



NATIONAL MANAGEMENT ASSOCIATION, INC. (NMA)

CONSTITUTION AND BYLAWS

March 2011



THE NATIONAL MANAGEMENT ASSOCIATION, INC.

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THE NATIONAL MANAGEMENT ASSOCIATION, INC. CONSTITUTION

ARTICLE I - NAME

Section 1. Name – The name of this organization shall be “The National Management Association”, Incorporated in the State of Ohio, hereinafter referred to as the “NMA”.

ARTICLE II – PURPOSES

Section 1. Purposes – The purposes of NMA are:

- A. Advance leadership development through the education of NMA members
- B. Provide opportunity for the exchange of ideas and information on leadership practices
- C. Encourage the spirit of unity and cooperation among NMA members and within their organizations and communities
- D. Encourage the understanding of our free enterprise system
- E. Encourage all NMA members to practice and be lifelong advocates of NMA Code of Ethics and Statement of Principles

Section 2. Restrictions – NMA shall be non-profit, non-political, non-partisan, and non-sectarian. Further, it shall not engage in collective bargaining on behalf of members or others. It shall function within the meaning of Section 501(c)6 of the Internal Revenue Code

ARTICLE III – MEMBERSHIP

Section 1. Members – The purposes of NMA shall be promoted and carried forward by members to ensure NMA’s continued growth and existence.

Section 2. Eligibility – Membership is offered through individual or chapter affiliation. The Executive Committee of NMA establishes the policy and rules for individual membership and chartering and approving chapters affiliating with NMA. It is the policy of NMA to let each chapter determine its own membership eligibility standards.

Section 3. Authority – All Members are entitled to such rights and privileges as are defined in the NMA Bylaws.

ARTICLE IV – OFFICERS

Section 1. Officers – NMA’s Elected Officers shall serve as the officers of NMA and are the Chairman of the Board, Vice Chair, Treasurer, and Secretary. The election process and officer duties are identified in the NMA Bylaws.

ARTICLE V – ORGANIZATION

- Section 1. Authority – NMA shall be governed by this Constitution which is approved by affiliated chapters or their designated representatives.
- Section 2. Board of Directors – The policy making body of NMA shall be the Board of Directors.
- A. Members –The Board shall consist of NMA members who volunteer to become a director by filling out and submitting a signed petition to NMA Headquarters for a 1 or 3 year term.
- B. Authority – The Bylaws provide for the governance of NMA and are approved by the Board of Directors.
- Section 3. Executive Committee – The Executive Committee of the Board of Directors makes decisions and policies governing the administration and management of NMA’s activities. It develops NMA operations policy.
- A. Executive Committee Members – The Executive Committee shall consist of a core group including the Elected Officers, the NMA President, and Immediate Past Chairman. Others may be required as defined in the Bylaws.
- B. Authority – The Policy and Procedure Manual (PPM), approved by the Executive Committee, guide the day-to-day operations of NMA activities.
- Section 4. NMA President – NMA’s activities shall be directed and administered by the NMA President who is appointed by the Executive Committee subject to approval of the Board of Directors.
- A. Authority – Using the PPM as a guide the NMA President administers operating policies and reports progress and provides guidance to the Executive Committee and Board of Directors
- Section 5. Area Chairs - The Area Chairs shall direct and coordinate the member and chapter service activities of the directors within their geographical area defined in the Bylaws.
- Section 6. Standing Committees – The Standing Committees are defined in the Bylaws and chairs of those committees are appointed by the Chairman of the Board.
- Section 7. Special Committees – The Executive Committee may establish special and ad-hoc committees as needed and in accordance with the Bylaws.

ARTICLE VI – ELECTIONS

- Section 1. Officers – The Chairman of the Board, Vice Chair, Treasurer, and Secretary shall be elected by the Board of Directors in accordance with the election process outlined in the Bylaws.
- Section 2. Area Chairs – Area Chairs are elected in accordance with the election process outlined in the Bylaws.

