

NATIONAL DEFENSE

TRANSPORTATION ASSOCIATION



SCOTT - ST. LOUIS
CHAPTER # 82 BYLAWS

MODIFIED
May 2017

ARTICLE I

NAME

GENERAL. The members of this chapter, mindful of the vital importance of our transportation system in peacetime and its significance to the defense of the Free World, its indispensability in the economic development and security of our country, and its impact on energy needs and environmental concerns, associate themselves for active duty in this patriotic, educational, scientific and nonprofit transportation organization, the name of which shall be the Scott- St. Louis Chapter, hereafter known as Chapter 82, of the National Defense Transportation Association, hereafter known as the Association.

ARTICLE II

CHAPTER REGULATIONS/POLICY

1. **GENERAL.** This Chapter shall be governed by National Association policy; the provisions of these Bylaws; and direction, supervision, and control given by Chapter 82 Board of Directors (hereafter known as the Chapter 82 Board).
2. **ESTABLISHMENT.** Policies of Chapter 82 will be established by the Chapter 82 Board.
3. **CHAPTER NATURE.** This Chapter is non-commercial, non-profit, and politically non-partisan. Neither its name nor its influence may be used directly or indirectly in the interest of any political activity. No part of the net earnings of the Chapter 82 shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Chapter 82 shall be authorized and empowered to pay reasonable compensation or services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the Chapter 82 shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and Chapter 82 shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, Chapter 82 shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Chapter.
4. **REVIEW.** The bylaws shall be updated every two years or when there is a change in purpose, function or membership eligibility of the organization, whichever comes first.
5. **CHAPTER DISSOLUTION.** Upon a two-thirds (2/3) vote of the current membership, Chapter 82 may apply to the Association for permission to dissolve. Upon dissolution of Chapter 82, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III

PURPOSES OF CHAPTER

1. **GENERAL.** Chapter 82 is organized exclusively for educational and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

To further the educational activities of Chapter 82, we intend to do the following:

- a. Foster interaction between industry and government.
- b. Promote education of members and the community on the importance of transportation.
- c. Promote increased personal knowledge and interaction between Chapter 82 members.
- d. Uphold the purposes and intent of the National standards in accordance with the Bylaws of the National Association.

ARTICLE IV

MEMBERSHIP

1. **GENERAL.** Individual membership will be in accordance with the standards of eligibility as prescribed by the Bylaws of the Association.
2. **REVOCATION.** Only the Chapter 82 Board of Directors may revoke individual membership in the Association. Members of the Chapter 82 Board will make recommendations for termination of membership of any member of Chapter 82.

ARTICLE V

OFFICERS AND MANAGEMENT

1. **GENERAL.** The management of Chapter 82 shall be the Chapter 82 Board and the officers elected from the membership.

a. **Membership Requirement.** All members of the Chapter 82 Board and chapter officers, elected, appointed, or designated must be members in good standing of the NDTA.

b. **Removal for cause.** Any member of the Chapter 82 Board or Chapter officer may be removed from office for cause at the direction of a simple majority of the Chapter 82 Board.

2. ELECTION OF OFFICERS/TERMS OF OFFICE

a. **Nominations.** Nominations to the Nominating Committee from the membership will be accepted during the month of January. The Nominating Committee will submit a slate of proposed officers to the Chapter 82 Board for validation at the March Chapter 82 Board meeting. The Chapter 82 President will present a ballot to the membership during the month of April for voting by mail or on-site balloting.

b. **Election cycle.** To provide continuity of the board, the elected positions of Chairman of the Board/President, Vice President of the Chapter for Industry Affairs and the Treasurer shall occur in odd years. The elected positions of Vice President of the Chapter for Military Affairs, Secretary of Chapter and the Member at Large Board Member shall occur in even years.

c. **Winners of Elections.** Winners will be determined by a simple majority of the voting membership. The newly elected personnel will be introduced at the regular April meeting and take office in June.

d. **Term of officers.** The normal term of office for all officers will be two years, from June through May.

e. **Term of Advisor.** The normal term of office for an Advisor to the Chapter 82 Board shall be two years, beginning in June.

f. **Elected Positions.** The elected positions shall be the following:

