



# BYLAWS

September 2011

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**ARTICLE I – NAME AND LOCATION**

**Section 1: Name**

The name of this organization shall be the Armed Forces Communications and Electronics Association International (AFCEA International) herein referred to as "AFCEA."

**Section 2: Location**

The International Headquarters of AFCEA shall be located in the Washington, DC Metropolitan Area. AFCEA is incorporated as a not-for-profit corporation in the District of Columbia.

## **ARTICLE II – Vision, Mission and Core Values**

### **Section 1: Vision**

To be the premier information technology, communications, and electronics association for professionals in international government, industry and academia worldwide.

### **Section 2: Mission**

AFCEA is an international organization that serves its members by providing a forum for the ethical exchange of information. AFCEA is dedicated to increasing knowledge through the exploration of issues relevant to its members in information technology, communications, and electronics for the defense, homeland security and intelligence communities, and other government entities with components supporting these missions.

### **Section 3: Core Values**

**Ethics:** Insist on the highest ethics in everything we do.

**Visionary Leadership:** Apply visionary leadership in our community and encourage it from our members at every level.

1. **Commitment:** Consistently demonstrate commitment to continuous improvement of the Association and to improvement of service to our members.
2. **Quality:** Provide the highest quality in everything we do.
3. **Education:** Commit to do everything possible to further the education of our members and the communities we serve.
4. **Diversity:** Encourage, embrace and continually enlist the support and inclusion of all members of our diverse international community.

### **Section 4: Actions and Activities**

AFCEA is organized to promote the common business interests of its members and operate for nonprofit educational, scientific, patriotic, and civic purposes. It has no political interests or alliances.

It is an international association.

Being incorporated in the United States, its actions and activities are intended to qualify AFCEA as a tax exempt, non-profit entity under Section 501(c)(6) of the U.S. Internal Revenue Code of 1986, as amended, or the corresponding provision of any future U.S. Internal Revenue Law and, in any other regions as may be applicable, under the revenue/charity laws of the various countries concerned.

**Section 5: Certain Activities Prohibited**

No part of the net earnings of AFCEA shall inure to the benefit of, or be distributed to, its members, Directors, Officers, or other private individuals. AFCEA shall neither lend any of its assets, nor guarantee to any person the payment of a loan, to or on behalf of any member, Director, or Officer. However, AFCEA shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the objectives set forth in the strategic plan.

AFCEA will not conduct lobbying activities.

AFCEA will not participate or intervene in any political campaign on behalf of any candidate for public office. AFCEA will not conduct any activities not permitted by an organization exempt from income tax under Section 501(c)(6) of the U. S. Internal Revenue Code, or any successor code, or the tax laws of the nations in which AFCEA operates its Chapters, Regional Offices, or International Headquarters.

**Section 6: AFCEA Ethics and Standards of Conduct Policy**

The continued success of AFCEA depends on the maintenance of high professional standards and behavior and observance of accepted standards of conduct and ethics. The manner in which individual and corporate members participate in the professional dialogue among government, industry and academia reflects the ethical reputation of AFCEA. AFCEA members shall follow the standards of conduct and ethics guidance of their appropriate government authorities.

## ARTICLE III - MEMBERSHIP

### **Section 1: General.**

Membership in AFCEA shall be open to all persons, without discrimination, and to government, industry and academic organizations interested in furthering the Vision and Mission of AFCEA, who are willing to subscribe to these Bylaws, and who are otherwise qualified under the provisions of these Bylaws.

Membership may include individual citizens as well as academic, government and industry organizations of all nations demonstrating democratic intentions, respect for individual liberty, recognition of intellectual property rights, respect for human rights, opposition to international terrorism, and a commitment to regional and international peaceful coexistence. Membership in AFCEA is defined as membership in AFCEA International. Individual AFCEA members are affiliated with individual AFCEA Chapters.

### **Section 2: Classes of Membership**

AFCEA shall be composed of the following classes of membership:

- A. **Individual Membership** is open to all persons who meet the requirements stated in Section 1.
- B. **Life Membership** is open to all persons who meet the requirements stated in Section 1. Life Membership is automatically granted to all Past Presidents of AFCEA and its former Chairmen of the Board. Life Membership shall continue during lifetime and is not transferable.
- C. **Distinguished Life Membership** is granted upon request to all persons who have forty years or those who have reached the age of sixty-five and have thirty years of continuous membership.
- D. **Student Membership** is available to full-time primary and secondary school students, students of accredited institutions of higher learning and military service academies. The student rate does not apply to individuals receiving salary from full-time employment.
- E. **Corporate Membership** is open to any company or organization that meets requirements stated in Section 1 above. The corporate member may appoint a specified number of corporate associates, who enjoy all the benefits of individual membership. The membership category of the corporate member determines the number of authorized corporate associates.

### **Section 3: Administration of Membership.**

Subject to Sections 1 and 2, AFCEA membership shall be administered as follows:

- A. The term "members," except where specifically stated otherwise in these Bylaws, shall mean individual and life members, and corporate associates. Members are entitled to vote in the elections of the Chapter, with which they are affiliated, including elections of representatives to the AFCEA Council.

- B. The approval authority to grant membership status resides with AFCEA's President /CEO. The President/CEO may delegate authority to grant membership at the local level. In the event of such delegation, the President/CEO retains the right to revoke any locally granted membership as provided herein.
- C. Any member may be terminated for cause or reinstated by the vote of five members of the Executive Committee.

**Section 4: Automatic Membership in Chapters**

All members of AFCEA may choose the Chapter with which they will be affiliated. If a choice is not made they will be assigned as a member of the Chapter associated with the geographical area in which they reside. Any member not assigned to a Chapter (because of location) will be carried as a member "At Large." No person shall be a member of a Chapter who is not a member of AFCEA.

**Section 5: Revocation**

The President/CEO of AFCEA may, with the approval of the Executive Committee, suspend or deny membership (individual or corporate) to individuals or to government, industrial or academic organizations of any nation involved in actions contrary to the Mission of AFCEA. Any member may be terminated for cause or reinstated by the vote of five members of the Executive Committee.

**Section 6: Confidentiality**

AFCEA will protect confidential Member information not otherwise publicly available. No Chapter, Officer, Director or Member may release member information to a 3<sup>rd</sup> party without the expressed approval of the President/CEO.

## **ARTICLE IV – CHAPTERS**

### **Section 1: Establishment**

Chapters of AFCEA may be established. They shall be subject to the general supervision and control of AFCEA Headquarters.

### **Section 2: Incorporation**

AFCEA Chapters are organized as affiliated operating bodies of AFCEA. If incorporation or formation as an independent legal entity is required in order to conduct or participate in certain activities in the state or country in which the Chapter operates, such action must be approved in advance by the President/CEO of AFCEA and the Executive Committee of the Board of Directors. The incorporated chapter must also enter into an affiliation agreement with AFCEA. Should provisions within the AFCEA Bylaws, affiliate agreements or other addendum be in conflict with local law, the local law will prevail.

### **Section 3: Purpose and Administration**

It shall be the general purpose of the Chapters to provide their membership a common ethical forum consistent with the Mission, Vision and Core Values stated in Article II. This can be accomplished in a number of ways: Chapter meetings; visits to government and military establishments, industrial plants and laboratories; and seminars, exhibitions, technical panels, and discussions.

- A. Upon receipt of a petition stating that no fewer than twenty-five members in a locality desire to form a Chapter, the President/CEO of AFCEA may authorize the formation of a new Chapter, (including, as appropriate, a Student Chapter at any national service academy, college or university) if this appears to be in AFCEA's best interest.
- B. In a country where no Chapter exists, the establishment of a Chapter would require: (1) a petition of at least twenty-five members, (2) the recommendation of the Expansion Policy Committee, (3) the recommendation of the President/CEO of AFCEA, and (4) the approval of the Executive Committee (see Article IX, Section 4).
- C. Each new Chapter will receive an official charter, signed by the President/CEO and the Secretary of AFCEA, and affixed by the Association seal.
- D. Each Chapter is empowered to choose its name and draft its own Bylaws, provided those Bylaws are consistent with the Articles of Incorporation, the Bylaws of AFCEA and any applicable national requirements. Chapter Bylaws shall contain at least the following items and shall follow the format established in Appendix A, MODEL AFCEA CHAPTER BYLAWS:
  1. provision that the Chapter is not organized for profit, and that no part of its net earnings shall inure to the benefit of its members and no Chapter assets, loan, or loan guarantees shall be made to, or on behalf of, a member;

2. provision establishing the number of members or proportion of the Chapter membership entitled to convene a meeting;
3. provision specifying that advanced written notice of each meeting be given to each member (and, in the case of a special meeting, the purpose for which the meeting is called);
4. provision establishing whether and how members may vote by proxy;
5. provision establishing the number or percentage of members entitled to vote, represented in person or by proxy, or the number or percentage of votes, represented in person or by proxy, which shall constitute a quorum at a meeting of members;
6. provision establishing whether the members present at a duly organized meeting may continue to do business until adjournment, even if the number of members present has been reduced to less than a quorum;
7. provision for Chapter dissolution including a statement that any residual assets shall be distributed in a manner consistent with the applicable provisions of the U.S. Internal Revenue Code or other applicable national requirements.