ARTICLE VII – MEETINGS

- Section 1. Board and Executive Committee Meetings – The Board of Directors and the Executive Committee shall meet three times each year. One of the meetings will be held in conjunction with NMA’s Annual Conference.
- A. Voting Body – Members of the Board of Directors or Executive Committee constitute the voting body at any Board or Executive Committee meeting.
- B. Quorum – A majority of the members of the Board of Directors or Executive Committee shall constitute a quorum for the transaction of business for these bodies.
- Section 2. Special Meetings – The Chairman of the Board shall have the authority to call a special meeting or teleconference of either the Board of Directors or the Executive Committee provided the conditions identified in the Bylaws are followed. Only such business identified in the call for the meeting shall be considered.

ARTICLE VIII - AMENDMENTS

- Section 1. Parliamentary Authority - The rules contained in **Robert's Rules of Order Newly Revised** shall govern NMA in all cases which are not covered by the Constitution, Bylaws, and PPM.
- Constitution – This Constitution shall be adopted or amended at a regular or special meeting of chapter delegates by a two-thirds vote of the total votes cast by chapter’s authorized delegates under the rules of this Constitution provided that:
- A. at least two-thirds of chapters in good standing have transmitted the amendment(s) in writing to NMA Headquarters and the submitted amendment(s) is signed by the secretary of each of the chapters, or
- B. the Board of Directors has recommended and approved the amendment(s) by a two-thirds vote
- A notice of the proposed amendment(s) will be sent to the president and secretary of each affiliated chapter, at least 30 days in advance of the meeting where the amendment(s) is presented.
- Section 2. Mail/Email Vote – In the event a meeting cannot be held, this Constitution shall be adopted or amended by mail/email vote to the chapters, in accordance with the above provision. A majority of votes cast shall be necessary to carry the proposed action, provided at least twenty-five percent of affiliated chapters in good standing respond. A mail/email vote can be ordered by either:
- A. at least two-thirds of chapters in good standing, certified in writing and signed by the secretary of each of the chapters, or
- B. by a majority vote of the Board of Directors
- Notification of the mail/email vote shall specify the deadline date of tabulation. All chapters shall be notified of the vote result.

ARTICLE IX – CONTINGENCIES

Section 1. Indemnity - The National Management Association agrees to indemnify its officers and directors against expenses actually and necessarily incurred by them or any one of them in connection with the defense of any pending or threatened action, suit, or proceeding, criminal or civil, to which he or she may be made a party by reason of having been such officer or director, provided:

- A. They, he, or she is adjudicated or determined not to have been negligent or guilty of misconduct in the performance of their, his, or her duty as an officer or director of The National Management Association.
- B. They, he, or she is determined to have acted in good faith in what they, he, or she reasonably believes to be the best interest of the organization.
- C. In any manner the subject of a criminal action, suit, or proceeding, they, he, or she is determined to have had no reasonable cause to believe that they, his, or her conduct was unlawful.

The determination as to matters contained in subparagraphs (2) and (3), and in the absence of an adjudication as to the content of subparagraph (1) by a court of competent jurisdiction, shall be made by the directors of The National Management Association, acting at a meeting at which a quorum consisting of directors who are party to or threatened with any such action, suit, or proceeding shall not be qualified to vote; and if for this reason a quorum of directors cannot be obtained to vote on such indemnification, such determination shall be made by a party or parties to be selected by the directors who are qualified to vote as above set forth, but no party shall be an officer or director of The National Management Association.

Such indemnification shall not be deemed exclusive of any other rights to which such officers or directors may be entitled under the Constitution and Bylaws of The National Management Association.

Section 2. Dissolution – NMA shall not dissolve nor surrender its charter of incorporation to the State of Ohio except as directed by a vote of at least seventy-five percent of the voting members of the Board of Directors.

Section 3. Emergency Provision – In the event of a national emergency or disaster, the Elected Officers along with NMA's staff shall have full power to act in the best interests of the NMA and its members.

THE NATIONAL MANAGEMENT ASSOCIATION, INC. BYLAWS

ARTICLE I – MEMBERSHIP

Section 1. Eligibility - Any person is eligible for membership who qualifies under Article III of the Constitution and shall be classified in one of the following categories.