- (1) Chairman of the Board/President of Chapter 82
- (2) Vice President of the Chapter for Military Affairs
- (3) Vice President of the Chapter for Industry Affairs
- (4) Secretary of the Chapter
- (5) Treasurer of the Chapter
- (6) Member at Large Board Member

g. **Appointed Positions.** The Chapter 82 President shall recommend appointments as Senior Advisor or Committee Chair to be approved by a majority vote of the Chapter 82 Board.

h. **Committee Chairs.** Chairmen of Standing and Temporary committees will be appointed unless otherwise defined in these Bylaws. The current standing committees are as follows:

- (1) Programs Committee
- (2) Membership Committee
- (3) Publicity Committee
- (4) Education Committee
- (5) Chapter Outreach Committee
- (6) Young Leaders Committee
- (7) Awards Committee
- (8) NT Week/Forum Committee

3. THE BOARD OF DIRECTORS/CHAPTER OFFICERS. The Immediate Past President of Chapter 82 is automatically offered a position on the Chapter 82 Board. Other Chapter 82 Board members shall consist of the following elected and appointed positions:

- (1) Chairman of the Board/President of Chapter 82
- (2) Vice President of the Chapter for Military Affairs
- (3) Vice President of the Chapter for Industry Affairs
- (4) Secretary of the Chapter
- (5) Treasurer of the Chapter
- (6) Member at Large Board Member
- (7) Programs Committee Chair
- (8) Membership Committee Chair
- (9) Publicity Committee Chair
- (10) Education Committee Chair
- (11) Chapter Outreach Committee Chair
- (12) Young Leaders Committee Chair
- (13) Chapter Senior Advisor
- (14) NT Week/Forum Committee Chair

4. CHAIRMAN OF THE BOARD/PRESIDENT OF THE CHAPTER. The chairman of the Chapter 82 Board and President of Chapter 82 shall be the Chief Executive and Operating Officer and shall perform his or her duties under the direction of the Chapter 82 Board. Except where any of the following duties have been assigned by the Chapter 82 Board to other officers appointed by the Board, the Chairman of the Board/President of Chapter 82 shall perform, direct and be responsible for the following duties:

- a. Preside at all meetings of the Chapter 82 Board and monthly membership meetings utilizing the sample agenda at Attachment 1.
- b. Call meetings of the Chapter 82 Board and approve the schedule of monthly meetings.
- c. Establish Standing and Temporary Committees with the approval of the Chapter 82 Board.
- d. Recommend individuals to chair committees, subject to approval of the Chapter 82 Board.
- e. Manage the affairs of Chapter 82.
- f. Ensure custody and responsibility for all property and funds of Chapter 82.
- g. Submit to the Chapter 82 Board an annual financial budget and provide for an audit of the books of Chapter 82 at least once a year.
- h. Other duties as the Chapter 82 Board may prescribe.

5. VICE PRESIDENTS OF THE CHAPTER.

a. *The Vice President for Industry Affairs, will be responsible for the following duties:*

(1) Lead the Chapter 82 Corporate Sponsor program. Recruit industry liaisons from major corporate sponsors and civilian organizations and meet with them periodically to garner ideas for improving Chapter 82 and increasing commercial involvement in Chapter 82.

(2) Serve as the Chairman/President in the absence or transfer of the President or acting President pending an election [see Section 13, b].

(3) Perform such other duties and functions as the Chairman/President and/or the Chapter 82 Board may assign.

b. *The Vice President for Military Affairs, is responsible for the following duties:*

(1) Lead the Chapter 82 Military Liaison program. Recruit military liaisons from major military units and organizations and meet with them periodically to garner ideas for improving Chapter 82 and increasing Chapter 82 involvement in the Defense Transportation System or the corresponding Distribution Processes.

(2) Perform such other duties and functions as the Chairman/President and/or the Chapter 82 Board may assign.

(3) Serve as Chairman/President in the absence of the President and the Vice President of Industry Affairs.

6. SECRETARY OF THE CHAPTER. The Secretary, under the direction of the Chairman/President, shall:

a. Keep the minutes of all meetings of the Chapter 82 Board and monthly meetings when they are held or membership voting is required.

b. Maintain a complete record of correspondence and files of Chapter 82.

c. Perform such other duties as are assigned by the Chairman/President and/or the Chapter 82 Board.

