



# AFCEA INTERNATIONAL **Bylaws**

JUNE 2023

# TABLE OF CONTENTS

<b>ARTICLE I – NAME AND LOCATION .....</b>	<b>8</b>	<b>ARTICLE VI - THE COUNCIL .....</b>	<b>18</b>
<i>Section 1: Name .....</i>	8	<i>Section 1: Authority and Responsibility .....</i>	18
<i>Section 2: Location .....</i>	8	<i>Section 2: Chapter Delegates to the Council .....</i>	18
<b>ARTICLE II – VISION, MISSION, AND CORE VALUES.....</b>	<b>9</b>	<i>Section 3: Procedures .....</i>	18
<i>Section 1: Vision .....</i>	9	<i>Section 4: Voting.....</i>	18
<i>Section 2: Mission.....</i>	9	<b>ARTICLE VII - BOARD OF DIRECTORS .....</b>	<b>19</b>
<i>Section 3: Core Values .....</i>	9	<i>Section 1: Authority and Responsibility .....</i>	19
<i>Section 4: Actions and Activities .....</i>	9	<i>Section 2: Elections and Appointments. ....</i>	19
<i>Section 5: Certain Activities Prohibited.....</i>	9	<i>Section 3: Meetings of the Board .....</i>	20
<i>Section 6: AFCEA Ethics and Standards of Conduct Policy.....</i>	10	<i>Section 4: Quorum of the Board.....</i>	20
<b>ARTICLE III - MEMBERSHIP .....</b>	<b>11</b>	<i>Section 5: Taking Action without Meeting .....</i>	20
<i>Section 1: General.....</i>	11	<i>Section 6: Duties of the Chair.....</i>	20
<i>Section 2: Classes of Membership.....</i>	11	<i>Section 7: Duties of the Vice Chair .....</i>	21
<i>Section 3: Administration of Membership. ....</i>	11	<i>Section 8: General Counsel.....</i>	21
<i>Section 4: Automatic Membership in Chapters .....</i>	12	<i>Section 9: Voting.....</i>	21
<i>Section 5: Revocation.....</i>	12	<i>Section 10: Vacancies and Removal .....</i>	22
<i>Section 6: Confidentiality .....</i>	12	<i>Section 11: Ethical Standards .....</i>	22
<b>ARTICLE IV – CHAPTERS.....</b>	<b>13</b>	<b>ARTICLE VIII - EXECUTIVE COMMITTEE.....</b>	<b>23</b>
<i>Section 1: Establishment .....</i>	13	<i>Section 1: Authority and Responsibility .....</i>	23
<i>Section 2: Incorporation .....</i>	13	<i>Section 2: Quorum - Call of Meetings .....</i>	23
<i>Section 3: Purpose and Administration .....</i>	13	<i>Section 3: Vacancies and Removal .....</i>	23
<i>Section 4: Representations and Affiliations .....</i>	15	<i>Section 4: Voting.....</i>	23
<b>ARTICLE V - ORGANIZATIONAL OVERVIEW .....</b>	<b>16</b>	<i>Section 5: Meetings .....</i>	24
<i>Section 1: Organization.....</i>	16	<i>Section 6: Taking Action without Meeting .....</i>	24
<i>Section 2: Composition of the Council .....</i>	16	<i>Section 7: Ex-officio Members.....</i>	24
<i>Section 3: Composition of the Board of Directors .....</i>	16	<b>ARTICLE IX - AFCEA EXECUTIVE OFFICERS .....</b>	<b>25</b>
<i>Section 4: Composition of the Executive Committee .....</i>	16	<i>Section 1: Responsibilities of the President/CEO .....</i>	25
<i>Section 5: Composition of the Emerging Leaders Advisory Council (ELAC).....</i>	16	<i>Section 2: Responsibilities of the Secretary.....</i>	25
<i>Section 6: Management Board of AFCEA European Office.....</i>	17		

