



**DAYTON-WRIGHT  
CHAPTER**

# Dayton-Wright Chapter Bylaws

Armed Forces Communications & Electronics Association (AFCEA)

November 2013

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## **ARTICLE 1. NAME, CHARTER AND LOCATION**

Section 1:     Name. The name of this organization shall be the Dayton-Wright Chapter of the Armed Forces Communications and Electronics Association, hereinafter referred to as the Chapter.

Section 2:     Charter. The Chapter is organized and functions under the authority of a charter granted on 14 February 1948 by the Signal Corps and again on 21 November 1984 by the Armed Forces Communications and Electronics Association (now AFCEA International, hereinafter referred to as AFCEA).

Section 3:     Location. The headquarters of the Chapter shall be located in the Dayton Region surrounding Wright-Patterson Air Force Base in the State of Ohio.

## **ARTICLE II. OBJECTIVES**

Section 1:     General Objective. The Dayton-Wright Chapter is to function as a non-profit organization that brings together individuals, industrial organizations and educational institutions with a common interest in furthering the communications and electronics profession for the purposes of national defense. This collaboration shall focus on developing effective intelligence and information management, including the development, manufacturing, and operation of equipment, and provision of services in the fields of signals, information management and processing, communications, electronics, computers, intelligence systems, command and control, and imagery.

Section 2:     Specific Objectives. In furtherance of this general objective and in addition to the specific objectives in the AFCEA International bylaws, this Chapter shall:

- a.     Preserve and foster the spirit of fellowship among former, present and future personnel of the military, industries, civic organizations and governments.
- b.     Provide an ethical environment where the general membership and diverse groups within the membership can exchange ideas and information openly on communication, electronics, command and control, avionics, information technology and imagery.

- c. Promote efficiency and cooperation through better liaison among industry, military, civil organizations and civilian government.
- d. Maintain close relations among civilian scientists, engineers, manufacturers, operating companies and others in the aforementioned fields.
- e. Bring to the attention of the membership through Chapter meetings and the AFCEA journal, *Signal*, the importance of cooperation among industry, military, civil organizations and civilian government personnel.
- f. Familiarize the Chapter membership with national security operational requirements and technological advances available to meet those requirements.
- g. Promote and sponsor patriotic and educational causes.

Section 3: Actions and Activities. The Chapter is organized exclusively for non-profit educational, scientific, and patriotic purposes. It has no political interests or alliances. The actions and activities of the Chapter are intended to be such as to qualify the Chapter as an exempt organization under Section 501 (c) (6) of the U.S. Internal Revenue Code of 1954, as amended or the corresponding provision of any future United States Internal Revenue Law.

Section 4: Certain Activities Precluded. No part of the net earnings of the Chapter shall either inure to the benefit of or be distributed to its members, directors, officers or other private persons, except that the Chapter shall be authorized and empowered to pay reasonable compensation to non-affiliated persons or entities for services rendered or products provided, and the Chapter shall be authorized and empowered to pay for the reasonable expenses incurred by a member, officer or director (provided such reimbursement is approved in advance) in performing services on behalf of the Chapter, and to make payments and distributions in furtherance of the objectives set forth herein. No officer of the Chapter or any member of the Board of Directors shall participate in any transaction of the Chapter which results in revenue to such individual or such individual's closely held business (e.g. sole proprietorship, single owner LLC, etc.) No officer of the Chapter or any member of the Board of Directors shall participate in any decision of the Chapter which results in revenue to such individual's employer, however, full disclosure and recusal from the decision making process relative to any such transaction shall be adequate to avoid any violation of this restriction. No substantial part of the activities of the Chapter shall be the fomenting of propaganda or otherwise attempting to influence legislation, except to the extent Section 501 (c)

(6) tax-exempt organizations are so permitted. Moreover, the Chapter shall neither participate nor intervene in (including publishing or distributing statements in) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles, the Chapter shall not carry on any activities forbidden by an organization exempt from Federal Income Tax under Sections 501 (c) (3) and 501 (c) (6) of the Internal Revenue Code for 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law).

