

# ***NATIONAL ASSOCIATION OF ORDNANCE CONTRACTORS***

***(NAOC)***

## **ARTICLES OF ASSOCIATION**

### **Article I**

#### *Name*

This Association, a not-for-profit, tax-exempt corporation with the right to lobby on a limited basis pursuant to the IRS code, shall be organized under the laws of Washington, The District of Columbia. Its name shall be the "*National Association of Ordnance Contractors*;" hereinafter referred to as either the "*Association*," or as "*NAOC*."

### **Article II**

#### *Objectives*

The basic objectives of the Association are to represent and promote the interests of its members and the public in the fields of ordnance and explosive waste (*OEW*), munitions response, and unexploded ordnance (*UXO*) related work. Specifically, to:

1. Serve as the Industry's spokesman for munitions response contractors.
2. Work with government representatives and clients to develop and coordinate improved standards and qualifications for industry workers.
3. Provide Association members an organizational structure within which groups or councils may be formed to work on specific areas of interest to the Industry.
4. Provide current information relating to trends or current activities of interest to the Industry.
5. Establish and maintain two-way communication with all levels of Government and assist governmental departments or agencies formulating programs involving the Industry by serving as a source of informed counsel.
6. Initiate or support education and training that will be of benefit to the Industry.

7. Communicate with other Trade organizations maintaining programs or governmental contracts in fields of interest to the Industry.
8. Further the quality, effectiveness, and safety of ordnance and explosive waste-related work by working with governmental departments and agencies, clients, and members to establish and maintain consistently applied standards for munitions response work.
9. Coordinate with technology providers to focus efforts on developments, which will benefit members and clients.
10. In furtherance of the above described objectives, but not in limitation thereof; the Association shall have the power to collect and disseminate statistics and other information, to conduct appropriate investigations pursuant to these Articles and the Association's Bylaws, to engage in various fund-raising activities, to conduct promotional activities including advertising and publicity in or by members of state and federal legislatures as may be appropriate and in accordance with existing laws, and to hold such property as is necessary or desirable to accomplish its purposes. The Association shall have the power to do any lawful act reasonably necessary or desirable to carry out its purposes and for protecting the lawful rights and interests of its members and affiliates.

### **Article III**

#### ***Membership***

**Section 1:** There shall be one category of membership and that category is designated as "Member".

**Section 2:** Any firm or corporation eligible for membership under these Articles, by making application in such form as the Board of Directors may prescribe, shall be certified to membership by the Board of Directors. The Board of Directors shall, upon appropriate investigation of any aspiring firm's or corporation's application information, have the right to deny membership to any firm or corporation in the event such firm or corporation provides false information to this Association or is otherwise deemed to be unqualified to join.

**Section 3:** Each Member shall qualify by paying to the Treasurer, the dues as stated at Article IV, Sections 2 and 3 hereinafter. Each Member must submit, and have approved by the Board of Directors, its application.

Section 4: Each Member shall observe and be bound by the provisions of these Articles, and the forthcoming Bylaws. By accepting membership, each Member shall be deemed to agree thereto and to be bound thereby.

Section 5: Membership is open to all companies, both domestic and international.

#### *Suspension of Membership*

Section 6: In the event that non-payment is not cured within 60 days of payment due, the member will be subject to immediate termination by the Board of Directors (per Article III, Section 8), and all benefits, i.e., website, attendance at meetings, etc., will be terminated.

If a member is charged by federal or state authorities with a violation of criminal law, or is the subject of allegations involving unethical conduct or conduct detrimental to the welfare of the Association, the Board of Directors may suspend the member pending the resolution of the matter under investigation.

Any action by the Board of Directors under Section 6, except involuntary termination for non-payment of dues, requires a 2/3 vote of the Board of Directors, and the decision of the Board shall be communicated in writing to the affected member.

#### *Termination of Membership*

Section 7: The voluntary termination of any member shall be directed in writing by that member's designee to the Association's Secretary. The Association's Secretary shall inform the Board of Directors at the next regular meeting of the current status of all member firms or corporations. Additionally, at his or her discretion, the Association's Secretary may notify all members of the Board of Directors of the voluntary termination of any member by any means of notification deemed appropriate, prior to the next scheduled meeting.

Section 8: Membership may be involuntarily terminated for cause. The causes for which such action for termination may be initiated include: unethical conduct, conduct detrimental to the welfare of the Association, failure to pay dues and assessments as specified, or a change in the occupation of such firm or corporation, such that the entity no longer meets the requirements for membership in this Association. Any member who is terminated for cause from the roles of the NAOC membership shall pay past and current dues, in addition to other applicable requirements

in order to rejoin. Payment of past dues and current pro-rated dues must be paid and accompany the re-application prior to acceptance of membership to the NAOC.