Section 2. Classes of Membership

A. Chapter Membership - Every member of each affiliated chapter shall be a regular member of NMA, and identified by name.

B. Members-at-Large

1. Individual Member - Any person eligible for membership who does not affiliate with a chapter

2. Spousal Member – This is a special category of NMA individual membership. To be eligible for this category, an individual shall be a spouse or significant other who resides at the same physical location of a current NMA member in good standing.

3. Life Memberships (Without Vote)

a. Life - Any person approved by the Executive Committee may be granted a life membership.

b. Retired - Any member of NMA who has retired shall be eligible for a retirement membership provided such is recommended by the chapter.

c. Honorary - An honorary membership shall automatically be granted any past NMA Chairman of the Board and may be awarded to others by action of the Executive Committee.

ARTICLE II - DUES AND FISCAL YEAR

Section 1. Dues

A. Chapter

1. NMA dues shall be \$35 per year for each member of affiliated chapters that affiliated prior to January 1, 2009

2. NMA dues shall be \$48 per year for each member of chapters that affiliated after January 1, 2009.

3. Above dues shall be in addition to all charter and registration fees. Also, a registration fee of \$20 shall apply to each member of NMA who has never paid a registration fee.

B. Members-at-Large

1. Individual - The annual dues and registration fees for individual members shall be established by the Executive Committee.

- 2. Spousal – The annual dues and registration fees for spousal members shall be established by the Executive Committee.
- 3. Life Memberships
 - a. Life - Dues shall be established by the Executive Committee.
 - b. Retired - There shall be no dues for Life Retired Members.
 - c. Honorary - There shall be no dues for this class of membership, and they shall have all rights and privileges of a regular member-at-large. (See Article I – Section 2B 2c)

C. Other Associations

- 1. Leadership and other associations not affiliated with NMA who wish to apply for affiliation may have the \$20 registration fee reduced or waived upon approval of the Board of Directors.

Section 2. Fiscal Year - The fiscal year of NMA shall begin January 1 of each calendar year and end December 31.

Section 3. Payment of Dues - Dues for all classes of membership shall be paid at such times and in such manner as the Policy and Procedure Manual (PPM) provides.

Section 4. Special Authority - The Board of Directors shall have the authority to waive the charter fee and/or application fee in any specific situation by a two-thirds vote of the members of the Board of Directors.

ARTICLE III - CHAPTERS AND COUNCILS

Section 1. Chapters - Chapters shall be eligible for affiliation in NMA provided that their objectives conform to those of NMA; that they provide advanced management/leadership development thru education of chapter members; and, the financial and organizational structures of the chapter meet the approval of the Board of Directors.

Any chartered chapter shall be eligible to establish separate units of its own organization under rules and procedures set forth by the Board of Directors.

Section 2. Geographic Area - Chapter affiliates shall be granted charters by NMA in geographical areas. The Board of Directors shall establish area boundaries based on recommendation of the Policy Committee.

Pacific South Arizona, Hawaii, Nevada, Utah, Singapore, and District C2 of California

Pacific North Alaska, Idaho, Montana, Oregon, Washington, Wyoming, District C1 of California and Western Canada

Southwest Arkansas, Louisiana, New Mexico, Oklahoma, and Texas

Central Colorado, Illinois, Indiana, Iowa, Kansas, Minnesota, Missouri, Nebraska, North Dakota, South Dakota, Wisconsin, and Central Canada

Southeast Alabama, Florida, Georgia, Kentucky, Mississippi, North Carolina, South Carolina, Tennessee, Virginia, Puerto Rico and the Bahamas

Northeast Connecticut, Delaware, Michigan, Maine, New Hampshire, New Jersey, New York, Maryland, Massachusetts, Ohio, Pennsylvania, Rhode Island, Vermont, West Virginia, and Eastern Canada

Section 3. Districts

All states shall be considered individual districts except where, due to size and/or chapter geographic location, they may be combined or divided in order to ensure proper director representation. For the purpose of identifying director positions, each district is equivalent to a state. These districts are:

California (2 districts)

Pacific North District C1

Monterey, Kings, Tulare, Inyo, San Luis Obispo, Santa Barbara, including Vandenberg and all counties north thereof

Pacific South District C2

Kern, Ventura, Los Angeles, Orange, San Bernardino, Riverside, San Diego and Imperial Counties & Singapore.