### **ARTICLE III. MEMBERSHIP**

Section 1:     General.   Membership in AFCEA shall be open to all persons without discrimination, and to industrial organizations which are willing to subscribe to these Bylaws and which are otherwise qualified under the provisions of these Bylaws. Membership shall be granted to individuals who reside in the area served by the Chapter, unless such member desires otherwise. Membership may include citizens and industrial organizations of all nations except citizens and industrial organizations of Communist countries or their allies.

Section 2:     Classes of Membership.   Classes of membership shall be determined by AFCEA International.

Section 3:     Membership Dues.   Membership dues will be determined by AFCEA International. There shall be no “Chapter” dues.

Section 4:     Administration of Membership.   Subject to Sections 1, 2 and 3 above, AFCEA membership shall be administered pursuant to the following:

- a.   The term *members* except where specifically stated otherwise in these Bylaws, shall mean regular and life members only. Members are entitled to vote in the Chapter’s elections.
- b.   The election to membership of all classes, except honorary members, shall be by action of the Executive Committee of AFCEA.
- c.   Only members of the Board of Directors or their proxy shall vote at any board meeting.

Section 5:     Restriction.   Only members of the Dayton-Wright Chapter shall hold offices in said Chapter.

Section 6:     Participation by Active Military and Government Personnel.   Military and government personnel

may serve in non-paying positions of responsibility in this Chapter. Their participation will be in accordance with current military and government regulations and directives.

## **ARTICLE IV. ORGANIZATION AND STRUCTURE**

Section 1:      Organization. The organization of the Chapter shall be comprised of its officers and Board of Directors. The officers shall be elected in November and serve the following calendar year. The officers of the Chapter (i.e., the Executive Committee) shall consist of a President, Executive Vice President, Vice President of Chapter Operations, Vice President of Education, Vice President of Information, Vice President of Membership, Vice President of Programs, Vice President of Networking, Vice President of Enlisted Affairs, Treasurer and Secretary. All officers of the Chapter must be members of AFCEA during their entire term. No organization or company may have more than one individual serving as a Vice President on the Executive Committee at the time of elections. If this occurs due to changes in professional positions during the course of the year, it will be addressed to the Executive Committee as to whether one of the individuals should resign their position or continue to serve. If the decision is to continue serving, the newly elected Executive Committee will revert to the original rule of one representative per organization or company.

Section 2:      Board of Directors. The primary responsibility of the Board is to govern the operations of the Chapter while ensuring the Chapter Executive Committee meets/exceeds the goals and objectives outlined in these bylaws and the Board's Strategic Plan. The Board shall provide the necessary governance to ensure the Chapter operates in accordance with AFCEA International bylaws and operating standards. In addition, the Board will approve Chapter budgets, funds transfers to and from the Technical Education Assistance Endowment, ratify and/or make changes to Chapter Bylaws and other business matters submitted by the Executive Committee or that they deem appropriate. The Chairman or the Executive Committee or one-third of the members of the Board of Directors may call special meetings of the Board of Directors. Notices of meetings shall be in writing, shall state the time and place of the meetings, and shall be sent to all directors at least ten days prior to the meeting date. One half, or over, of the current directors shall constitute a quorum. The Board of Directors shall have the power to initiate executive measures necessary to achieve the objectives of the Chapter.

The Board of Directors shall consist of a Board Chairman, the Chapter President, and no more

than eighteen Directors-at-Large determined by the Board. The Directors-at-Large should consist of military, civil servant, industry and local civic leaders, as well as encouraging and valuing diversity.

The Board of Directors will be supported by a Board Secretary. The Board Secretary's primary responsibility is to maintain accurate records, reports and minutes for Board Meetings and other appropriate duties as required by the Board Chairman. The Board Secretary will establish standard templates for meeting minutes and committee reports. Minutes will be presented to the Board Chairman for approval and then distributed to all Board members. The Board Secretary will maintain "Board Operating Procedures" that will be used to govern any and all board actions.

