

**INDUSTRIAL REPRESENTATIVES
ASSOCIATION**

BYLAWS

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INDUSTRIAL REPRESENTATIVES ASSOCIATION
Post Office Box 868 Aberdeen, Maryland 21001

ARTICLE I. CHARTER

1. Name and Principal Office

The name of the organization is Industrial Representatives Association, Inc. (hereafter referred to as the “Association”). Principal offices of the corporation in the State of New Jersey shall be located in Aberdeen, Maryland.

2. Purpose

The purposes of the Association are:

- To assist in promoting and maintaining better relations between industry as represented through the Association’s members and the US Army’s agencies, either directly or indirectly, supporting the Command, Control, Communications, Computers, Intelligence, Surveillance and Reconnaissance (C4ISR) mission and are located in Maryland and New Jersey.
- To promote a better professional relationship and understanding among the individuals of the Association.
- To advise the membership of initiatives which reflect the ever-changing market conditions, technology and government acquisition process and to have the Association attuned to those current conditions.

ARTICLE II. MEMBERS

1. Classes of Members

The Association shall have four classes of members: Regular Member, Retired Association Member, Retired Association Officer and Life Member. Unless otherwise cited, e.g. Regular Member, the word “member” or “membership” as used herein shall include all classes of members. The Executive Committee is responsible for ensuring compliance with membership criteria for all classes of members.

A. *Criteria – Regular Members*

Regular Members shall be limited to industrial representatives, whose primary function shall be in marketing and/or sales, calling on government agencies and other government contractors in Maryland and/or New Jersey actively involved in the support of the US Army’s Command, Control, Communications, Computers, Intelligence, Surveillance and Reconnaissance (C4ISR) community. The prospective members must certify they spend at least six (6) days per month on average in this function at these locations. Prospective members must recognize that they are required to actively participate in the Association, i.e., accept

committee assignments and attend a majority (7) of the regular functions during a calendar year. Prospective members must also keep their Association status in “good standing”. “Good standing” is defined as owing 3 or fewer months dues.

B. Procedures – Regular Members

Applications of prospective members must be submitted to the Membership Committee, with the appropriate initiation fee, for consideration, determination of eligibility, and ultimate recommendation to the Association’s Executive Committee. A majority vote of that Executive Committee will determine acceptance.

C. Procedures and Criteria – Retired Association Members

When a Regular Member becomes eligible for and chooses to retire, the member must request, in writing, retirement status through the Membership Committee Chairperson. Requests for retirement status made by email and which is filed appropriately within the Association’s records (printed copy or electronic) will be deemed as fulfilling this in-writing requirement. The Chairperson will present the matter to the Executive Committee for its consideration and vote. Acceptance of retirement status will be upon majority vote of the Executive Committee. All Retired Association Members, Retired Association Officers and Life Members must be fully retired from military-government business. All categories of retired members in the Association are required to respond to the annual re-certification notices by verifying their retired status by completing the form, signing, and returning it to the Membership Chairperson. The Executive Committee shall have the authority to censure or revoke the privileges granted to any category of Retired Association Member. The retirement categories are:

- 1) Retired Association Members
Members who meet requirements of retirement, i.e., no longer working in any capacity in the military-government business and who do not meet the requirements of any other retirement classification, will be classified as Retired Association Members.
- 2) Retired Association Officers
Members who meet the requirements of retirement, who have served as an officer and have been a member for at least ten (10) years, will be classified as Retired Association Officers.
- 3) Life Members
A retired Association Officer may be elected to a Life Membership by the Executive Committee provided that he/she has served the Association in an outstanding manner. The proposed Life Member candidate qualifications are:
 - a) must have been a member with 10 years of membership in the Association;

and b) must have served in at least 2 elective Offices (Past President, Past Vice President, Past Secretary, Past Treasurer).

2. Voting Rights

Each dues paying member in good standing shall be entitled to one vote on each matter submitted for a vote of the membership, including the annual election of officers. Active Retired Association Officers and active Life Members shall be entitled to vote in any matters proposed for a vote. (“Active” retired is defined as a “contributing member” who consistently attends the regular meetings and/or the Executive Committee meetings.)