Section 4. International

Chapter affiliates outside the United States shall be assigned to geographical areas by the Board of Directors, for instance Singapore and Canada.

Section 5. Councils - Councils may be formed when affiliated chapters desire to organize and strengthen the chapters, to serve as centers of information and training, or to further any of the purposes of the NMA. Upon submitting an application, the council shall be granted a charter in the NMA.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. Qualifications – Chapter or individual members in good standing who have the necessary time and financial support are eligible to serve as a director. A fully signed Director Petition for a 1 or 3-year term needs to be submitted to NMA Headquarters.

Section 2. Director Call to Service

A. Normal Cycle –The Nominating Committee shall send an announcement electronically, no later than June 30, to all chapters, directors and individual members inviting NMA members, in good standing, to volunteer to become a director. Chapter and individual members need to submit a completed and signed Director Petition for a 1 or 3-year term or a 1-year Appointment Petition in order to serve on the Board of Directors.

B. Out of Cycle – If a director position needs to be filled at other times during the year, A Director Appointment Petition needs to be completed and submitted to NMA headquarters and approved by the Executive Committee. Such appointments shall be valid until December 31 of the year appointed.

Section 3. Petitions

- A. Normal Cycle - In order to fill a director position for a 1 or 3-year term, a chapter member in good standing needs to complete and submit a Director Petition which requires a signature from the chapter president, the person's supervisor, an executive of the organization, and the signature of the candidate. An individual member only needs his/her signature on the petition.
- B. Out of Cycle – Director positions filled at other times during the year require a completed Director Appointment Petition to be submitted to NMA headquarters and approved by the Executive Committee.

Section 4. Authority - The authority of the Board of Directors shall be as provided in the Constitution.

Section 5. Duties - Each director shall be assigned one or more chapters along with being assigned a portion of the individual members located in their geographic area to represent and advise on matters of policy, programs, activities, and services of the NMA. Directors shall assist chapter officers and individual members; aid new chapters in qualifying for affiliation; submit monthly reports to the Area Chair; perform such other duties as requested by the Chairman of the Board.

Section 6. Change in Director Status

- A. Disbanded Chapter - If a director is no longer a member of a chapter as a result of the chapter disbanding or disaffiliating, the person may continue to serve as a director until the expiration of his/her term, provided the person continues to maintain his/her status as an individual member in good standing.
- B. Changes in Employment – If a director leaves his/her sponsoring chapter/company, the person may continue to serve as a director until the expiration of his/her term, provided the person continues to maintain his/her status as a chapter member, if possible, or as an individual member in good standing.

Section 7. Director Removal - The Board of Directors may remove and replace a director for irregular attendance at board meetings or failure to fulfill his/her responsibilities. Any Director who is removed may appeal this decision following the process in the PPM. If a director appeals the decision and their removal from their Director's position then the removal will not be effective until completion of the appeal process, otherwise they will be removed immediately following the decision of the Board of Directors to have them removed and replaced.

Section 8. Associate Director - An associate director shall be assigned by the Area Chair to assist the regularly assigned director in serving one or more of the chapters in the area. Associates are non-voting members of the Board of Directors and are not eligible to serve on standing or special committees.

Section 9. Lifetime Directors - An individual who has served a full term as NMA Volunteer President (Pre-1983) or Chairman of the Board or an IMC President shall be designated a Lifetime Director.

ARTICLE V - ELECTED OFFICERS AND AREA CHAIRS

Section 1. Officers - The Elected Officers of NMA shall be the Chairman of the Board, Vice Chair, Treasurer, and Secretary.

