



SDFM National Constitution and Bylaws

approved by the
Board of Directors

on

July 2, 2024

CONSTITUTION AND BY-LAWS OF THE SOCIETY OF DEFENSE FINANCIAL MANAGEMENT

ARTICLE I — Name and Purposes

The name and purposes of the Society is the Society of Defense Financial Management (hereinafter called the “Society”) are set forth in the Articles of Incorporation.

The Society works to promote the education, training, and certification of the defense financial management workforce; to support financial transformation in the defense sector; and, to uphold the highest ethical and professional standards.

ARTICLE II — Principal Office of the Society

The Society's headquarters and Principal Office and other facilities will be in a location(s) designated by the Board of Directors of the Society.

ARTICLE III - Membership

Section 3.1: Membership Classifications. Within the Society, there shall be the following membership classifications: Active, Life, Student, Corporate, and Retired.

Section 3.1.1: Active Members. Active Members shall be persons who are or have been employed as professionals in the defense financial management field and who to remain in good standing, have paid the appropriate dues and fees.

Section 3.1.2: Life Members. Life Members shall be those Active Members who have been in good standing for thirty consecutive years, who are past National Presidents, Honorary Members, or who have paid life membership dues and fees. Life members are exempt from membership dues. Honorary Life Members are those persons who have made significant contributions to defense financial management, who are not eligible for, or who would not otherwise be expected to join, one of the other classes of membership, and are determined by the Board of Directors to be awarded Honorary Life Membership.

Section 3.1.3: Student Members. Student Members shall be persons who are enrolled full time (at least twelve undergraduate or nine graduate credits per semester) in a degree granting program of higher education, are not eligible for Active Membership, demonstrate an interest in the defense financial management field, and who to remain in good standing, have paid the appropriate dues and fees. Student status is available for a maximum of six years and once a member moves to Active membership, he or she cannot go back to Student membership.

Section 3.1.4: Corporate Members. Corporate Members shall be corporations and their

designated employees, which demonstrate an interest in the defense financial management field and who to remain in good standing, have paid the appropriate dues and fees.

Section 3.1.5: Retired Members. Retired members shall be available to individuals who are either no longer working full time, have reached age 62, or have a permanent disability that prohibits their working, and who wish to remain in good standing, have paid the appropriate dues and fees.

Section 3.2: Termination of Membership. The Board of Directors may expel any member from the Society for conduct contrary to the objectives of the Society by a two-thirds (2/3s) vote.

Section 3.3: Additional Categories. The Board of Directors, from time to time, shall have the authority to amend current classifications or establish new classifications of membership by a two-thirds (2/3s) vote.

ARTICLE IV — Dues and Fees

Section 4.1: Rates. Membership dues shall be at rates established by the Board of Directors. Fees for programs and services are set by the Chief Executive Officer within the parameters of the Board of Directors approved budget.

Section 4.2: Chapter Dues. Chapters may prescribe additional Chapter dues, fees, and surcharges for local operating expenses. Each Chapter shall file with the Board of Directors a current schedule of additional dues, fees and surcharges and any changes thereto that are made from time to time.

ARTICLE V -- National Board of Directors

Section 5.1: Powers. Subject to the provisions of the Nonprofit Corporation Law of the Commonwealth of Virginia, Articles of Incorporation, and these Bylaws, the Society's activities and affairs shall be conducted, and all corporate powers shall be exercised, by or under the direction of the National Board of Directors Committee (the "Board"). Directors shall have no power as individual directors and shall act only as members of the Board.

Section 5.2: Officers and Number. The Board shall consist of 13-17 officers with voting rights. The Board shall consist of:

- 1) President
- 2) Vice President: Defense-Wide
- 3) Vice President: Army
- 4) Vice President: Navy
- 5) Vice President: Air Force & Space Force
- 6) Vice President: Marine Corps
- 7) Vice President: Coast Guard
- 8) Vice President: Defense Finance and Accounting Service

- 9) Vice President: Department of Homeland Security
- 10) Treasurer
- 11) Secretary
- 12) General Counsel
- 13) Corporate Advisory Group Chair
- 14) Academic Chair
- 15) At-Large: Government
- 16) At-Large: Corporate
- 17) At-Large: Academic

All officers of the Society shall be members in good standing and shall serve as members of the Board and in accordance with the provisions of the Society's Constitution and By-Laws.

Section 5.3: Ex-officio Board Members. The Board shall consist of the following ex-officio members without voting rights:

- 1) SDFM Chief Executive Officer
- 2) Chair, SDFM Certification Commission
- 3) Chair, SDFM Editorial Advisory Board
- 4) Chair, National Council
- 5) Chapter Representative as determined by the Board

The Board may select additional ex-officio members, without voting rights, as advisable consistent with the best interests of the Society.