3. Membership Status Changes

All requests for changes to membership status must be made in writing, through the Membership Committee Chairperson. A request made by member via email and which is filed appropriately within the Association’s records (printed copy or electronic) will be deemed as fulfilling this in-writing requirement. The Chairperson will present any change to a member’s status to the Executive Committee for its consideration and vote. Acceptance of any change of membership status will be upon majority vote of the Executive Committee. Members are responsible for payment of any dues and/or fees until their membership status is changed by Executive Committee vote.

A. Resignation

A Regular Member, Retired Association Member, Retired Association Officer or Life Member must resign by filing a written resignation with the Membership Committee Chairperson.

B. Unemployed Members

Regular Members in good standing that become unemployed will be upon their written request retained for three months in a non-paying status, after which their status will be reviewed and determined by the Executive Committee. Unemployed Members maintain all benefits and rights of a Regular Member.

C. Leaves of Absence

Regular Members in good standing who plan to leave the area on special assignments or tasks for an extended period may request of the Executive Committee in writing a leave of absence for that period. Upon return to the US Army C4ISR community, to an appropriate position, they may request reinstatement to the Association without penalty.

Regular members in good standing who become seriously ill may be granted (with or without request) a special leave of absence by the Executive Committee.

D. Reinstatement

On written request to the Membership Committee Chairperson by a former Regular Member, Retired Association Member, Retired Association Officer or Life Member, the Membership Committee shall review the request for reinstatement. The Executive Committee, upon majority vote, may grant the reinstatement conditioned upon payment of initiation fee and total moneys owed, including dues owed before the date of reinstatement and all other requirements of membership. The Executive Committee may provide total or partial relief from past dues and initiation fee as it deems appropriate.

4. Re-Certification

An annual review of each member's status shall be conducted to determine their eligibility to qualify as members in accordance with the requirements of the bylaws. Those members no longer eligible, and any failing to re-certify by the end of the association's fiscal year, shall be dropped from the membership rolls and so notified by the Membership Committee Chairperson. They shall be informed of the reasons for such action and have the right to appeal the decision and present such information as they deem appropriate to support their appeal. Such an appeal shall be reviewed by the Executive Committee and the committee's decision shall be final.

ARTICLE III. MEETING OF MEMBERS

1. Meetings

Normally, the Association holds 10 monthly Program Meetings, an Annual Bash, and an Annual Business Meeting.

The Annual Business Meeting of the membership of the Association shall be held at the regularly scheduled Association meeting during the month of January.

Special meetings of the membership may be called by the Executive Committee or the President, as required.

Members holding 25 percent of the votes that may be cast at any business meeting shall constitute a quorum at such meetings. If a quorum is not present, a majority of the voting members then present may adjourn the meeting.

2. Notice of Meetings

Written, printed, or electronic notice stating the place, day and hour of any meeting of the membership shall be delivered, personally or by appropriate means, to each member not less than 5 or more than 30 days before the date of such meeting. If mailed, the notice of the meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his/her address as it appears on the Association records.

3. Guests at Meetings

Regular Members may attend all regular meetings and may bring with them guests belonging to the same company or a company represented by them. There shall be no guests at the Annual Business Meeting.

Retired Association Members, Retired Association Officers and Life Members may attend all regular meetings.

Former members may attend by invitation of the President.

Prospective new members may attend by invitation of the President.

4. Proxies

Proxy voting is not allowed.

5. Voting by Mail

Any Regular Member in good standing, active Retired Association Officers, and active Life Members may vote on any Association Membership issue or in any election of Officers by mail or email by sending to the Secretary a written statement of his/her vote. Said statement shall be dated and signed by the Member. In order to be valid, said statement must be received by the Secretary prior to conduct of the membership vote on the issue during an Association meeting.

ARTICLE IV. EXECUTIVE COMMITTEE

1. General Powers

The affairs of the corporation shall be managed by the Executive Committee with the President presiding. The Executive Committee is responsible for ensuring compliance with the Association Bylaws. At least one member of the Executive Committee must be a resident of the State of New Jersey.