The nomination of the Board Chairman will be provided by a "Board Chairman Search Committee" convened and chaired by an individual appointed by the Board of Directors. Nominations will be requested by the committee; it will be the sole responsibility of this committee to submit recommendations to the Board of Directors for approval and final vote. The Board of Directors ultimately elects the Chairman. The Chairman shall serve for two years and shall preside at all Board meetings.

All Directors-at-Large will be nominated by the Board Nomination Committee (Article IV, Section 3), approved by affirmative vote of majority of a Board quorum, and serve for a term of two years. At the end of their term, the Board may elect to renew the members' terms or fill the positions with new candidates, except that no member may serve more than three consecutive terms or a total of more than six consecutive years. All members of the Board must be members of the Dayton-Wright Chapter and residents of the State of Ohio living within 75 miles of Wright Patterson AFB.

By a two-thirds vote of its members, the Board of Directors may elect an Honorary Chairman of the Board of Directors and one or more Directors Emeriti. The Honorary Chairman shall be a distinguished and dedicated member and supporter of the Chapter and its activities, whose business responsibilities may preclude active participation as an officer or director. A Director Emeritus shall be a retired member who has served with distinction as an officer or director of the Chapter, has a continuing interest in the affairs of the Chapter, and will provide the Board of Directors with a seasoned voice of experience in the government of the Chapter.

Section 3:      Committees.

- a. Chapter Executive Committee: The Chapter Executive Committee shall consist of the elected officers and the immediate Past President; it shall be the presiding committee for all chapter operations. It will meet monthly at a time and place determined by the President. The Executive Committee will meet at the call of the President or any four of its members. Each Vice President will be accountable for the successful operation of multiple committees. He/she will be responsible for appointing directors and committee chairs within the scope of their office. These committees are outlined in the Chapter Organization Structure (Attachment 1).
- b. Board Nomination Committee: The Board Nomination Committee shall consist of a Chair appointed by the Board Chair for a one year term and Directors-At-Large. Successive terms for the Committee Chair will be at the discretion of the Board Chair. The Board Nomination Committee will be responsible for maintaining a short-list of potential candidates for nomination to the Board. The Committee will be responsible for presenting nominees from this short-list to the Board for the Board's consideration and approval. The Committee will also be responsible for orientation of the newly elected Board Members to the history and operation of the Dayton-Wright Chapter.
- c. Board Endowment Committee: The Board Endowment Committee shall consist of a Chair appointed by the Board Chair for a one year term and Directors-At-Large. Successive terms for the Committee Chair will be at the discretion of the Board Chair. The Board Endowment Committee will be responsible for careful oversight of the Chapter's Technical Education Endowment using a Board-approved Investment Policy Statement or similar document. The Committee will maintain a close relationship with the Foundation managing the Endowment and provide periodic reports to the Board on the performance of the fund with respect to standard benchmarks and recommend changes to the Board when deemed appropriate.

Section 4:      Vacancies and Removal. A vacancy in the office of the President shall be filled by a Chapter Vice President selected by the Board of Directors. The President will fill unexpected vacancies for the offices of Vice President by appointment with the advice of the existing Executive Committee. The newly appointed officer will serve out the remaining unexpired term of his/her predecessor. The Board of Directors, by affirmative vote of majority of a quorum, may remove any officer or committee chairperson for cause.

## ARTICLE V. CHAPTER OFFICERS AND COUNCIL MEMBER RESPONSIBILITIES

Section 1:     President. The President shall be elected for a one-year term. After serving one year, he/she may be nominated to be elected to another one-year term, but in no event shall a President be able to hold office for more than two successive years. The President shall have general supervision of the affairs of the Chapter and perform the duties usual to his/her office. He/she shall preside at regular meetings and meetings of the Executive Committee. He/she may be an *ex-officio* member of all committees and of all sub-committees thereof. The President may serve as many future non-successive terms in this office as elected by Chapter members. The President shall be responsible for the general supervision of the Chapter Nominations Committee and any special committees.

