapter dues or assessments.

2. No person shall be excluded from membership because of discriminatory factors such as age, race, color, sex, religion or national origin.

3. Eligibility for Local or National Office: Active members shall be eligible for National Office or delegate status in accordance with other provisions of these Bylaws, or for Local Chapter office, in accordance with Local Chapter requirements. A Member-at-Large, an Emeritus member or an Honorary member shall not be eligible for National or Local Chapter office with the exception of the Secretary or Trustee-at-Large.

4. Any Active member or Member-at-Large who enters into active service in the Armed Forces of the United States shall retain membership, but will not be eligible for office and shall not be liable for any dues or assessments during periods of military service. Upon honorable discharge from the military service, the appropriate class of membership will automatically

reinstate.

5. Any member or any officer of a Local Chapter or Trustee of the National Association may be removed from the Association if found guilty of one or more of the following charges, to wit: disloyalty to the Government of the United States, to the best interests of the Naval Service, or to the objectives of the Association, or conduct unbecoming a member of the office. If the accused is an Officer of a Local Chapter or a Trustee of the National Association, the accused shall be deemed suspended from office immediately upon the filing of the charges and shall so remain until final determination of the case. Upon suspension of an Officer or Trustee, the President of the Local Chapter or National Association, as the case may be, shall appoint a substitute to act in the office pending final determination of the case. If the charges are sustained, the National Association or the Officers of the Local Chapter shall declare the office vacant and proceed to fill the vacancy for the unexpired term, in the same manner of filling a vacancy for a resignation or other cause.

6. A minimum of twenty-five percent of the membership of a Local Chapter is required to bring charges as outlined in Article 4 paragraph 5 against any member or officer of the Local Chapter. Charges shall be in writing and must address the conduct in question. Charges shall be read at the next meeting. The accused shall be furnished a copy of the charges and shall be permitted reasonable time to answer. After review of all evidence, the members of the Local Chapter shall consider the testimony and in secret ballot vote for or against removal. A two-thirds majority vote of all active members of the Local Chapter shall be required for removal.

7. Charges may be brought against any National Trustee upon approval of two-thirds of the Local Chapters, each Chapter granting such approval by simple majority vote. Such charges shall be referred to all Local Chapters. If the charges are sustained by two-thirds of all Local Chapters, each Chapter separately sustaining the charges by majority vote of its active members, the accused shall be removed.

ARTICLE V - ORGANIZATION

1. The Association shall consist of individual members as identified in Article IV. All members, regardless of class of membership, and all Local Chapters, shall be under the jurisdiction of the Board of Trustees.

2. The Certificate of Incorporation and Bylaws are binding on all National Association and Local Chapter members. Local Chapters may govern their activities in any manner consistent with the Certificate of Incorporation and these Bylaws.

3. Local Chapters may be formed at any United States Naval Installation upon application to the Board of Trustees, in writing, for a charter.

4. Local Chapters may be suspended at any time for non-payment of assessed dues or other appropriate causes, by the Board of Trustees; suspension shall require a majority vote of delegates at a National Conference Meeting.

5. Organizations interested in joining the NCMA may apply for “Associate Chapter” status. “Associate Chapters” must have two or more members. An organization can maintain “Associate Chapter” status for up to one year. At the end of the one year period, the chapter must apply for full chapter status with a minimum of 10 members. If unable to apply for full chapter status after one year, the organization shall lose its “Associate Chapter” status. No National dues will be assessed while in an “Associate Chapter” status.

ARTICLE VI - BOARD OF TRUSTEES

1. The affairs of the Corporation shall be managed by its Board of Trustees. This board shall consist of the current President, Vice President, Treasurer, Secretary, the immediate Past President, and a Trustee-at-large. The Chair of the Board of Trustees shall be the current President.
2. The number of Trustees shall be six. The Trustees shall take office promptly, but not later than two weeks following their election and shall hold office for two years, or until reelected and their successors have been duly elected and otherwise qualified. The Board of Trustees may elect and appoint such other Trustees, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such Trustees to have the authority and perform the duties prescribed, from time to time, by the Board of Trustees. Any two or more offices may be held by the same person, except the offices of President and Secretary. The President, Vice President, and Treasurer shall be elected by the delegates to the National Conference. No more than two members from any Local Chapter can serve on the National Board at any given time. The Trustee-at-large and Secretary will be appointed by the current President. In the event of a vacancy in the office of President, the Vice President shall serve until the next regular election.
3. A regular annual meeting of the Board of Trustees shall be held without other notice than this Bylaw. The Board of Trustees may provide, by resolution, the time and place either within or out of the State of New Jersey for the holding of additional meetings of the Board of Trustees.
4. Special Meeting of the Board of Trustees may be called by or at the request of the current President or any other two Trustees. The person or persons authorized to call Special Meetings of the board may establish the location of said meeting, either within or out of the State of New Jersey.
5. Notice of any Special Meeting of the Board of Trustees shall be given at least fourteen days in advance of the meeting date by telephone or e-mail. Any Trustee may waive notice of any meeting. The attendance of a Trustee at a meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law.
6. The President shall preside at all meetings of the members of the Board of Trustees. The

