

BYLAWS OF Mid-South Chapter of NCMS

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NCMS, Inc., the Society of Industrial
Security Professionals - A non-profit
corporation



Bylaws of the Mid-South Chapter of NCMS

REVISION		HISTORY
REVISION DATE	PAGE	CHANGE INFORMATION
September 13, 2013	Pages 5 & 6	Added the word “and” between “access manage” to the language regarding PayPal account
September 13, 2013	Page 5	Changed verbiage to “Appoint a member in good standing to serve on the Hamblin/Talley Exceptional Service Award Committee each year.”
August 31, 2013	Page 1	Article II; deleted redundant verbiage “and to foster the highest qualities of security professionalism among its members” in Section 1, as it is repeated in Section 4.
August 31, 2013	Page 2	Article III; changed active member to Regular Member in Section 3.
August 30, 2013	Page 5	Article V – added language about Hamblin/Talley Exceptional Service Award Committee
August 29, 2013	Page 5	Article V – added language about PayPal account
August 29, 2013	Page 6	Article V – added language about PayPal account
May 31, 2013	Cover	Cover page added to template
May 31, 2013	Page i	Added Revision History Template
May 31, 2013	All	Added Chapter Title to header of all pages and page number to the footer of all pages
May 31, 2013	Pages 1 & 2	Article III, Section 1, added sentence recommended by NCMS Attorney. Section 4 added ethics committee.
May 31, 2013	Page 2	Article IV, Sections 1 and 2, added sentence to include requirement of compliance with national P&P regarding Chapter expenditures to eliminate any ambiguity and to make it clear that Chapter funds should not be used for attendance at the Annual Conference. Also added language provided by the attorney. Added a Section 4 to address legal counsel regarding sponsorships.

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May 31, 2013	Page 3	Article V, Section 1, added commitment language and Section 2, changed the word "Should" to "MUST" select a Nominating Committee. Also changed 30 days to 90 days. Deleted the option to select a 1 year term. All terms will be 2 years for Chapter officers.
May 31, 2013	Pages 3 & 4	Article V, Sections 3, 4 and 7 all revised. Section 3 revised the term viva voca to verbal affirmation. And added survey tool prohibition. Section 4 added term limits for Chapter officers to 3 terms or six years. Section 7 removed Past Chair as ex-officio member of the Chapter Executive Committee.
May 31, 2013	Page 4	Article V, Section 8 – removed past chair as member of Executive Committee.
May 31, 2013	Page 6	Article VI, Section 1 – added language to ensure consistency with NCMS National Standards for adding Chapter committees other than standing.
May 31, 2013	Page 9	Article VIII – added language to address chair and officers commitment to attend semi-annual BOD and Chair meetings. As well as the Board's ability to take action if necessary consistent with the national bylaw

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BYLAWS

Mid-South Chapter

NCMS, Inc.

THE SOCIETY OF INDUSTRIAL SECURITY PROFESSIONALS A NONPROFIT
ORGANIZATION

ARTICLE I - NAME

The name of this organization shall be the Mid-South Chapter of NCMS, Inc., The Society of Industrial Security Professionals. It is chartered as a unit of the NCMS, Inc. The Society of Industrial Security Professionals herein designated as NCMS, to operate within the limits of the Charter and is subject to and will abide by the Bylaws of NCMS.

ARTICLE II - PURPOSE

The purpose of this Chapter shall be:

- (1) To provide a means for enabling Chapter members to assemble for training in, and discussion of the disciplines of industrial security, information security, government designated unclassified information and intellectual property.
- (2) To advance the professional knowledge of its members in all matters relating to all aspects of the industrial security profession.
- (3) To observe and promote the objectives and tenets and to participate in the affairs of NCMS.
- (4) To foster the highest qualities of security professionalism among its members.

ARTICLE III - MEMBERSHIP

Section 1. Active membership in this Chapter will be limited to members in good standing of NCMS who work or reside in the Mid-South Chapter area. Membership status in NCMS shall determine membership status within the Chapter. Membership in the Society shall not create or give rise to any ownership interest in the Society's property or assets.