Section 9: Involuntary termination of membership based on any of the above charges or allegations brought against any firm or corporation shall not be effective until a thorough review is made by the Board of Directors of the written report of investigation of all such charges and allegations. Membership of any firm or corporation shall not be involuntarily terminated except by a 2/3 vote of the Board of Directors present at its next regular, or specially called, meeting, unless involuntary termination is the result of non-payment of dues. The affected member shall be notified by the Secretary of all such charge or allegations and that member shall be given an opportunity to appear before the Board of Directors at such meeting in person by its Designee, or in writing, to answer such allegations or charges prior to the roll call vote being taken for consideration of its termination. The decision then reached by the Board of Directors shall be final.

#### *Annual Meetings*

Section 10: At a minimum, there shall be an annual meeting of the membership to elect the Board of Directors and to conduct other business as may be properly brought before the Board of Directors. Any Member may be present at any meeting, but shall not actively participate, except through one or more Board of Director(s).

Section 11: The President of the Board of Directors, Secretary or a member designated by either, shall notify all Members via email, of the annual meeting. The notifications shall state the time and place of the meeting and shall be emailed to the last recorded email address of each member at least 45 days before the time and date appointed for such meeting.

Section 12: At any meeting of the membership, a majority of the Board of Directors present, in person or proxy, shall constitute a quorum.

Section 13: Any Board of Director may be represented and may vote at the meetings by written proxy and shall have full rights of active participation at any meeting as long as the proxy is submitted (Article V, Sections 4 and 11).

## *Article IV*

### *Revenue*

*Section 1:* The first fiscal year of the Association shall begin on February 22, 1995 and shall end on December 31, 1995. Subsequent fiscal years shall commence on January 1 and shall end on December 31 of each year.

*Section 2:* The Board of Directors shall fix and determine the dues to be paid by the Members during each fiscal year. All dues are payable to the Treasurer of the Association.

*Section 3:* Each Member shall pay its dues on or before April 1 of each new membership year. New Members shall pay a pro-rata share on the same dates for its initial year and full rates each year thereafter.

*Section 4:* In the event of dissolution of the Association, its assets shall be distributed and transferred only in accordance with the purpose and objectives set forth in Article II hereinabove. Any remaining funds not expended in furtherance of the purposes and objectives shall be returned to its (then current) Members on a pro-rata basis.

*Section 5:* At no time shall any part of the earnings of the Association be allowed to inure to the benefit of any private individual or firm or company. The foregoing does not prohibit proper reimbursement for appropriate expenditures to the Officers or Directors, or properly authorized salaries/fees as well as reimbursement of proper expenses to any future staff members, or to other professionals or other persons or firms or companies that may be hired by the Board of Directors to aid in the administration and operation of the Association or its purposes and objectives.

*Section 6:* The Board of Directors shall have the authority and power to levy special assessments based upon terms and conditions adopted by such Board of Directors to fund special projects as may be decided during a regularly scheduled or specially set meeting of the Board of Directors as provided by these Articles.

*Section 7:* The Board of Directors shall also have the authority and power to levy any special assessment(s) necessary to fund any ongoing administrative, legislative lobbying, or other housekeeping functions necessary to further the purposes and objectives of this Association. The Board of Directors shall have the authority to make these kind of assessments by 2/3 vote of all

the Board of Directors, either during meetings, or by written (email, mail, or facsimile) vote to be collected by the Secretary at the request of the President, or by a majority vote of the Board of Directors.

## **Article V**

### ***Board of Directors***

**Section 1:** The Association's Board of Directors shall consist of eleven Members, all with voting rights of one vote each.

**Section 2:** Each firm or corporation holding membership in this Association is entitled to a single vote in the annual election of the Member Directors.

**Section 3:** Each member company elected to the Board of Directors shall sit on the board for a two (2) year term from the date of election. In order to ensure continuity of Board actions, five (5) Director positions shall be elected on one (1) year calendar year and six (6) Director positions on the next year), that cycle will repeat indefinitely. When elected, each Board member company is eligible to sit on the board, if reelected, for up to two consecutive terms (a total of four (4) years). Once a Board member has served two consecutive terms, they are ineligible to run for the Board for one (1) election cycle, unless there are not enough candidates to fill the Board, as described in Section 7.

**Section 4:** The five (5) or six (6) (depending on the year as described in Section 3) member firms receiving the most votes shall, if each accepts such office, be elected as a Director.

**Section 5:** Each Board of Director shall be a senior official of the member firm or corporation, or shall hold a position in the firm or corporation, such that he or she may be able to effectively represent his or her firm or corporation in making operational and financial commitments for his or her firm or corporation in furtherance of the purposes and objectives of this Association. Each such Board of Director may designate, in writing (via email), an alternate or proxy to physically represent him or her at the annual or other specific meetings of the Board of Directors.