President may sign, with the Secretary or any other proper Trustee of the corporation authorized by the Board of Trustees, any deeds, mortgages, bonds, contracts, or other instruments that the Board of Trustees has authorized to be executed, except in cases where the signing and execution thereof, shall be expressly delegated by the Board of Trustees or by these Bylaws or by statute to some other Trustee or agent of the corporation; and, in general, shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Trustees, from time to time. The President shall be the principal executive Trustee of the corporation and shall in general, supervise and control all of the business and affairs of the corporation; shall preside at the National Conference, and shall authorize payment of all bills; shall be member ex-officio of all committees; and shall submit an annual report of activities at the National Conference. The President shall submit an annual budget at the National Conference. Obligations in excess of established National Association yearly income must have the prior approval of the conference delegates. The President shall appoint such standing committees or ad-hoc committees as the President considers necessary and proper for the best interests of the National Association. The duties and responsibilities of these standing committees shall be fully outlined by the President in relation to the specific project or problem assigned.

7. The Vice President shall be responsible for all projects assigned by the President. The Vice President shall be prepared to assume the office and duties of President whenever the President is unable to continue in office, in which case, the Vice President will maintain close liaison with the Secretary in matters pertaining to Association business and to the pending National Conference. In the absence of the President or in the event of his or her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers and be subject to all the restrictions of the President. The Vice President shall perform such other duties as, from time to time, may be assigned by the President.

8. The Treasurer shall be in charge of all financial correspondence, records, and finances in the Association. The Treasurer shall maintain adequate financial records. These records shall be audited annually by an auditing Committee appointed by the President. The Treasurer shall receive all monies of the Association and shall deposit same in a bank account in the name of the Association. The Treasurer shall sign all checks for the disbursement of funds. At the end of the term of office, and after the Auditing Committee receives the Treasurer's report, the Treasurer shall turn over promptly, but not later than 30 days after the event, all correspondence, records, finances, and monies to the duly selected successor.

9. The Secretary shall keep the minutes of the National Conference and any Board of Trustees' meetings in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records, keep a register of the address of each Trustee, which shall be furnished to the Secretary by such Trustee; and, in general, perform all duties incident to the office of Secretary and such other duties as may be assigned by the President.

10. The Trustee-at-Large shall assist the Board of Trustees in the execution of duties, as they deem necessary.

11. The Immediate Past-President shall provide guidance and consult the remaining current

Board of Trustees.

12. A majority of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the Board.

13. The act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees, unless the act of a greater number is required by law.

14. Any vacancy occurring in the Board of Trustees shall be filled by the affirmative vote of the majority of the remaining Trustees though less than a quorum of the Board of Trustees. A Trustee elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

15. Any trusteeship to be filled by reason of an increase in the number of Trustees shall be filled by election at the National Conference or at a Special Meeting of members called for that purpose.

16. Trustees as such shall not receive any stated salaries for their services, but by resolution of the Board of Trustees, any Trustee may be indemnified for expenses and costs, including attorney's fees, actually and necessarily incurred in connection with any claim asserted against him or her, by action in court or otherwise, by reason of being or having been such Trustee, except in relation to matters as to which he or she shall have been guilty of negligence or misconduct in respect of the matter in which indemnity is sought.

17. Members of the Board of Trustees shall be reimbursed by the corporation for travel in support of corporate business. Expenses eligible for reimbursement shall include, but not be limited to, such items as airfare (or other public conveyance such as train or bus), baggage fees, lodging, personal vehicle mileage, rental car, parking, taxi, per diem and other such expenses as may be necessary for the efficient conduct of NCMA business. Reimbursement shall be for actual expenses incurred to a maximum of the government rate in effect at the time of travel except that per diem shall be paid at a rate of two thirds the Government rate for the location visited. Per diem shall be paid equally for each and every day of travel.