Section 2. Chapter membership is assigned by the NCMS Executive Director. The determination of Chapter assignment is based on the geographical location of the member in relation to the Chapter location. Members may not “disaffiliate” from their assigned Chapter unless approved by the Executive Director. Requests to “disaffiliate” must be submitted in writing to the Executive Director.

Section 3. Only Regular Members shall be entitled to vote.

Section 4. Chapter Officers shall refer all questions relating to Chapter membership to the NCMS Executive Director, who shall confer with the NCMS Vice President, Membership Chair. In the event that the Chapter officers recommend a member for denial, suspension, or revocation of Chapter membership, then the Vice President will conduct an investigation and make a recommendation to the Board for action. Membership can only be removed by affirmative vote of 2/3 of the Board of Directors. The NCMS Ethics Committee shall be conferred with as applicable and necessary and in all cases in the event of an appeal.

ARTICLE IV – DUES and EXPENDITURES

Section 1. No Chapter dues or assessments are permitted in association with this Chapter. *Chapter funds shall be used solely for the advancement of the nonprofit goals and activities of the Chapter to the extent such goals and activities are consistent with the tax-exempt mission of NCMS.*

Section 2. The NCMS Chapter Officers approve the expenditures of funds for reasonable costs associated with holding Chapter meetings; i.e. Chapter Officers meetings, or others that may be called by the Chapter Chair. Chapter funds must be effectively managed IAW NCMS Policies and Procedures, Section IV. Expenditures would be allowed for the purchase of lunch items for meetings, gift certificates used as door prizes, meals and gifts for guests and/or speakers. The Treasurer reviews all expenses and issues checks for payment when presented with receipts. The Treasurer retains all evidence of expenditures for review by the officers, as required in Section 8d of Article V of these Bylaws. Chapter funds may be used to underwrite the costs of a Chapter meeting. The Executive Committee may vote to fund travel to and from the Chapter Chairperson/National Board Meetings on a case-by-case basis. However, this does not include attendance at the Annual Seminar; this will require approval by the Board of Directors.

Section 3. Any expenditure that does not support hosting these meetings would require approval from the Chapter Officers before the cost is incurred.

Section 4. Any Chapter that wishes to establish a Chapter sponsorship type program must obtain approval from the NCMS Board of Directors to ensure consistency with

National Guidelines and all laws governing non-profit entities.

ARTICLE V – OFFICERS and ELECTIONS

Section 1. The elective officers of this Chapter shall be a Chair, a Vice-Chair, a Secretary and a Treasurer. (Note: At the discretion of the Chapter at formation or a later time, the positions of Secretary and Treasurer may be combined into a single office.) Chapter years coincide with the January through December calendar year. Elections coincide with the Chapter calendar year. Membership as a Chapter Chair or Officer requires a significant commitment of time and effort on the part of individuals elected to that position, and the Society Officers depend on those individual commitments for assistance in management of the Society. When, at the reasonable discretion of the Board of Directors, any Chair or Officer fails to meet that commitment of time and effort, a Board member may request the Board take appropriate action to remedy the issue. Reasons for taking this action can include, but are not limited to: failure to attend two consecutive Board/Chair meetings without good reason, failure to complete assigned tasks as outlined in the Chapter bylaws, failure to maintain the status of “Member in Good Standing,” or being involved in actions which discredit the Society, violate Society bylaws, or are otherwise not in the best interests of the Society. Any violations of NCMS Ethics shall be adjudicated by the Ethics Committee IAW the NCMS Ethics Policy.

Section 2. The Chapter officers MUST select a nominating committee for officer elections. Chapter officers shall be elected by ballot, at least 90 days prior to the end of the calendar year (i.e., December 31), to serve a two year term. The initial election of officers at Chapter formation may be scheduled at any time by a majority of the Chapter members.