# TABLE OF CONTENTS

<i>Section 3: Responsibilities of the Treasurer</i>	25
<i>Section 4: Responsibilities of Executive Committee Members</i>	25
<i>Section 5: Responsibilities of Directors-at-Large</i>	25
<i>Section 6: Responsibilities of Permanent Director</i>	26
<i>Section 7: Responsibilities of Associate Directors</i>	26
<i>Section 8: Responsibilities of the Management Board of the AFCEA European Office</i>	26
<b>ARTICLE X - REGIONAL VICE PRESIDENTS AND GENERAL MANAGERS</b>	<b>27</b>
<i>Section 1: Responsibilities of Regional Vice Presidents</i>	27
<i>Section 2: Responsibilities of General Managers</i>	27
<b>ARTICLE XI - COMMITTEES</b>	<b>28</b>
<i>Section 1: Chair Appointments</i>	28
<i>Section 2: Governing Committees</i>	28
<i>Section 3: Management Committees, Special Committees and Task Forces</i>	29
<i>Section 4: Limitation on Responsibilities</i>	29
<i>Section 5: AFCEA Membership Requirement</i>	29
<i>Section 6: DOD Members serving on AFCEA Committees</i>	29
<b>ARTICLE XII – FINANCE</b>	<b>30</b>
<i>Section 1: Fiscal Period</i>	30
<i>Section 2: Bonding</i>	30
<i>Section 3: Budget</i>	30
<i>Section 4: Audit</i>	30
<i>Section 5: Corporate Obligations</i>	30
<i>Section 6: Checks, Drafts, Etc.</i>	30
<b>ARTICLE XIII - INDEMNIFICATION OF OFFICERS AND DIRECTORS</b>	<b>31</b>
<b>ARTICLE XIV – DUES</b>	<b>32</b>
<i>Section 1: Establishment of Dues</i>	32
<i>Section 2: Delinquency</i>	32
<i>Section 3: Refunds</i>	32

<b>ARTICLE XV – EVENTS</b>	<b>33</b>
<i>Section 1: Quality</i>	33
<i>Section 2: Planning and Coordination</i>	33
<i>Section 3: Event Management</i>	33
<b>ARTICLE XVI - ANNUAL MEETING</b>	<b>34</b>
<i>Section 1: Annual Meeting</i>	34
<b>ARTICLE XVII - OFFICIAL INSIGNIA, FLAG, AND LOGO</b>	<b>35</b>
<i>Section 1: AFCEA Insignia</i>	35
<i>Section 2: AFCEA International Flag</i>	35
<i>Section 3: AFCEA International Logo</i>	35
<i>Section 4: Restrictions</i>	35
<b>ARTICLE XVIII – AMENDMENTS</b>	<b>36</b>
<i>Section 1: Amendments or Repeal</i>	36
<b>ARTICLE XVIII – DISSOLUTION</b>	<b>37</b>
<i>Section 1: Dissolution</i>	37
<b>APPENDIX A: MODEL AFCEA CHAPTER BYLAWS</b>	<b>38</b>
<i>BYLAWS OF THE XYZ CHAPTER</i>	
<b>ARTICLE I - NAMES AND LOCATIONS</b>	<b>38</b>
<i>Section 1: Name</i>	38
<i>Section 2: Location</i>	38
<b>ARTICLE II – GUIDING PRINCIPLES</b>	<b>38</b>
<i>A. Vision</i>	38
<i>B. Mission</i>	38
<i>C. Core Values</i>	38
<i>Section 2: Actions and Activities</i>	38
<i>Section 3: Certain Activities Prohibited</i>	39
<i>Section 4: AFCEA Ethics and Standards of Conduct Policy</i>	39

<b>ARTICLE III - MEMBERSHIP .....</b>	<b>39</b>
<i>Section 1: General.....</i>	39
<i>Section 2: Classes of Membership.....</i>	39
<i>Section 3: Membership Dues .....</i>	39
<b>ARTICLE IV - ORGANIZATION AND STRUCTURE .....</b>	<b>40</b>
<i>Section 1: Organization.....</i>	40
<b>ARTICLE V - BOARD OF DIRECTORS .....</b>	<b>40</b>
<i>Section 1: Authority and Responsibilities.....</i>	40
<i>Section 2: Composition .....</i>	40
<i>Section 3: Meetings .....</i>	40
<i>Section 4: Procedures .....</i>	40
<b>ARTICLE VI - CHAPTER OFFICERS.....</b>	<b>41</b>
<i>Section 1: Chapter Officers shall consist of at least a President,     Secretary and Treasurer.....</i>	41
<i>Section 2: Responsibilities of the President .....</i>	41
<i>Section 3: Responsibilities of the Secretary.....</i>	41
<i>Section 4: Responsibilities of the Treasurer .....</i>	41
<i>Section 5: National Council Delegates.....</i>	41
<b>ARTICLE VII - EXECUTIVE COMMITTEE (Optional).....</b>	<b>41</b>
<i>Section 1: Authority and Responsibilities.....</i>	41
<i>Section 2: Composition .....</i>	42
<i>Section 3: Meetings .....</i>	42
<i>Section 4: Procedures .....</i>	42
<b>ARTICLE IX - FINANCE .....</b>	<b>42</b>
<i>Section 1: Fiscal Period.....</i>	42
<i>Section 2: Financial Obligation .....</i>	42
<i>Section 3: Annual Budget and Statement of Accounts.....</i>	42
<i>Section 4: Audit .....</i>	42
<b>ARTICLE X - CHAPTER MEETINGS .....</b>	<b>43</b>
<i>Section 1: Annual/Special Meeting .....</i>	43
<i>Section 2: Regular Meetings .....</i>	43