Section 2. Nomination Process

A. Candidate Names

The Nomination Committee shall send an announcement electronically, no later than June 1, soliciting candidate names for the positions of Chairman of the Board, Vice Chair, Treasurer and Secretary from NMA directors along with candidate names for all six Area Chair positions. Once the names are received (by July 12), the candidates are notified and they need to verify that they are committed to run for the nominated position by submitting a completed Nomination Petition to NMA headquarters.

B. Nomination Petitions

Petitions for Elected Officers and Area Chairs shall be submitted to NMA headquarters at least three (3) weeks prior to the beginning of the Annual Conference. The resulting names for the Elected Officer positions shall form a slate of officers to be elected by directors present at the Annual Conference. The Area Chair candidates will be elected in their respective area meetings also at the Annual Conference. No individual may be a candidate for more than one elected office in any fiscal year. Exceptions to this requirement shall be approved by the Board of Directors only if there are no qualified candidates for an elected office.

Section 3. Election – Officers & Area Chairs

A. Election Process

Elected officer candidates shall be presented to the Board of Directors at the Annual Conference meeting on a written ballot except when there is only one candidate for an office; then the election shall be by voice vote. Ballots will be cast by Board members, who must be present, and counted by tellers. The candidate receiving a majority of votes shall be deemed elected.

In the event no candidate receives a majority of the vote the candidate with the lowest number of votes is removed from the ballot and a re-vote is held for the remaining candidates.

This process continues until a candidate receives a majority of votes.

B. Election Requirements

Elected Officers and Area Chair candidates shall be members in good standing on the Board of Directors. All candidates shall have had at least one year of service as a director prior to assuming office, unless otherwise specified by the Executive Committee.

C. Election Results

At the time of an election the Chairman will only announce the winner. The actual vote count will be made available to candidates who ask to see the results.

D. Chairman of the Board, Vice Chair, Treasurer, and Secretary

These officers shall be elected, in order of Secretary, Treasurer, Vice Chair and Chairman of the Board, by the Board of Directors at the Annual Conference meeting and shall serve for a term of one year, limited to two full consecutive elected terms or until their successors have been elected.

E. Area Chairs

The geographical areas established by the Board of Directors shall be used to elect Area Chairs. Area Chairs shall be elected by directors within each area, in conjunction with the Annual Conference meeting. They shall serve for a term of one year, limited to two full consecutive elected terms, or until their successors have been elected.

Section 4. Duties of Officers

A. The Chairman of the Board shall preside over the annual meeting and the meetings of the Executive Committee and Board of Directors; shall appoint the Chairs of all committees; and shall make interim appointments as necessary.

B. The Vice Chair shall preside in the absence of the Chairman of the Board and shall lead the Planning Committee.

C. The Treasurer shall preside in the absence of the Vice Chair and monitor the financial policies and operations of NMA and Educational Foundation and lead the Finance Committee.

D. The Secretary shall review all NMA Meeting minutes, lead the Policy Committee and manage the Action Item List.

The officers shall perform other duties as described in the PPM.

E. Immediate Past Chairman of the Board

The Immediate Past Chairman of the Board shall preside over the Nominating Committee and any other committees as requested by the Chairman of the Board.

Section 5. Duties of Area Chairs

A. Area Chairs shall direct and coordinate the field service activities of the directors within the area as defined in the Bylaws.

Section 6. Vacancies

A. Chairman of the Board

In the event of a vacancy for any reason, the Vice Chair shall become Chairman of the Board for the unexpired term.

B. Other Offices

Any vacancy in the other offices shall be filled for the unexpired term from the membership of the Board of Directors by the Executive Committee. Such member shall have been a member of the Board of Directors for a minimum of one year prior to appointment.

C. Area Chairs

In the event a vacancy occurs in the office of Area Chair, the Secretary shall, within 30 days, conduct an election among the directors of the area to fill the unexpired term.

D. Immediate Past Chairman

In the event a vacancy occurs in the office of the Immediate Past Chairman, the Chairman of the Board shall appoint a previous past chairman to fill that vacancy.