Section 3. Chapter elections may be held at a regularly scheduled meeting of the Chapter, by mail, NCMS survey tool, fax, or by e-mail. When the election is held during a Chapter meeting and there is only one nominee for an office, the election may be by verbal affirmation. When the election is held by mail, the voting period shall be at least 30, but not more than 40 days in duration. Survey tool, fax and e-mail elections will have a voting period of at least 14 days, but not more than 30 days. A majority vote shall elect, be it a majority of the members present at a meeting where there is a quorum present, or a majority of members voting when mail or electronic means are used. Write-in candidates and nominations from the floor may be accepted on the ballot, provided the nominee has given or gives consent to run for the office. All electronic elections shall be conducted using the authorized NCMS Survey tool when practicable. No other tools are authorized for Chapter elections.

Section 4. No member shall hold more than one elective office at any one time, except Secretary/Treasurer, if the offices are combined. Elected officers will be limited to a maximum of three consecutive terms in the same office or a maximum of six-years

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(whichever is greater), effective immediately. That officer would be eligible to run for one of the other offices once the term limit has been reached. Any part of a term in excess of six months shall be considered a term. If there are not enough qualified candidates to fill open positions, an exception to the term limit can be made to allow a Chapter officer to run for an additional term of two years. At the discretion of the chapter and as defined in the chapter bylaws, officer positions may be staggered to ensure continuity (for example: Chair and Secretary may be elected one year and the Vice Chair and Treasurer the alternate year).

Section 5. Chapter members who are elected to the National Board of Directors of NCMS shall not be eligible to hold a Chapter office. If a person is a Chapter Officer and is then elected to the Board during that time, he/she must resign the Chapter position. A Chapter Officer may hold the position of Chapter Chair Liaison and Chapter Officer at the same time.

Section 6. If the Chair leaves the position before the next regular election, the position will be filled by the Vice Chair. In the interest of time, a vacancy in any other Chapter Office shall be filled by the Chapter Chair appointing someone with the concurrence of the Executive Board of the Chapter, rather than a Chapter vote.

Section 7. The elected Officers shall compose the Executive Board of the Chapter. The Chapter Chair shall be Chair of the Executive Board. The immediate Past Chair of the Chapter shall provide transitional support to the new Chapter Chair as necessary and upon request. The Past Chapter Chair and Chapter members who are National Directors will be available to support the new chair and Executive Board in an advisory capacity as requested by the chair.

Section 8. The duties of the Chapter Officers shall be as follows:

a. The **Chapter Chair** shall:

- (1) Preside at all meetings of the Chapter.
- (2) Appoint a Chair for each standing committee.
- (3) Appoint special committees.
- (4) Be empowered to sign and endorse checks by and for the Chapter.
- (5) Approve all notices to members. The Chapter Secretary shall have the authority to distribute notices to members that has been approved by the Chair.
- (6) Be an ex officio advisor as requested by the new Chapter Chair of all committees except the Nominations Committee.
- (7) Prepare and submit the Annual Chapter Report to the NCMS Executive Director

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no later than 1 March each year.

- (8) Submit a schedule of planned meetings at the beginning of each Chapter year to the Executive Director.
- (9) Attend the semiannual Board of Directors/Chapter Chairs meetings and present a report on the status of the Chapter.
- (10) Chapter of Excellence (COE) criteria is contained in the Policy and Procedure Manual and outlined on the COE submission form. The COE package must be submitted no later than 1 March each year.
- (11) Be empowered to access and manage Chapter PayPal account (limited to Chair & Treasurer).
- (12) Appoint a member in good standing to serve on the Hamblin/Talley Exceptional Service Award Committee each year.

b. The **Vice Chair** shall:

- (1) Preside at all meetings of the Chapter in the absence of the Chair.
- (2) Assume the office of Chapter Chair should the office become vacant for any reason.
- (3) Perform such duties as may be requested by the Chapter Chair.
- (4) Attend the semiannual Board of Directors/Chapter Chairs meetings and present a report on the status of the Chapter when the Chapter Chair is unable to attend.
- (5) Act as the Chair of the Education and Training Committee or the Program and Meetings Committee (optional).
- (6) Serve as the Chair of the Hamblin/Talley Exceptional Service Award Committee.

c. The **Secretary** shall:

- (1) Keep an accurate record of all meetings of the Chapter and submit meeting summaries to the NCMS Executive Director within 30 days of the meeting.
- (2) Keep an accurate record of the Executive Board meetings.
- (3) Keep records of such other activities as the Chapter Chair may direct.
- (4) Conduct correspondence for the Chapter as directed.