<b>ARTICLE XI - NOMINATIONS AND ELECTIONS .....</b>	<b>43</b>
<i>Section 1: The Nominating Committee.....</i>	43
<i>Section 2: Elections.....</i>	43
<b>ARTICLE XII - AMENDMENTS .....</b>	<b>44</b>
<i>Section 1: Amendment Proposals.....</i>	44
<i>Section 2: Amendment Approval. ....</i>	44
<i>Section 3: Amendment Effective Date. ....</i>	44
<b>ARTICLE XIII - DISSOLUTION .....</b>	<b>44</b>
<i>Section 1: Dissolution.....</i>	44
<b>APPENDIX B-1: U.S. CHAPTER AFFILIATE AGREEMENT .....</b>	<b>45</b>
<i>I. Term.....</i>	45
<i>II. Privileges of Affiliated Status .....</i>	45
<i>III. Responsibilities of Affiliated Chapter.....</i>	45
<i>IV. Probation, Suspension, and Revocation of Affiliated Status .....</i>	47
<i>V. Miscellaneous Provisions.....</i>	47
<b>APPENDIX B-2: NON-U.S. CHAPTERS AFFILIATE AGREEMENT .....</b>	<b>48</b>
<i>VI:Term.....</i>	48
<i>VII. Privileges of Associated Status .....</i>	48
<i>VIII. Responsibilities of Affiliated Chapters .....</i>	48
<i>IX. Probation, Suspension, and Revocation of Affiliated Status.....</i>	50
<i>X. Miscellaneous Provisions .....</i>	50
<b>APPENDIX C (see Article XVI): .....</b>	<b>52</b>
<i>Description of Official AFCEA Insignia, Flag, and Logo .....</i>	52
<i>Section 1: AFCEA Insignia.....</i>	52
<i>Section 2: AFCEA International Flag.....</i>	53
<i>Section 3: AFCEA International Logo .....</i>	53

## ARTICLE I – NAME AND LOCATION

### SECTION 1: NAME

The name of this organization shall be 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

- A. Ethics:** Insist on the highest ethics in everything we do.
- B. Visionary Leadership:** Apply visionary leadership in our community and encourage it from our chapters and members at every level.
- C. Commitment:** Consistently demonstrate commitment to continuous improvement of the Association and the services we provide our members.
- D. Quality:** Provide the highest quality in everything we do.
- E. Education:** Provide professional and technical education services consistent with AFCEA’s Vision and Mission.
- F. 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 non-profit 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 approved AFCEA 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: General.
- B. Life Membership** is open to all persons who meet the requirements stated in Section 1: General. Life Membership is automatically granted to all Past Presidents of AFCEA and its former Chairs of the Board. Life Membership shall continue during lifetime and is not transferable.
- C. Distinguished Life Membership** is granted 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: General. 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 AFCEA President/CEO 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 Vision and 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 3rd party without the expressed written (email acceptable) approval of the AFCEA 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 AFCEA President/CEO, the Executive Committee, and 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 Vision, Mission, and Core Values stated in Article II.