2. Number, Tenure and Qualifications

The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer, three past Presidents, and six Regular Members as described below:

- A. The immediate past President shall be a member of the Executive Committee for one year succeeding his/her term as President.
- B. The six Regular Members of the Executive Committee shall consist of Regular Members who are not presently officers or past Presidents already serving on the Executive Committee. This group of six will be appointed in alphabetic rotation from the roster of the Association. The top six names in order shall be notified in accordance with the notification paragraph herein. If the President determines there will not be a quorum and in his/her judgment an executive Committee meeting is necessary, he/she shall continue down the rotation roster until a total of six members indicate their availability to serve. These six shall then constitute the six regular voting members for that meeting.

When a member has served twice on the Executive Committee, he/she will have discharged his/her responsibility for service for this rotation and his/her name will be added to the bottom of the rotation in alphabetic order. Failure to serve when called over a six-month period shall constitute prima facie evidence of failure to comply with Article 2 paragraph 3 of these bylaws.
- C. Only Regular Members in good standing will be permitted to participate on the Executive Committee.
- D. Members appointed to the Executive Committee may not be appointed to serve again for a period of six months after the termination of their last tenure on the Executive Committee.
- E. Two other Past Presidents who are Regular Members shall be selected by the Executive Committee at the January meeting. The selected Past Presidents shall serve from February through January. The restriction of paragraph D above shall not apply to past Presidents.

3. Regular Meetings

An annual meeting of the Executive Committee shall be conducted immediately preceding the annual meeting of the membership. Regular meetings of the Executive Committee will be conducted immediately preceding all regular membership meetings.

4. Special Meetings

Special meetings of the Executive Committee may be called by or at the request of the President or a majority of the Executive Committee. The person or persons calling the special meeting may establish the time and place of the assembly.

5. Notices

Notice of any regular or special meeting of the Executive Committee shall be given at least three days prior by written means delivered personally or sent by mail/ e-mail to each member of the Executive Committee at his/her address as shown by the records of the Association. Special meetings of less than three days' notice shall require that telephone notice be given to the members of the Executive Committee either personally or by leaving an appropriate message at the person's normal place of business at least 24 hours prior to that meeting.

6. Quorum

A majority of the Executive Committee shall constitute a quorum for the transaction of business at any meeting of the Executive Committee. If less than a majority of the Executive Committee is present at said meeting, a majority of those present may adjourn the meeting and re-schedule it without further notice.

7. Manner of Acting

The acts of the Executive Committee shall be governed by a majority vote of those present at any duly convened regular or special meeting.

8. Compensation

No compensation shall be paid to the Executive Committee.

9. Association Standard Practices Manual

The Executive Committee shall provide the Association Standard Practices Manual to incoming Association Officers.

ARTICLE V. OFFICERS

1. Officers of the Association

The officers of the Association shall be President, Vice President, Secretary and Treasurer. All officers must be Regular Members.

2. Nominations

The Nominating Committee shall submit a list of at least one candidate per office for the President, Vice President and Secretary and two candidates per office for Treasurer to be placed on the ballot. Other names may be added to the ballot by submitting a petition, signed by at least 25 percent of the Members eligible to vote, to the Chairperson of the Nominations Committee no later than November 1. Ballots are to be distributed to all Members eligible to vote no later than November 15, returnable by December 1. Provisions shall be made for write in votes.

3. Election and Term of Office

All officers of the Association shall be elected by the Members eligible to vote for a period of 12 months on a calendar year basis. No elected officer shall succeed him/herself in the same position.

4. Removal

The Executive Committee can remove an Officer from office for cause by 75% majority vote. The officer proposed for removal shall be excluded from that vote.

5. Vacancies

A vacancy in any office may be filled by a Regular Member selected by the President, or in the case of the President, selected by the Vice President. Such selection shall be subject to confirmation by majority vote of the Executive Committee. A Regular Member selected and confirmed shall serve the unexpired portion of the term of the vacated office.

6. President

The President shall be the principal executive officer of the Association and shall, in general, supervise and control all of the business and affairs of the Association . The President shall preside at all of the meetings and shall perform all duties incidental to the office of President and such other duties as may be prescribed by the Executive Committee from time to time. The President shall be guided by the Association Standard Practices Manual.

