



## **NAOC Policy 2016-001 – Duties, Responsibilities and Procedures for NAOC Board of Directors and Standing Committee Chair Persons**

### **1.0 PURPOSE**

The purpose of this document is to provide the National Association of Ordnance Contractors (NAOC) an outline of the duties, responsibilities, and procedures for elected NAOC Officers, Board of Directors (BOD), and Standing Committee Chairpersons.

### **2.0 MAINTENANCE**

The NAOC President, Vice President, and Secretary, is responsible for the maintenance of this document. Approval authority rests with the NAOC BOD. By no means is this a static document and is intended to be revised as circumstances change in the industry or by the association.

### **3.0 OFFICERS ROLES AND RESPONSIBILITIES**

The roles and responsibilities for the NAOC Officers are described in the following sections.

#### **3.1 President**

The President shall preside at all NAOC meetings. As the President, he or she shall enforce the NAOC Articles of Association and bylaws, as well as execute the collective will of the Association and its members. The President shall also review and concur with meeting minutes prior to distribution. In general, the President is responsible for the overall management of the Association and to provide the necessary leadership to accomplish the strategic objectives of the Association.

#### **3.2 Vice President**

The Vice President shall assist the President in the enforcement of the Association laws and the execution of the collective will of the Association and its members. During the temporary absence of the President, the Vice President shall exercise all the powers and discharge all the duties of the President until the President shall return and be able to assume his or her duties again.

In addition to the duties described above, the Vice President is responsible for internal and external communications to include social media (as determined by the BOD), website maintenance, and monitoring and updates to the NAOC Strategic Objectives to be presented to the membership and BOD during the annual membership meeting.

### 3.3 Secretary

The Secretary shall conduct all business normally associated with his or her duties as Secretary, including keeping the minutes of this Association, the record of its membership and bylaws, and shall be responsible for the safekeeping of these records. The Secretary shall review Association minutes for accuracy and sign same. The Secretary shall distribute copies of the minutes of each meeting of the BOD to each member, within 30 days after the meeting has been adjourned, at the last email address of record. Additionally, the Secretary will be responsible for the election procedures, will maintain and update (as changes and revisions occur by the BOD) the Bi-Laws and Articles of Association.

### 3.4 Treasurer

The Treasurer shall maintain all funds of this Association and all pertinent records associated therewith; and conduct all business normally associated with NAOC duties as Treasurer. The Treasurer shall be responsible for developing and maintaining an annual budget; collecting dues; filing of annual taxes; and as required in accordance with the Articles of the Association or at the BOD discretion, coordinating a management audit of all Association funds per NAOC Policy 2016-002.

## **4.0 BOARD OF DIRECTORS ROLES AND RESPONSIBILITIES**

The Association's BOD shall consist of 11 elected members, all with voting rights of one vote each. The representatives to the BOD are member companies, not individuals; therefore, proxies are not needed between employees of the member companies holding positions on the BOD. Each company identifies one representative who will be their primary representative, and it is expected that individual would be the one attending most meetings. BOD members are responsible for the following:

- Represent the collective will of the Association and all of its Members.
- As per the association Bi-Laws, sit on the Board for a 2-year term from the date of the annual election of the Member Directors.
- Attend BOD Meeting: 1) Annual; 2) Regular; and 3) Special.
- Annually vote in the election of a President, a Vice President, a Secretary, and a Treasurer for a 1-year term.
- Provide Agenda input for the BOD Meetings as necessary.
- Certify new membership applications.
- Support the determination of the nature, frequency, and the responsibility of all reports to be submitted to the BOD by each of the Standing and Special Committees or staff.
- By majority vote, implement any bylaws in order to effectuate the implementation of its decisions and to facilitate the accomplishment of its objectives purposes and until rescinded or revised by a majority vote of the BOD, or incorporated into the Articles of Association by majority vote at the next annual meeting. If not accepted by the Membership, the bylaw(s) will expire.
- When possible, attend NAOC Events, i.e., Mini Fly-In, Annual Fly-In; Annual Membership Meetings; Partnering Meetings; and other events as may be sponsored by the BOD.

- Review and provide input of documents when requested by the NAOC Officer or Committee Chairpersons.

A BOD member can (although discouraged) act as a Committee Chair (see below) for one committee only, in the event the general membership does not volunteer to fill the committee chairmanship. In the preferred case where a BOD member is not the committee chairperson, a volunteer from the BOD will serve as Committee Sponsor. As a Committee Sponsor, the BOD member is responsible for the following:

- Ensure the committee chairperson establishes goals and objectives of the committee at the beginning of each year.
- Hold monthly meetings and distribute committee notes to the committee members and posted on the NAOC Website.
- Assist the committee as needed and bring committee concerns to the Officers and BOD members for resolution.