- a. Treasurer: The Treasurer will act as an advisor to the Chapter and Board of Directors concerning all financial matters within the Chapter. All Chapter committee budget requests will be submitted to and validated by the Treasurer. The Treasurer will use these inputs to prepare an annual Chapter budget to be approved first, by the Chapter President and then submitted to the Board of Directors for final approval. The Chapter Treasurer will manage the Chapter finances against the approved Chapter budget and report significant discrepancies to the President. The Treasurer shall be the custodian of all funds of the Chapter under the direction of the Executive Committee, to include conference and luncheon revenues and the Chapter Technical Education Assistance Endowment, and shall render regular updates and an annual report to the Executive Committee and Board of Directors. Additionally, the Treasurer shall prepare and submit special reports on annual and special programs as may be requested by the Executive Committee.

Finance Committee: The Treasurer may establish a Finance Committee to assist in the preparation of a proposed annual budget for the Chapter. The Finance Committee may also assist in the preparation of regular and special financial reports. The Finance Committee will be chaired by the Treasurer.

- b. Office of Chapter Secretary: The Chapter Secretary's primary responsibility is to maintain accurate records, reports and minutes for monthly Executive Committee meetings and other special meetings. The Chapter Secretary will establish standard templates for meeting minutes and committee reports. Minutes will be presented to the President for approval. The Chapter Secretary shall in the month of February each year file with the Association Secretary in the form prescribed, an annual report of the Chapter activities, finances, obligations,

number of meetings held, scholarship and/or award programs and other matters consistent with the objectives of AFCEA.

- c. Chapter Nominations Committee: The Chapter Nominations Committee is responsible for identifying and presenting a slate of officers to be elected and to serve for the next calendar year beginning January 1st. The Chairperson of the Chapter Nominations Committee will be appointed by the President and must be an AFCEA member in good standing. Nominations can come from the general membership and all nominations will be considered.
- d. Special Committees: The President may appoint special committees as necessary. They will not be in conflict with any provisions within these bylaws. When establishing a special committee, the President shall prescribe the duties and specify start and termination dates for its operation. This description will be recorded by the Chapter Secretary. The termination date will not go beyond the President's term of office.

Section 2: Executive Vice President. The Executive Vice President shall assist the President in fulfilling the requirements of that office and shall assume full authority and duties of the President in the event of his/her absence. As requested by the President, the Executive Vice President may coordinate the activities of Chapter Officers and lead Special Committees. Given the President becomes incapacitated for any reason, the Executive Vice President will become the "Interim President" while the Board of Directors implements its process for selecting a new Chapter President.

Section 3: Vice President of Chapter Operations. The Vice President for Chapter Operations is the chapter interface with Chapter Services at AFCEA International Headquarters. He/she shall be ex-officio member of the Awards Committee and is responsible for the general supervision of this committee.

- a. Awards Committee: The Awards Committee is responsible for reviewing and submitting those persons who deserve special recognition for contributing to the goals, objectives and general welfare of the chapter and AFCEA International. The Awards Committee Chairperson shall interface with the AFCEA International Award committee, and shall meet as necessary to recommend to the President those members deserving of awards approved by AFCEA International as well as other appropriate special recognition. Responsibilities include developing policies and criteria for internal Chapter awards and

policies for Chapter award recipients to travel to receive AFCEA International awards. The Awards Committee Chairperson will also prepare/submit, to Treasurer, the annual budget for Chapter awards and recognition actions and to support travel/per diem for Chapter members to attend events in order to receive the awards and provide recognition for the Chapter (for Chapter members selected as recipients and/or Chapter Officers to represent the Chapter as recipient of AFCEA International awards).