Variations from or elimination of the provisions set forth in Section 3(c)(1)-(7) and the Model AFCEA Chapter Bylaws shall be approved in advance by the President/CEO of AFCEA.

- E. Chapter Bylaws and all subsequent amendments shall be submitted to AFCEA, in advance and in English, for review, with final disposition by the AFCEA President/CEO, which shall not be unreasonably withheld.
- F. Each Chapter may select appropriate Officers, each of whom must be a member of AFCEA.
- G. Each Chapter may arrange its own schedule of meetings and activities; however, the Regional Vice President shall be advised in advance of such meetings and activities (see Article IX, Section 8).
- H. Each Chapter may collect annual dues, both initial and renewal, for all of its individual members. Such dues shall be sent to AFCEA as outlined in the Chapter Officers Handbook. A portion of these dues in an amount and manner prescribed by the AFCEA President/CEO and approved by the Executive Committee may be returned to the Chapter.
- I. The annual dues of corporate members shall be remitted to AFCEA. Any Chapter that recruits a new corporate member shall receive fifty percent of the first year annual dues paid by that corporate member using guidelines in the Chapter Officers Handbook. The Chapter shall receive no part of any dues paid thereafter by such corporate member, except that a portion of these dues, in an amount and manner to be prescribed by the AFCEA President/CEO, may be returned to the Chapter.
- J. Each Chapter shall file an annual report with AFCEA, at the time and in the form prescribed by the Chapter Officers Handbook. This annual report will describe the Chapter's activities, including all

financials, obligations, number of meetings held, scholarship and/or award programs, and other matters consistent with the Vision, Mission of AFCEA. Chapters may also be required to furnish special intermediate reports.

- K. Any Chapter whose membership declines to less than ten members, upon thirty days notice, may have its charter withdrawn by the President/CEO of AFCEA. The members, however, will retain their memberships in AFCEA. The charter of any Chapter may be revoked or suspended by the AFCEA Board of Directors for conduct inconsistent with the Vision, Mission or policies of AFCEA, or upon recommendation by the President/CEO for lack of activity over an extended period of time.
- L. A Sub-chapter may be organized upon the recommendation of a Chapter of AFCEA, with the approval of the President/CEO of AFCEA. Sub-chapters require an initial membership of at least ten members of AFCEA to be chartered. A Sub-chapter may apply for full Chapter status to the President/CEO of AFCEA provided it meets the qualifications set forth in Article IV, Section 3A.

#### **Section 4: Representations and Affiliations**

AFCEA Chapters may not enter into any affiliation or representation agreement without the expressed approval of AFCEA Headquarters. The President/CEO has approval authority for all such agreements. These agreements may include co-sponsorship for the conduct of events, shared advertisement or any other representation which affiliates AFCEA with another organization or interest.

## **ARTICLE V - ORGANIZATIONAL OVERVIEW**

### **Section 1: Organization**

The organization of AFCEA shall be comprised a Council, a Board of Directors, an Executive Committee, a Young AFCEAN Advisory Council (YAAC), and the permanent Headquarters staff. The Officers of AFCEA shall include the Chairman of the Board of Directors, the Vice Chairman, members of the Executive Committee, Directors-at-Large, Permanent Directors, Associate Directors, and Regional Vice Presidents, all of whom shall serve without pay, in addition to a General Counsel. Other Officers include the President/CEO, Secretary, and Treasurer, and such other officers as the Board of Directors deems necessary, who will support the Council, the Board and the Executive Committee, and who will be compensated for their services as members of the AFCEA Headquarters staff. All Officers and the YAAC shall be members of AFCEA during their entire terms of office.

### **Section 2: Composition of the Council**

The Council of AFCEA shall consist of the Officers, the YAAC, plus one delegate for each one hundred members or fraction thereof in each Chapter, provided; however, that no Chapter shall have fewer than two Chapter delegates. Each member of the Council must be a member of AFCEA during his or her entire period of service on the Council (see Article VI, Section 2 for details of term).

### **Section 3: Composition of the Board of Directors**

The Board of Directors shall consist of 40 to 100 members, who shall include the Chairman of the Board, Vice-Chairman, members of the Executive Committee, Directors-at-Large, the General Counsel, and one representative from each of the Regional Vice Presidents and the YAAC. All members of the Board of Directors shall be members of AFCEA during their terms of office. AFCEA will endeavor to ensure that the percentage of non-U.S. members of the Board of Directors will closely approximate the non-U.S. membership in the association (see Article VII, Section 2 for details of term).

### **Section 4: Composition of the Executive Committee**

The Executive Committee shall consist of 10 - 40 members, which shall include the Chairman of the Board, the Vice Chairman, the immediate Past Chairman, the General Counsel, and one representative from each of the Regional Vice Presidents and the YAAC. AFCEA will endeavor to ensure that the percentage of non-U.S. members of the Executive Committee will closely approximate the non-U.S. membership in the association (see Article VII, Section 2 for details of term).

### **Section 5: Composition of the Young AFCEAN Advisory Council (YAAC)**

The YAAC shall consist of one military and one civilian representative from each of the regions of AFCEA. Each member of the YAAC shall be appointed for a two-year term by his or her Regional Vice President. Each member of the YAAC must be under the age of thirty-five when appointed to the YAAC, and must be a member of AFCEA during his or her entire period of service on the YAAC.

## **ARTICLE VI - THE COUNCIL**

### **Section 1: Authority and Responsibility**

The Council shall elect the Directors-at-Large.

### **Section 2: Chapter Delegates to the Council**

Chapter delegates to the Council shall be elected or appointed by the Chapter for a term of one year. Chapters shall have the power to fill unexpired terms of their delegates to the Council. Each Chapter shall promptly notify the Secretary of AFCEA of the name and address of each Council member elected or appointed by it, and whether such election or appointment is for a full term or to fill an unexpired term. Any Chapter, by writing to the Secretary of AFCEA, may authorize its representative or representatives to cast the vote or votes of all its delegates.

### **Section 3: Procedures**

The Council shall vote once each year prior to the annual meeting of AFCEA, during a period designated by the Chairman of the Board of Directors, to elect Directors-at-Large. A quorum of the Council shall consist of no less than one-third of Council members. A majority of the Council votes cast shall be necessary for election to the Board of Directors. Ties among candidates, nominations from the floor, and/or other pertinent issues which remain unresolved at the time of the annual meeting will be resolved by majority vote of the Council members present, including authorized proxies.

### **Section 4: Voting**

Council members may vote in person or by signed and dated proxy applicable to the relevant meeting. Voting on all matters may be conducted in person, by mail, telephone call, electronic mail, or any other means of electronic or telephonic transmission, provided, that the Council member shall state, or submit information from which it can be determined, that the method of voting chosen was authorized by the Council member.

## **ARTICLE VII - BOARD OF DIRECTORS**

### **Section 1: Authority and Responsibility**

The governing body of AFCEA shall be the Board of Directors. The Board of Directors shall have supervision, control, and direction over the affairs of AFCEA, its Committees, studies, and publications. The Board shall determine AFCEA's policies and any necessary policy changes. The Board shall actively pursue AFCEA's Vision and Mission and supervise the disbursement of its funds. The Board shall have the power to amend these Bylaws, to fill casual vacancies in its membership, and to fill vacancies among the Officers of AFCEA above the Chapter level as they occur. The Board may adopt such rules, regulations and policies for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authorities and responsibilities to the Executive Committee. There are three categories of memberships for the Board of Directors: (1) Directors-at-Large who are elected by the Council and shall hereinafter be referred to as "Directors" (for election procedures see Section VII). (2) Former Chairpersons and former President/CEO's of AFCEA are appointed Permanent Directors when they leave office. They provide long-term continuity for the Board of Directors and the Executive Committee. (3) Associate Directors are appointed by the Chairman upon recommendation of the President/CEO and confirmation by the Executive Committee. Associate Directors are non-voting members of the Board of Directors and are nominated based upon the experience and expertise they bring to the deliberations of the Board.

### **Section 2: Elections and Appointments.**

- A. At its annual meeting each year, the Board shall elect the following Officers when required: a Chairman of the Board, a Vice Chairman, members of the Executive Committee, and a General Counsel . These elected individuals shall take office at the end of the annual meeting at which they are elected, for a term of two years, or until their successors are elected and qualify. Newly elected Officers must accept their positions within thirty days of election in order to qualify. At the annual meeting each year, the Board shall confirm the appointment of the President/CEO, Secretary, Treasurer and such other officers as the Board of Directors deems necessary (the "AFCEA Executive Officers"). None of the AFCEA Executive Officers shall be a Director.
- B. The normal term of office for the Chairman of the Board is two years. If warranted by extenuating circumstances, and if recommended by the Executive Committee, the Board of Directors may grant one extension of up to one year.
- C. The normal term of office for the Vice Chairman of the Board is two years. In the event that the term of the Chairman of the Board is extended as provided in Article VII, Section 2(B), then the term of the Vice Chairman may be extended so that the term of the Chairman and Vice Chairman terminate simultaneously.
- D. The normal term of office for members of the Executive Committee is two years. The Chairman may recommend an extension for approval by the Board of Directors.
- E. All past Chairmen and Presidents/CEOs shall become Lifetime Advisors to the Executive Committee and Permanent Members of the Board of Directors.