ARTICLE VII - TRANSACTION OF BUSINESS

1. The Board of Trustees may authorize any Trustee or Trustees, agent or agents of the corporation, in addition to the Trustees so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation; authority may be general or confined to specific instances.
2. The corporation shall make no purchase of real property, nor sell, mortgage, lease away, or otherwise dispose of its real property, unless authorized by a vote of two-thirds of the Board of Trustees. Unless otherwise restricted in these Bylaws, no vote or consent of the members shall be required to make effective such action by the Board. If the real property is subject to a trust, the conveyance away shall be free of trust and the trust shall be impinged upon the proceeds of such conveyance.
3. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by such Trustee or Trustees, agent or agents of the corporation and in such manner as shall, from time to time, be determined by resolution of the Board of Trustees. In the absence of such determination by the Board of Trustees, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the corporation.
4. All funds of the corporation shall be deposited, from time to time, to the credit of the corporation in such banks, trusts companies, or other depositories as the Board of Trustees may select.
5. Whenever the lawful activities of the corporation involve, among other things, the charging of fees or price for its services or products, it shall have the right to receive such income and, in so doing, may make an incidental operation of the lawful activities of the corporation, and in no case shall be divided or distributed in any manner whatsoever among the members, or Trustees of the corporation.
6. The Board of Trustees may accept, on behalf of the corporation, any contribution, gift, bequest, or devise for the general purposes, or for any special purpose, of the corporation.

ARTICLE VIII - CERTIFICATES OF MEMBERSHIP

1. The Board of Trustees may provide for the issuance of certificate, evidencing membership in the corporation, which shall be in such form as may be determined by the Board. Such certificates shall be signed by two members of the Board of Trustees. The name and address of each member and the date of issuance of the certificate may be issued therefore on such terms and conditions as the Board of Trustees may determine.
2. When a person has been elected to membership and has paid any initiation fees and dues that may then be required, a certificate of membership may be issued in his or her name. The Secretary shall deliver the certificate to him or her, or the Board of Trustees shall have provided for the issuance of certificates of membership under the provisions of paragraph 1 of this Article.

ARTICLE IX- MEETINGS OF BOARD OF TRUSTEES AND MEMBER DELEGATES

1. Meetings of the Board of Trustees shall be held immediately prior to each National Conference to review all necessary material for the National Conference.
2. Actions by the Board of Trustees shall be approved by a majority vote of the Board of Trustees except as otherwise set forth in these Bylaws.
3. A National Conference shall be held annually between April 1 and June 30 of each year, consisting of delegates representing each Local Chapter as set forth herein. A special or emergency National Conference may be convened by a vote of two-thirds of all Local Chapters.
4. The National President shall arrange for all details of the National Conference, including meeting place, housing arrangements, and other necessary details.
5. Anticipated expenses connected with the business aspects of the National Conference shall be included in the National budget.
6. Expenses of the delegates shall be borne by their respective Local Chapters, except that the National Association shall pay \$300.00 to each West Coast Chapter which sends delegates (no more than \$600.00 total per West Coast Chapter) to the National Conference.
7. Each Local Chapter shall be entitled to two votes and a maximum of two accredited delegates. The Local Chapter may be represented by proxy, providing that the proxy is granted to an accredited delegate in writing.
8. A quorum shall exist at a National Conference when a majority of the authorized delegates are present or represented by proxy.
9. Every member of the corporation shall have access to the sessions of a conference but voting shall be restricted as set forth hereinabove.
10. No executive or secret session shall be held from which the members of the corporation shall be excluded.
11. Dues are delinquent on 1 March and 1 September and voting rights are removed until dues are paid.
12. Conference registration fees, for up to two delegates per chapter in good standing, will be paid for by the National.
13. Provide funding of up to \$1,000.00 per chapter towards new chapter development. These funds are executed and supervised by the Board of Trustees.

ARTICLE X - NOMINATIONS FOR BOARD OF TRUSTEES

Local Chapters may nominate candidates for Board of Trustee positions. The Secretary shall forward a list of all nominations to all Local Chapters. Notwithstanding these provisions, any member in good standing, whose candidacy has not been previously announced, may be nominated from the floor of the conference.

ARTICLE XI - NATIONAL CONFERENCE ORDER OF BUSINESS

1. The business of the National Conference shall be as follows:
 - a. Registration of delegates
 - b. Opening of the meeting – roll call of delegates
 - c. Reading of the minutes of previous conference.
 - d. Appointment of committees, as required.
 - e. Report of Trustees.
 - f. Special presentations.
 - g. Reports of committees.
 - h. Chapter reports.
 - i. Unfinished business.
 - j. New business.
 - k. Nomination and election of Trustees.
 - l. Adjournment.
2. In the absence of a rule in these Bylaws, the conference shall be governed by Robert's Rules of Order, Revised Edition.