- (5) Maintain the Chapter Charter and file all documents and correspondence belonging to the Chapter.
- (6) Maintain the Chapter Bylaws and have them available at all meetings of the Chapter.
- (7) Provide report of election results to the NCMS President and Executive Secretary within five (5) days after election.
- (8) Send meeting and seminar notices to the NCMS Executive Director for posting on the NCMS website at least 2 weeks in advance.

d. The Treasurer shall:

- (1) Receive funds associated with Chapter related business.
- (2) Be empowered to sign and endorse checks by and for the Chapter.
- (3) Issue receipts.
- (4) Keep an accurate record of all receipts and disbursements and make a report at each Chapter meeting.
- (5) Submit books for audit at the close of term, or at the request of the Executive Board or a duly appointed finance committee.
- (6) Prepare, under the direction of the Chapter Chair, the annual Chapter financial audit/ Treasurers Report, not later than 1 February each year for submission to the NCMS Executive Director. Participate in and support any additional audits of the Chapter's finances or potential irregularities as deemed necessary by the NCMS National Treasurer.
- (7) Be empowered to access and manage Chapter PayPal account (limited to Chair & Treasurer).

ARTICLE VI - COMMITTEES

Section 1. The minimum standing committees shall be: Education and Training, Programs and Meetings, Membership, and Nominations. The Chair shall have the flexibility to combine any standing committee for efficiency as they deem appropriate. The Chair shall appoint a committee Chair for each of the standing committees. Non standing committee responsibilities shall be contained in the Chapter policies and procedures (P&P) manual. The Chapter may establish additional local committees that model applicable NCMS National Committees (e.g., Mentoring Committee, Information Systems Security Committee, ISP, etc.) as deemed appropriate by the Chapter Chair.

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The committees must be consistent with the National Committee construct, Bylaws and P&P and should serve to compliment the NCMS strategic goals and objectives. The addition of any other committees must be incorporated into the Chapter's P&P and submitted to the NCMS Vice President for board approval. Each Committee Chairperson shall appoint his own committee and may attend meetings of the Executive Board when deemed necessary by the Chapter Chair. The Chapter policies and procedures manual must be in compliance with the national P&P using the authorized template provided by the NCMS Vice President.

In addition:

- (1) The Chapter Chair shall be a member ex officio advisor as requested by the new Chapter Chair of all committees, except the Nominations committee.
- (2) Standing committees shall notify the Chapter Chair of all meetings and, except for the Nominations Committee, shall send copies of all official correspondence to the Chapter Secretary.
- (3) Committees may transact business by mail, email, or telephone if necessary.

Section 2. The duties of standing committees shall be as follows:

a. Education and Training

The Education and Training Committee shall:

- (1) Determine the education and training needs of the members.
- (2) In coordination with the Program Chair, plan and/or present educational programs at Chapter meetings, seminars and other Chapter functions.
- (3) Operate as a central point for the collection, development, and exchange of educational and training materials.
- (4) Take such action as may be indicated by the members, the Executive Board, or the Officers which will enhance the professional knowledge of the members. This may include website maintenance.

b. Membership

The Membership Committee shall:

- (1) Ensure that all eligible persons in the Chapter area are aware of the Chapter, and encourage them to join.
- (2) Take necessary steps to gain renewals of existing memberships and to retrieve

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delinquent members.

