



## BY-LAWS

### I. NAME

A. The organization will be known as the *Dayton Area Defense Contractors Association* (*DaytonDefense* or "the Association").

### II. OBJECTIVES

A. To assist in promoting and maintaining professional relations between the Defense Industry represented via the *DaytonDefense* members and the Government agencies.

B. To provide a mechanism for the interchange of information between the members of the Association and agencies supporting the National Security of the United States.

C. To promote a professional relationship and understanding among the individuals of the Association.

D. To promote economic development activity among local Defense contractors and community residents in the Greater Dayton area.

E. To promote the development of an educated, qualified Defense Sector workforce in the Dayton Region.

F. To be the "voice" of the Defense Sector represented by those conducting business with the resident commands at Wright Patterson AFB and other defense sector interests throughout the Dayton region.

### III. POLICY

A. The Association will express only objective points of view. It is a non-profit, non-discriminatory, and politically non-partisan organization.

B. The Association will not advocate or represent special interest groups, nor promote a particular company's products or services.

### IV. FINANCIAL REPORTING YEAR

A. The financial reporting year of the association will be consistent with its federal tax filing requirements which are based on a calendar year.

## V. BOARD OF DIRECTORS

A. Governance. The Governance of DaytonDefense shall be accomplished by the Board of Directors or "Board". The Board shall consist of Officers, Directors, and Ex- Officio Board Members as defined below. Officers and Directors shall be deemed voting members of the Board and Ex-Officio Board Members are non-voting. A quorum shall be five (5) voting members present and voting, one of whom must be the President or Vice President. A majority vote will be required on all matters; the President shall break any tie votes and dead locks. The President or Vice President may suspend a vote on any matter he or she considers of such import that it requires the full Board's attention, and may present the matter for a vote in lieu of a meeting by transmitting it to the remaining members for a vote via electronic or telephonic means.

B. Structure. The Board shall consist of nine (9) total Officers and Directors plus a non-voting Executive Director as follows:

(1) Officers:

- President
- Vice President
- Secretary (Appointed)
- Treasurer (Appointed)
- Legal Advisor (Appointed)

(2) Directors (Elected):

- Director of Communications
- Director of Membership
- Director of Events
- Director of Strategic Programs

(3) Executive Director (Appointed)

C. Elections, Appointments and Terms in Office.

- (1) Among the Officers of the Association, the President and Vice President shall each be elected by the Association's voting membership per the procedures outlined in Section VIII.C and serve one, one-year term. Nominees for President must have served at least one term as an officer or director of the Association AND be a current employee in good standing of a defense contracting company (per accepted FAR definitions for a defense contractor). Nominees for Vice President must be a current employee in good standing of a defense contracting company. Nominees not meeting these criteria must receive majority approval by the board. The President and Vice President may each be reelected to serve up to a

total of three, one-year terms but must be nominated and stand for election each year.

- (2) Among the Officers of the Association the Secretary, Treasurer, and Legal Advisor shall be appointed and approved by majority approval of the elected board members (President breaks ties). There are no term limits for these appointed officer positions, but they must be reaffirmed in their positions each year at the February board meeting by majority approval of the elected board members (President breaks ties). The Treasurer should be a Certified Public Accountant or come with other recognized financial management expertise. The Legal Advisor should be a practicing attorney in good standing on the Ohio Bar Association.
- (3) Among the Directors of the Association, the Director of Membership, Director of Communications, Director of Events, and Director of Strategic Programs, shall each be elected by the Association's voting membership per the procedures outlined in Section VIII.C and serve one, one-year term, but may be re-elected by the Association's voting members for up to a total of 3 terms in any one position.
- (4) The Executive Director of the Association shall be appointed and approved by majority approval of the board. The President, in consultation with the officers and directors, will draft and approve a contract for the executive director position that specifies responsibilities and compensation for the executive director position. This contract will generally be written with a 3 year term and be mutually severable by the Association or Executive Director with 30 days written notice. The President will provide specific direction and task prioritization to the Executive Director.
- (5) The Association expects that some officers and directors will choose to support the Board for many years at a time. The board structure, term length, and term limits are designed to maximize volunteer participation and opportunity, while guarding against the association becoming dominated by a few individuals. We also hope to balance rotation of officers and directors with the assurance of continuity. So, an individual may hold any single office up to a total of 3 terms but may hold multiple board positions over the years. So, a perfectly acceptable succession of offices and terms example: 2 terms, Director of Strategic Programs, 1 term as Vice President, 3 terms as President, followed by 3 terms as Director of Communications would be acceptable since offices were held for 3 terms or less.
- (6) Any officer, director, or ex-officio board member may be removed from office by majority approval of the board. Reasons for removal include but are not limited to: lack of performance, conflict of interest, actions or behavior that reflect poorly on the Association or that violate its goals and mission. The removed member will be replaced per the Vacated Positions procedures outlined in V.D.