- b. Director of Marketing and Sponsorship: The Director of Marketing and Sponsorship will represent the Chapter to corporations, businesses and other organizations to communicate Chapter mission, programs, and impact for purposes of gaining financial sponsorship of specific programs and educational scholarships.
- c. Yeoman Society: The Yeoman Society, when activated, is comprised of Chapter members that have been selected as Chapter Yeoman and are members in good standing of the Chapter. At the close of each year, the Executive Committee will consider outstanding Chapter members that have demonstrated exceptional support of the Chapter, its committees, activities, goals, and/or objectives for selection as Chapter Yeoman. There is no limit to the number of Chapter Yeomen that can be selected each year. The Yeoman Society members will provide advice and counsel to the Chapter Executive Committee, form the core group for special committees, support Chapter committees in need of additional manpower, and/or initiate new Chapter events to promote the Chapter and its goals.

Section 4: Vice President of Education: The Vice President of Education is responsible and accountable for establishing and maintaining a robust program to advance the educational objectives of the Dayton-Wright Chapter and AFCEA. He/she will Chair the Education Committee and will serve as an advisor to the Chapter Executive Committee and the Board of Directors on all matters related to educational programs, academic outreach, student internships, and educational scholarships awarded by the Chapter. The Vice President of Education will appoint members to the Education Committee and shall oversee Committee operations.

- a. Education Committee: The Education Committee is responsible for arranging special programs, events, and awards essential to promoting interest and desire of K-12 and college students in pursuing a scientific or technical education or career. They shall establish relationships with elementary to high schools and colleges in the local area for the purposes

of collaborating on how to make science and technology more attractive for area youth. The Committee will establish the annual budget for scholarship and educational support actions, shall interface with the Board of Directors regarding transfers from the Dayton-Wright Chapter Technical Education Assistance Endowment, and shall promote and foster education in disciplines supporting AFCEA. The Director for Higher Education and Internships will serve as a member of the Education Committee and a designated member of the Enlisted Affairs Committee will serve as an ex-officio member of this Committee.

- b. Director for Higher Education and Internships: The Director for Higher Education and Internships shall be the primary liaison with area colleges and universities with educational programs in science, technology, engineering, and mathematics (STEM). He/she shall be the Chapter's focal point for enabling and supporting student internships in STEM career fields with government and industry members of the Chapter. Additionally, he/she will coordinate with the Vice President of Membership to encourage representation of academic leaders and students within the Chapter. The Director shall also serve as a member of the Education Committee.

Section 5: Vice President of Information. The Vice President of Information is responsible for the time and accurate capture, dissemination and retention of chapter information. He/she is solely responsible for advancing the Dayton-Wright Chapter and AFCEA "brand" awareness. He/she shall appoint the following positions:

- a. Director of Publicity: The Publicity Director is responsible for publicizing the activities of the Chapter. Responsibilities include obtaining photographs, writing articles, and submitting articles and photographs on all Chapter meetings to *Signal* magazine, The SkyWrighter, local media and other publications and media outlets as appropriate. He/she is also responsible for publicizing major upcoming Chapter events and activities in *Signal*, in local publications such as the Wright-Patterson Air Force Base newspaper, and through bulletins and flyers intended to promote upcoming programs. As such, he/she will submit an annual budget to identify required funds for promotion actions and advertising. The Publicity Director may appoint a Chapter Photographer to support Publicity actions.
- b. Office of Historian: The Historian is the focal point for recording all past events into the Chapter information repository. The Historian will make available upon request, mementos, documents, photographs, etc. for presentation at appropriate meetings and

events. The Historian has the authority to appoint additional members to assist with the duties of the office.

- c. Office of Web Master: The Office of the Web Master is responsible for the maintenance and sustainment of the Chapter Web Site. He/she will establish processes and procedures to ensure timely, accurate and appropriate update of all information and content on the Chapter Web Site. He/she will be the primary interface with the AFCEA International Chief Information Office representative responsible for assisting chapters with their web presence.