- F. The Directors shall be divided into two classes of approximately equal size, each class elected for a two-year term. One class will retire at the end of the annual meeting each year, or upon the election and qualification of its successors. Newly elected Directors must accept their positions within thirty days of election in order to qualify.
- G. Directors are elected on individual merits without regard to their corporate affiliation.

**Section 3: Meetings of the Board**

The Board of Directors shall hold an annual meeting (see Article XV). Notice of this meeting shall be given to the Directors not less than thirty days before the meeting date. Special meetings of the Board may be called by the Chairman of the Board, President/CEO, or at the request of any three Directors. Notice of special meetings shall be mailed, delivered, telephoned, faxed or e-mailed to each member of the Board of Directors not less than seventy-two hours before the meeting date.

**Section 4: Quorum of the Board**

At any meeting of the Board of Directors, no less than one third of the members of the Board shall constitute a quorum for the transaction of the business of AFCEA. Any business transacted, unless otherwise specified in these Bylaws, shall be valid, providing it is affirmatively passed upon by a majority of those present. Members present at a Board meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to have less than a quorum.

**Section 5: Taking Action without Meeting**

The Board of Directors may act without meeting if all Directors consent to the action in writing, and that written consent is filed with the minutes of the Board of Directors. Such consent will have the same force and effect as a unanimous vote of the Board of Directors.

**Section 6: Duties of the Chairman.**

- A. The Chairman of the Board of Directors of AFCEA shall have general oversight over the affairs of AFCEA, and shall perform the duties usual to this office. The Chairman shall preside at the meetings of the Council, the Board of Directors, and the Executive Committee. The Chairman shall be an ex-officio member of all Committees and Subcommittees, and shall serve as an ex-officio member of the Board of Directors of the AFCEA Educational Foundation and the Board of Directors of the AFCEA Building Service Corporation.
- B. If the Chairman or Vice Chairman is unable to attend a meeting of the Executive Committee, Board of Directors, or Council, the Chairman shall designate in writing another member of the Executive Committee to preside at the meeting. If the Chairman is unable to designate a substitute, the Secretary shall convene the meeting. The first item of business at such meeting shall be the election of a member of the Executive Committee to preside as temporary Chairman for the meeting.

- C. The Chairman of the Board, by recommendation of the President/CEO, shall appoint (subject to confirmation by the Executive Committee) Associate Directors (see Article IX, Section 7).
- D. The Chairman of the Board, by recommendation of the President/CEO, shall appoint (subject to confirmation by the Executive Committee) Regional Vice Presidents.
- E. The Chairman of the Board, taking into consideration the recommendation of the Board of Directors of the AFCEA Educational Foundation, will appoint, subject to confirmation by the AFCEA Executive Committee, the succeeding President of the AFCEA Educational Foundation.
- F. The Chairman of the Board, taking into consideration the recommendation of the Board of Directors of the AFCEA Building Service Corporation, will appoint, subject to confirmation by the AFCEA Executive Committee, the succeeding President of the AFCEA Building Service Corporation.
- G. The Chairman of the Board, in consultation with the Executive Committee, shall be responsible for establishing general objectives and specific tasks and benchmarks to be met by the President/CEO and for reviewing the accomplishment of such objectives in advance of annual performance reviews.
- H. The Chairman of the Board, taking into consideration the recommendation of the President/CEO, will appoint the YAAC representative to the Board of Directors (see Article V, Section 5).
- I. The Chairman of the Board, taking into consideration the recommendation of the President/CEO, will appoint a representative from the Regional Vice Presidents to the Board of Directors (see Article V, Section 3).
- J. The Chairman of the Board, taking into consideration the recommendation of the President/CEO, will appoint a representative from the Regional Vice Presidents to the Executive Committee (see Article V, Section 4).
- K. The Chairman of the Board may appoint a member to any Standing Committee (see Article X, Section 3).
- L. When a vacancy occurs in the position of the President/CEO, the Chairman of the Board will appoint a Search Committee to identify and interview replacement candidates. The Search Committee will recommend one candidate for appointment by the Board of Directors as President/CEO. The Search Committee shall include past Chairmen of the Board among its membership.

### **Section 7: Duties of the Vice Chairman**

The Vice Chairman of the Board of Directors of AFCEA shall assist the Chairman in the performance of his/her duties including general supervision over the affairs of AFCEA. When the Chairman is unavailable, the Vice Chairman shall preside at the meetings of the Council, the Board of Directors, and the Executive Committee. The Vice Chairman shall serve as the Committee Chair of the Budget and Finance Committee. The Vice Chairman shall also be an ex-officio member of all Committees and Subcommittees, and shall serve

as an ex-officio member of the Board of Directors of the AFCEA Educational Foundation and the Board of Directors of the AFCEA Building Service Corporation. The Vice Chairman shall also perform other duties as prescribed by the Chairman of the Board.

**Section 8: General Counsel**

The General Counsel shall serve as legal counsel to the Board of Directors. International Headquarters may retain its own legal adviser.

**Section 9: Voting**

Directors may vote in person, or by signed and dated written proxy applicable to the relevant meeting. Unless stated otherwise in the proxy, no proxy shall be valid after eleven months from the date of its execution.

**Section 10: Vacancies and Removal**

The Board of Directors shall fill any casual vacancy occurring on the Board between annual meetings by nominating and electing a new Director. A Director so elected to fill a vacancy shall serve the unexpired term of the predecessor. The Board of Directors may remove any Director for cause.

**Section 11: Ethical Standards**

- A. Directors shall be held to high ethical standards while performing their duties for AFCEA as documented in the Code of Ethics –
- B. Should a conflict of interest arise, Directors shall report that fact to the Chairman of the Board and refrain from voting on any matter pertaining thereto. The Chairman may refer the matter to the Ethics Committee at his/her discretion.

## **ARTICLE VIII - EXECUTIVE COMMITTEE**

### **Section 1: Authority and Responsibility**

The Executive Committee is empowered to act in the place of the Board of Directors between Board meetings on all matters, except those specifically reserved for the Board by these Bylaws, pursuant to delegation of authority to such Committee by the Board of Directors. Actions of the Executive Committee shall be reported to the Board by mail or at the next Board meeting. The Executive Committee shall be responsible to the Board of Directors for ensuring the proper management and operation of AFCEA Headquarters. If a majority of the Executive Committee members determines that the President/CEO, Secretary, or Treasurer is unable to perform effectively the duties of his or her office, they may make an appointment, pro tempore, to fill the unexpired term of such Officer. The Executive Committee may assign the duties and responsibilities of such Officer to a person selected by it for the duration of an Officer's incapacity.

### **Section 2: Quorum - Call of Meetings**

The Executive Committee shall normally meet three times each year, and shall also meet at the call of the Chairman of the Board or any four Committee members. Notice in writing of the time and place of each meeting of the Executive Committee shall be sent to all members of the Committee at least ten days prior to the meeting date, or, in the event that exigent circumstances give rise to the need for a special meeting on less than ten days notice, upon as much advance notice as possible. The Chairman of the Board shall preside at the meetings of the Executive Committee. In the absence of the Chairman of the Board, the Vice Chairman will preside. A quorum of the Executive Committee shall consist of one more than one third of the total of its members plus the Chairman of the Board. Except where otherwise specified in these Bylaws, the act of the majority of the members of the Executive Committee present at a meeting at which a quorum is present shall be the act of the Executive Committee. Members present at an Executive Committee meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to have less than a quorum.

### **Section 3: Vacancies and Removal**

The Executive Committee shall be empowered to fill casual vacancies for unexpired terms in its own membership. The Chairman of the Board shall have the discretion to remove from the Executive Committee for the remainder of such Executive Committee member's term any Executive Committee member who is unable to participate (in person or by electronic or telephonic means directed by the Chairman as provided in Section 5 below) in at least 50% of the meetings in any year of their two year term. Any Executive Committee member removed under this provision shall not be eligible for re-election to the Executive Committee for the next term unless the Chairman of the Board waives this restriction.

**Section 4: Voting**

Executive Committee members may vote in person or by signed and dated written proxy. Unless stated otherwise in the proxy, no proxy shall be valid after eleven months from the date of its execution.

**Section 5: Meetings**

While in person attendance at meetings is encouraged, by direction of the Chairman, meetings may be held by any electronic or telephonic means in which all persons participating are able to communicate directly with each other.

**Section 6: Taking Action Without Meeting**

The Executive Committee may act without meeting if all Committee members consent to the action in writing, and that written consent is filed with the minutes of the Executive Committee. Such consent will have the same force and effect as a unanimous vote of the Executive Committee.

**Section 7: Ex-officio Members**

The President/CEO, Secretary, and Treasurer shall be present at Executive Committee meetings in an ex-officio, non-voting status to assist and advise the Committee as appropriate. Additionally, AFCEA General Managers are eligible and may participate in a similar ex-officio, non-voting status. The Committee may exclude these ex-officio members when dealing with special matters.