Section 7. Term

Officers shall be elected for a term of one (1) year and shall take office January 1 following the date of their election.

ARTICLE VI - EXECUTIVE COMMITTEE

Section 1. Composition - The Executive Committee shall be composed of a core group including the Chairman of the Board, Vice Chair, Treasurer, Secretary, Immediate Past Chairman of the Board, and the NMA President. The Executive Committee may appoint other members to the committee as needed.

Section 2. Meetings - The Executive Committee shall meet three times each year and on call of the Chairman of the Board, or on call of at least 50 percent of its members. Meetings shall be held after reasonable notice, and a quorum shall consist of more than half its members.

Section 3. Authority - The authority of the Executive Committee shall be provided in the PPM.

Section 4. Duties - In addition to the duties described in the PPM, it shall be the duty of the Executive Committee to:

- A. Recommends for approval by the Board of Directors, an individual to serve as NMA President
- B. Approves the PPM annually in accordance with the Constitution and Bylaws after a review by the Policy Committee
- C. Reviews the annual budget and makes a recommendation to the Board of Directors for final approval
- D. Maintains a reserve fund, that is treated as a budget item, to provide for an adjustment period in case of loss of income or other emergencies
- E. Orders an annual review or audit (if deemed necessary) of the financial records of NMA
- F. Creates standing and special committees
- G. Authorizes single emergency expenditures or borrowing in excess of four percent of the annual budget in any one fiscal year

ARTICLE VII - NMA PRESIDENT

- Section 1. Authority - The authority of the NMA President shall be as provided in the Constitution.
- Section 2. Appointment - The NMA President shall be appointed by the Board of Directors.
- Section 3. Duties - In addition to the duties described in the PPM, it shall be the duty of the NMA President:
- A. To hire, dismiss, and direct staff personnel
 - B. To be responsible for activities at NMA
 - C. To perform such other duties as directed by the Executive Committee
 - D. To direct the activities in representing the membership and serve as spokesperson for NMA

ARTICLE VIII – COMMITTEES

- Section 1. Standing Committees - Standing committees of the NMA will carry out the functions of the NMA's business and planning and will be organized around the following functions:
- A. Association Development/Services
 - B. Community and Communications
 - C. Professional Development
 - D. Recognition
- In addition the following special committees are established:
- G. Finance Committee
 - H. Nominating Committee
 - I. Planning Committee
 - J. Policy Committee
 - K. Personnel Committee
- Section 2. Duties - The duties and responsibilities of the standing and special committees and their composition, shall be outlined in the PPM.
- Section 3. Special Committees - Special committees may be created by the Executive Committee. Chairs shall be appointed and vacancies filled by the Chairman of the Board.
- Section 4. Nominating Committee - The Nominating Committee shall propose a slate of officers and Area Chairs to be elected annually. The committee shall also solicit qualified volunteers for director and associate director positions by encouraging chapters and individual members to submit required petitions.

ARTICLE IX - PARLIAMENTARY AUTHORITY

- Section 1. The rules contained in **Robert's Rules of Order Newly Revised** shall govern NMA in all cases which are not covered by the Constitution, Bylaws, and PPM.
- Section 2. The Chairman of the Board may appoint a Parliamentarian to advise the Chair of proper parliamentary procedures.

ARTICLE X - BYLAWS AMENDMENTS

- Section 1. Bylaws - Bylaws for the governance of the NMA shall be adopted or amended by a majority vote of the directors present at any meeting of the Board of Directors provided that:
- A. more than 50 percent of all directors are present and have voted
 - B. a written notice of the Bylaws or amendment(s) have been sent to all directors at least 30 days in advance of the meeting where the Bylaws or amendment(s) are presented for adoption.
- Section 2. Mail/Email Vote – In the event a meeting cannot be held, the Bylaws shall be adopted or amended by mail/email vote sent to directors in accordance with the above provision. A majority of votes cast shall be necessary to carry the proposed action, provided at least twenty-five percent of the directors respond. A mail/email vote can be ordered by a majority vote of the Board of Directors.