

## Bylaws

### ARTICLE I - NAME AND ADDRESS OF ORGANIZATION

#### Section 1. Name

The organization shall be known as the DOD Mid-Atlantic Regional Council for Small Business Education and Advocacy, hereafter referred to as the Council.

#### Section 2. Address

The address of the Council headquarters shall be the same as the agency/contracting activity of the Council Chairperson.

#### Section 3. Area of Operation

The area of operation shall be the states of Pennsylvania, New Jersey, Delaware, Maryland, District of Columbia, Virginia, and West Virginia as directed by the Director, Office of Small Business Programs, Office of the Secretary of Defense (OSD).

### ARTICLE II - OBJECTIVES

Section 1. The objectives of the Council are pursuant to the spirit and intent of the Small Business Act of 1958 (Public Law 85-536) and all amendments thereto and are to:

- A. Promote the National Small Business Programs of the United States.
- B. Develop closer relationships and better communication among Governmental entities and the small business community.
- C. Promote the exchange of ideas, methods, experiences, and general information among individuals involved in the small business programs to include state, county, municipal governments, non-profit organizations, and other area councils.
- D. Develop ideas, methods, and procedures pursuant to congressional mandates and current policies, regulations, and directives, to assure small businesses program areas share equitably in Federal prime contracts and subcontracts.
- E. Review and analyze current directives, regulations, and guidance regarding small business program matters to assure common understanding.
- F. Attempt to have members move toward standard operating procedures insofar as practicable within the existing guidelines, rules, and regulations.

### ARTICLE III - MEMBERSHIP

Section 1. Active voting membership is limited to employees of the Federal Government interested in promoting the small business program.

Section 2. Associate, non-voting membership may be extended to personnel of non-profit organizations for the interests of small business, such as Small Business Development Centers, Procurement Technical Assistance Centers, and Electronic Commerce Resource Centers, and to personnel acting as Small Business Liaison Officers with area prime contractors.

Section 3. Members and associate members shall be entitled to receive notices of meeting, minutes of general council meetings, and copies of any publications or reports which may be distributed.

### ARTICLE IV - OFFICERS AND EXECUTIVE BOARD

Section 1. The officers of the Council shall consist of a Chairperson, Vice-Chairperson, Secretary, and Treasurer, to be elected by a majority vote for two-year term of office. Elected officers will take office beginning January 1st of one year and their term of office will expire on December 31st of the following year.

Section 2. Either the Chairperson or the Vice-Chairperson shall be an employee of the Department of Defense.

Section 3. The Chairperson or Vice-Chairperson shall not be eligible for additional consecutive terms.

Section 4. The Vice-Chairperson shall fill any vacancy occurring in the office of Chairperson.

Section 5. A vacancy in the offices of Vice-Chairperson, Secretary or Treasurer shall be filled by appointment by the Chairperson. The appointee shall serve pending the next election.

Section 6. Members of an Executive Board shall be comprised of one representative from each state and one member from each standing committee and shall serve for three-year terms.

Section 7. The outgoing Chairperson will automatically become a member of the Executive Board and shall serve for a one-year term.

Section 8. Vacancies in the Executive Board shall be filled by appointments by the Chairperson with the approval of the Executive Board, pending the next election. The Chairperson may elect not to fill Executive Board vacancies if he/she so chooses.

Section 9. The nominating committee for the offices of Chairperson, Vice-Chairperson, Secretary, Treasurer, and the membership of the Executive Board will consist of the Chairperson, Vice-Chairperson, and the Executive Board. Nominations for a slate of officers and Executive Board members will be prepared by these officers prior to the completion of their terms of office. The slate of nominations shall be presented to the general membership and nominations may be made from the floor at that time. Elections shall be conducted in writing by the voting membership prior to the last meeting of the term of office.

Section 10. Only active voting members as described in Section 1, Article III are eligible to hold office or be members of the Executive Board, vote in elections of officers or on amendments to the by-laws or any other matter coming before the whole membership.

#### ARTICLE V - DUTIES OF OFFICERS

Section 1. The Chairperson shall perform the following duties:

- A. Preside at all Council and Executive Board meetings.
- B. Call all meetings as required by these by-laws and such other meetings as deemed necessary at his/her discretion.
- C. Maintain liaison duties with the OSDBU, OSD to ensure they are kept current of the Council's activities.
- D. Submit an annual written report to the Director, OSDBU, OSD concerning the major accomplishments of the Council, i.e. training programs, new membership, etc. Goals and objectives of the Council for the next year should be incorporated into the report.