The President is responsible for assuring that an adequate program and suitable arrangements are formulated for each membership meeting of the Association.

7. Vice President

In the absence of the President or in event of his/her inability or refusal to act, the Vice President shall perform all of the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions of the President. The Vice President shall be guided by the Association Standard Practices Manual.

The Vice President is Chairperson of the Program Committee. The Program Committee principals must coordinate their plans with the Vice President and receive approval of the Vice President before finalizing details for any Association membership meeting.

8. Secretary

The Secretary shall record and maintain accurate minutes of meetings for the general membership and those of the Executive Committee. The Secretary shall be responsible for assuring that all notices required by these bylaws are duly promulgated. The Secretary is the custodian of the current year Association's records (except financial records) and the Corporate Seal. The Secretary shall be guided by the Association Standard Practices Manual.

- A. The Secretary is required to maintain an up-to-date roster with both postal and electronic address information of the Membership. This roster shall be updated at least annually. The Secretary using addenda shall issue changes, as necessary, during the year to the Membership Roster.
- B. In the absence of the President and Vice President, or in the event of inability or refusal to act, the Secretary shall perform all of the duties of President.
- C. The Secretary shall record the minutes of all Membership meetings, minutes of Executive Committee sessions, meeting notices and any special items as determined by the President. A copy of all minutes will be posted to the Association's website (inside the secured members only section) on a monthly basis.

9. Treasurer

The Treasurer shall have charge and custody and be responsible for all funds of the Association. The Treasurer shall receive and give receipts for monies due and payable to the Association from any source whatsoever, and deposit all such monies within 14 days of receipt in the name of the Association in such banks, trust companies or other depositories as shall be selected by the Executive Committee. In general, the Treasurer shall perform all duties incidental to the office of Treasurer and such other duties as may be assigned to him/her by the President. The Treasurer shall render, monthly and annually, a report of the Association's financial condition, or more often as required by

the Executive Committee. The Treasurer shall be custodian of the financial records. The Treasurer shall be guided by the Association Standard Practices Manual.

In the absence of the President, Vice President, and Secretary, or in event of their inability or refusal to act, the Treasurer shall perform the duties of President.

10. Other Members of Executive Committee

Each of the three Past Presidents assigned to the Executive Committee shall be eligible to act as the President during the absence or inability to serve of all officers of the Association. These Past President members of the Executive Committee (the most recent being the first selectee) shall perform the duties of the President and shall have the Title of Alternate Vice President.

Each of the six regular members of the executive Committee assigned on a rotational basis shall be eligible to act as an officer during the absence or inability to act of all Officers of the Association and the three assigned Past Presidents on the Executive Committee.

ARTICLE VI. COMMITTEES

1. Standing Committees

The following standing committees shall function in advisory capacities to the Executive Committee:

A. Membership and Nominations Committee (Chairperson is the immediate Past President)

B. Government Relations Committee

C. Program Committee (Chairperson is the Vice President)

- 1) The Vice President shall appoint 10 Program Chairpersons, one for each regular meeting of the Membership. The Monthly Program Chairperson shall be identified no later than three months in advance of the meeting for which they are responsible.
- 2) The Monthly Program Committee for each meeting shall be at the discretion of the Monthly Program Chairperson, and shall consist of a minimum of three Regular Members.
- 3) Responsibilities of the Monthly Program Chairperson include the following:
 1. Arrange place, menu and program.
 2. Coordinate program with the Vice President or his designee.

3. Advise the Association Secretary four weeks in advance of the time, place and program.
4. Collect RSVPs for the meeting.
5. Arrange for Guest Speaker memento (if directed by the Executive Committee).
6. Write letters of confirmation and thanks to the Guest Speaker and his/her staff.
7. Assign committee person(s) to assist in check-in preparation and procedures.

D. Finance Committee

E. Audit Committee

- 1) An annual third party review of the Association's finances shall be conducted in January by the incoming Audit Committee, prior to turning the records over to the incoming Treasurer. The President and/or Executive Committee may call for special reviews.

