



To further common purposes, the undersigned individuals who represent companies that are manufacturers, developers and consultants to the CBRNE defense industry, and/or manufacturers, developers or consultants to companies who provide CBRNE defense systems or subsystems, hereby agree to operate the CBRNE Industry Group (“the Association”) under these Articles of Association.

ARTICLE I - PURPOSES

The purposes of the Association shall be:

- To inform and educate the general public as well as Federal, State and local Governments and select International Partners on CBRNE defense matters relating to countering WMD, combating terrorism, and homeland security;
- To advance the development of CBRNE defense capabilities that enable the U.S. Armed Forces to carry out their global and domestic responsibilities; and
- To advance the development of CBRNE defense capabilities that enable the Federal, State and local Governments to protect U.S. citizens and critical infrastructure from, and to respond to, and mitigate the effects of terrorist CBRN incidents.

Nothing in these Articles shall authorize the Association to engage in any business for pecuniary profit. The Association is organized and shall be operated for non-profit purposes only, and no part of any net earnings shall accrue to the benefit of any member or his or her company.

The Association shall not engage in any lobbying activities, as defined by law.

ARTICLE II - POWERS

In furtherance of its purposes, the Association shall have the power to call and hold meetings, collect and disseminate information, assess dues, and conduct such other activities as are lawful and necessary to accomplish its purposes.

ARTICLE III - MEMBERSHIP

Any company that has an active interest or is significantly engaged as a contractor in the development, promotion or sale of CBRNE defense-related equipment, software or services, or as a supplier of major components for CBRNE defense systems, or as a consultant specializing in CBRNE defense, is eligible for membership in the Association. The company must be eligible to conduct business with U.S. government agencies.

Membership of the Association may be limited by a majority vote of the members in order to maintain the group at a manageable level.

Each member company or institution shall have one Representative who will vote on Association matters.

Any member may withdraw from the Association by giving written notice of its resignation to the Secretary. There will be no refund of the annual dues.

For good cause and in the interest of the Association, the members may terminate the membership of any individual by a two-thirds vote. There will be no refund of annual dues.

ARTICLE IV - OFFICERS/COMMITTEES

A Board of Directors consisting of the Chair, Vice-Chair, Secretary, Treasurer (Officers), and Current Events Director, plus four representatives of the membership-at-large (Directors), elected by majority vote, shall supervise and control the affairs of the Association between meetings of the Association. Former Chairs shall be honorary (non-voting) members of the Board in the position of “Chair Emeritus.”

The Board of Directors shall be selected as follows:

At the March meeting of the Board of Directors, a nominating committee shall be appointed consisting of at least one officer, one member at large and the Executive Director to develop a slate of nominees. The slate shall be presented for Board approval at its April meeting.

At the April monthly meeting of the Association, the Board-approved slate of nominees for the Officers and at-large members of the Board of Directors for the next fiscal year shall be presented by the Chair to the members of the Association. The members of the Association who are present at the meeting may nominate additional persons to the slate for any position.

The election shall be held electronically after the April meeting and final votes shall be tallied on the Thursday before the week of the May regular meeting. The election results will be announced at the May meeting.

The election of the Board members shall be by a majority of Association members voting. We allow one vote per member company.

The Chair and Vice-Chair will serve a term of two years. The Secretary, Treasurer, and Current Events Director will serve a term of two years and may be reconfirmed based upon nominating slate. All other Directors will serve a term of one year and may be reconfirmed up to six successive years.

In the event that an elected member of the Board resigns from the Association, the office shall be filled by vote of the members at the next meeting and the newly elected Board member shall serve the balance of the unexpired term.

In the event that an elected member of the Board shall change employment and the new employer is not a member of the CBRNE Industry Group, the Board member may remain in office for the remainder of his or her term if he or she so desires. The Board member shall, however, be ineligible to stand for reelection unless the new employer joins the Association prior to the nomination of candidates for the next election.

In the event the Chair, Vice-Chair, Secretary, or Treasurer shall change employment and the new employer is not a member of the CBRNE Industry Group, that officer will be replaced from within the members of the Board of Directors by a vote of the Board. The individual may remain an “at-large” member of the Board if he or she wishes until the end of the term, but he or she will be ineligible to stand for reelection unless the new employer joins the Association prior to the nomination of candidates for the next election.

Duties of Officers and Board Members:

The Chair, the Vice-Chair, or designee, shall preside at all meetings of the general membership and shall call and preside at meetings of the Board.

- The Vice-Chair will preside at meetings in the absence of the Chair and will be the Board nominee for the succeeding Chair.
- The Secretary is responsible for preparing and maintaining minutes of all meetings.
- The Treasurer is responsible for collecting all assessed dues and managing assets of the Association and for developing and submitting a budget for the following fiscal year. The budget shall be submitted to the Board

for approval during its March meeting and to the membership for approval at the April general meeting.

- An Executive Director will be selected by the Board to provide support to the Board as directed. The Executive Director may act on behalf of the Board as needed to execute the Board’s decisions. The salary of the Executive Director shall be set by the Board as part of the annual budget.

Board members shall attend meetings of the Board and general membership.

The Board may hire temporary consultants to support the development and distribution of public outreach and education products. The Executive Director will oversee the execution of those tasks.

The Board may designate standing Committees to address functions of the Group (such as finance, speakers, membership, conferences) as necessary.

Board members shall serve as Chairs or members of Committees as designated by the Chair with the approval of the Board.

The Chair and Vice-Chair shall be ex officio members of all Committees.

ARTICLE V - MEETINGS

The Board of Directors shall hold monthly meetings at a location selected by the Chair on the first Thursday of each month or day deemed by the Chair. A quorum of the Board of Directors shall be five members. This may include those board members who call in via phone. It should be noted, however, that board members should make every effort to attend in person. Board meetings shall be closed except by invitation.

The Association shall normally hold its regular meetings on the third Thursday of each month at a location selected by the Board of Directors. Meetings shall be open to all members. A majority of members present at a regular meeting shall constitute a quorum for all purposes except those related to revising or amending the charter.

ARTICLE VI - FINANCES

Except as the Association’s members may decide by majority vote, management and control of the finances of the Association shall rest with the Board and the Treasurer.

To defray the expenses of the Association and to permit it to carry out its purposes, members will be assessed an amount to be established by the Board of Directors and approved by the membership of the Association at a monthly meeting.

The Fiscal Year and the period of membership of members shall be from July 1 of the current year to June 30 of the following year. Members who have not paid dues for the year by September 30th shall be removed from the members’ list.

ARTICLE VII - AMENDMENTS

These Articles may be revised by a two-thirds vote of the members present at any duly scheduled meeting of the Association.