

BY-LAWS

HANSCOM REPRESENTATIVES ASSOCIATION

21 JULY 2004

As amended by ballot and approved 7 November 2005

As amended by ballot and approved 16 November 2007

As amended by ballot and approved 2 May 2014

As amended by ballot and approved 21 December 2018

ARTICLE I: NAME

The name of the organization is the Hanscom Representatives Association (HRA).

ARTICLE II: OBJECTIVES

The primary mission of the HRA is to foster open dialogue between industry representatives and the acquisition community operating in support of the Air Force Life Cycle Management Center (AFLCMC), Hanscom AFB (LCMC Hanscom). The objectives of the HRA are to promote improvement to the defense acquisition process; to gain deeper understanding of weapon systems requirements managed by LCMC Hanscom; and to highlight business opportunities at LCMC Hanscom, its satellite organizations, and surrounding regional Defense and Federal acquisition agencies. The HRA shall do this through the promotion of open dialogue with acquisition principals and the organizations they support. The HRA shall also promote the depth and breadth of the acquisition acumen of its membership to LCMC Hanscom and regional acquisition principals to support process improvement activities. The HRA is not intended to compete with or supplant other existing professional organizations supporting LCMC Hanscom. The HRA shall neither contribute to nor sponsor any Hanscom-sanctioned events not related to the HRA's objectives, but may participate or lend assistance to "5 Star" committee activities and other regional professional association activities as deemed appropriate by the President and Executive Committee.

ARTICLE III: MEMBERSHIP & FEES

SECTION 1---ELIGIBILITY: Any marketing/industry person seeking business opportunities at LCMC Hanscom and its various satellite organizations is eligible for Membership. Final membership approval is made through the Membership Chairman and the HRA President. Membership is conferred on any eligible individual upon payment of the annual dues per Section 2 of this Article.

SECTION 2---MEMBERSHIP DUES: All Members are required to pay annual dues effective for that calendar year, which shall be paid in full prior to participation in any association event/activity. All Members are eligible to choose one of two (2) payment options. Option A offers a one-year membership; option B offers a three-year membership at a discounted price.

Effective 2014, membership dues shall be set by the HRA BOD in November for the coming year. The dues for the approaching year will be communicated to all members. A joining or renewing member can choose either option regardless of the joining date. Current Members using options A or B must renew prior to the anniversary date of their initial Membership. An inactive member may re-activate their Membership at any time by logging into the website, updating their information and paying the annual dues. Although a corporate sponsor may pay/reimburse a Member's dues, the dues reflect the Membership of the individual, not their employer(s) or client(s). As such, Membership remains in effect for the paid

period of those dues, assuming basic eligibility remains in effect. It is the responsibility of all members to update their profile to reflect changes to their professional information.

SECTION 3--HONORARY MEMBERSHIP: There shall be no honorary Members. All Members must meet eligibility requirements and have paid dues per Section 2 of this Article.

SECTION 4--EVENTS REGISTRATION FEES: The HRA organization has a goal to host at least 10 events annually. Members are required to pay a registration fee for each event. Event registration fees shall be targeted to cover all operational/venue expenses.

SECTION 5---GUESTS AT EVENTS: Guests are permitted at HRA events under one of three conditions. All guests regardless of applicable condition need to be registered for the event via the HRA Secretary.

1. Member-invited guests: Members may invite one guest per event with the paying of the event fee as specified in Section 4 of this Article. Guests will be hosted on a space-available basis to accommodate HRA Members.
2. Prospective HRA Members as guests: Prospective HRA Members as guests may attend HRA events not more than twice with the paying of the event fee as specified in Section 4 of this Article.
3. Guests are permitted at HRA events other than luncheons as determined by the HRA event organizers.