7. **TREASURER OF THE CHAPTER.** The Treasurer, under the direction of the Chairman of the Board/President of Chapter 82, shall:

a. Maintain a complete record of all monies and securities received by Chapter 82.

b. Maintain a complete record of all bank accounts and records of accounts receivable and payable.

c. Maintain all necessary books or records relating to financial transactions.

d. Prepare all required monthly and special reports and inventories of a financial nature.

e. Prepare an Annual Report, ending 31 May, for presentation to the new officers in June of each year.

f. Perform such other duties as are assigned by the Chairman of the Board/President of Chapter 82.

g. Establish and maintain the post office box address for Chapter 82 and arrange for frequent collection and distribution of the mail.

8. **IMMEDIATE PAST PRESIDENT.** The Chapter 82 Immediate Past President shall serve as an advisor on the Chapter 82 Board and be a member of the Nominating Committee.

9. **MEMBER AT LARGE.** This member of the Chapter 82 Board will represent the interests of the membership at large reporting issues and items of interest arising from the general membership. The member at large will also be a member of the Nominating Committee. This member will perform such other duties as are assigned by the Chairman of the Board/President of Chapter 82.

10. **SENIOR ADVISOR.** The President will nominate and the Chapter 82 Board will approve the appointment of a senior advisor to the board who will advise the Chapter in matters of national NDTA interest, organization, community affairs, and other matters.

11. **CHAIR OF STANDING OR TEMPORARY COMMITTEE.** The person chairing a standing committee will perform all the normal functions of a committee chair in the conduct of committee business. Members will be appointed to each committee in coordination with the Chairman of the Board/President of Chapter 82.

12. **OFFICER VACANCIES.**

a. Any vacancies occurring on the Chapter 82 Board or in any elected position, *other than the Chairman/President or Treasurer of Chapter 82*, shall be filled for the remainder of the term by appointment made by the Chairman/President and approved by a simple majority of the Chapter 82 Board.

b. Vacancy of the President/Chairman. In the event the President/Chairman is no longer able to perform his duties more than 5 months prior to a scheduled election, the Vice President of the Chapter for Industry Affairs will become the acting President until a new President can be elected. The acting President, with the approval of the Chapter 82 Board, will appoint a nominating committee to identify a slate of candidates for President. The acting President will announce the slate of nominees at the monthly chapter membership meeting. **Election of the new President will be by mail and on-site balloting during the following monthly membership meeting. The new President will assume his/her duties when the winner is announced after the vote count is complete and he/she is sworn in.** His/her term of office will be to complete the remaining term of office. In the event the President/Chairman is no longer able to perform his duties and only 5 months or less remain on the term of office no election will take place, and the Vice President of the Chapter for Industry Affairs will act as President through the end of the term of office.

c. Vacancy of the Treasurer of the Chapter. In the event the Treasurer of the Chapter is no longer able to perform his or her duties, the President will appoint a nomination committee to put together a slate of candidates for Treasurer. The President will announce the slate of nominees at the monthly chapter membership meeting. **Election of the new Treasurer will be by mail and on-site balloting during the following monthly membership meeting. The new Treasurer will assume his/her duties when the winner is announced after the vote count is complete and he/she is sworn in.** His/her term of office will be to complete the remaining term of office. In the event only 3 months remain on the term of office, the President with the approval of the Chapter 82 Board will nominate an interim Treasurer. An audit will be scheduled at the discretion of the President prior to the books being handed over to the new Treasurer.

ARTICLE

VI

MEETINGS

1. **THE BOARD OF DIRECTORS.** The Chapter 82 Board shall normally hold monthly meetings, but will hold not less than quarterly meetings and will hold such other meetings as may be called by the Chairman of the Board/President of Chapter 82. Five (5) members of the Board, one of whom is the President or one of the Vice Presidents acting for the President, who are physically present shall constitute a quorum for the transaction of business. Individual members who are unable to attend a Chapter 82 Board meeting are encouraged to use a proxy properly filed with the secretary before the meeting. A majority vote of the members of the Chapter 82 Board present at the meeting shall constitute approval of the item of business being transacted. On rare occasions, the President may find that a decision of the Chapter 82 Board is needed when an actual meeting cannot be called. In those rare circumstances, the President may conduct a virtual meeting of the Chapter 82 Board by providing all members of the Chapter 82 Board with a summary of the issue and request the voting members of the Chapter 82 Board cast their votes by electronic mail along with any comments that are appropriate. A majority vote of the total membership of the Board, if by electronic mail ballot, shall constitute approval of the business being transacted unless otherwise provided by the Laws under which Chapter 82 is chartered. In the event of a tie vote, the presiding Board Chairman's vote will count as two (2).