**Section 6:** The eleven Member Board of Directors shall immediately following the annual Board election elect a President, a Vice President, a Secretary and a Treasurer from their group for a one (1) year term. The preceding President shall be appointed as Immediate Past President

to support the transition of the newly elected president. The Immediate Past President will serve as an advisor to the newly elected president and Board of Directors without voting privileges.

Section 7: Member companies interested in running for the Board of Directors should announce their candidacy no later than 15 days prior to the annual election. If there are not enough candidates announced 14 days before the annual election, all members will become eligible to run and as a result any term limits enacted for that election cycle will be lifted.

### *Meetings*

Section 8: There are three (3) types of Board of Directors Meetings: 1) Annual; 2) Regular; and 3) Special. There should be at least one annual meeting of the Board and any such other regular meetings as the Board may specify for the purpose of approving policies, proposals, appointments, budgets and reports of any Association staff, any such Standing Committee efforts, or any such special Committee efforts; and to consider all other matters as may be properly brought before the Board of Directors. The President or Secretary shall give written notice of the annual meeting by email to all Members at the firm's or corporation's last recorded email address on file with the Secretary at least thirty (30) days in advance, with a statement of time and place. The President or Secretary shall give notice of regular meetings by email to all Members at the firm's or corporation's last recorded email address on file with the Secretary at least five (5) days in advance, with a statement of time and place.

Certification by the Board of Directors of new membership applications in the Association may be conducted by email with the final results published to the Board and Membership.

Special Meetings of the Board may be called by the President, or by a majority of Board of Directors upon its own motion, or upon the written request of 25% of the Members of the Association. The President or the Secretary shall give notice of all Special Meetings at least two (2) days in advance, with a statement of the time, place, and information as to each topic(s) which are to be considered as such Special Meeting. Written notice of any Special Meetings, called by any of the authorized members as above-stated, shall be emailed to all Members at the firm's or corporation's last recorded email address on file with the Secretary.

### *Quorum*

Section 9: A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than a majority of the directors, or their proxies, are present in person at said meeting, a majority of the Board of Directors and proxies present may adjourn the meeting without further notice.

Section 10: Action(s) decided by the Board of Directors at a meeting at which a quorum is present shall be by a majority vote of the Directors present.

### *Representation by Proxy*

Section 11: Any Board of Director may be represented and vote at the Board of Directors meeting by an alternate or by written proxy of the missing Board of Director, which is personally presented by his or her proxy.

Section 12: When required, the timely submittal of a written proxy is the responsibility of the individual Board of Director.

Section 13: Proxies, in order to be recognized, must be delivered to a Board of Director prior to the opening hour of the meeting at which they are voted or immediately after the opening of the meeting --as the first item of business ---when taking the roll call attendance. A proxy holder shall have the same authority to fully participate in the meeting and commit the absent Board of Director.

### *Vacancy*

Section 14: In the event of a vacancy on the Board of Directors, the member company shall designate another representative from that company, with adequate authority to be a Director to fill the unexpired term. In the event the member company fails to fill the vacancy within thirty (30) days, the Board of Directors may fill the vacancy with another Member representative.

### *Presiding Officer*

Section 15: The President of the Association shall preside at all meetings of the Board of Directors. In his or her absence, the Vice President shall preside. In the event of the absence of both, the Board shall elect a "*President pro-tem*" to preside at the meeting.

## *Order of Business*

Section 16: The Board of Directors may, by resolution, prescribe the order of business at each meeting; except as stated at Article V, Section 11, herein above. Except as specifically stated otherwise in these Articles or in any resulting Bylaws, "Robert's Rules of Order" shall be controlling.

## Article VI

### *Officers*

Section 1: The Officers of this Association shall be the President, Vice President, Secretary, and Treasurer.

Section 2: The President shall preside at all meetings of the Association. As the President of the Association he or she shall enforce its laws and execute the collective will of the Association and its members. The President shall also review and concur with meeting minutes prior to distribution.

Section 3: The Vice President shall assist the President in the enforcement of Association laws and the execution of the collective will of the Association and its members. The Vice President shall during the temporary absence of the President, 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.

Section 4: The Secretary shall keep, or cause to be kept, the minutes of this Association, the record of its membership, and shall be responsible for the safekeeping of these records; and for conducting all business normally associated with his or her duties as Secretary. The Secretary shall review Association minutes for accuracy and sign same. The Secretary shall distribute copies of the minutes of each meeting of the Board of Directors to each member, within thirty (30) days after the meeting has been adjourned, and will post the minutes on the website.

Section 5: The Treasurer shall maintain all funds of this Association and all pertinent records associated therewith; and for conducting all business normally associated with his or her duties as Treasurer. He or she shall be responsible to the Board of Directors and will be required to undergo an audit upon transition to a new Treasurer or at the direction of the Board of Directors, of all Association funds by an independent auditor to be selected by the Board of Directors.