ARTICLE IV: OFFICERS

SECTION 1---EXECUTIVE POSITIONS: The elected HRA executive officers shall be a President and a Vice President. Their duties shall be outlined in the By-Laws and by Parliamentary Authority adopted by the HRA. These officers shall serve for one year and shall not succeed themselves. Upon conclusion of the Chapter program year, the Vice President shall ascend to the position of President. The HRA President shall appoint, with Board of Directors' (BOD) concurrence, a Secretary and a Treasurer. The Secretary and Treasurer may serve without term limits given they are reappointed by the President with concurrence of the BOD. The intent is for the Secretary and the Treasurer to serve for several terms, thus providing continuity of HRA business operations and records keeping. The President, Vice President, Secretary and Treasurer shall comprise the Executive Committee (EXCOMM), and shall all be eligible Members of the HRA per Article III, Section 1. EXCOMM members must be local to the Hanscom AFB area and be able to physically support events and meetings as necessary.

SECTION 2---APPOINTED POSITIONS: From the eligible membership as defined in Article III, Section 1, the President may appoint a Security Manager, Membership Manager, Information Technology (IT) Administrator and other supporting managers as deemed necessary to conduct the business of the HRA. Their duties are managed and directed solely by the President. The individuals in these positions do not necessarily progress to officer positions. All appointees shall serve until resignation or replacement by the President. Appointed members must be local to the Hanscom AFB area and be able to physically support events and meetings as necessary.

SECTION 3---NOMINATIONS: At any time during the year, an individual may indicate that he/she would like to be a candidate for a particular office. Candidates for executive office must be Members of the HRA, in good standing, at the time of nomination. All such requests shall be honored, and the candidate's name shall be submitted to the Nominations and Elections (N&E) Committee Chairperson, who shall be appointed by the BOD Chairperson. The N&E Committee Chairperson shall in turn assemble a sub-committee from within the board which shall prepare a ballot of candidates for BOD approval. Prior to the election, the N&E Committee shall verify the membership status of candidates, and shall confirm that all candidates are willing to serve the annual term of the office they seek as well as any additional subsequent years of service to the HRA (e.g., president (through ascension) and board member) if elected. As HRA's objectives are to promote improvement to the defense acquisition process, and to highlight business opportunities at LCMC Hanscom, all officers and board members must be locally available to Hanscom AFB to support meetings and events as necessary.

SECTION 4---ELECTIONS: An annual election shall be held during the last quarter of each calendar year to elect executive officers. The election shall be conducted and the results reported by the Secretary using the nominations presented by the BOD. A closed ballot (electronic or postal) shall be conducted and the ballots shall identify the candidates for each office. Write-ins, with prior permission of the person, shall be permitted. Candidates receiving the greatest number of votes of Members in good standing shall be elected.

SECTION 5---INSTALLATION OF OFFICERS: All elected officers shall serve from January through December of each year, which shall be the fiscal year for the HRA. Newly elected officers shall assume their duties at the beginning of the new fiscal year.

SECTION 6---BOARD OF DIRECTORS (BOD): A BOD shall be established and composed of all previous Presidents or Chairpersons of the HRA who are active HRA Members in the New England area. The BOD is limited to five (5) directors. When the BOD has the potential of exceeding five (5) directors, the longest serving director will depart unless another director volunteers to depart. The Chairperson of the BOD shall be the most recent past HRA President, provided they continue to meet the membership eligibility requirements of Section Article III, Section 1, unless that individual resigned prior to completing their term. In that event, the Chairperson of the BOD shall be the most recent BOD chairperson in good standing as an HRA member. The BOD shall support the HRA officers in an observation and advisory capacity, and review and provide concurrence of the President's recommendations for a Secretary and a Treasurer. The Chairperson of the BOD shall name a member to serve as Chairperson of the N&E Committee.

SECTION 7---DUTIES OF OFFICERS: The President shall chair association meetings. The President shall act as the HRA's representative to LCMC Hanscom-led groups such as the 5-Star Committee. The Vice President shall act for the President in his/her absence and shall assist the President as requested. The Secretary shall handle required correspondence at the discretion of the President. The Treasurer shall collect dues, satisfy financial obligations, and assist the President in fiscal duties. The Treasurer shall prepare an annual financial statement of the HRA at the close of each fiscal year. More frequent financial reports may be requested by the President or the Chairperson of the BOD, and shall be prepared and presented by the Treasurer to the requestor. Not later than January 31 of each year, the President shall prepare a budget and monthly cash flow forecast for that calendar year of operations and present it to the BOD within the first two weeks of February for approval. All officers may perform other duties as directed by the President.