## **ARTICLE IX - AFCEA EXECUTIVE OFFICERS**

### **Section 1: Responsibilities of the President/CEO**

The President/CEO shall be responsible to the Executive Committee for personnel matters, including employment and management of a salaried staff, as well as the overall management of the AFCEA operation. The President/CEO shall be responsible for establishing general objectives and specific tasks and benchmarks to be met by the AFCEA Executive Officers that report directly to him/her and for reviewing the accomplishment of such objectives in advance of annual performance reviews. In addition, the President/CEO shall carry out actions resulting from Executive Committee and Board decisions. The President/CEO shall report directly to the Chairman of the Board, and shall keep the Chairman informed in a timely manner of matters concerning personnel, finances, operations, management, and policy. The President/CEO shall perform such other duties and have such other responsibilities and authority as may be prescribed from time to time by the Executive Committee.

### **Section 2: Responsibilities of the Secretary**

The Secretary shall report directly to the President/CEO. The Secretary shall be responsible for the proper and legal mailing of notices to members and Directors. The Secretary shall ensure the proper recording of the proceedings of the Board of Directors, Executive Committee, Council, and Committee meetings, and shall execute all orders, votes, and resolutions not assigned to others. The Secretary shall ensure that accurate records concerning membership in AFCEA are maintained. The Secretary shall keep the Seal of AFCEA. With the approval of the Board of Directors and the President/CEO, the Secretary may delegate specific duties to designated members of the AFCEA Headquarters staff. The Secretary shall act, with the President/CEO's approval, as the ex-officio, non-voting Headquarters representative to the AFCEA Awards, Bylaws, and Nominating Committees. The Secretary shall perform such other duties and have such other responsibilities and authority as may be prescribed from time to time by the Executive Committee. The Secretary is not precluded from being another Executive Officer.

### **Section 3: Responsibilities of the Treasurer**

The Treasurer shall be the custodian of AFCEA's funds, under the direction of the President/CEO. The Treasurer shall deliver an annual fiscal report to the President/CEO for presentation to the Executive Committee, and other special fiscal reports requested by the Executive Committee. The Treasurer shall act as the ex-officio, non-voting International Headquarters representative to the Budget and Finance Committee. The Treasurer shall perform such other duties and have such other responsibilities and authority as may be prescribed from time to time by the Executive Committee.

### **Section 5: Responsibilities of Executive Committee Members**

Executive Committee members, in addition to their responsibilities on the Executive Committee as outlined in Article VIII, may perform other duties as prescribed by the Chairman of the Board.

**Section 6: Responsibilities of Directors-at-Large**

The Directors-at-Large, in addition to their responsibilities outlined in Article VII, may perform other duties as prescribed by the Chairman of the Board.

**Section 7: Responsibilities of Permanent Director**

Permanent Directors, in addition to their responsibilities outlined in Article VII, may perform other duties as prescribed by the Chairman of the Board.

**Section 8: Responsibilities of Associate Directors**

Associate Directors are ex-officio members of the Board. Each Associate Director shall hold office from the time of appointment and confirmation until the next annual meeting of AFCEA. Associate Directors may perform duties as prescribed by the Chairman of the Board (see Article VII).

## **ARTICLE X - REGIONAL VICE PRESIDENTS AND GENERAL MANAGERS**

### **Section 1: Responsibilities of Regional Vice Presidents**

Regional Vice Presidents shall be assigned specific regional areas, and are responsible for maintaining regular contact with the chapters, chapter officers and membership within those respective regions. Regional Vice Presidents responsibilities include making recommendations to AFCEA Headquarters to help assure achievement of the Mission and Core Values established in Article II. Regional Vice Presidents representing regions outside the U.S. shall apply AFCEA policy as necessary to conform to the needs of their respective countries and/or the international regions in which they are located (see Article I, Section 3). Regional Vice Presidents shall be appointed by Chairman of the Board for a two year term and may be reappointed for an additional term or terms. Each Regional Vice President must be a member of AFCEA during his or her entire period of service.

### **Section 2: Responsibilities of General Managers**

AFCEA General Manger(s) assist the AFCEA Executive Officers and staff with coordination and implementation of AFCEA events and member services in his/her/their theater of operations (e.g., Europe) and such other activities as requested by the President/CEO or the Board of Directors to facilitate achievement of the goals set forth Mission and Core Values established in Article II.

**ARTICLE XI - COMMITTEES**

**Section 1: Chairman Appointments**

The Chairman may appoint a member to any Governing Committee. The appointee shall serve as a full member of the Committee, with all rights and privileges, for the duration of the appointing Chairman's term of service. Each Chairman of a Governing Committee must be a member of AFCEA during his or her entire period of service as Chairman of the Committee.

**Section 2: Governing Committees**

- A. **Audit Committee.** The Chairman shall appoint an Audit Committee to receive the report of the independent certified public accounting firm which has conducted the annual audit of the Association in accordance with Article XI, Section 4. The Chairman of the Audit Committee shall report to the Chairman in writing on the results of the annual audit. The Committee is also responsible for selecting an independent certified public accounting firm to conduct the annual audit of the Association, as specified in Article XI, Section 4. The Committee may perform such other duties in connection with the audit of the Association as requested by the Chairman.
- B. **Budget and Finance Committee.** The Chairman shall appoint a Budget and Finance Committee to advise the Board of Directors, the Executive Committee, and the President/CEO on the annual budget, and to make recommendations on financial matters. The Committee may perform such other duties in connection with the finances of AFCEA as requested by the Chairman.
- C. **Compensation Committee.** The Chairman shall appoint a Compensation Committee to review annually the salary, benefits, and pension structure of the AFCEA Executive Officers and other Headquarters staff and recommend changes in same to the Chairman and the Executive Committee. The President/CEO has authority to implement the approved compensation plan.
- D. **Nominating Committee.** The Chairman shall appoint a Nominating Committee responsible for preparing a slate of candidates for election by the Board and Council at their annual meetings. In preparing this slate, the Committee will take into account the international and diverse nature of the AFCEA membership. Annually, the AFCEA Secretary shall notify all Officers and Council delegates (through the Chapter Presidents) that nominations are in order for the following positions: Chairman of the Board of Directors (when applicable); Vice Chairman of the Board of Directors (when applicable); members of the Executive Committee (when applicable); the entering class of Directors-at-Large, other Board vacancies, and the General Counsel. The Nominating Committee may recommend candidates for any of the available positions. In order to avoid a conflict of interest or the appearance of a conflict of interest, while serving on the nominating committee, no member of the committee shall offer him or herself up for nomination for any office and shall recuse him or herself from any vote on the nomination of any candidate who is employed by or affiliated with a firm or company with which the member is affiliated or with whom such member has close personal ties which could reasonably be perceived as affecting or influencing such member's personal or professional interests.

In addition, any group of three or more members of AFCEA may propose a candidate(s) for the vacant Director-at-Large positions. These nominations must be received by the Nominating Committee at least ninety days before the annual meeting. If the Nominating Committee does not include in the slate it submits to the Council a candidate who was nominated by petition, then any member of the group who proposed such person(s) may place the name(s) of that candidate(s) in nomination. No other nominations will be accepted.

- E. **Governance Committee.** The Chairman shall appoint a Governance Committee to assist the Board on matters pertinent to the operation and governance of the association, its chapters and other related organizational entities.

### **Section 3. Management Committees, Special Committees and Task Forces**

The Chairman with the approval of the Board of Directors and/or the Executive Committee may appoint management committees, special committees or Task Forces as necessary. When established the Chairman will prescribe the duties, operating policy and criteria for termination of said committee.

### **Section 4: Limitation on Responsibilities**

No Governing Committee, Management Committee, Special Committee or Task Force may undertake actions that would impose mandatory expenses or workloads on the AFCEA membership unless authorized by the Chairman and approved by the Board of Directors.

### **Section 5: AFCEA Membership Requirement**

Each Chairman of a Governing or Management Committee must be a member of AFCEA during his or her entire period of service as Chairman of the Committee.

### **Section 6: DOD Members serving on AFCEA Committees**

DOD members serving on an AFCEA Governing Committee, Management Committee, Special Committee or Task Force do so as liaisons under the provisions of The Joint Ethics Regulation, DOD 5500.7(series). Citation from current regulation is at Appendix A.

**ARTICLE XII – FINANCE**

**Section 1: Fiscal Period**

The fiscal period of AFCEA shall be prescribed by the Budget and Finance Committee with the approval of the Board of Directors.

**Section 2: Bonding**

Trust or surety bonds shall be furnished to cover the President/CEO, Secretary, Treasurer, and other Officers and employees of AFCEA, as the Board of Directors shall direct. The amount of such bonds shall be determined by the Board, and the cost paid by AFCEA.

**Section 3: Budget**

Annually, at the annual meeting of the Board of Directors, the Board shall adopt a resolution delegating to the Executive Committee the authority to review and adopt, in advance of the next fiscal period, and with the recommendations of the Budget and Finance Committee, the annual budget covering all activities of AFCEA.

**Section 4: Audit**

The accounts of AFCEA shall be audited at least once a year by a certified public accounting firm that is independent of AFCEA affiliation (see Article X, Section 2A). Within sixty days following the end of each annual audit, the Treasurer shall furnish the Board of Directors a financial report for the year just completed.

**Section 5: Corporate Obligations**

No obligation shall be incurred on behalf of AFCEA except by the Board of Directors acting through its Executive Committee, and such person or persons as may be designated by the Executive Committee. All obligations incurred by AFCEA shall be solely Association corporate obligations and no personal liability whatsoever shall attach to, or be incurred by any member, Officer, or Director of AFCEA by reason of any such Association obligation.