In the event that an electronic ballot is conducted, the President will provide the secretary with printed copies of all related electronic mail documents to validate the vote of the Chapter 82 Board.

2. **CHAPTER MEETINGS.** The regular Chapter meetings should be held monthly, but no less than 10 times a year. At least six of the scheduled meetings should address education of the members and community on transportation matters. The remaining meetings can be social gatherings or other meetings as desired by the membership. A copy of the minutes of each meeting of the Chapter 82 Board will be available for the general membership on the Chapter 82 Web page via the BOD Archives. A sample agenda is attached to these Bylaws

ARTICLE VII

COMMITTEE

S

1. **GENERAL.** The Chairman of the Board/President of the Chapter, upon approval of a majority of the Chapter 82 Board, shall appoint committee Chairs as may be necessary and may vest in Committees and their chairs such powers and duties as are appropriate.

2. **STANDING COMMITTEES.** The Chapter 82 Standing Committees have the following responsibilities:

a. **Programs Committee.** This committee shall be responsible for developing an annual schedule of programs for the designated chapter meetings. This includes but is not limited to securing speakers, arranging for and setting up the meeting facility, preparing and distributing meeting notices, and accepting payment for meals.

b. **Membership Committee.** This committee shall be responsible for establishing a member recruiting program. The committee will also remind members to renew their membership on time, promote the life membership program, and develop incentives for increasing Chapter membership, in consonance with National membership drives. If the program includes prizes, the Chapter 82 Board must approve the prizes.

c. **Publicity Committee.** This committee is responsible for Chapter 82 annual publicity program that includes news releases depicting chapter activities to the Defense Transportation Journal and other professional and local publications. The Committee is also responsible for developing guidelines for articles for the newsletter or the Chapter 82 Website. It is also responsible for maintaining the Chapter 82 Web Page and links to other Internet pages. The committee will bring recommendations for changes to the Internet support contract to the Board for approval.

d. **Education Committee.** This committee will focus on education programs that will benefit chapter members (in coordination with the Program Committee) and promote higher / continuing education for members and others. The Committee should plan to present a proposed annual education program to the Chapter 82 Board at the September meeting. At a minimum, the program plan will identify the scholarships to be awarded, their dollar amounts, and the qualifications and criteria for their award. The plan will also outline the publicity approach for soliciting applications and announcing the awards (in coordination with the Publicity Committee). Upon approval by the Chapter 82 Board, the committee is responsible for executing the plan. Scholarship selections should be presented for approval of the Chapter 82 Board at the April meeting. If practical, a Chapter officer should make the public announcements at school award programs.

e. Chapter Outreach Committee. This Committee will develop a program to educate the local community and the members about the Association and to coordinate service programs conducted by the Chapter. The Committee is expected to establish a subcommittee on Emergency Preparedness to assist local communities in developing transportation related emergency response plans. The Committee will propose an annual outreach program to the Board at the September Chapter 82 Board meeting. This Committee will also assist the A-35 Board member in developing any mentoring or career development projects adopted by Chapter 82.

f. Young Leaders Committee. This Committee, will develop a mentoring and outreach program and will conduct mentoring and outreach sponsored events that align with chapters and national objectives.

g. Awards Committee. This Committee is responsible for fostering the recognition of both NDTA members who have gone above and beyond, and our Chapter for perpetuating the NDTA spirit. The Chairman of the Awards Committee has the responsibility for the following:

(1) At the November Chapter 82 Board meeting, the Committee will provide a written package which explains the national awards program and highlights the awards which Chapter 82 should pursue.

(2) The Awards Committee will work with the other chapter committees and officers to ensure appropriate data is collected to assemble awards packages.