SECTION 8---ISSUES AND CONCERNS: For acquisition issues or comments that are recommended for presentation to LCMC Hanscom per Article II, Objectives, the issue shall be made a part of the agenda for the next appropriate membership business event. After discussion, those issues approved by a majority

of a quorum shall be presented to LCMC Hanscom. The President shall appoint a committee of four (4) Members to arrange a meeting and make the presentation. The committee shall consist of the President (or another officer), the designated presenter, and two other Members. Results of the meeting with LCMC Hanscom shall be presented to HRA Members, either at the next meeting or by written/telephonic communications if time is urgent. Any Member in good standing may request a special meeting to discuss issues that require immediate attention.

SECTION 9---DIRECTORS EMERITI: Upon conclusion of their membership on the HRA Board of Directors, typically due to them being the most senior BOD member leaving the Board's service, a former Director who remains an HRA member shall be considered by the HRA to have Emeritus status and may be called upon by the Board Chairman for support of special projects or to provide advice. Directors Emeriti shall attend BOD meeting only upon invitation of the Board Chairman and shall not have BOD voting privileges. In recognition of service to the HRA, Directors Emeritus will, upon completing their term of office (5 years), receive a lifetime membership to the HRA at no cost. This same honor will be bestowed upon a member of the Executive Committee who serves a 5 year term.

ARTICLE V: MEETINGS

SECTION 1---MONTHLY MEETINGS: The HRA has a goal to host ten (10) meetings/events for Members annually. These meetings/events shall be held at or in the Hanscom AFB area.

SECTION 2---QUORUM: For purposes of conducting the business of the HRA as specified in Article II, a quorum shall consist of the Members present at a scheduled business meeting.

SECTION 3---BOARD OF DIRECTOR MEETINGS: The BOD shall normally meet two times per year with additional meetings as required. Meetings shall be held in the Hanscom AFB area.

SECTION 4---SPECIAL MEETINGS: A HRA special meeting may be called to have the President address an issue that is too critical to wait for the next Membership meeting. Any Member, Officer, and/or BOD Member may request special meetings.

SECTION 5---MEETING ATTENDANCE: Meeting attendance, including events such as monthly luncheons, is restricted to HRA Members and official guests (as delineated in Article III, Section 5) only with the exception of the luncheon speaker and the speaker's invited guest (one), and LCMC Hanscom staff invited by the HRA President.

SECTION 6--NOTICE OF MEETINGS: The President shall provide one (1) week notice including date, time, place, and agenda for business meetings.

ARTICLE VI: PARLIAMENTARY AUTHORITY

The rules contained in "Robert's Rules of Order: Modern Edition" by Henry M. Roberts, et al (1996) shall govern the association. In any case, where Robert's Rules are not consistent with these By-Laws, the By-Laws shall take precedence.

ARTICLE VII: AMENDMENT OF BY-LAWS

Proposed amendments to the By-Laws must gain a majority vote of the members present at a scheduled business meeting. Amendments shall be provided in writing to the President and the Chairman of the Board

of Directors for review at least one month (30 days) in advance of a scheduled business meeting. The scheduled business meeting's announcement and agenda shall provide a written copy of the proposed amendment with an agenda item to have the proposed amendment presented by the requesting member. Upon approval of the proposed amendment, the proposed amendment shall be presented to the BOD and the general membership for ratification IAW Article VIII of these By-Laws. In the case of a regular increase being needed for event fees, these By-Laws do not require an amendment given written notice by the Secretary and approval by the President of the HRA per Article III, Section 4.

ARTICLE VIII: RATIFICATION OF PROPOSED BY-LAWS AMENDMENTS

By-Laws amendments gaining approval IAW Article VII shall be reviewed by the BOD and shall be ratified by 2/3 votes of members voting and in good standing by closed ballot. Upon approval by the 2/3 majority, the amended By-Laws shall take effect immediately or as stated in the proposed amendment. In the event the proposed amendment does not gain the required 2/3 majority within thirty days of the opening of ratification balloting, the amendment shall be considered to be rejected. The Secretary of the HRA shall provide notice to the Members of the results of the ratification balloting within five (5) days of the 2/3 majority being achieved or the conclusion of the thirty-day balloting period, whichever occurs first.