Section 6: Vice President of Membership. The Vice President of Membership is responsible for all aspects of tracking and maintaining membership data to ensure a net increase of membership for the Chapter. This includes coordination and implementation of membership drives, communication with expired or soon-to-expire members, and coordination with AFCEA International to gain assistance with local membership issues. He/she will also work very closely with the Vice President of Education and the Vice President of Enlisted Affairs to ensure these demographics of members continue to grow within the chapter. He/she shall appoint the following positions:

- a. Director of Corporate & Small Business: The Director of Corporate and Small Business membership is responsible for cultivating and growing business members for the Chapter. The primary purpose is focused at getting businesses to join the AFCEA International facilitated program and renew current memberships.
- b. Director of Individual Memberships: The Director of Individual Memberships is responsible for ensuring positive growth of the Chapter membership. He/she is charged with communicating with members that are approaching their membership expiration to encourage them to extend their membership and supporting new membership activities and events. The Director of Individual Memberships will prepare/submit an annual budget for membership activities and incentive programs. The Director of Individual Memberships has the authority to appoint additional members to assist with the duties of the office.
- c. Young AFCEAN Director: The Young AFCEAN Director shall be responsible for promoting liaison among the chapter, company grade officer councils, junior enlisted councils (in coordination with the Enlisted Affairs committee), and ROTC detachments at area colleges and universities. He/she shall promote ROTC cadet participation in appropriate Chapter activities, in the AFCEA ROTC Honor Award Program, and in the

AFCEA ROTC Scholarship Programs. The Young AFCEAN Director has the authority to appoint additional members to assist with the duties of the office.

- d. Director for Student Chapters: The Director for Student Chapters shall promote the creation of Student Chapters and shall serve as the principal interface with all Student Chapters chartered by the Chapter. The Director will ensure that these Student Chapters receive the information, support, and resources necessary to enable their successful operation.

Section 7: Vice President of Programs. The Programs Vice President is responsible for arranging programs required to meet the objectives of the Chapter. He/she will have the responsibility to appoint committee leads for annual and special programs and be held accountable for expected operational and financial results. These leads must come from local chapter membership or join upon acceptance of the leadership position. Committee leads have the authority to select as many committee members as necessary to ensure program success. He/she shall appoint the following positions:

- a. Director of Arrangements: The Director of Arrangements is responsible for planning, coordinating, and accomplishing the physical arrangements for all Chapter meetings. Such responsibilities include scheduling the facility, arranging for food and beverages, arranging for audio/visual facilities and for entertainment as appropriate. The Director of Arrangements will be responsible for printing and distributing tickets for all luncheon meetings, selling tickets, and collecting receipts of ticket sales.
- b. Director of Special Events: The Director of Special Events shall be responsible for developing a program of special events designed to advance Chapter membership, fellowship, and technical education support goals. She or he shall organize and oversee the activities of committees to conduct special events such as: golf outings, the Valentine Ball, and new-member recruiting activities.
- c. Director of Protocol: The Director of Protocol is responsible for ensuring protocol procedures within the Chapter are established and followed for all events, as needed. He/she will be the resident consultant for the Executive Committee, Committee Chairs and Special Committees requiring protocol expertise.
- d. Conference Chairperson: The Conference Chairperson shall be appointed by the Vice

President of Programs, in consultation with the Chapter President. As Chairperson, he/she shall nominate the next year's Chairperson to the Chapter President. In addition, he/she will be solely responsible for appointing all committee positions necessary to successfully deliver the objectives and goals of the Chapter's annual conference and will develop and submit a budget to ensure the objectives and goals are met. The Conference Chairperson shall also administer contractor support for the Conference, if applicable.

Section 8: Vice President of Networking. The Vice President of Networking is responsible for establishing relationships with military, civic, industry and professional organizations to further the goals and objectives of the Dayton-Wright Chapter and AFCEA. He/she should develop programs that will facilitate the collaboration among the various entities mentioned above. He/she shall appoint the following positions:

- a. Director of Government Networking: The Director of Government Networking is responsible for engaging senior government leaders (i.e., Group Commanders, SPO Directors, Headquarters Directors, etc..) to ensure they are aware of AFCEA and the need for their support as well as their organizations' support of the Chapter and its objectives. For example, when corporations sponsor tables for luncheons, etc. and "surrender" seats for one or more Government guests, the Director, assisted by the Directors of Protocol and Arrangements, shall invite senior Government guests ensuring no favoritism for any one corporate sponsor.
- b. Director of Civic Interaction: The Director of Civic Interaction is responsible for engaging leaders of local civic groups (i.e., Dayton Development Coalition, Technology First (formerly Greater Dayton IT Alliance), etc...) to explore potential partnering opportunities.
- c. Director of Professional Organizations: The Director of Professional Organizations is responsible for engaging other professional organizations with similar goals as AFCEA (i.e., AFA, National Military Intelligence Association, Dayton Area Defense Contractors Association, NDIA, etc...) to establish relationships that will foster potential teaming opportunities to develop "joint" special events.

Section 9: Vice President of Enlisted Affairs: The Enlisted Affairs Vice President is responsible for administering the Chapter's Enlisted Scholastic Assistance (ESA) Program. Responsibilities include developing the annual budget for scholastic assistance in conjunction with the Vice

President of Education (and the Education Committee). Additionally, he/she will coordinate with the Vice President of Membership to encourage representation of enlisted personnel within the chapter, its offices, and activities and to develop and support membership activities and events to encourage enlisted personnel membership. He/she shall appoint others to an Enlisted Affairs Committee to support the objectives of Enlisted Affairs. He/she shall also designate a member of the Enlisted Affairs Committee to serve as an ex-officio member of the Education Committee in order to facilitate close coordination with that committee.

Section 10:     Council Members. The President shall appoint council members who represent the Chapter at the annual meeting of the Council of AFCEA for a term of one year. Council members should have considerable experience with Chapter affairs and have a thorough knowledge of the Chapter's Bylaws and of AFCEA's Bylaws. They should be sufficiently familiar with the financial status and activities of the Chapter that they can represent the best interests of the Chapter and at the same time support AFCEA. The Chapter, by an instrument in writing filed with the Secretary of AFCEA, may authorize its representative or representatives present at a meeting of the Council to cast the vote or votes of any of its representatives who may be absent.

## **ARTICLE VI. SUB-CHAPTERS AND STUDENT CHAPTERS**

Section 1:     Sub-Chapters. The Chapter may organize sub-chapters. The AFCEA International Headquarters will be so advised in writing. The Chapter will charter such sub-chapters with an initial membership of at least twenty-five (25) members of AFCEA in good standing. All applications and dues of such members will continue to be handled by the AFCEA International Headquarters. A sub-chapter so chartered may apply to become a chapter with the approval of the Chapter.

Section 2:     Student Chapters. Student chapters may be organized at any national service academy, college, or university which carries science and/or engineering courses leading to a career in signals, communications, electronics, computers, intelligence systems, command and control, or imagery.

## **ARTICLE VII. ACTIVITIES**

Section 1:     General. The Chapter will exercise initiative in carrying out responsibilities in the regular scheduling of meetings, promotion of AFCEA membership, fostering of cooperation between the Armed Forces and industry, and furthering the objectives of AFCEA.

Section 2:     Types of Activities. The Chapter shall hold a full schedule of events to include meetings, social events, golf tournaments, special seminars, and an annual conference.

Section 3:     Meetings. Regular meetings of the Chapter shall be called and organized by the Executive Committee. Any group of twenty or more members in good standing of the Chapter may have a meeting called by written petition of the Executive Committee. Written notice shall be sent to each Chapter member at least ten (10) days prior to a meeting specifying the place, day, and hour of a meeting (and, in the case of a special meeting, the purpose or purposes for which the meeting is called). At least 50 members of the Chapter must be present at a duly organized meeting to constitute a quorum, and no official business of the Chapter shall take place with less than a quorum present.