- E. Appoint Council members to chair Standing Committees and establish ad hoc committees as required. Committee chairpersons will appoint additional committee members as needed.
- F. Appoint interim Executive Board members, as necessary to fill vacancies for unexpired terms.
- G. Propose the agenda for Council and Executive Board meetings.
- H. Prepare, sign, and handle all official correspondence for the Council, subject to approval by the Executive Board as provided by these by-laws.
- I. Maintain an official correspondence file.
- J. Maintain the official copy of these by-laws and deliver it to the succeeding Chairperson

Section 2. The Vice-Chairperson will perform the following duties:

- A.
- B. In the absence of the Chairperson, perform all duties of that office.
- C. Serve in a management capacity over all Standing Committees.
- D. Perform liaison duties with other Small Business Area Councils, which have no separate committee function for such purpose.
- E. Perform other duties as directed by the Chairperson or the Executive Board.

Section 3. The Secretary will perform the following duties:

- A. Take minutes of each meeting of the Council, present them to the Chairperson for approval, and distribute them to the membership within 30 days following each meeting.
- B. Send correspondence to the membership as directed by the Chairperson.
- C. Work with the Membership Committee to keep the Council Membership Directory updated.

Section 4. The Treasurer will perform the following duties:

- A. Conduct all financial affairs, including fee collections, maintenance of the Council checking account, and payment of Council bills.
- B. Obtain an audit of the treasury by an independent party during the first quarter of each calendar year.
- C. Work with the Planning Committee to ensure accurate accounting of personnel in attendance at Council meetings.
- D. Assist the Secretary as needed.

Section 5. The Executive Board will perform the following duties:

- A. Govern the general affairs of the Council and establish policies and procedures, render decisions, and resolve Council problems.
- B. Approve the dates and locations for each Council meeting as recommended by the Chairperson.
- C. Approve members appointed by the Council Chairperson from the membership to head each standing committee as may be required to carry out the Council's objectives. This committee shall serve for indefinite periods as deemed necessary by the Executive Board. Standing committee representations shall report to the Executive Board via the Vice-Chairperson.
- D. Associate non-voting members, as defined in Article III, Section 2, may be members of the standing committee, but not Executive Board members.

- E. Approve all correspondence on matters of policy from the Council to (1) the Department of Defense, Federal, State, County and Municipal activities and other non-profit organizations on matters of policy; and (2) the media for news releases concerning Council matters.

Section 6. The Executive Board shall be subject to direction only by a majority vote of Board members present at a regularly scheduled meeting.

#### ARTICE VI - OPERATING FUNDS

Section 1. The use of dues for membership and the amount shall be determined by the Executive Board and/or as directed by the Director, OSDBU, and OSD.

Section 2. A registration fee may be collected at each meeting as determined by the Planning Committee and approved by the Executive Board.

Section 3. Funds collected are authorized to be maintained in a non-interest-bearing checking account in a financial institution as approved by the Executive Board. The four elected Council officers shall each have signature authority to discharge the Council's financial obligations.

#### ARTICE VII - MEETINGS

Section 1. The Council will meet at least three times per year, but not more than twelve times per year.

Section 2. Council meetings will be conducted at designated sites.

Section 3. Open meetings with other DOD Regional Councils shall require approval of the Director, Office of Small Business Programs, Office of the Secretary of Defense.

Section 4. The Officers and Executive Board will meet at least three times per year, but not more than twelve times per year.

#### ARTICLE VIII - MEMBERSHIP DIRECTORY

The Membership Directory shall be prepared and maintained jointly by the Secretary and the Membership Committee and distributed to the membership at least annually.

#### ARTICLE IX - AMENDMENTS TO THE BY-LAWS

Section 1. Any active or associate member of the organization in good standing may propose amendments to and repeal of the by-laws.

Section 2. Proposed amendments will be submitted in writing to the Executive Board. A majority vote in favor of the proposal by the Executive Board is required prior to submission to the Council.

Section 3. After passage by the executive Board, any proposed amendment will be submitted in writing to the general membership at least two weeks prior to the regular meeting at which it will be presented. A two-thirds majority vote of the members present will be required to enact amendments to the by-laws.

#### ARTICLE X - ADOPTION OF BY-LAWS

The signatures affixed below evidence adoption of these by-laws, following submission to the Council membership and passage by a two-thirds majority of the members voting.