### *Replacement of Officers*

Section 6: If there were a vacancy of the President position, the Vice President will replace the President. An elected member of the Board of Directors will fill other officer vacancies within 30 days, as elected by majority vote of the Board of Directors.

### *Open Records*

Section 7: All such books and records maintained by either the Secretary or Treasurer of any sort shall be open and available for inspection to all Members upon reasonable written (at least fifteen days) notice at any meeting location of the Board of Directors or at the address of the Association's Secretary or Treasurer. This does not mean that either officer shall be obligated to reproduce such records for the benefit of a requesting member, nor to travel to that requesting Member's location to accomplish this "open records" provision.

### *Appointment of Other Officers*

Section 8: The Chairman of each committee, including the Standing Committees and any Special Committee, shall be appointed by majority vote of the Board of Directors present at that meeting.

### *Standing Committees*

Section 9: There shall be six (6) Standing Committees, which are as follows: Member Services, Government Affairs, Operations and Standards, Technology, Small Business, and International Affairs.

### *Permanent/Professional Staff*

Section 10: As the Board of Directors may deem necessary, employees such as, but not limited to, an Executive Director and other appropriate staff and professional persons, may be hired to further the accomplishment of the purposes and objectives of this Association. The Executive Director may be a person, a firm, or a corporation. Any Executive Director shall be selected by 2/3 vote of the Board of Directors. He or she shall be responsible for the day-to-day administration of the Association's affairs under the supervision of the Board of Directors and shall conscientiously and in good faith attempt to carry out all directions and guidance conveyed to him or her by the Board of Directors for the proper administration of this Association's business.

## *Annual Reports*

Section 11: The Board of Directors shall determine the nature and frequency and the responsibility of all reports to be submitted to the Board of Directors by each of the Standing and Special Committees or staff, which may be designated by the Board of Directors.

Section 12: The Secretary and Treasurer shall submit appropriate reports at each scheduled meeting, which shall cover the scope of their respective responsibilities. Any staff or professionals hired by this Association shall present appropriate reports as may be required, or as may be directed, by the Board of Directors.

## **Article VIII**

### *Bylaws*

This Association, through its Board of Directors by a majority vote of the Directors, may implement any Bylaws in order to effectuate the implementation of its decisions and to facilitate the accomplishment of its purposes and objectives. Any such Bylaw shall remain in effect until rescinded or revised by a majority vote of the Board of Directors, or incorporated into the Articles of Association by majority vote of the Membership at the next annual meeting. If not accepted by the Membership, the bylaw(s) will expire.


## **Article IX**

### *Charter Members*

The Charter Member companies are listed at Appendix I attached hereto. Notwithstanding the honor that each such company brings to the Industry and to this Association by being a Charter Member, no such Charter Member shall be entitled to any special rights nor shall have any extra authority other than those which are accorded to any future Member that may aspire to join this Association.

**Article X**

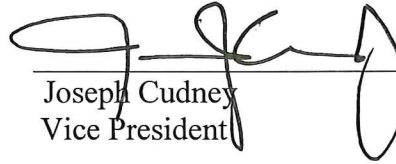
The foregoing Articles of Association, as amended, are hereby ratified on behalf of the Board of Directors as evidenced by the Officers' signatures below.



Ryan Steigerwalt  
President

12/10/2014

Date



Joseph Cudney  
Vice President

12/17/14

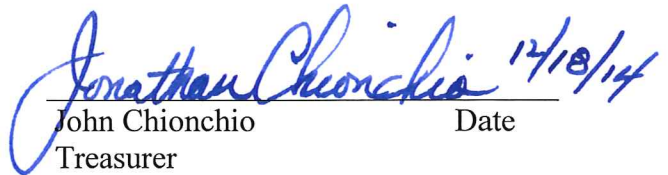
Date



Suzy Cantor-McKinney  
Secretary

12/18/2014

Date



John Chionchio  
Treasurer

Date

## **Appendix I**

### **NAOC Charter Members**

The Charter companies from the organizational meeting were:

- ADI
- Charles R. Poppe Associates, Inc.
- CMS, Inc.
- Environmental Chemical Corporation
- EHS
- E-Maps
- EmTech Environmental Services, Inc.
- Environmental Hazards Specialist International, Inc.
- EODT Services, Inc.
- EOD World Services, Inc.
- Earth Resources Corporation
- Environmental Science and Engineering, Inc.
- Foster Wheeler Corporation
- GEO-Centers, Inc.
- Human Factors Applications, Inc.
- ISSI Unexploded Ordnance, Inc.
- JPB Associates
- LESCO, Inc.
- MTA, Inc.
- Octagon/PSESI
- PAI, Inc.
- UXB International, Inc.
- Wyle Laboratories