Section 5.4: Terms and Vacancies. Board Members shall serve for a one- year term, commencing 1 July. Board Members, other than the President, may serve successive terms up to 5 years. Extensions beyond 5 years require a 2/3rds majority vote by the Board and must be renewed on an annual basis. Should any office become vacant during the one-year term, the Board President, with the concurrence of the Board, may appoint a member in good standing to fill the office for the remainder of the year.

Section 5.5: President. The President of the Board shall serve a two-year term. Should the office of the President become vacant during the two-year term, the Vice President from the same service or agency as the President shall fill the office for the remainder of the term.

Section 5.6: Resignation. Except as provided below, any Officer may resign at any time by giving written notice to the President, the Chief Executive Officer, or the Secretary. The resignation shall take effect upon receipt of notice or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. If an Officer's resignation is effective at a later time, the Committee may elect a successor to take office as of the date when the resignation becomes effective.

Section 5.7: Removal. An Officer may be removed from office at any time, with or without cause, by a vote of two-thirds (2/3's) of Officers on the Board, provided that a quorum is

present. No reduction in the authorized number of Officers shall have the effect of removing any Officer before that Officer's term of office expires unless the reduction also provides for the removal of that specified director in accordance with these By-laws.

Section 5.8: Filling Vacancies. Vacancies on the Committee may be filled by approval of the Officers or, if the number of Officers then in office is less than a quorum, by (i) unanimous written consent of the Officers then in office, (ii) a vote of a majority of the Officers then in office at a meeting held with notice in accordance with Section 7.5 or waiver of notice in accordance with Section 7.8, or (iii) a sole remaining Officer. An Officer elected to fill an existing vacancy shall hold office for the unexpired portion of the term, or until his or her death, resignation, or removal from office.

Section 5.9: Compensation and Reimbursement. Officers shall not receive any compensation for their services as Officers. The Board may authorize the advancement or reimbursement to an Officer of actual reasonable expenses incurred in carrying out his or her duties as an Officer.

Section 5.10: Conflict of Interest Policy. The Board shall adopt a policy that requires Officers to disclose interests that constitute or could result in a conflict of interest (the "Conflict of Interest Policy"). The Conflict of Interest Policy shall also specify the procedures the Board will follow in reviewing transactions that constitute a self-dealing transaction or could otherwise involve a conflict of interest. The Board shall monitor compliance with the Conflict of Interest Policy.

ARTICLE VI -- National Council

Section 6.1: Council Structure. The National Council shall act as an advisory body of the Society. The National Council membership shall consist of the Officers of the Board and the Chapter Presidents (or their proxies) of active chapters. The Chair of the National Council shall be chosen from the Chapter Presidents by a majority vote, with approval by the Board, and shall serve as an ex-official member of the Board.

Section 6.2: National Council Meetings. The National Council shall meet at least once a year at a time and place set by the National President. A majority of those members of the National Council, including proxies and excluding ex-officio members, shall constitute a quorum.

Section 6.3: Council Powers and Authority. The National Council shall provide advice and recommendations to the Board and Chief Executive Officer on the effective and efficient operations of the Society and to endorse the slate of Board Officers as appointed by the Board. The National Council shall establish a charter which will be approved by the Board.

ARTICLE VII – Board Meetings

Section 7.1: Quorum. A majority of the voting members of the Board then serving shall constitute a quorum at any duly called meeting of the Board.

Section 7.2: Regular Meetings. Regular meetings of the Board shall be held at such dates, times, and places as determined by the President in consultation with the Chief Executive Officer.

Section 7.3: Special Meetings. The President shall call such additional meetings of the Board as the business of the Society may require. The meeting shall be held at a place as designated by the President, and in the absence of such a designation, at the principal office of the Society.

Section 7.4: Electronic Meetings. Any meeting may be held by conference telephone, electronic video screen, or similar communication equipment, as long as all Officers participating in the meeting can hear one another. All such Officers shall be deemed to be present in person at such a meeting.

Section 7.5: Notice. Regular meetings may be held without notice if the date, time, and place of the regular meetings are fixed by action of the Board. Notice of the date, time, and place of a special meeting, or of a regular meeting if not designated by the Board, shall be given to each Officer by one of the following methods: (a) upon four (4) days' notice if by first-class mail; or (b) forty-eight (48) hours before the meeting if (i) by personal delivery of written notice; (ii) by telephone, whether directly to the Officer, to a person at the Officer's office who would reasonably be expected to communicate that notice promptly to the director, or by voice-messaging system; or (iii) by facsimile transmission or e-mail if the Officer has consented to accept notices in such manner (as contemplated in Section 12.4). All such notices shall be given or sent to the Officer's address, e-mail address, or telephone number as shown on the records of the Society. The notice shall state the date and time of the meeting, and the place if other than the principal office of the Society. It need not specify the purpose of the meeting. A meeting of the Board may be called at any time on the request of three members of the Board with fifteen (15) days notice.