- A. Upon receipt of a petition stating that no fewer than twenty-five members in a locality desire to form a Chapter, the AFCEA President/CEO 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 Governance Committee, (3) the recommendation of the AFCEA President/CEO, and (4) the approval of the Executive Committee and Board of Directors (see Article IX, Section 4), page 25.
- C. Each new Chapter will receive an official charter, signed by the President/CEO and the Secretary of AFCEA, 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 AFCEA Bylaws, 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, page 38:
  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;
  5. provision establishing the number or percentage of members entitled to vote, represented in person, or the number or percentage of votes, represented in person, 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: Purpose and Administration (D)(1)-(7) and the Model AFCEA Chapter Bylaws, page 38, shall be approved in advance by the AFCEA President/CEO.

- 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 X, Section 1: Responsibilities of Regional Vice Presidents, page 27).
- 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 of the Board of Directors 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 AFCEA President/CEO. 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 an AFCEA Chapter, with the approval of the AFCEA President/CEO. Sub-chapters require an initial membership of at least ten AFCEA members to be chartered. A Sub-chapter may apply for full Chapter status to the AFCEA President/CEO provided it meets the qualifications set forth in Article IV, Section 3: Purpose and Administration (A), page 13.

#### **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 that affiliates AFCEA with another organization or interest.



## ARTICLE V - ORGANIZATIONAL OVERVIEW

### **SECTION 1: ORGANIZATION**

The organization of AFCEA shall comprise a Council, a Board of Directors, an Executive Committee, the Emerging Leaders Advisory Council (ELAC), a Management Board of the AFCEA European Office, and the permanent Headquarters staff. The Officers of AFCEA shall include the Chair of the Board of Directors, Vice Chair, 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 ELAC 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 ELAC, 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, page 18 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 Chair of the Board, the Vice Chair, members of the Executive Committee, Directors-at-Large, the General Counsel, and one representative from each of the Regional Vice Presidents and the Emerging Leaders Advisory Council. 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 VI, Section 2: Chapter Delegates to the Council (F), page 18 for details of term.

### **SECTION 4: COMPOSITION OF THE EXECUTIVE COMMITTEE**

The Executive Committee shall consist of 10 to 40 members, which shall include the Chair of the Board, the Vice Chair, the immediate Past Chair, the General Counsel, and one representative from each of the Regional Vice Presidents and the Emerging Leaders Advisory Council. 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(D): Elections and Appointments, page 19, for details of term).

### **SECTION 5: COMPOSITION OF THE EMERGING LEADERS ADVISORY COUNCIL**

The Emerging Leaders Advisory Council shall consist of two representatives from each of the AFCEA regions: one civilian representative and, where possible, one military/government (active or retired) representative. Each member of the Council shall be appointed for a two-year term by his or her Regional Vice President or, for non-U.S. Chapters, by a group of Regional Vice Presidents after advice from the General Manager. Each member of the Council must be aged forty or under, when appointed to the Council, and must be a member of AFCEA during

his or her entire period of service. The Council leadership shall consist of two Co-Presidents elected from the membership of the Council, one of whom must be located in the greater Washington D.C. area. The Regional Vice President of the home region of each Co-President may name one additional Council representative to serve during the Co-President's 2-year term.

### **SECTION 6: MANAGEMENT BOARD OF AFCEA EUROPEAN OFFICE**

The Management Board of the AFCEA European Office will consist of the AFCEA President and CEO, the AFCEA Treasurer, the AFCEA International Secretary, the Chair of the AFCEA Audit Committee, the Chair of the AFCEA Budget and Finance Committee, and the Director of AFCEA European Operations. The Management Board will have oversight of the management and financial operations of AFCEA's international EME/European and Middle East operations.

## 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 Chair 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 that 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. 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 AFCEA Officers 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 Article VII, Section 2: Elections and Appointments, page 19). (2) Former Chairpersons and former AFCEA President/CEO's 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 Chair 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: the Chair of the Board, the Vice Chair, members of the Executive Committee, and the General Counsel. These elected individuals shall take office at the end of the annual meeting at which they are elected, for a term of one or two years as specified in these Bylaws 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 Chair 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 Chair of the Board is one year. If recommended by the Chair and the Executive Committee, the Board of Directors may appoint the Vice Chair for one additional one-year term. No Vice Chair may serve more than two one-year terms as Vice Chair consecutively.
- D. The normal term of office for members of the Executive Committee is two years. No individual may serve more than three two-year terms on the Executive Committee consecutively. Members who have served three consecutive two-year terms on the Executive Committee may be re-nominated to the Board of Directors and may return to the Executive Committee after serving a minimum one-year term.
- E. All past Chairs 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 XVI, page 34). 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 Chair 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 CHAIR**