- D. Vacated Positions. The President shall nominate replacement Officers and Directors to complete terms of office of those that vacate or are removed from their positions. A majority approval of the board is required to confirm replacements to the board. If there is little time remaining in the term, if a replacement cannot be found, or for other reasons approved by a majority of the board, the Vice President may assume the duties of the vacated office for the remainder of the term. If the President vacates their position, the Vice President shall immediately assume their responsibilities and authority for the rest of that term. The Secretary shall form a committee to nominate a replacement Vice President to fill out the remainder of that board's term. The replacement Vice President must receive majority approval of the board. The replacement President and replacement Vice President must stand for election at the next soonest scheduled Association member election.
- E. Board Duties. Note that a highly collaborative board is desired, with individual directors and officers routinely working together as a team to achieve Association goals. See appendix 1 for a depiction of the Board.

(1) President: Provides vision and sets goals and objectives for the organization. The President is the principal representative and spokesperson for the organization. The President chairs Association meetings and Board of Directors meetings. The President approves programs and arrangements for membership meetings and activities. The president also approves expenditures of organization funds. When needed, the President breaks ties in board voting.

(2) Vice President: Performs the function of the President in his/her absence, oversees major programs and events, and performs other duties as assigned by the President. Serves as primary back-up for directors temporarily unable to fulfill their responsibilities.

(3) Secretary: Records and maintains the minutes of the Board meetings and of the Association business conducted at membership meetings. Reviews and maintains the Association's Contract files, By-Laws, filings, and records. Oversees the annual election process and chairs the Board nomination committee.

(4) Treasurer: Custodian of the DaytonDefense funds. The Treasurer is responsible for paying bills after approval by the Board of Directors. Submits the prior yearend Treasurer's Report in February and as requested by the President. The Treasurer prepares an annual budget for the following year at the December board meeting and maintains the budget throughout the year, providing a financial status briefing each month and as required.

(5) Legal Advisor: Advises the President and Board on the legal implications of Association actions and decisions and on legal matters. Ensures that the Association is appropriately insured, reviewing and recommending

appropriate insurance types and levels. Reviews all association by-laws and governance for legal compliance. Assists the Board in retaining legal counsel should the need arise.

(6) Director of Communications: Promotes and maintains communications, written and electronic between the Board and DaytonDefense members and between DaytonDefense, government agencies, and Dayton community organizations. The Director of Communications is responsible for the administration of the DaytonDefense web site and administration of other written and oral dissemination of news and information including DaytonDefense events announcements. The Director will ensure that the Association is ably represented on social media and other new media outlets as they become available. The Director of Communications will oversee the IT administration of the Association's web sites, databases, social media sites, and other digital presences. The Director will chair a Communications Committee that will assist in the execution of these functions. The Director will develop (or update) a Communications Committee roles and responsibilities document that outlines the needs and opportunities for committee members that year. This document will be posted to the DaytonDefense web site no later than the Feb board meeting.

(7) Director of Membership: Leads programs related to member and sponsor services. Leads outreach and recruitment activities for new members and sponsors. Administers, in collaboration with the Director of Communications, the member and sponsor directory database; produces membership and sponsor reports for the President and Board as needed. Regularly polls members for their opinions and represents member viewpoints to the Board. Chairs a Membership Committee that will assist in the execution of these functions. At a minimum, the Membership Committee will include the following roles: Small Business Outreach, Large Business Outreach, Community Member Outreach, and Member and Sponsor Administration. The Director will develop (or update) a Membership Committee roles and responsibilities document that outlines the needs and opportunities for committee members that year. This document will be posted to the DaytonDefense web site no later than the Feb board meeting.