Section 7.6: Voting. Each Officer present and voting at a meeting shall have one vote on each matter presented to the Board for action at that meeting. No Officer may vote at any meeting by proxy.

Section 7.7: Compliance of Written Ballot Approval. The Board may vote by written or electronic ballot, or by voice vote in the course a regular, special, or electronic meeting. A majority of the quorum of the Board must vote in favor of the issue in order for it to be approved, unless otherwise required by the Constitution and By-Laws.

Section 7.8: Waiver of Notice. Notice of a meeting need not be given to any Officer who signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting, whether before or after the meeting, or attends the meeting without protesting the lack of notice, either before or at the commencement of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 7.9: Adjournment. A majority of the Officers present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of adjournment to another time or place need not be given unless the original meeting is adjourned for more than twenty-four (24) hours, in which case notice shall be given, before the time of the adjourned meeting, to the officers who were not present at the time of the adjournment.

Section 7.10: Action Without a Meeting. Any action that the Board is required or permitted to take may be taken without a meeting if all Officers, individually or collectively, consent in writing to the action. Such action by written consent shall have the same force and effect as a unanimous vote of the Officers. All such consents shall be filed with the minutes of the proceedings of the Board.

ARTICLE VIII – Roles and Responsibilities

Section 8.1: Duties. The Board shall: approve the annual budget and authorize expenditures in accordance with the annual program budget guidance and dues structure; grant charters to new Chapters; review and approve nominations of Board Officers as submitted by the Nominating Committee; and, promote the purposes of the Society with any actions that are within the provisions of the Constitution and By-Laws.

Section 8.2: President. The President shall be the chief elected official of the Society and shall preside at all Board and National Council meetings. The President shall appoint such standing and special committees as may be required. The President shall designate one of the Vice Presidents to perform the duties of the President during any period of absence or incapacity.

Section 8.3: Secretary. The Secretary shall be responsible for providing notices of Board meetings and maintaining minutes of the Board and National Council meetings with the assistance of staff.

Section 8.4: Treasurer. The Treasurer shall oversee the financial management activities of the Society with the assistance of staff.

Section 8.5: Vice-Presidents. Vice Presidents shall serve as liaisons for Society matters with their respective organizations.

Section 8.6: General Counsel. The General Counsel shall advise the President, the Chief Executive Officer, the Board, and the National Council on Society legal matters.

Section 8.7: Corporate Representative. The Corporate Representative shall serve as liaison for the Society for corporate matters.

Section 8.8: Academic Representative. The Academic Representative shall serve as liaison for the Society for academic matters.

Section 8.9: Chapter Representative(s). The Chapter Representative(s) shall represent chapter

interests on the Board in an ex-officio, non-voting position.

Section 8.10: Appointment of the Chief Executive Officer. The President, after the appropriate search, and with the concurrence of the Board, shall appoint a Chief Executive Officer. The Chief Executive Officer is an officer of the Society and serves as an ex-officio, non-voting governing bodies.

Section 8.11: Indemnification. The Society shall indemnify officers, directors and employees to the fullest extent permitted by law in the States of incorporation and residence, for expenses such parties may incur in the defense of any action brought against them by reason of their being officers, directors or employees of the Society. This indemnification may include, upon approval of the Board, the advancement of costs and expenses incurred with the defense of any such action. However, such indemnification will not be permitted in cases where the officer, director or employee has been adjudged by competent authority to be liable for gross negligence or is guilty of misconduct.

Section 8.12: Chief Executive Officer. The Chief Executive Officer shall be given such title as may be prescribed by the Board and shall report to and assume such duties as may be assigned by the President. The Chief Executive Officer, with approval from the Board, is empowered to retain a general association legal counsel and outside advisors as may be necessary to carry out the functions of the Society within the constraints of approved budget.

Section 8.13: Principal Administrative Official. The Chief Executive Officer shall serve as the administrative official for the Society and shall conduct the Society's business affairs under the direction of the President. The Chief Executive Officer shall carry out the programs of the Society as approved by the Board. The Chief Executive Officer may hire such employees, and contract for services, as approved in the Society's budget, to carry out the Society's administrative and business affairs.

Section 8.14: Compensation Review Policy. The Board shall adopt a policy that sets forth guidelines for the determination, review and approval of the compensation of its officers and key employees, in accordance with applicable law.

ARTICLE IX - Nominating Committee

Section 9.1. Appointment. The President shall call the Nominating Committee into session as necessary to meet the needs of recommending Officers for the upcoming board term. The President, with the approval of the Board, may appoint any or all Officers of the Board to the Nominating Committee for Committee work.