Any member of a unincorporated Chapter must seek the review and approval from AFCEA President/CEO prior to entering into any financial or contractual obligation with a cost in excess of \$25,000.

**Section 6: Checks, Drafts, Etc.**

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness which are issued in the name of AFCEA and which exceed an amount as determined from time to time by resolution of the Board of Directors shall be signed by any two of the officers or employees of the AFCEA designated by the Board. Any such instrument in a lesser amount may be signed by any such officer or employee of AFCEA, and in such manner, as shall from time to time be determined by resolution of the Board of Directors.

**ARTICLE XIII - INDEMNIFICATION OF OFFICERS AND DIRECTORS**

All Directors, Officers, or employees of AFCEA, including Chapter Officers and employees of the Chapter, shall be indemnified by AFCEA. This indemnification applies to expenses actually and necessarily incurred by AFCEA's Directors, Officers, and employees in connection with the defense of any action, suit, or proceeding in which they are made a party by reason of being or having been such Director or Officer or employee. This indemnification will not apply to matters in which they are adjudged and all appeals exhausted in such action, suit, or proceeding to be liable for gross negligence or willful misconduct in the performance of a duty. Such indemnification shall not be deemed exclusive of any other rights to which such Director or Officer or employee may be entitled, under any bylaw, agreement, or vote of the Board of Directors. The President/CEO is responsible to ensure that AFCEA maintain a current directors and officers insurance policy with copies available to any officer or director upon request.

**ARTICLE XIV – DUES**

**Section 1: Establishment of Dues**

Dues for all classes of individual and corporate membership shall be established by the Board of Directors.

**Section 2: Delinquency**

The President/CEO of AFCEA may suspend or cancel membership if dues are deemed delinquent according to AFCEA collection policies.

**Section 3: Refunds**

Annual dues shall not be refunded to any member whose membership terminates for any reason except for partial refund of individual membership dues requested by an individual member who is subsequently designated a corporate associate for an overlapping period under a corporate sponsorship.

## **ARTICLE XV – EVENTS**

### **Section 1: Quality**

AFCEA is committed to delivering the highest quality discussion among industry, academia and government, through AFCEA sponsored events such as conferences and workshops. This requires thoughtful planning and execution across the organization in accordance with AFCEA policies and with clear lines of responsibility and accountability as defined in sections 2 and 3. To ensure legal and fiduciary compliance, contractual protection for the chapters, and consistency in representation of the AFCEA brand, AFCEA Headquarters will provide standards and guidelines for the delivery of high quality events.

### **Section 2: Planning and Coordination**

Chapters shall provide notice to AFCEA Headquarters for all events as delineated within AFCEA policy. Headquarters will reconcile association wide schedule and speaker conflicts.

### **Section 3: Event Management**

AFCEA Headquarters maintains significant resources for the planning and conduct of events. AFCEA Headquarters reserves the right to bid for the management of locally sponsored events as delineated within AFCEA policy.

**ARTICLE XVI - ANNUAL MEETING**

**Section 1: Annual Meeting**

AFCEA shall hold an annual meeting which, unless otherwise designated in a properly issued meeting notice, shall be held in May. The Secretary, in coordination with the President/CEO, and Chairman, shall designate the time and place, and shall prepare an appropriate agenda. Notices of the meeting shall be issued in accordance with the provisions of Article VII, Section 3.

**ARTICLE XVII - OFFICIAL INSIGNIA, FLAG, AND LOGO**

**Section 1: AFCEA Insignia**

The official insignia reflecting the history and heritage of the Association is described in Appendix C.

**Section 2: AFCEA International Flag**

The official flag of AFCEA is described in Appendix C.

**Section 3: AFCEA International Logo**

The official logo reflecting the international scope of the Association is described in Appendix C.

**Section 4: Restrictions**

Modifications to the AFCEA International insignia, logo or flag are prohibited without prior written approval from the AFCEA President/CEO.

**ARTICLE XVIII – AMENDMENTS**

**Section 1: Amendments or Repeal**

These Bylaws may be amended or repealed by the Board of Directors by a majority vote of those present at any annual or special meeting of the Board at which a quorum is present.

**ARTICLE XVIII – DISSOLUTION**

**Section 1: Dissolution**

Upon the dissolution of AFCEA, the Board of Directors shall, after paying or making provision for the payment of liabilities and legal obligations of AFCEA, dispose of all the remaining assets of AFCEA. These assets will be transferred to an organization(s) selected by the Board of Directors that is organized exclusively for charitable, educational, or scientific purposes. The organization(s) shall at that time qualify as tax-exempt under applicable provisions and regulations of the U.S. Internal Revenue Service Code and in other regions as may be applicable under the revenue laws of the respective countries.

**APPENDIX A: MODEL AFCEA CHAPTER BYLAWS**

**BYLAWS OF THE  
XYZ CHAPTER**

ARMED FORCES COMMUNICATIONS AND ELECTRONICS ASSOCIATION

(AFCEA)

**BYLAWS OF THE XYZ CHAPTER**

**ARMED FORCES COMMUNICATIONS AND ELECTRONICS ASSOCIATION (AFCEA)**

**ARTICLE I - NAMES AND LOCATIONS**

**Section 1: Name.**

The name of the Chapter shall be the XYZ Chapter, Armed Forces Communications and Electronics Association (AFCEA), hereinafter referred to as "The Chapter".

**Section 2: Location.**

The Headquarters of the Chapter shall be in or near the cities of \_\_\_\_\_.

**ARTICLE II – GUIDING PRINCIPLES**

**Section 1: Vision, Mission and Core Values of AFCEA International**

**A: Vision.**

To be the premier information technology, communications, and electronics association for professionals in international government, industry and academia worldwide.

**B: Mission.**

AFCEA is an international organization that serves its members by providing a forum for the ethical exchange of information. AFCEA is dedicated to increasing knowledge through the exploration of issues relevant to its members in information technology, communications, and electronics for the defense, homeland security and intelligence communities, and other government entities with components supporting these missions.

**C: Core Values**

1. **Ethics:** Insist on the highest ethics in everything we do.
2. **Visionary Leadership:** Apply visionary leadership in our community and encourage it from our members at every level.
3. **Commitment:** Consistently demonstrate commitment to continuous improvement of the Association and to improvement of service to our members.
4. **Quality:** Provide the highest quality in everything we do.

5. **Education:** Commit to do everything possible to further the education of our members and the communities we serve.

6. **Diversity:** Encourage, embrace and continually enlist the support and inclusion of all members of our diverse international community.

**Section 2: Actions and Activities.**

AFCEA is organized to promote the common business interests of its members and operate for nonprofit educational, scientific, patriotic, and civic purposes. It has no political interests or alliances. It is an international association. Being incorporated in the United States, its actions and activities are intended to qualify AFCEA as an exempt organization under Section 501(c)(6) of the U.S. Internal Revenue Code of 1986, as amended, or the corresponding provision of any future U.S. Internal Revenue Law and, in any other regions as may be applicable, under the revenue/charity laws of the various countries concerned.

**Section 3: Certain Activities Prohibited.**

No part of the net earnings of The Chapter shall inure to the benefit of, or be distributed to, its members, Directors, Officers, or other private individuals. The Chapter shall neither lend any of its assets, nor guarantee to any person the payment of a loan, to or on behalf of any member, Director, or Officer. However, The Chapter shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the objectives set forth in Article II. The Chapter will not conduct lobbying activities.

The Chapter will not participate or intervene in any political campaign on behalf of any candidate for public office. The Chapter will not conduct any activities not permitted by an organization exempt from income tax under the tax laws of the states and/or nations in which The Chapter operates.

**Section 4: AFCEA Ethics and Standards of Conduct Policy**

The continued success of AFCEA depends on the maintenance of high professional standards and behavior and observance of accepted standards of conduct and ethics. The manner in which individual and corporate members participate in the professional dialogue among government, industry and academia reflects the ethical reputation of AFCEA. AFCEA members shall follow the standards of conduct and ethics guidance of their appropriate government authorities.

**ARTICLE III - MEMBERSHIP**

**Section 1: General.**

Membership in the Chapter shall be open to all citizens and industrial organizations of the free world that are interested in furthering the objectives of AFCEA and the Chapter as set forth in the AFCEA Articles of Incorporation and By-Laws and the provisions of the Chapter By-Laws.

***Section 2: Classes of Membership.***

The classes of membership of the Chapter shall conform to those outlined in the AFCEA By-Laws Article III; i.e., Individual, Life, Distinguished Life, Student, and Corporate.

**Section 3: Membership Dues.**

Membership Dues shall conform to the dues as outlined in the AFCEA By-Laws. Additional funds for Chapter activities may be raised by appropriate means commensurate with AFCEA and Chapter status as a non-profit organization.

**ARTICLE IV - ORGANIZATION AND STRUCTURE**

**Section 1: Organization.**

The Chapter shall consist of members as described in Article III and be governed by a Board of Directors, Chapter Officers, and an Executive Committee.

**ARTICLE V - BOARD OF DIRECTORS**

**Section 1: Authority and Responsibilities.**

The Board of Directors will have supervision, control, and direction of the affairs of the Chapter, its committees, and publications, and is empowered to act on the part of the membership by these By-Laws. The Board shall determine Chapter policies and change thereto and shall fill casual vacancies in its membership and those of Chapter Officers.