(8) Director of Strategic Programs: Provides leadership to the organization for strategic programs and initiatives as directed by the President. In this capacity, chairs the Strategic Programs Committee. This is the forward-looking, "research arm" of the Association which is responsible for determining where the Association should be headed in the future. This function will serve as an incubator for new events and new types of interactions with members. This function will also lead outreach activities to other groups and associations and forge new collaborations. Workforce

development and educational programs will also be managed by Strategic Programs. The Strategic Programs Committee will be chaired by the Director and will have a variable membership depending upon the strategic programs of interest at the time, although workforce development and partnerships are expected to be standing committee members. The Director will develop (or update) a Strategic Programs Committee roles and responsibilities document that outlines the needs and opportunities for committee members that year. This document will be posted to the DaytonDefense web site no later than the Feb board meeting.

(9) Director of Events: Provides oversight for all events organized and hosted by the Association. Ensures all events are conducted in accordance with Board direction and in keeping with the high standards of DaytonDefense. Ensures proper financial oversight to all events and facilitates collaboration with the Government, communities, and other associations as needed to execute events. Recruits and manages a volunteer database for events, particularly registration, security, and set-up functions. Chairs the Events Committee that will be comprised of specific event leads and leads for other types of events. All major, "Dialogue" level events will have a single lead, designated and overseen by the Director of Events and approved by the board. Therefore the events committee will typically be comprised of the Wright Dialogue with Industry lead, the Cyber Dialogue with Industry lead, the Community Showcase Lead, Luncheons Lead, Mini-Events Lead, and Socials Lead. The Director will develop (or update) an Events Committee roles and responsibilities document that outlines the needs and opportunities for committee members that year. This document will be posted to the DaytonDefense web site no later than the Feb board meeting.

F. Ex-Officio Members. Ex-Officio members of the Board of Directors are appointed by the voting members of the Board. Eligibility, nomination, role, and attendance requirements for Ex-Officio members are as follows:

(1) Eligibility: Eligibility for election as an Ex-Officio Board Member is limited to those individuals who:

- Have previously served as an elected member of the Board of Directors who are no longer serving, and desire to serve, or
- A member of the Government including former, retired, or active civilian or military of a senior rank or stature, or
- A member of a trade or community service organization serving the Defense Industry or Dayton region's economic development interests, who is of a senior stature within the organization.
- A single senior representative or officer of an affiliate organization member.

(2) Nomination: Any voting Board member may nominate an individual meeting the above criteria. To be elected nominees must receive a majority vote of the full Board. The Ex-Officio Board member term of office shall be determined by the Board; however, it is expected that the individual shall be willing to serve at least one term of one year. At the beginning of each new term, the voting Board shall ratify or terminate the terms of the Ex-Officio Board Members within 30 days of the beginning of the new term. Ratification shall be majority approval of the Board. The President shall nominate a Chair for the Ex-Officio members and majority approval of the Board shall ratify the Chair appointment.

(3) Role: The role of Ex-Officio Board members shall be defined by the voting Board so long as the roles are consistent with one or more of the following:

- Furthering the mission of DaytonDefense,
- Promoting DaytonDefense to others,
- Acting as Ambassadors for DaytonDefense to other organizations,
- Providing an outside but interested party perspective to the voting Board.

(4) Attendance Requirements: Ex-Officio Board Members shall attend regular Ex- Officio Board Meetings and will advise the Chair if unable to attend. Ex-Officio Board members should expect to attend at least quarterly meetings.

## VI. MEMBERSHIP

A. Organizations. Membership is open to those organizations associated with or that support the US defense sector, or who possess an economic interest in the resident commands at Wright-Patterson AFB and other defense sector interests throughout the state of Ohio.

B. Individuals. Membership is also open to individuals, who meet the above requirements, and who are not employed by or affiliated with a company that is an Association member.

C. Voting Members. Voting members shall be limited to those who are engaged in the defense Industry, are consultants, employees of one company, or authorized representatives of more than one company with active defense business interests in the Ohio, including individuals or organizations that provide supporting services to the defense sector.

D. Emeritus Members. Emeritus member status shall be limited to former voting members who retire from active employment or who are no longer actively employed in the defense sector. Emeritus members may attend events

and participate in Association functions as a member but will not be vote nor be eligible to hold office. Emeritus members shall be charged the Individual member rate, although this charge may be waived by majority board approval.