F. Long Range Planning and Bylaws Committee

G. Placement Committee

H. Entertainment Committee

I. Sunshine Committee

J. Archivist Committee

2. Chairperson

Each committee shall have a chairperson appointed by the President with the concurrence of the Executive Committee. The term of each chairperson shall be a calendar year.

3. Membership

Membership of the committees shall be determined by the committee Chairperson on a calendar year basis or as required.

4. Quorum

Unless otherwise provided by the Executive Committee, a majority of any committee shall constitute a quorum for that committee. The act of a majority of the committee members present at a meeting at which a quorum is present shall constitute the act of that committee.

5. Other Committees

The President and/or the Executive Committee from time to time, may appoint such other committees, as are deemed necessary and proper.

ARTICLE VII CONTRACTS, PAYMENTS AND GIFTS

1. Contracts

The Executive Committee may authorize any officer or officers or specifically designated agent or agents of the Association, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances.

2. Checks, Drafts or Orders for Payment

All checks, drafts, or orders for payment of money issued in the name of the Association shall be signed by the Treasurer or, in his/her absence, by the President. All bills shall be paid by check.

3. Gifts

The Executive Committee may accept on the behalf of the Association any contribution for the general purposes or for any special purpose of the Association.

ARTICLE VIII. DUES AND FEES

1. The Establishment of Dues

- A. The Executive Committee shall establish and modify annual dues and other fees payable by the Regular Members.
- B. Retired Association Members shall be able to attend all IRA regular monthly meetings upon payment of dues as defined as one twelfth portion of the Regular Member annual dues for each meeting attended. A Retired Association Member may attend association Social Events (e.g. the Annual Bash or Networking Socials) with a non-government/non-military guest upon payment of dues as defined as one twelfth portion of the Regular Member annual dues for each event attended plus any assessed Social Event fee.
- C. Retired Association Officers shall be able to attend all IRA regular monthly meetings upon payment of dues as defined as one half of the dues paid by a Retired Association Member, or as stated directly, one twenty fourth of the annual Regular Member annual dues for each meeting attended. A Retired Association Officer may attend association Social Events (e.g. the annual Bash or Networking Socials) with a non-government/non-military guest upon payment of this same one twenty fourth of the annual Regular Member annual dues for each event attended plus any assessed Social Event fee.
- D. Life Members may attend any meeting at no charge and any Social Event with a non-government/non-military guest upon payment of the member assessed Social Event fee.

2. Payment

Regular Member Dues will be invoiced by the Treasurer at the end of each association fiscal year and will cover the upcoming year. New Member's first year's dues will be invoiced at time of acceptance at a rate proportional to the number of months remaining in the association's fiscal year. Regular Members failing to pay their annual dues by the March monthly meeting (or for New Members, the third meeting after being inducted) shall be removed from the membership rolls and so notified by the Membership Committee Chairperson. They shall be informed of the reasons for such action and have the right to appeal the decision and present such information as they deem appropriate to support their appeal. Such an appeal shall be reviewed by the Executive Committee and the committee's decision shall be final.

Special circumstances associated with the payment of dues and/or fees should be addressed to the Treasurer in advance and shall in turn be presented by the Treasurer to the Executive Committee for their review and any special action.

3. Payment for Guests

The Executive Committee shall establish, and modify as required, the meeting payment for guests. Payment for guests is the responsibility of the sponsoring Member.

4. Returned Checks

Any charges assessed by the bank for returned checks or similar financial fees will be assessed against the member responsible.

ARTICLE IX. MISCELLANEOUS

1. Fiscal year

The fiscal year of the Association shall be the calendar year.

ARTICLE X. AMENDMENTS

1. Power to Amend Bylaws

The bylaws of this Association may be amended, repealed or added to, or new bylaws may be adopted, upon proposal of the Executive Committee and acceptance by a majority vote of qualified Association Members via US Mail or by electronic means or by a majority vote of qualified Association Members in attendance at a duly assembled annual meeting of the membership as noted in ARTICLE III. MEETING OF MEMBERS, above.