



AFCEA GOVERNANCE COMMITTEE CHARTER

PURPOSE: The AFCEA Governance Committee (hereafter “the Committee”) is a governing committee of AFCEA International (AFCEA), chartered by and responsible to the Chairman of the Board of AFCEA. The purpose of the Committee is to assist the Board on matters pertinent to the operation and governance of the associations, its chapters and other related organizational entities. The Governance Committee will also fulfill the responsibilities of the AFCEA nominations process. In this capacity, the committee will be responsible for preparing a slate of candidates for the Board of Directors, Executive Committee and Associate Directors for election by the Board and Council at their annual meeting.

VALUE: The Committee provides an active focal point within AFCEA to ensure that Governance mechanisms available to the association and its chapters and related organizations seek to protect the integrity of the organization, its reputation in the community and afford an efficient and effective means to conduct business. In preparing the slate of candidates for election by the Board, the committee will take into account the international and diverse nature of the AFCEA membership, and ensure that the slate is representative of the entire AFCEA community.

Specifically, the Committee’s expected deliverables include:

- (a) Periodically review the AFCEA International association bylaws and recommend revisions to reflect the contemporary operating environment;
- (b) Periodically review chapter and other organizational entity bylaws and recommend revisions to ensure proper alignment with association objectives, processes and practices;
- (c) Periodically review the size, composition, organization, membership, charter and responsibilities of the Board and its committees and sub-committees and recommend policies, changes or other actions it deems necessary or appropriate;
- (d) Develop and review laws, statutes, and standards governing Board conduct, including standards relevant to the potential for conflict of interest, or the appearance of conflict;
- (e) Identify potential candidates for the AFCEA Executive Committee and Board of Directors and seek to engage them in the activities of AFCEA and the AFCEA Governing Committees.

(f) Perform any other activities or special projects consistent with this charter and the association bylaws, as the President/CEO, Executive Committee, Board of Directors, or Committee deem necessary, and as approved by the Chairman of the Board;

(g) Delegate any of its responsibilities to sub-committees or task forces;

(h) Make regular reports to the Board regarding its activities. **COMMITTEE**

COMPOSITION: The Committee shall have no less than 13 and no more than 20 members, consisting of representatives of the private sector, government, and academia, and will include the immediate past Chairman, one AFCEA Regional Vice President, one Young AFCEAN representative, the AFCEA General Counsel, and the European General Manager or his international representative. Private sector members, to the extent possible, should be drawn from a cross-section of large, medium, and small businesses (e.g., minority, veteran-owned, woman-owned companies, etc.) that can offer leadership/expertise and best governance practices

Private sector and academic members shall have equal status on the Committee. Government members will have equal voice in all discussions and activities, but their role must be advisory. Government members will not have a binding vote.

All members of the Committee shall serve without compensation.

The President and CEO of AFCEA shall assign a permanent staff member to attend Committee meetings representing the Association. This representative shall be considered a full non-voting member of the Committee, but will not count against the Committee's membership total.

MEMBERSHIP CRITERIA: Suitability for membership shall be based on three criteria:

1. Relevant leadership and governance experience.
2. Availability to participate in and contribute to the activities of the Committee.
3. Current AFCEA membership (not a requirement for government members, but desirable).

MEMBERSHIP CATEGORIES

PRIVATE SECTOR/ACADEMIA: Private sector and academia candidates for membership on the Committee shall be nominated by members of the Executive Committee and/or self-nominated by the Governance Committee. The Committee shall make recommendations to the President and CEO of AFCEA for its yearly member selection.

GOVERNMENT: Government members may be recommended by relevant government agencies. The Committee may formally vet their recommendation for Committee membership prior to recommendation to the President and CEO of AFCEA.

As a reference point, participation in groups such as AFCEA's Governance Committee is authorized for DOD personnel by the Joint Ethics Regulation, DOD 5500.7-R, including changes

1-4, dated August 6, 1998, Chapter Three (Activities with Non-Federal Entities), Section Two (Official Participation in Non-Federal Entities), Paragraph 3-201 (Membership), page 33:

"Paragraph 3-201. Membership: DoD employees may serve as DoD liaisons to non-Federal entities when appointed by the head of the DOD Component command or organization who determines there is a significant and continuing DoD interest to be served by such representation. Liaisons serve as part of their official DoD duties, under DOD Component memberships, and represent only DoD interests to the non-Federal entity in an advisory capacity. Liaisons may not be involved in matters of management or control of the non-Federal entity. Liaisons may officially represent DoD in discussions of matters of mutual interest with non-Federal entities providing it is made clear to the non-Federal entities that the opinions expressed by liaisons do not bind DoD or any DOD Component to any action."

While this regulation and its provisions do not specifically apply to non-DOD federal employees, it is assumed that they provide a precedent that can be applied to all government members.

AD HOC: Provision may be made for ad hoc Committee members to participate in specific, short-term activities e.g. Task Forces, of the Committee. These special category members do not have voting rights and need not satisfy the regular membership criteria.

MEMBERSHIP TERMS: All members shall serve for terms of three years, with renewable terms determined by the Chairman of the Committee. Upon completion of an initial three-year term, a member may serve subsequent three-year terms if recommended for retention by the Committee and approved by the President and CEO of AFCEA. Only the Committee Chair, President and CEO of AFCEA or Chairman of the AFCEA Board may make exceptions to this policy.

Recommendations for new Committee members will be provided to the Committee and Committee Chair for consideration. The final committee roster will be provided to the Chairman of the Board for approval. This process will also be followed to replace Committee members who do not meet the attendance requirements outlined in this charter.

All candidates elected to the Committee serve by name vice company or organizational affiliation. Their membership on the Committee is not transferable nor is it automatically terminated should they change companies or organizations.

COMMITTEE CHAIR: The President and CEO of AFCEA shall appoint the Chair of the Committee, taking into consideration recommendations from the Committee. The Chair shall direct the Committee's activities, meetings, and represent the Committee within and without AFCEA. The Chair shall serve for a term of two years, with a one year renewable option as approved by the Chairman of the Board. The Chair, with the concurrence of a majority of the Committee, shall appoint a Deputy Committee Chair, and, as required to implement Committee projects or activities, subcommittees and subcommittee chairs.

CHAIR EMERITI: Retiring Committee Chairs may serve as emeritus members of the Committee and shall advise and contribute to the Committee's activities as full members with

voting rights. There are no term limits for Chair Emeriti, nor does their membership count against the maximum number of members allowed by this charter.

COMMITTEE MEETINGS: The Committee shall meet on a regular basis, generally monthly, or at the call of the Chair. A quorum for meetings shall be 2/3 of the members. Issues requiring a vote of the Committee (other than election of members) shall be decided by majority vote of those present.

Subcommittees shall meet on an "as required" basis.

ATTENDANCE AND PARTICIPATION REQUIREMENTS: In accordance with the membership criteria, regular attendance at monthly Committee meetings is expected. At the discretion of the Chair, a member missing more than 4 meetings (either in person, or virtual) in any one calendar year may be removed from the Committee roster, with the resulting vacancy to be filled at the next regular election of members.

Active participation in Committee activities is also a requirement. At the discretion of the Chair, a member who is deemed not to be an active participant or supporter of the committees ongoing efforts may be removed from the Committee roster, with the resulting vacancy to be filled at the next regular election of members.

Committee members are selected based on their experience and expertise and, therefore, represent themselves and not the company or organization for which they work. When a Committee member is unable to attend a meeting, a substitute is not allowed.