E. Affiliate Organization Members. Affiliate Organization Members are non-voting, non-dues paying, not-for-profit organizations that provide direct value added benefits to Members through support of DaytonDefense events, activities and initiatives. These organizations include, but are not limited to: The Air Force Association, The Dayton Area Chamber of Commerce, The Dayton Development Coalition, EMTEC and the Southwest Central Ohio Procurement Technical Assistance Center. The Board shall have the power to add or remove any Affiliate Organization Member at its discretion and without cause by simple majority vote at any regularly scheduled Board Meeting.

F. Cost. The cost of membership is currently established as follows:

- (1) Large Organizations: \$500
  - Employees of an organization that employs 500 or more persons
- (2) Medium Organizations: \$250
  - Employees of an organization that employs between 50 and 500 persons
- (3) Small Organizations: \$150
  - Employees of an organization that employs between 1 and 50 persons.
- (4) Individuals: \$100

Necessary modifications to the cost of membership shall be recommended and approved by Board majority vote.

G. Membership Term. Membership will be for one 12-month period rolling from date registration is processed. If membership dues are paid by check, payment must be received within 30 days or the membership will be terminated.

## VII. FISCAL POLICY

A. Annual Budget. The Treasurer shall prepare an annual budget within 30 days prior to the beginning of each calendar year. The Treasurer shall provide financial reports to the Board during the last month of each quarter. The report must include financial activity during the current quarter as compared to budgeted income and expenditures. Upon the completion of the calendar year, a comprehensive report will be prepared and briefed to the membership in February.

B. Independent Review. An independent financial review of the books

will be required (performed by an outside CPA) not later than 30 days after the commencement of each new calendar year.

C. Surplus Funds. All funds generated in excess of those required to support budgeted activities, programs, association administration expenses, meetings, and social function expenses are deemed surplus. All surplus funds will remain in the general operating fund, which may be carried over to subsequent calendar years, until ultimately distributed, by donation or direct expenditure, to further the interests and charter of DaytonDefense. All such expenditures and donations of surplus funds must be approved by a simple majority of the DaytonDefense Board members and recorded in the minutes.

D. Dues. All dues are non-refundable. New membership payments and renewals of annual memberships are valid for 12 months from the date the membership is validated.

## VIII. MISCELLANEOUS

A. Maintaining By-Laws. The Secretary shall be responsible for maintaining current By-Laws and providing recommendations for changes to the Board or as requested by the President.

B. Revisions to By-Laws. A revision to the By-Laws may be proposed by any one of the membership. The revision shall be reviewed by the Board of Directors, presented with recommendation to the general membership, and if approved by a majority of the voting members, incorporated into the By-Laws within 30 days of the voting outcome.

C. Election Process. A Nominating Committee shall be formed each year at or before the September meeting. It will be chaired by the Secretary and 3 other volunteers, drawn preferentially from ExOfficio board members, current board members, and sponsors. At least 1 committee member must be from a small business. The Nominating Committee shall be responsible for nominating at least one willing candidate for each of the six elected positions open for election each year (President, Vice President, 4 Directors). The nominating Committee shall establish and apply selection criteria for each office commensurate with the duties described in section E above. The Committee shall meet in a timely manner as needed in order to announce the 6 nominees for at the November board meeting. As part of the nomination process, each candidate must provide a written statement to the Board stating their willingness to serve. The nominating committee will provide candidate information to the Director of Communications for distribution to the voting members before election. When there are multiple candidates for a position, the Nominating committee will arrange a social event in October so that members can meet and ask questions of the candidates. After nominations are closed, members will cast secret ballots via electronic ballots developed by the Secretary and Director of

Communications. Newly-elected officers will assume their positions on 1 January following their election.

D. By-Laws Board Approval. The By-Laws are approved and accepted by and on behalf of the Board of Directors this Oct 26<sup>th</sup>, 2017.

E. By-Laws Membership Approval. The By-Laws are approved and accepted by and on behalf of the Membership by majority vote during the annual elections.

A handwritten signature in black ink, appearing to read "David A. Burke", is centered on the page. The signature is written in a cursive style with a light blue rectangular background behind it.

David A. Burke, President

## Appendix 1: Dayton Defense Board Officers and Directors

- Elected
- Appointed

