

BYLAWS  
of the  
Carolinas Chapter  
of  
NCMS, INC., THE SOCIETY OF INDUSTRIAL SECURITY PROFESSIONALS  
A NONPROFIT ORGANIZATION

**ARTICLE I - NAME**

The name of this organization shall be the "Carolinas Chapter" of NCMS, Inc., The Society of Industrial Security Professionals. It is chartered as a unit of 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, classification management/information security matters, and to promote professionalism and professional competence among its members;
- (2) to advance the professional knowledge of its members in all matters relating to classification management and information security; and
- (3) to observe and promote the objectives and tenets and to participate in the affairs of NCMS.

**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 "NCMS Carolinas Chapter" area. Membership status in NCMS shall determine membership status within the Chapter. Members may not disaffiliate from their assigned chapter unless approved by the Executive Director.

Section 2. Only those members in good standing shall be entitled to vote.

Section 3. Chapter Officers shall be empowered to resolve all questions relating to Chapter membership. In the event that Chapter officers determine that denial, suspension, or revocation of Chapter membership is indicated for a member of NCMS who is in good standing, they shall formally petition the NCMS Board of Directors for permission to initiate such action.

**ARTICLE IV - DUES**

Section 1. There are no Chapter dues associated with this Chapter for members in good standing with NCMS.

Section 2. There will be no assessments or additional chapter dues associated with Chapter membership.

**ARTICLE V - OFFICERS**

Section 1. The elective officers of this Chapter shall be a Chairperson, a Vice Chairperson, a Secretary, and a Treasurer. The positions of Secretary and Treasurer may, at the discretion of a majority of the members, be a single office. The Chapter calendar is January through December. Elections will coincide with the Chapter calendar year.

Section 2. The Chapter officers shall be elected by ballot, at least 30 days prior to the end of the calendar year, to serve one year. If there is only one nominee for an office, election may be viva voce. A majority vote shall elect, be it a majority of the members or a majority of the members at a meeting at which there is a quorum. Initial elections of officers may be scheduled at any time by a majority of the Chapter members.

Section 3. No member shall hold more than one elective office at any one time, and no elected officer shall be eligible to hold more than two consecutive terms in the same office. Any part of a term in excess of six months shall be considered a term.

Section 4. 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 then elected to the board during that time, they must resign the chapter position. A Chapter Officer may hold the position of Chapter Liaison and Chapter Officer at the same time

Section 5. Initial terms of all officers will be one year. At the end of the first year, terms of office shall be reviewed (either one or two years making up the term), and voted on by the membership. At that time, new officers will be elected for the specific term.

Section 6. At the conclusion of the initial term of an officer's position, a decision will be made by s/he on whether or not s/he can commit to a second year term of the same office. Ideally, for continuity two of the four officers will remain active during the two year term. The vacant positions will be open to the membership for nominations or volunteers, and voted on by the membership.

Section 7. If a vacancy occurs in the office of Chapter Chair, it shall be filled by the Vice Chair. If a vacancy occurs in any other office, the unexpired term shall be filled by appointment by the Chapter Chair, with the concurrence of the Chapter or the Executive Officers, rather than a Chapter vote.

Section 8. The elected officers and the immediate past Chairperson of the Chapter shall constitute the Executive Board of the Chapter. The Chapter Chairperson shall be Chairperson of the Executive Board. Chapter members who are National Directors will be ex officio members of the Executive Board.

Section 9. The duties of the officers shall be as follows:

- a. The **Chairperson** shall
  - (1) promote the welfare, growth, and professional stature of the Society;
  - (2) manage Chapter activities;
  - (3) represent the President and/or Board of Directors on occasion when specifically requested;
  - (4) preside at all meetings of the Chapter;
  - (5) notify the national Board of problems, reports, surveys, or recommendations as they may be presented by the Chapter;

- (6) serve as liaison between the Board and Chapter membership on security issues and resolutions;
- (7) attend the semiannual BoD/CC meetings (held in June/July at the National training seminar and in December) and provide a short presentation/report. If the Chair can not attend then the Vice Chair should attend. If neither be able to attend, a volunteer will be requested from among the other Chapter Officers and Chapter Members. If more than one individual volunteers to attend, the delegate shall be appointed by the Chapter Chair. If no member volunteers to attend, the Chapter Chair shall notify the Chapter's BoD representative that no one will be attending the upcoming BoD/CC meeting.
- (8) serve as an ex officio member of all committees, except the Nominating Committee;
- (9) appoint special committees and standing committee chairs in conjunction with other Chapter officers as needed;
- (10) be empowered to sign and endorse checks by and for the Chapter;
- (11) approve all notices to members;
- (12) provide the annual written report of Chapter activities and financial report to the NCMS Executive Director by 1 March of each year.
- (13) provide a report of election results to the NCMS President and Executive Secretary with five (5) days after election.