**Section 2: Composition.**

The Board of Directors shall consist of the following Chapter Members: President, Treasurer, and Secretary, a maximum of \_\_\_\_ members elected at-large and Past Chapter Presidents so long as they maintain continuous membership.

Directors, with the exception of Past Presidents, will be elected annually. The current Chapter President serves as the Chairman of the Board of Directors. Board members who cannot attend duly called meetings may vote and be otherwise represented on either specific issues or in general by written proxy provided to another Chapter member. An Advisory Committee consisting of key personnel designated by the Chapter President may assist the Board of Directors. The Committee should meet with the Board of Directors/Executive Committee periodically to discuss planned programs and events, and exchange general information and suggestions regarding the Chapter activity.

**Section 3: Meetings.**

The full Board of Directors shall meet at the call of the President at least each year. The President, as required, may call additional meetings. Notifications of meetings shall be made to each Board member at least one week prior to each meeting to include place, date, hour, and major agenda items that will require Board approval.

**Section 4: Procedures.**

At any meeting of the Board of Directors, no less than one-half of the represented members of the Board shall constitute a quorum for the transaction of Chapter business. For purposes of this section, a quorum of one-half shall refer to the number of officers and members of the Board except Past Presidents, as this number may vary. Any business transacted shall be valid, providing it is passed by a majority of those represented. Should representation fall below a quorum during the conduct of a meeting, no further business shall be transacted. E-mail out-of-cycle votes constitute written proxy and shall be deemed as official transactions.

**ARTICLE VI - CHAPTER OFFICERS**

**Section 1: Chapter Officers shall consist of at least a President, Secretary and Treasurer.**

Officers shall be elected for one-year terms by a majority vote of the Chapter membership. No member may hold more than one office during the Chapter year, which will run from June 1 until May 31 of the succeeding year. Officers may be appointed to fill unexpired terms by vote of the Board of Directors. No officer may hold the same office for more than two consecutive years, unless no one has been submitted as a potential candidate for election and the re-appointment is approved by a majority of the Board of Directors.

**Section 2: Responsibilities of the President.**

The President shall have general supervision of the affairs of the Chapter and shall perform the duties usual to the office. The President shall preside at the meetings of the Chapter and Board of Directors and shall be an ex-officio member of all committees and all sub-committees thereof.

**Section 3: Responsibilities of the Secretary.**

The Secretary shall prepare, publish, and maintain minutes of Chapter meetings, Board of Director meetings, and committee meetings prepared and published by those committees, maintain a role of Chapter membership to include the address and status of each member and maintain official records. The Secretary shall provide notice of any special meetings at the direction of the President. The Secretary shall distribute minutes to members of the Board of Directors with an information copy to the AFCEA Director of Chapter Affairs and to interested Chapter members.

**Section 4: Responsibilities of the Treasurer.**

The Treasurer shall be comptroller of the finances and accounts of the Chapter under the direction of the President and the Executive Committee, and shall prepare an annual budget and render an annual statement of accounts and such special reports as may be called for by the Board of Directors.

**Section 5: National Council Delegates.**

In accordance with Article V, Section 2, of the AFCEA By-Laws, each Chapter is entitled to designate delegates to the National Council (total number depends on the membership strength of the Chapter). The Board of Directors shall appoint Chapter Delegates to the National Council from Chapter members who expect to attend the Annual International AFCEA Convention.

**ARTICLE VII - EXECUTIVE COMMITTEE (Optional)**

**Section 1: Authority and Responsibilities.**

The Executive Committee is empowered to act on behalf of the Board of Directors between Board meetings on all matters except those specifically reserved for the Board or membership by these By-Laws.

**Section 2: Composition.**

The Executive Committee shall consist of the Chapter Officers and the immediate preceding Past Chapter President residing in the area. The Chapter President shall preside at Executive Committee meetings.

**Section 3: Meetings.**

The Executive Committee shall meet at the call of the President and shall have the power to take actions on behalf of the Board of Directors as prescribed in these By-Laws. Notification of Executive Committee meetings shall be provided at least four days prior to the meeting. Executive Committee members who cannot attend duly called meetings may vote and be otherwise represented on either specific issues or in general by written proxy provided to another Chapter member.

**Section 4: Procedures.**

At any meeting of the executive Committee no fewer than four members must be represented to constitute a quorum for the conduct of business. Any business transacted shall be valid provided it is passed upon by a majority of those represented. Should representation fall below a quorum during the conduct of a meeting, no further business shall be transacted.

## **ARTICLE IX - FINANCE**

### **Section 1: Fiscal Period.**

The fiscal period of the Chapter shall be a 12 month period, from \_\_\_\_ to \_\_\_\_\_.

### **Section 2: Financial Obligation.**

No financial obligations shall be incurred on behalf of the Chapter except by the approval of the Executive Committee or as covered in these By-Laws. Expenditures of less than one hundred dollars (\$100.00) may be authorized by the President to be subsequently approved by the Board of Directors.

### **Section 3: Annual Budget and Statement of Accounts.**

The Annual Budget and Statement of Accounts prepared by the Treasurer will be approved by the Executive Committee and reviewed by the members of the Board of Directors. Chapter members at the first Chapter meeting of each year will review this budget.

### **Section 4: Audit.**

The accounts of the Chapter shall be audited annually by the Audit Committee consisting of two Chapter members, who are not current officers, as appointed by the Board of Directors.

## **ARTICLE X - CHAPTER MEETINGS**

### **Section 1: Annual/Special Meeting.**

The Chapter shall hold an Annual Meeting each year. The purpose of the Annual Meeting shall be the election of Officers and Directors of the Chapter, the submission of reports by the Officers and such other matters as decided upon by the Board of Directors or Executive Committee. Written or printed notification will be provided to all members at least thirty (30) days prior to the Annual/Special Meeting. Information provided shall include the place, date, and hour of the meeting, and in the case of a Special Meeting, the purpose(s) for which it is called.

Ten percent of active members represented shall constitute a quorum for the conduct of business. Any business transacted shall be valid provided it is affirmatively passed upon by a majority of those present. Should representation fall below a quorum during the conduct of the meeting, no further business shall be transacted. Chapter members may vote or be otherwise represented by written proxy provided to another Chapter member.

**Section 2: Regular Meetings.**

Regular meetings of the Chapter shall be held throughout the year, the time and place to be designated by the President to be devoted to discussions of scientific, industrial, and military issues and such other subjects as approved by the Board of Directors.

**ARTICLE XI - NOMINATIONS AND ELECTIONS**

**Section 1: The Nominating Committee.**

As selected by the current President, shall present their report at the April Chapter Meeting; elections shall be held at the Annual Meeting in May; and the newly elected members of the Board of Directors shall be installed at the May Luncheon Meeting and shall assume their duties following the June Board of Directors meeting. Any group of five (5) or more active members of the Chapter may submit by written petition the name(s) of candidate(s) for office to the Nominating Committee. Such a petition shall be in the hands of the Nominating Committee prior to its report being presented to the Chapter members at the April Chapter Meeting. Petitions submitted after the April Meeting shall be provided to the Secretary prior to the opening of the Annual Meeting. Nominations may be accepted from the floor during a Chapter meeting assuming at least five (5) members will support such nomination. Any person nominated must be a member of the Chapter, in good standing.

**Section 2: Elections.**

One third of total Chapter members shall constitute a quorum for the election, which shall be valid provided it is affirmatively passed upon by a majority of those present.

## **ARTICLE XII - AMENDMENTS**

### **Section 1: Amendment Proposals.**

Amendments to these By-Laws may be proposed by a majority vote of the Board of Directors or of the Executive Committee or upon petition addressed to the President and signed by not less than five (5) percent of Chapter members.

### **Section 2: Amendment Approval.**

Proposed amendments shall be submitted to the Chapter membership at least one month prior to being voted on at a regular Chapter meeting.

### **Section 3: Amendment Effective Date.**

Amendments, which have been adopted by a majority of the Chapter membership voting at a regular Chapter meeting, shall become effective as specified in the amendment

## **ARTICLE XIII - DISSOLUTION**

### **Section 1: Dissolution.**

On dissolution of the Chapter, the Board of Directors shall pay or make provisions for the payment of all liabilities and legal obligations of the Chapter, then dispose of all remaining assets by transferring them to the International Headquarters of AFCEA.

**APPENDIX B-1: U.S. CHAPTER AFFILIATE AGREEMENT**

THIS AFFILIATION AGREEMENT is made this \_\_\_ day of \_\_\_\_\_, 20\_\_\_, by and between the ARMED FORCES COMMUNICATIONS AND ELECTRONICS ASSOCIATION (AFCEA), a nonprofit corporation incorporated in the District of Columbia, and \_\_\_\_\_, a nonprofit corporation incorporated in \_\_\_\_\_ (hereinafter referred to as Chapter).

**Whereas**, AFCEA and Chapter desire to:

- A. Promote the common business interests of AFCEA members and AFCEA’s Vision, Mission, and Core Values.
- B. Operate for nonprofit educational, scientific, patriotic, and civic purposes;
- C. Develop and maintain an effective national and chapter network;
- D. Share information to preserve and advance member’s interests; and
- E. Promote and develop future Chapter and national AFCEA leaders.