- (3) Ensure that membership applications, NCMS brochures, publications and other publicity items are available at all Chapter meetings and at such other functions as may be deemed advisable with the permission of the sponsoring agency.
- (4) These duties are supplemental to, and shall not conflict with, the membership activities of NCMS.
- (5) Sponsor the NCMS Recruitment booth for Chapter sponsored and other local educational activities hosted by other organizations, as permitted.

c. Programs and Meetings

The Programs and Meetings Committee shall:

- (1) Ensure that the Chapter meetings are properly coordinated, i.e., that a facility has been obtained and any desired refreshments or meals have been arranged.
- (2) Arrange for guest speakers.
- (3) Coordinate with the Chapter Chair and Secretary to send advance notices of upcoming meetings and seminars to members and other interested personnel.

d. Nominations

The Chair of the Nominations Committee shall select at least two additional Chapter members to serve on the committee. Chapter Officers and members of the Executive Board are not eligible to serve on the Nominations Committee in any capacity unless, under the conditions of these by-laws, they are ineligible to run for any office. The Nominations Committee shall:

- (1) Select a slate of candidates with two nominees for each position, whenever possible. Ensure at the time that the nominee is willing to serve and that all nominees have the support of their organizations to meet all the duties of the office for which they are running. Candidates running for the Chapter Chair office are required to complete a "Letter of Intent" form and obtain their supervisor's approval.
- (2) Establish an election time which will provide for the election of officers prescribed in Article V, Section 2.

ARTICLE VII - MEETINGS AND QUORUMS

Section 1. Regular meetings of the Chapter shall be held at least once per quarter.

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The Chapter Chair, with the consent of the Executive Board, may cancel any meeting for just cause.

Section 2. Special meetings may be called by the Chapter Chair, by a majority of the officers, or by a majority of the members.

Section 3. The annual Chapter meeting shall be the next regular meeting following the election of officers, and the last regular meeting of the year in a non-election year. Reports shall be given by all Officers, and the installation of officers shall take place if not previously accomplished.

Section 4. A quorum shall consist of one more than 10% of the members in good standing, unless otherwise directed within these Bylaws. Any actions requiring approval of the members will be determined by a majority of the members present when a quorum is present.

ARTICLE VIII - DELEGATES

The Chapter Chair shall attend the semi-annual Board of Directors/Chapter Chairs' meetings and be prepared to present a report on the activities and the financial status of the Chapter. Should the Chapter Chair not be able to attend, the Vice Chair should attend. Should neither be able to attend, a volunteer will be requested from among the other Chapter Officers. If more than one officer volunteers to attend, the delegate shall be appointed by the Chapter Chair. If none of the Chapter Officers can attend the meeting then the Chapter Chair should make every effort to find a suitable member of the Chapter that can attend in his/her absence to represent the Chapter at the meetings. This should be a last resort as it is expected that the Chapter Chair will attend the meetings. If the Chapter will not be represented at the meeting, the Chapter Chair shall notify the NCMS Executive Director that no one representing the Chapter will be attending the upcoming Board of Directors/Chapter Chairs meeting

ARTICLE IX - AMENDMENTS

Section 1. All proposed amendments to these Bylaws must be submitted to the NCMS Board of Directors via the Vice President for approval prior to submission to the Chapter members for vote.

Section 2. The Bylaws may be amended by a majority vote of the Chapter, provided the amendment has been submitted (at least 48 hours in advance) in writing to the members prior to the vote being called. If the Bylaws amendment is brought for a vote at a meeting of the Chapter, a quorum must be present. A vote may also be called via mail, NCMS survey tool, fax, or e-mail.

Section 3. All questions of interpretation or construction of these Bylaws shall be decided by the Executive Board.

ARTICLE X - REMOVAL FROM ACTIVE STATUS

Should the Chapter, by majority vote of its members at the time, or by direction of NCMS, become inactive, disband, or dissolve for any reason, the Charter and records of the Chapter shall be forwarded to the NCMS Executive Director for safekeeping and historical purposes. The Chapter funds shall be transferred to the NCMS Treasury for use by NCMS as determined by the Board of Directors.