b. The **Vice Chairperson** shall

- (1) perform all the duties of the Chapter Chairperson in his/her absence, including presiding at the Chapter meetings;
- (2) assume the office of Chairperson should the position become vacant for any reason;
- (3) assist the Education and Training committee chairperson with coordinating programs by contacting and inviting speakers and setting up training seminars in conjunction with the Board and the National Society;
- (4) perform such duties as may be requested by the Chairperson;
- (5) assume the responsibilities of an Education and Training Committee, unless the Vice Chairperson chooses to form such a committee to assist him/her during the initial year of the Chapter (in subsequent years the membership may decide whether to establish the committee).
- (6) Attend the semiannual BoD/CC meetings if the Chair can not attend

c. The **Secretary** shall

- (1) keep an accurate record of all Chapter meetings;
- (2) keep records of such other activities as the Chairperson may direct;
- (3) conduct correspondence for the Chapter as directed to include Chapter meeting summaries to the National Society within 30 days of the meeting;

- (4) maintain the Chapter Charter and file all documents and correspondence belonging to the Chapter;
- (5) maintain the Chapter bylaws and have them available at all meetings of the Chapter;
- (6) make arrangements for meeting locations and notify members of the meetings. This function may be delegated to a Program Committee appointed by the Chairperson and/or officers;
- (7) assume the responsibilities of a Membership Committee, unless the Secretary chooses to form such a committee to assist him/her during the initial year of the Chapter (in subsequent years the membership may decide whether to establish the committee).
- (8) Submit annual reports: (1) Chapter Financial Audit, by March 1 to NCMS Executive Director; (2) election results, by the 5<sup>th</sup> day after election to NCMS Executive Director and NCMS President; (3) treasure's report by March 1 to NCMS Executive Director; and (4) the annual Chapter report, by March 1 to NCMS Executive Director

d. The **Treasurer** shall

- (1) establish a bank account in the Chapter's name;
- (2) receive and disburse funds associated with Chapter-related business;
- (3) be empowered to sign and endorse checks by and for the Chapter;
- (4) issue receipts;
- (5) maintain accurate records of all receipts and disbursements;
- (6) present at each regular meeting of the Chapter an abstract of the Chapter's account;
- (7) adhere to any and all IRS filing requirements;
- (8) conduct audits in accordance with NCMS National Policy & Procedure, d. Chapter Treasurer, paragraph 7,
- (9) submit books for audit by the Chapter Chair at the end of the Treasurer's term, or at the request of the National Executive board.

## **ARTICLE VI - COMMITTEES**

Section 1. Initially the standing committees will be included in the officers' responsibilities, and they will appoint or seek volunteers to serve on their committees.

Once introduced into the Chapter, the standing committees shall be as follows: Education and Training, Membership, and Nominations. The Chairperson and the Chapter's Board of Directors shall appoint a Committee Chairperson for each of the standing committees. Each Committee Chairperson shall appoint his or her own committee and may attend meetings of the Executive Board.

In addition:

- a. The Chairperson of the Chapter shall be a member ex officio of all committees, except the Nominating Committee.
- b. Standing committees, except the Nominating Committee, shall notify the Chapter Chairperson of all meetings and shall send copies of all official correspondence to him or her.

- c. Committees may transact business by mail and/or electronic communication.

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

a. Education and Training

- (1) determine the education and training needs of the members;
- (2) in coordination with program Chairperson, 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.

b. Membership

- (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 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.

c. Nominating

The Chairperson of the Nominating Committee shall select at least two Chapter members to serve with him/her on the Nominating Committee. Chapter Officers and members of the Executive Board are not eligible to serve on the Nominating Committee in any capacity unless, under the conditions of these Bylaws, they are ineligible to run for any office. The Nominating Committee shall

- (1) select a slate of candidates with two nominees for each position, whenever possible, and ensure at the time that the nominee is willing to serve and that the nominees have the support of their organizations;
- (2) establish an election time, which will provide for the election of officers prescribed in Article V, Section 2. The election may be held at a regularly scheduled meeting of the Chapter, or by mail. When the election is held by mail, the voting period shall be at least 30, but less than 40, days in duration;
- (3) accept nominations from the floor provided that the nominee is present or has given consent.

## **ARTICLE VII - MEETINGS AND QUORUMS**

Section 1. Regular meetings of the Chapter shall be held at least once per quarter. The frequency of the meetings may be changed by a majority vote of all members. The Chairperson, with the consent of the Executive

Board, may cancel any meeting for just cause. Effort should be made to hold meetings in various locations around North and South Carolina.

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

Section 3. The annual Chapter meeting shall be the regular meeting held immediately prior to the calendar end, at which time reports shall be given by all officers and chairpersons and election/installation of officers shall take place.

Section 4. A quorum shall consist of ten percent 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 Chairperson or senior Chapter official present shall represent the Chapter at the NCMS annual meeting and shall present any required Chapter reports. 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 and Chapter members. If more than one individual volunteers to attend, the delegate shall be appointed by the Chapter Chair. If no Chapter member volunteers to attend, the Chapter Chair shall notify the Chapter's Board of Director representative that no one will be attending the upcoming Board/Chapter Chair meeting

#### **ARTICLE IX - AMENDMENTS**

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

Section 2. The Bylaws may be amended at any meeting of the Chapter by a majority vote, provided that the amendment has been submitted in writing to the members prior to the meeting. A quorum must be present.

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, disbanded, or dissolved for any reason, the Charter and records of the Chapter shall be forwarded to the Executive Secretary of NCMS for safekeeping and historical purposes. The Chapter funds shall be transferred to the NCMS Treasurer for use by NCMS as determined by the Board of Directors.