ARTICLE XII - CONTINUED MEMBERS ELIGIBILITY

Any member of the Naval Civilian Managers Association, as of the date of the adoption of these Bylaws, shall continue as a member notwithstanding any change in organization of the United States Naval Installation by which such member is employed.

ARTICLE XIII – DUES AND ASSESSMENTS

1. Local Chapter dues shall be determined by the Local Chapter.
2. Semi-annually, on January 1 and July 1, each Local Chapter shall remit to the National Treasurer the sum of \$12.50 for each member for National membership dues
3. Special assessments may be levied by the National Association, but only after approval of the assessment by a two-thirds vote of all Local Chapters.

ARTICLE XIV - BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the National Conference, Board of Trustees, and committees having any of the authority of the Board of Trustees and shall keep at the registered or principal office, a record giving the names and addresses of the Trustees entitled to vote. All books and records of the corporation may be inspected by any member, agent or attorney for any proper purpose at any reasonable time.

ARTICLE XV - FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of June and end on the last day of May in each year.

ARTICLE XVI - SEAL

The Board of Trustees may provide a corporate seal, which shall have inscribed thereon the name of the Corporation, the year of its organization, and the words “Corporate Seal, New Jersey”.

ARTICLE XVII - WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the New Jersey Corporations and Association Not for Profit Act or under the provisions of the certificate of incorporation or the Bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated herein, shall be deemed equivalent to the giving of such notice.

ARTICLE XVIII - AMENDMENTS

The Bylaws of this Corporation may be amended, repealed, or added to, or new Bylaws may be adopted by the majority vote of the Board of Trustees and delegates at any National Conference or upon the approval by two-thirds of all Local Chapters at other than a National Conference.

Secretary

AMENDMENTS

Article VI, Sections 1 and 2; Article VII, Section 1; and Article XI, Section 6 amended by resolution at National Conference, May 1980.

Article II; Article IV, Section 5; Article VI, Section 2; Article VII, Section 3; Article VIII; Article XI, Section 6; and Article XIV were amended by resolution at National Conference, May 1986.

Article IV, Section 1.a. was amended by resolution at National Conference, May 1987.

Article XI, Section 3 was amended by resolution at National Conference, May 1988.

Article XI, Sections 6 & 7 were amended by resolution at National Conference, May 1989.

Article XV, Section 2 was amended by resolution at National Conference, May 1990.

Article XI, Section 3 was amended by resolution at National Conference, May 1991.

Article VI, Section 1; Article XI, Section 4; and gender reference was changed to gender-neutral terms; as amended by resolution at National Conference, May 1993.

1. Deleted paragraph 4 in its entirety (re: bonding of Nat'l Treasurer).
2. Moved sentence I of paragraph 8 (The National President shall...corporation) and moved it to 1st sentence of paragraph 5.
3. Took paragraph 8, beginning with The President shall preside...time to time) and moved it to Article VI, paragraph 6 and renumbered existing paragraphs 6-10 to be 7-11.
4. Renumbered paragraph 9 as 6, 6 as 7, and 7 as 8.

As amended by resolution at National Conference, May 1994.

AMENDMENTS

Article XI- Section 6;

Changed reimbursement from \$600.00 to \$300.00 for each West coast Chapter, and deleted any reimbursement for East Coast Chapters as amended at the National Conference, May 95.

Article XI — Section 12;

Added section 12 as approved by resolution 97-3 from the 1997 conference authorized conference registration fees for up to two delegates per chapter in good standing to be paid for by the National.

Article XI — Section 13;

Provide funding of up to \$1000.00 per chapter towards new chapter development. These funds are executed and supervised by the Board of Directors. As amended at the National Conference, May 2001.

Article XI— Section 14;
Rebates of \$100.00 per each delegate sent to the National Conference for a maximum of 3 delegates per chapter after the National Conference, as amended at the National Conference, May 2001.

AMENDMENTS

Article IV Section 2; was amended at National Conference May 2010 to include age as a nondiscriminatory factor.

Article VI Section 3; was amended at National Conference May 2010 to remove requirement to hold the Board of Trustees meeting in the same location as the National Conference.

Article VI Section 9; was amended at National Conference May 2010 to delete reference to Corporate Seal.

Article VI Section 11; was added at National Conference May 2010 to describe duties of Immediate Past President and subsequent sections renumbered.

Article VI Section 17 was added at National Conference May 2010.

Article IX Section 3 was amended at National Conference May 2010 to delete requirement to hold National Conference in the Washington, D.C. area.

Article XI Section h was added at National Conference May 2010 to include Chapter Reports as part of the order of business of the National Conference and subsequent sections renumbered.