## **ARTICLE VIII. NOMINATIONS AND ELECTIONS**

Section 1:     Nominations. On or before August 1<sup>st</sup> of each year the Chapter President shall appoint a Chapter Nominations Committee and Chairperson thereof, composed of not less than three nor more than five members of the Chapter with not more than two committee members coming from the same firm, university, or government organization. This Committee shall select a slate of candidates for officers of the Chapter. The President, all Vice Presidents, Secretary and Treasurer will be “elected” positions. It is preferred, but not directed, that the nomination for the President’s position be reserved for an individual who has served as an AFCEA Chapter Officer in the past. The Chairperson of the Chapter Nominations Committee, who may not be nominated for an officer position, will be announced during the August monthly Chapter meeting. The Chapter Nominations Committee shall not place or have placed on a ballot more than two names of candidates from one firm, university, or government organization for election to Chapter office. After the nominees are selected and after ascertaining the proposed candidates will accept the posts indicated, the Chairperson of the Chapter Nominations Committee will submit the list of candidates for officers and directors to the Chapter Secretary who shall mail this slate of candidates to all members before October 1<sup>st</sup>. Any group of twenty or more members in good standing of the Chapter may submit to the Chairperson of the Chapter Nominations Committee the name of a candidate or list of candidates. Such a petition shall be in the hands of the Chapter Nominations Committee within 30 days of the date of mailing of the slate of nominations.

Section 2:     Elections. Should there be no nominations submitted by petition within the prescribed 30 days

and no competing candidates listed by the Chapter Nominations Committee for any office or offices, the slate of candidates shall be declared elected. Should there be competing candidates, the Chapter Secretary shall prepare and mail a written ballot for the contested offices to all qualified members before November 1<sup>st</sup>. (Note: email is an acceptable means of conveyance if valid email addresses are known for members. If email addresses are not known, US Postal Service or private mail carrier will be the only other means to convey the ballot.) Votes are considered responsive if the ballots are properly marked, mailed/mailed back to the Secretary, and post-marked/dated or emailed not later than 30 days after the day the ballots were mailed. Late ballots, unofficial ballots, or hand-delivered ballots will not be considered responsive or valid. Upon receipt of the ballots, the Chapter Secretary will submit them to the Chapter Nominations Committee Chairman for counting. The candidate receiving the highest number of votes shall be declared elected. In the event of a tie vote, a run-off election will be conducted using the above-specified procedures (the incumbent officer will be asked to continue to serve until a new officer is elected). An online survey tool, approved by the Board of Directors, may be used in lieu of the above procedures.

## **ARTICLE IX. FINANCE**

Section 1:     Fiscal Year. The fiscal year shall close December 31.

Section 2:     Budget. With recommendations from the Executive Committee, the Board of Directors of the Chapter shall adopt at the beginning of each fiscal year an annual operating budget covering all activities, including travel, for the Chapter. The Treasurer shall prepare, within two weeks following the end of each fiscal year, a financial report for the year just completed.

Section 3:     Audit. Independent auditors may audit the accounts of the Chapter annually. Selection of the audit team will be coordinated by the Chapter Board of Directors.

Section 4:     Corporate Obligations. The Executive Committee has the authority to approve obligations on behalf of the chapter not to exceed \$2,500 annually outside of approved budgets. Any obligation in excess of this amount must be approved by the Board of Directors. All obligations incurred by the Chapter shall be solely Chapter obligations and no personal liability shall attach to, or be incurred by, any member, officer or director of the Chapter by reason of any such obligation.

## **ARTICLE X. AMENDMENTS**

Section 1:      Proposal of Amendments. Amendments to the Bylaws 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 percent of the total number of Chapter members. Proposed amendments shall be submitted to the Executive Committee at any meeting for discussion and recommendations after which they shall be referred for final action to the Board of Directors.

Section 2:      Adoption of Amendments. The Board of Directors may adopt the proposed amendments by a majority vote of the directors present at any duly convened or special meeting at which a quorum is present, or by written approval by a majority of the directors. The Chapter Secretary shall notify all Chapter members of such approved amendments which shall be ratified or rejected by the members at the next regular meeting of the Chapter, subject to review by the Secretary of AFCEA and approval by the Executive Committee of AFCEA before becoming effective.

## **ARTICLE XI. 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.

# ATTACHMENT 1. CHAPTER ORGANIZATIONAL STRUCTURE