## **5.0 COMMITTEE CHAIRPERSONS ROLES AND RESPONSIBILITIES**

Each recognized committee will have a BOD member serve as Committee Sponsor (see above) if the Chairperson is not a BOD member of the association. The Committee Chairpersons are responsible for the following:

- Query the NAOC membership for committee volunteer members at the beginning of the year.
- Develop goals and objectives for the committee.
- Develop an execution strategy to accomplish the committee goals and objectives.
- Coordinate and hold monthly meetings, and distribute committee notes to the committee members and post on the NAOC Website.
- Update committee status and accomplishments to the Officers, BOD, and membership during any BOD meetings or annual membership meetings.
- Report committees' accomplishments and activities to the Vice President in order to update the annual strategic objectives.
- Coordinate and report any committee funding expenditures to the treasurer.

## **6.0 UNACCEPTABLE CONDUCT**

Do not use the NAOC Officer or BOD positions to represent the interests of one's own company in meetings with National and International Government Representatives.

## **7.0 EXPENDITURE OF NAOC FUNDS**

Expenditure of association funds will be necessary to support the activities of the association. The following is provided to establish a basis of spending guidelines and procedures:

- Requests for travel will be made to the association BOD's for approval prior to incurring travel expenses.

- Committee Chairpersons are authorized to expend Association funds in support of their committee under the stipulation that activities have been planned and included as a line item within the approved budget. The Chairperson will work with the Treasure for any deposits or payments required in support of Association activities. In the event of budget overruns, the Committee Chairperson is to gain BOD approval prior to incurring the overrun.

## 8.0 BOARD OF DIRECTORS MEETINGS

In order to facilitate internal association communication, three BOD meetings will be held during the course of the year. All BOD and Committee Chairpersons are strongly encouraged to attend all meetings. If the unable to attend, it is recommended that a call-in conference be provided. In the event any person is unable to attend in person or call in, the presenting Committee Chairperson or BOD should provide an alternate representative to make any presentations required or address any concerns or issues.

All members of the Association are welcome to attend any BOD meeting.

The Membership Committee will coordinate with the BOD to have a limited number of guest speakers attend during the July BOD meeting. The following schedule is provided as a guideline in planning the annual BOD meetings.

Month	Location
January	TBD by the BOD members
June/July	Near a Government Location (USACE, NAVFAC, etc.)
November (Annual Membership Meeting)	As Determined by the Membership Committee and BOD

## 9.0 CONDUCTING BOD MEETINGS

The following outlines the procedure for the conduct of BOD meetings. Robert's Rules of Order will be followed when conducting BOD meetings.

- Call to Order
- Roll Call – Request Secretary to hold a role call including announcement of proxies
- Establish a Quorum – Announce that a Quorum has been established based on the role call
- Review Agenda
- First Order of Business
- Second Order of Business
- Additional Business
- Motions on Business Items Requiring a Vote:
  - Motion made from the floor or call for a motion
  - Second made from the floor or call for a second
  - Discussion – The Chairperspm recognizes one individual at a time to speak
  - Call for a BOD Vote (Aye or Nay):
    - Vote can be by show of hands, an Acclamation, or Unanimous Vote
    - Roll Call (Up and Down)
- Unfinished Business

- New Business
- Motion to Close Meeting
- Meeting Adjourned

The Secretary will draft and distribute the minutes of the meeting to the Officers and BOD members for review and comment prior to finalizing

## 10.0 LOBBYING

This Association is a not-for-profit, tax-exempt corporation with the right to lobby on a limited basis pursuant to the IRS code, and is organized under the laws of Washington, The District of Columbia.

In order to accomplish of the objectives of the Association, the Government Affairs Committee has retained a Lobbyist to represent the Association. This often results in the opportunity for selected members of the Association (usually the Officers) to meet with public officials to present the industry consensus position on issues of importance. As a general rule, it is recommended that at least two people always attend these meetings and a report or summary of the visit be provided to the entire BOD.

## 11.0 NEWSLETTER

As an industry organization it is important that NAOC communicate not only with the membership but with industry leaders and organizations. One tool used to accomplish this is the NAOC Newsletter, which that should address the objectives and goals of the association and its accomplishments. In order to provide a meaningful and quality newsletter will require input from each association Officer and Committee Chairpersons.

The schedule for the Newsletter is as follows:

Month	Suggested Contents
March	Post-election results and discussion, committee goals and objectives, upcoming Partnering, and BOD activities
June	Post Fly-In, Partnering, Status of committee objectives and activities, BOD activities (outreach, and BOD meeting)
October	Upcoming Annual Membership Meeting, and committee accomplishments



2/25/2016

Signature - President



2/26/2016

Signature - Secretary or Witnessing Officer