- A. The Chair 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 Chair shall preside at the meetings of the Council, the Board of Directors, and the Executive Committee. The Chair 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.
- B. If the Chair is unable to attend a meeting of the Executive Committee, Board of Directors, or Council, the Vice Chair shall preside at the meeting. If neither the Chair nor the Vice Chair is able to attend such meeting, the Chair shall designate in writing another member of the Executive Committee to preside at the meeting. If the Chair 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 Chair for the meeting.
- C. The Chair 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, page 26).
- D. The Chair of the Board, by recommendation of the President/CEO, shall appoint (subject to confirmation by the Executive Committee) Regional Vice Presidents.

- E. The Chair 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 Chair 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.
- G. The Chair of the Board, taking into consideration the recommendation of the President/CEO, will appoint a representative of each of the Regional Vice Presidents and the ELAC to the Board of Directors (see Article V, Section 3: Composition of the Board of Directors, page 16).
- H. The Chair of the Board, taking into consideration the recommendation of the President/CEO, will appoint a representative from each of the Regional Vice Presidents and the ELAC to the Executive Committee (see Article V, Section 4: Composition of the Executive Committee, page 16).
- I. The Chair of the Board may appoint a member to any Management or Special Committee (see Article XI, Section 3, page 29).
- J. When a vacancy occurs in the position of the President/CEO, the Chair 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 Chairs of the Board among its membership.

### **SECTION 7: DUTIES OF THE VICE CHAIR**

The Vice Chair of the Board of Directors of AFCEA shall assist the Chair in the performance of his or her duties including general supervision over the affairs of AFCEA. When the Chair is unavailable, the Vice Chair shall preside at the meetings of the Council, the Board of Directors, and the Executive Committee. The Vice Chair shall serve as the Vice Chair of the Budget and Finance Committee. The Vice Chair shall also be an ex-officio member of all governing committees except the Audit Committee and shall serve as an ex-officio member of the Board of Directors of the AFCEA Educational Foundation. The Vice Chair shall also perform other duties as prescribed by the Chair 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. The General Counsel shall be elected annually at the annual meeting of the Board of Directors. See Article VII, Section 2: Elections and Appointments (A), page 19.

### **SECTION 9: VOTING**

Directors shall vote in person at any meeting conducted in a manner consistent with Article VII Section 3 : Meetings of the Board, page 20. While in person attendance at meetings is encouraged, by direction of the Chair, meetings may be held by any electronic or telephonic means in which all persons participating are able to communicate directly with each other. Such electronic or telephonic participation shall constitute in person attendance for purposes of establishing a quorum and for voting.

## **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 the highest ethical standards while performing their duties for AFCEA as documented in the Code of Ethics, Article II, Section 6: AFCEA Ethics And Standards Of Conduct Policy, page 10.
- B. Should a conflict of interest arise, Directors shall report the conflict as soon as it is discovered to the Chair of the Board. The Director will refrain from voting on any matter pertaining thereto. The Chair may refer the matter to the Governance Committee, Ethics Officer, and/or General Counsel at his or her discretion.

## **ARTICLE VIII - EXECUTIVE COMMITTEE**

### **SECTION 1: AUTHORITY AND RESPONSIBILITY**

The Executive Committee is empowered to act in place of the Board of Directors between Board meetings on all matters, except those specifically reserved for the Board by these By-laws, 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 electronic means, as well as at the next Board meeting. The Executive Committee shall be responsible to the Board of Directors for ensuring proper management and operation of AFCEA Headquarters. If a majority of the Executive Committee members determine 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 Chair 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. In the event that exigent circumstances give rise for the need to have a special meeting with less than ten days' notice, members shall be provided as much advance notice as possible. The Chair of the Board shall preside at the meetings of the Executive Committee. In the absence of the Chair, the Vice Chair shall preside. If neither the Chair nor the Vice Chair is able to attend the meeting, the Chair shall designate in writing another member of the Executive Committee to preside at the meeting. A quorum of the Executive Committee shall consist of one more than one-third of the total of its members plus the Chair 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 Chair 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 Chair as provided in Article VII, Section 5: Taking Action Without Meeting, page 20) in at least 50 percent of the meetings in any year of his or her 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 Chair of the Board waives this restriction.