(3) At the February Chapter 82 Board meeting, the Committee will present a list of nominees for Awards. After Chapter 82 Board approval, the Committee will prepare the documentation required for the nominations and submit for approval at the March Chapter 82 Board meeting.

(4) The Awards Committee will also develop and maintain a local awards program to recognize outstanding leaders and performers within our chapter.

h. NT Week/Forum Committee. This Committee is responsible for the planning and executing of Transportation Week activities that highlight National, State and Local, NDTA International and Chapter 82's transportation interests. This Committee is also responsible for our Chapter's participation and support for National Level NDTA Forums.

3. TEMPORARY COMMITTEES. Temporary Committees are established as required by the President with Chapter 82 Board approval. The Nominating Committee is a temporary committee formed each year. This committee will consist of the Immediate Past President, the Member at Large, and not more than 2 members as appointed by the President.

(1) The Committee will prepare and submit to the Chapter 82 Board a list of nominees for Chapter 82 elected officers NLT the March meeting of the Chapter 82 Board. The Chapter 82 Board will approve a list of nominees.

(2) The Committee will prepare an election ballot for the President to present to the membership.

(3) The Committee will coordinate and execute all administrative aspects of the election, including counting the ballots and providing the results to the President for presentation to the membership.

ARTICLE VIII

AUDITS

1. **GENERAL.** The Chairman of the Board/President of Chapter 82 shall ensure the financial records of this Chapter are audited at least once a year, normally during the month of May and prior to the new officers taking office. The report of this audit will be submitted to the Chapter 82 Board for approval and copies will be filed by the Secretary and the incoming Treasurer.
2. **PRIVATE ORGANIZATIONS.** Private organizations that have gross revenues of less than \$100,000, but more than \$5,000, normally are not required to conduct an independent audit or financial review. However, such private organizations must provide an annual financial statement to FSS/FSR no later than 20 days following the end of the organizations fiscal year.

ARTICLE IX

PUBLICATIONS

GENERAL. This Chapter may publish such journals, bulletins, pamphlets, newsletters, or papers in such form and for such distribution as may be considered appropriate with the approval of the President.

ARTICLE X

AMENDMENTS

GENERAL. These Bylaws may be amended only after the proposed Amendment or Amendments shall have been first submitted to the Chapter 82 Board and considered and acted upon, favorably or unfavorably, by the Directors.

a. **Proposals.** Amendments may be proposed in writing to the Chapter 82 Secretary by any Chapter member in good standing.

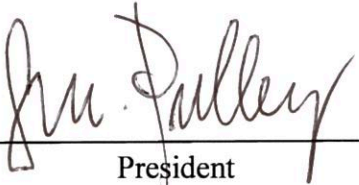
b. **Publishing Proposals.** The Chapter 82 Secretary will publish the proposed amendment(s) to the Bylaws as soon as possible, preferably at least 30 days prior to the next scheduled Chapter meeting. Notice of proposed Amendments to the Bylaws of Chapter 82 shall consist of a copy thereof being mailed to each member of the Chapter 82 Board, at least ten (10) days before the meeting where such proposed Amendments will be voted on. Notice to the membership in general may be made in the periodic newsletter or via the Web page.

c. **Final Approval.** Before becoming effective, proposed Amendments must be approved by a simple majority of the members present at a regular or special meeting.

ARTICLE XI

ADOPTION


GENERAL. By our signatures below, we hereby adopt these bylaws on behalf of the membership of the Association:




President



Vice President for Military Affairs



Vice President for Industry Affairs



Secretary



Treasurer



Member At Large

ATTACHMENT ONE

SAMPLE AGENDA

The Order of Business for regular membership meetings shall normally be as follows:

- (1) Call to order
- (2) Pledge of Allegiance to the Flag
- (3) Introduction of Guests & New Members
- (4) Invocation (When there is a meal)
- (5) Meal
- (6) Reports of officers
- (7) Reports of committees (standing and special)
- (8) Unfinished business
- (9) New business
 - Corporate Sponsor of the Month
- (10) Introduction of Guest Speaker and/or Elections (if applicable)
- (11) Adjournment

In the interest of good order, the Chapter 82 President may alter or suspend the order of business at any meeting