In consideration of their mutual promises and commitment both parties hereby agree as follows:

**I. TERM**

This Agreement shall supersede any prior understandings and agreements between Chapter and AFCEA and shall expire December 31, 20\_\_\_. The Agreement shall automatically renew for one year intervals unless AFCEA or Chapter provides the other with written notice of termination 60 days before the expiration date

**II. PRIVILEGES OF AFFILIATED STATUS**

- A. **Voting Representation:** Chapters holding affiliated status may be represented on the Council of AFCEA by one Chapter delegate per one hundred Chapter members, as set out in Article V of the AFCEA Bylaws. Council members will vote according to the procedures set forth in Article VI of the AFCEA Bylaws.
- B. **Promotional Materials & Logo:** A Chapter which has been granted affiliated status may identify itself as such on circulars, brochures and other such promotional materials related to solicitation of members, continuing education programs, or other such programs or materials. The official AFCEA insignia, flag, and logo described in Appendix C of the AFCEA Bylaws may be used by Chapter to integrate its unique local or national image with AFCEA, providing they are used in such a way that does not state nor imply endorsement of services or products. Chapter shall not modify or alter the insignia, flag, and logo in any way without the prior written permission of AFCEA.
- C. **Member Lists:** Affiliated Chapters shall be provided with the names and addresses of AFCEA members who are not affiliated with a chapter.

### III. RESPONSIBILITIES OF AFFILIATED CHAPTERS

- A. **Membership in AFCEA:** Chapter shall operate in accordance with applicable AFCEA Bylaws at all times. In particular, Chapter agrees to operate in accordance with AFCEA's Vision, Mission, Core Values, and Ethics and Standards of Conduct Policy as set out in Article II of AFCEA's Bylaws. Chapter expressly acknowledges and understands that it shall be subject to the general supervision and control of AFCEA.
- B. **Self Governance:** Chapter hereby understands and agrees that Chapter is a legal entity which must not only observe all AFCEA affiliated status obligations, but also discharge legal obligations incumbent upon any self-governing organization.
- C. **Nonprofit activities:** All Chapters applying for affiliated status shall obtain tax-exempt status from the Internal Revenue Service and from their jurisdiction of incorporation or operation. Upon executing the Affiliation Agreement, Chapter will provide AFCEA with a copy of its Internal Revenue Service exemption determination letter and documentation of state tax-exempt status. Both parties shall operate and conduct their business and affairs in accordance with the generally accepted principles of nonprofit business organizations. Chapter shall notify AFCEA of a substantial change or revocation in the Chapter's tax-exempt status.
- D. **State Corporate Laws:** Chapter understands and agrees that it is the sole responsibility of Chapter to examine and comply with laws relating to incorporated associations in the state where Chapter is located, the filing requirements of non-profit corporations, and the maintenance of its corporate status in good standing as required by state law.
- E. **Annual Reporting.** Chapter shall submit an Annual Chapter Report to AFCEA containing an outline of Chapter activities for the past year, anticipated activities for the upcoming year, any other information it considers relevant, and the following attached documents: current Bylaws, current officers, a current membership roster, an affirmation of current good standing of incorporation, an affirmation that chapter has retained its tax exempt status and does not anticipate losing such status, Certificates of Insurance for General Liability and Directors and Officers, and a financial summary or copy of Form 990, if filed.
- F. **Chapter Bylaws:** Chapter Bylaws shall be consistent with the Articles of Incorporation, the AFCEA Bylaws, and any state or national requirements. Chapter Bylaws shall follow the model contained in Appendix A of the AFCEA Bylaws. AFCEA, at its sole discretion, will determine acceptability of Chapter Bylaws with regards to admission as an affiliated chapter.
- G. **AFCEA Ethics and Standards of Conduct Policy:** Chapter shall follow the AFCEA Code of Ethics as well as any standards of conduct and ethics guidance of local, state, or federal government authorities.

- H. **Insurance:** The Chapter shall procure insurance coverage for its operation, activities and conduct to include but not limited to; premises, operations, property, personal injury, special events, and directors and officers liability. A certificate of insurance shall be provided to AFCEA with the annual report confirming a minimum of \$500,000 in general liability and directors and officers coverage. Each chapter shall consult its insurance agent to determine the amount of coverage necessary for its operation.
- I. **Dual Membership:** No person shall be a member of a Chapter who is not a member of AFCEA. Affiliated Chapters have a responsibility to ensure that members comply with the dual membership requirement. Chapter will ensure that members comply with AFCEA as well as Chapter rules and policies.
- J. **Representation:** AFCEA Chapters may not enter into any affiliation or representation agreement without the express approval of AFCEA.
- K. **Participation in Council:** If Chapter fails to send a member delegate to two consecutive Council meetings, the Chapter's right to vote at the next meeting shall be suspended. A letter will be sent to all eligible voting members of Chapter, notifying them that their Chapter lost its privilege to vote on behalf of its members at the next Council meeting.

#### IV. PROBATION, SUSPENSION AND REVOCATION OF AFFILIATED STATUS

- A. **Authority and Events:** The affiliated status granted to Chapter and all of the rights and obligations created hereunder shall remain in full force and effect through the expiration of this Agreement unless placed on probation, suspended or revoked for the grounds set out in Paragraph b, below. AFCEA shall have the authority to place on probation, suspend or revoke the affiliated status granted to Chapter if the Board of Directors determines the conduct of Chapter to be in violation of the Affiliation Agreement.
- B. **Grounds for Probation, Suspension or Revocation:** AFCEA shall have the right to place on probation, suspend or revoke a Chapter affiliated status if the chapter:
  - C. Fails or refuses to comply with the Affiliation Agreement and/or AFCEA Bylaws;
  - D. Knowingly and willfully violates any law;
  - E. Chapter and/or its officers, directors or employees, willfully and/or maliciously undermine the objectives, reputation and/or goodwill of AFCEA and/or its officers, directors and employees;
  - F. Officers, directors or employees of the Chapter willfully violate the AFCEA Code of Ethics; or
  - G. Fails to comply with the annual affiliation requirements.

H. **Reapplication:** Any Chapter that has been revoked may reapply for affiliated status one (1) year after the date of revocation. A Chapter shall pay \$500.00 when reapplying for affiliated status.

V. MISCELLANEOUS PROVISIONS

A. **Confidentiality:** AFCEA will hold and will cause its officers, directors and employees to hold in strict confidence, unless compelled to disclose by judicial or administrative process or, in the opinion of its counsel, by other requirements of law or as necessary, all documents and information provided to AFCEA as required by this agreement.

B. **Severability:** In the event any part of this agreement is found to be illegal, in violation of public policy, or otherwise unenforceable in law, such finding shall not invalidate any other part(s) of this Agreement.

C. **Choice of Law:** The parties acknowledge that this Agreement shall be governed by and construed under the laws of the District of Columbia.

D. **Amendments:** This agreement may be amended by the AFCEA Board of Directors at any time, with 90 days written notice of the proposed change provided to the affiliated chapters.

IN WITNESS THEREOF, the parties hereto have caused this Affiliation Agreement to be executed by their duly authorized officers, effective as of the day and year first written above.

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| [Chapter]           | [AFCEA]             |
|---------------------|---------------------|
| <b>By:</b> _____    | <b>By:</b> _____    |
| <b>Title:</b> _____ | <b>Title:</b> _____ |
| <b>Date:</b> _____  | <b>Date:</b> _____  |
| _____               |                     |

**APPENDIX B-2: NON-U.S. CHAPTERS AFFILIATE AGREEMENT**

THIS AFFILIATION AGREEMENT is made this \_\_\_ day of \_\_\_\_\_, 20\_\_\_, by and between the ARMED FORCES COMMUNICATIONS AND ELECTRONICS ASSOCIATION (AFCEA), a nonprofit corporation incorporated in the District of Columbia, and \_\_\_\_\_, a nonprofit corporation incorporated under the laws of \_\_\_\_\_ (hereinafter referred to as Chapter).

**Whereas**, AFCEA and Chapter desire to:

- F. Promote the common business interests of AFCEA members and AFCEA's Vision, Mission, and Core Values.
- G. Operate for nonprofit educational, scientific, patriotic, and civic purposes;
- H. Develop and maintain an effective national and chapter network;
- I. Share information to preserve and advance member's interests; and
- J. Promote and develop future Chapter and national AFCEA leaders.

In consideration of their mutual promises and commitment both parties hereby agree as follows:

**VI. TERM**

This Agreement shall supersede any prior understandings and agreements between Chapter and AFCEA and shall expire December 31, 20\_\_\_. The Agreement shall automatically renew for one year intervals unless AFCEA or Chapter provides the other with written notice of termination 60 days before the expiration date

**VII. PRIVILEGES OF AFFILIATED STATUS**

- D. **Voting Representation:** Chapters holding affiliated status may be represented on the Council of AFCEA by one Chapter delegate per one hundred Chapter members, as set out in Article V of the AFCEA Bylaws. Council members will vote according to the procedures set forth in Article VI of the AFCEA Bylaws.
- E. **Promotional Materials & Logo:** A Chapter which has been granted affiliated status may identify itself as such on circulars, brochures and other such promotional materials related to solicitation of members, continuing education programs, or other such programs or materials. The official AFCEA insignia, flag, and logo described in Appendix C of the AFCEA Bylaws may be used by Chapter to integrate its unique local or national image with AFCEA, providing they are used in such a way that does not state nor imply endorsement of services or products. Chapter shall not modify or alter the insignia, flag, and logo in any way without the prior written permission of AFCEA.
- F. **Member Lists:** Affiliated Chapters shall be provided with the names and addresses of AFCEA members who are not affiliated with a chapter.