### **SECTION 4: VOTING**

Executive Committee members shall vote in person at any meeting conducted in a manner consistent with Article VIII, Section 2: Quorum-Call of Meetings, page 23.

## **SECTION 5: MEETINGS**

While in person attendance at meetings is encouraged, by direction of the Chair, meetings may be held by any electronic or telephonic means in which all persons participating are able to communicate directly with each other. Such electronic or telephonic participation shall constitute in person attendance for purposes of establishing a quorum and for voting.

## **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 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 who report directly to him or 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 Chair of the Board and shall keep the Chair 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 and Governance 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 4: RESPONSIBILITIES OF EXECUTIVE COMMITTEE MEMBERS**

Executive Committee members, in addition to their responsibilities on the Executive Committee as outlined in Article VIII, page 23, may perform other duties as prescribed by the Chair of the Board.

## **SECTION 5: RESPONSIBILITIES OF DIRECTORS-AT-LARGE**

The Directors-at-Large, in addition to their responsibilities outlined in Article VII, page 19, may perform other duties as prescribed by the Chair of the Board.

#### **SECTION 6: RESPONSIBILITIES OF PERMANENT DIRECTOR**

Permanent Directors, in addition to their responsibilities outlined in Article VII, page 19, may perform other duties as prescribed by the Chair of the Board.

#### **SECTION 7: 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 Chair of the Board (see Article VII, page 19).

#### **SECTION 8: RESPONSIBILITIES OF THE MANAGEMENT BOARD OF THE AFCEA EUROPEAN OFFICE**

The Management Board of the AFCEA European Office shall act as the official governing body of AFCEA International, overseeing the European office operations.

## **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 Vision, Mission, and Core Values established in Article II, page 9. 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. Regional Vice Presidents shall be appointed by Chair 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, page 9.

## ARTICLE XI - COMMITTEES

### **SECTION 1: CHAIR APPOINTMENTS**

The Chair of the Board 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 Chair's term of service. Each Chair of a Governing Committee must be a member of AFCEA during his or her entire period of service as Chair of the Committee.

### **SECTION 2: GOVERNING COMMITTEES**

The following committees shall be established and operate under the direction of the Chair of the Board. Other Committees may be established at the direction of the Chair of the Board.

- A. Audit Committee. The Chair 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 XII, Section 4: Audit, page 30. The Chair of the Audit Committee shall report to the Chair 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 XII, Section 4: Audit, page 30. The Committee may perform such other duties in connection with the audit of the Association as requested by the Chair.
- B. Budget and Finance Committee. The Chair 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 Chair.
- C. Compensation Committee. The Chair 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 Chair and the Executive Committee. The President/CEO has authority to implement the approved compensation plan.
- D. Governance Committee. The Chair 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. The Governance Committee shall have a permanent subcommittee, the Nominating Committee, which shall be 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: Chair of the Board of Directors (when applicable); Vice Chair 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 that 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. Awards Committee. The Awards committee will be responsible for preparing a call for award nominations and determining award winners.
- F. Membership Committee. The Membership Committee will be responsible for developing strategies for individual and corporate membership growth and retention and enhancing AFCEA's outreach to members.
- G. Strategy and Innovation Committee. The Strategy Committee will develop AFCEA International's long-term, association-wide Strategic Plan. The Committee supports the organization by meeting regularly and offering consultation on specific topics or areas of interest.
- H. AFCEA Inclusion, Diversity, Equity and Accessibility Committee. The Chair shall appoint an Inclusion, Diversity, Equity and Accessibility (IDEA) Committee to assist with the strategic direction of AFCEA to ensure that the operations of the Association reflect the goals and values that embrace and encourage inclusion, diversity, equity and accessibility in all association activities. The Committee will present nominees to the AFCEA Nominating Committee for consideration in its annual slate. The IDEA Committee shall have the ability to form subcommittees and create new subcommittees focused on historically under-represented communities.

### **SECTION 3: MANAGEMENT COMMITTEES, SPECIAL COMMITTEES, AND TASK FORCES**

The Chair 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 Chair 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 Chair and approved by the Board of Directors.

### **SECTION 5: AFCEA MEMBERSHIP REQUIREMENT**

Each Chair of a Governing or Management Committee must be a member of AFCEA during his or her entire period of service as Chair 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 <https://www.esd.whs.mil/Portals/54/Documents/DD/issuances/dodm/550007r.pdf>.