Section 9.2: Nominating Procedures. The Nominating Committee shall carry out the duties as specified by the President, including nominating one member in good standing for each of the national officer positions.

Section 9.3: Nomination of Officers in Absence of Nominating Committee. In lieu of the President's call

of a Nominating Committee, a majority of the Board may authorize the direct nomination of proposed Officers.

ARTICLE X — Committees, Commissions, and Task Forces

Section 10.1: Committees, Commissions and Task Forces. The President, with the approval of the Board of Directors, may establish such committees, commissions or task forces as needed. The Chief Executive Officer or other staff liaison of the Society shall be an ex-officio member without vote of all governance units established by the Board.

ARTICLE XI - Chapters

Section 11.1: Active Chapter. An active chapter of the Society shall be a chapter of fifteen (15) or more members in good standing.

Section 11.2: Chapter Duties. The Chapters of the Society shall conduct programs and activities to promote the purposes of the Society. Chapters shall abide by the provisions of these Bylaws and corresponding policies and procedures and the Chapter Handbook.

Section 11.3: New Chapters. New chapters shall be chartered with the approval of the Board upon such terms and conditions as it may establish. A new Chapter may be chartered with less than 15 members in good standing provided it demonstrates clear potential to exceed 15 members.

Section 11.4: Charter Withdrawal. The Board may withdraw the charter of any chapter breaching the bylaws or policies and procedures of the Society.

Section 11.5: Chapter Fiduciary Responsibilities. Each Chapter shall be fully and solely responsible for its own legal and financial affairs and shall hold harmless the National Council, the Board, and the National Officers and staff from any lawsuits, damages, and other expenses or liabilities arising out of the activities of the chapter.

Section 11.6: Chapter Member Affiliation: All members of all membership categories of the Society shall be affiliated with a Chapter of the Society.

Section 11.7: Dissolution of Chapters. Upon dissolution of any chapter or the withdrawal of its charter, all of its property and records shall become the property of the Society.

ARTICLE XII — Business Rules

Section 12.1: Fiscal Year. The fiscal year of the Society shall be from 1 July through 30 June.

Section 12.2: Society Accounts. The accounts of the Society shall be audited not less frequently than annually by an independent auditor. The Society's books of account and checkbooks shall be retained until audited and for the periods required by applicable laws, statutes and regulations.

Section 12.3: Inspection by Directors. Every Officer shall have the right at any reasonable time to inspect the Society's books, records, documents, and physical properties. The inspection may be made in person or by the Officer's agent or attorney. The right of inspection includes the right to copy and make extracts.

Section 12.4: Electronic Transmissions. Unless otherwise provided in these Bylaws, and subject to any guidelines and procedures that the Committee may adopt from time to time, the terms "written" and "in writing" as used in these Bylaws (including, without limitation, the written consents contemplated by Section 7.10) include any form of recorded message in the English language capable of comprehension by ordinary visual means, and may include electronic transmissions, such as facsimile or e-mail; provided that (i) the Society has obtained a valid written consent from the recipient to the use of such means of communication; (ii) for electronic transmissions to the Society, the Society has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and (iii) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

ARTICLE XIII - Gifts, Grants and Contracts

Section 13.1: Gifts. The Board or its designee, or the President, or the Chief Executive Officer may accept on behalf of the Society any contribution, gift, bequest, or devise for the charitable or purposes of the Society.

Section 13.2: Deposits. All funds of the Society shall be deposited to the credit of the Society in such banks, trust companies, or other depositories or agency organizations as the Board may authorize.

Section 13.3: Contracts. The Board, or the President, or the Chief Executive Officer may authorize any officer(s) or agent(s), in the name of and on behalf of the Society, to enter into any contract or execute any instrument. Any such authority may be general or confined to specific instances, or otherwise limited. In the absence of any action by the Board to the contrary, the President, the Chief Executive Officer, and the Treasurer are each authorized to execute such instruments on behalf of the corporation.

Section 13.4: Payment of Money. Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law all properly authorized, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Society may be signed by the President, Treasurer, or Chief Executive Officer and may be countersigned by the Chief Executive Officer.

ARTICLE XIV - Dissolution

A three quarters (3/4's) vote of those eligible to vote in the Board is required to effect dissolution of the Society. Upon the dissolution of the organization, the Board shall, after paying or making provision for the payment of all of the liabilities of the organization dispose of all of the assets

of the organization exclusively for the purposes of the organization in such manner, or to such organization or organizations organized and operated exclusively for charitable educational religious, or scientific purposes as at the time shall qualify as an exempt organization or organizations under section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the National Council shall determine. Any such assets not so disposed of shall be disposed of in the country in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as a Court with jurisdiction in said country shall determine, which are organized and operated exclusively for such purposes.



Glenda Scheiner
SDFM Board President
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revised draft