## VIII. RESPONSIBILITIES OF AFFILIATED CHAPTERS

- L. **Membership in AFCEA:** Chapter shall operate in accordance with applicable AFCEA Bylaws at all times. In particular, Chapter agrees to operate in accordance with AFCEA's Vision, Mission, Core Values, and Ethics and Standards of Conduct Policy as set out in Article II of AFCEA's Bylaws. Chapter expressly acknowledges and understands that it shall be subject to the general supervision and control of AFCEA.
- M. **Self Governance:** Chapter hereby understands and agrees that Chapter is a legal entity which must not only observe all AFCEA affiliated status obligations, but also discharge legal obligations incumbent upon any self-governing organization.
- N. **Nonprofit activities:** All Chapters applying for affiliated status shall obtain tax-exempt status from the Internal Revenue Service and from their jurisdiction of incorporation or operation. Upon executing the Affiliation Agreement, Chapter will provide AFCEA with a copy of its Internal Revenue Service exemption determination letter and documentation of tax-exempt status in the Chapter's jurisdiction of incorporation and operation. Both parties shall operate and conduct their business and affairs in accordance with the generally accepted principles of nonprofit business organizations. Chapter shall notify AFCEA of a substantial change or revocation in the Chapter's tax-exempt status.
- O. **Jurisdictional Corporate Laws:** Chapter understands and agrees that it is the sole responsibility of Chapter to examine and comply with laws relating to incorporated associations in the country or jurisdiction where Chapter is organized, the filing requirements of non-profit corporations, and the maintenance of its corporate status in good standing as required by the law of such country or jurisdiction.
- Notwithstanding the forgoing, to the extent that relevant provisions of the applicable national law of the jurisdiction in which the Chapter is organized and operates conflict with AFCEA's bylaws, the national law of the Chapter's jurisdiction shall prevail. In such circumstances, the Chapter shall inform AFCEA about the conflict.
- P. **Annual Reporting.** Chapter shall submit an Annual Chapter Report to AFCEA containing an outline of Chapter activities for the past year, anticipated activities for the upcoming year, any other information it considers relevant, and the following attached documents: current Bylaws, current officers, a current membership roster, an affirmation of current good standing of incorporation, an affirmation that chapter has retained its tax exempt status and does not anticipate losing such status, Certificates of Insurance for General Liability and Directors and Officers, and a financial summary or copy of Form 990, if filed.
- Q. **Chapter Bylaws:** Chapter Bylaws shall be consistent with the Articles of Incorporation, the AFCEA Bylaws, and any mandatory requirements of the national laws of the jurisdiction in which the Chapter is organized. Chapter Bylaws shall follow the model contained in Appendix A of the AFCEA Bylaws. AFCEA, at its sole discretion, will

determine and approve acceptability of Chapter Bylaws with regards to admission as an affiliated chapter.

- R. **AFCEA Ethics and Standards of Conduct Policy:** Chapter shall follow the AFCEA Code of Ethics as well as any standards of conduct and ethics guidance of local, state, or federal government authorities and the national laws of the jurisdiction in which the Chapter is organized.
- S. **Insurance:** The Chapter shall procure insurance coverage for its operation, activities and conduct to include but not limited to; premises, operations, property, personal injury, special events, and directors and officers liability. A certificate of insurance shall be provided to AFCEA with the annual report confirming a minimum of \$500,000 in general liability and directors and officers coverage. The Chapter shall consult its insurance agent to determine the amount of coverage necessary for its operation.
- T. **Dual Membership:** No person shall be a member of a Chapter who is not a member of AFCEA. Affiliated Chapters have a responsibility to ensure that members comply with the dual membership requirement. Chapter will ensure that members comply with AFCEA as well as Chapter rules and policies.
- U. **Representation:** AFCEA Chapters may not enter into any affiliation or representation agreement without the express approval of AFCEA.
- V. **Participation in Council:** If Chapter fails to send a member delegate to two consecutive Council meetings, the Chapter's right to vote at the next meeting shall be suspended. A letter will be sent to all eligible voting members of Chapter, notifying them that their Chapter lost its privilege to vote on behalf of its members at the next Council meeting.

#### IX. PROBATION, SUSPENSION AND REVOCATION OF AFFILIATED STATUS

- I. **Authority and Events:** The affiliated status granted to Chapter and all of the rights and obligations created hereunder shall remain in full force and effect through the expiration of this Agreement unless placed on probation, suspended or revoked for the grounds set out in Paragraph B, below. AFCEA shall have the authority to place on probation, suspend or revoke the affiliated status granted to Chapter if the Board of Directors determines the conduct of Chapter to be in violation of the Affiliation Agreement.
- J. **Grounds for Probation, Suspension or Revocation:** AFCEA shall have the right to place on probation, suspend or revoke a Chapter affiliated status if the Chapter:
  - a. Fails or refuses to comply with the Affiliation Agreement and/or AFCEA Bylaws;

- b. Knowingly and willfully violates the terms of this agreement, the AFCEA Bylaws, its own Chapter Bylaws or the national corporate laws of the country in which the Chapter has been organized and is compelled to follow.
  - c. Chapter and/or its officers, directors or employees, willfully and/or maliciously undermine the objectives, reputation and/or goodwill of AFCEA and/or its officers, directors and employees;
  - d. Officers, directors or employees of the Chapter willfully violate the AFCEA Code of Ethics; or
  - e. Fails to comply with the annual affiliation requirements.
- K. **Reapplication:** Any Chapter that has been revoked may reapply for affiliated status one (1) year after the date of revocation. A Chapter shall pay \$500.00 when reapplying for affiliated status.

## X. MISCELLANEOUS PROVISIONS

- E. **Confidentiality:** AFCEA will hold and will cause its officers, directors and employees to hold in strict confidence, unless compelled to disclose by judicial or administrative process or, in the opinion of its counsel, by other requirements of law or as necessary, all documents and information provided to AFCEA as required by this agreement.
- F. **Severability:** In the event any part of this agreement is found to be illegal, in violation of public policy, or otherwise unenforceable in law, such finding shall not invalidate any other part(s) of this Agreement.
- G. **Choice of Law:** The parties acknowledge that this Agreement shall be governed by and construed under the laws of the District of Columbia. Should provisions within the AFCEA Bylaws, affiliate agreements or other addenda be in conflict with the national law of the jurisdiction in which the Chapter is organized and operated, such national law will prevail.
- H. **Amendments:** This agreement may be amended by the AFCEA Board of Directors at any time, with 90 days written notice of the proposed change provided to the affiliated chapters.

IN WITNESS THEREOF, the parties hereto have caused this Affiliation Agreement to be executed by their duly authorized officers, effective as of the day and year first written above.

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[AFCEA]

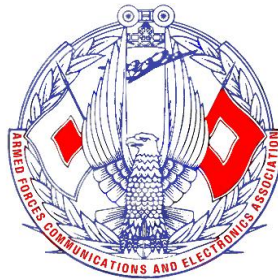
[Chapter]

**APPENDIX C (see Article XVI):**  
**DESCRIPTION OF OFFICIAL AFCEA INSIGNIA, FLAG AND LOGO**

**Section 1: AFCEA Insignia**

AFCEA's official insignia features an alert, powerful eagle as the central figure. Its talons are clutching lightning flashes, symbolic of strength insofar as national defense and especially modern communications, intelligence, and information systems are concerned. The border of the insignia consists of leaves of the olive branch of peace, showing that the object of military preparedness is to assure a lasting peace. In the background are signal flags - the first means of signaling in the military, and a method still used for special purposes by the navies. Just above the eagle, and between its outstretched wings, is a heavy bomber in flight, symbolizing both aeronautical and terrestrial telecommunications. Above the bomber is a radar antenna array and, at the very top, a radio relay antenna. In the color version, there are the traditional colors of the signal flags - dexter white flag with red center, and sinister red flag with white center - with a gold border around the entire emblem (see figure 1 below).

The official AFCEA insignia, with ribbon, and modifications of it in the form of pins, badges, buttons, and rings, shall be authorized by the Board of Directors for use by members. The ribbon shall be three equal stripes of dark blue, orange, and light blue with a total width of 1-3/8 inches. When facing the ribbon, the dark blue is on the left.



*Figure 1: Official AFCEA Insignia*

**Section 2: AFCEA International Flag**

The official AFCEA Flag shall consist of the International Logo, executed in gold, superimposed upon a field of blue fabric (see figure 2 below).



Figure 2: Official AFCEA International Flag

### **Section 3: International Logo**

The AFCEA International logo is a world globe with latitude and longitude grids, and the letters "AFCEA" inscribed in its center (see Figure 3 below).

The International logo may be used by all members desiring to integrate their unique local or national image with AFCEA, providing it is used in such a way that it does not state nor imply endorsement of services or products.



Figure 3: Official AFCEA International Logo