## 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 may 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 XI, Section 2: Governing Committees, (A), page 28). 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.

No Chapter shall have signatory authority to obligate AFCEA International or the Chapter on any contractual obligation in excess of \$25,000. Any contract with a value or expense in excess of \$25,000 must be reviewed and executed by AFCEA International.

### **SECTION 6: CHECKS, DRAFTS, ETC.**

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness that are issued in the name of AFCEA and that 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 AFCEA President/CEO 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 Section 2: Planning and Coordination, below, and Section 3: Event Management, below. 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 planning and conducting 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 that, unless otherwise designated in a properly issued meeting notice, shall be held in May. The Secretary, in coordination with the President/CEO and Chair, 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: Meeting of the Board, page 20.

## 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, page 52.

### SECTION 2: AFCEA INTERNATIONAL FLAG

The official flag of AFCEA is described in Appendix C, page 53.

### SECTION 3: AFCEA INTERNATIONAL LOGO

The official logo reflecting the international scope of the Association is described in Appendix C, page 53.

### 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 AFCEA International (AFCEA)

#### ARTICLE I - NAMES AND LOCATIONS

##### SECTION 1: NAME.

The name of the Chapter shall be the XYZ Chapter, AFCEA International (“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-Guiding Principles. 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 Bylaws and the provisions of the Chapter Bylaws.

##### SECTION 2: CLASSES OF MEMBERSHIP

The classes of membership of the Chapter shall conform to those outlined in the AFCEA Bylaws 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 Bylaws. 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: Membership 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 Bylaws. 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 Chair of the Board of Directors. 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. While in person attendance at meetings is encouraged, meetings may be held by any electronic or telephonic means in which all persons participating are able to communicate directly with each other. Such electronic or telephonic participation shall constitute in person attendance for purposes of establishing a quorum and for voting.

### 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.

## 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 subcommittees 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 roll 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: Composition of the Council of the AFCEA Bylaws, 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 meeting.

## 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 Bylaws.

## **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 Bylaws. Notification of Executive Committee meetings shall be provided at least four days prior to the meeting. While in person attendance at meetings is encouraged, meetings may be held by any electronic or telephonic means in which all persons participating are able to communicate directly with each other. Such electronic or telephonic participation shall constitute in person attendance for purposes of establishing a quorum and for voting.

## **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 Bylaws. 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 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.

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

Such electronic or telephonic participation shall constitute in person attendance for purposes of establishing a quorum and for voting.

### **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 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 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 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 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 AFCEA INTERNATIONAL (“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: Organizational Overview of the AFCEA Bylaws. Council members will vote according to the procedures set forth in Article VI of the AFCEA Bylaws.
- B. **Promotional Materials and 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: Vision, Mission, and Core Values 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: Model AFCEA Chapter Bylaws 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:
  1. Fails or refuses to comply with the Affiliation Agreement and/or AFCEA Bylaws;
  2. Knowingly and willfully violates any law;
  3. 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;
  4. Officers, directors, or employees of the Chapter willfully violate the AFCEA Code of Ethics; or
  5. Fails to comply with the annual affiliation requirements.
- C. Reapplication:** Any Chapter that has been revoked may reapply for affiliated status one year after the date of revocation. A Chapter shall pay \$500 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.

[Chapter]	[AFCEA]
By: _____	By: _____
Title: _____	Title: _____
Date: _____	Date: _____



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

THIS AFFILIATION AGREEMENT is made this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_, by and between the AFCEA INTERNATIONAL (“AFCEA”), a nonprofit corporation incorporated in the District of Columbia, and \_\_\_\_\_, a nonprofit corporation incorporated in \_\_\_\_\_ (herein-after 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:

### 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

- 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: Organizational Overview of the AFCEA Bylaws. Council members will vote according to the procedures set forth in Article VI: The Council of the AFCEA Bylaws.
- B. **Promotional Materials and Logo:** A Chapter that 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.

### VIII. 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: Vision, Mission, and Core Values 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 that 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 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.
- D. **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.

- 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 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: Model AFCEA Chapter Bylaws of the AFCEA Bylaws. AFCEA, at its sole discretion, will determine and approve acceptability of Chapter Bylaws with regard 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 and the national laws of the jurisdiction in which the Chapter is organized.
- 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. The 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.

**IX. 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:

1. Fails or refuses to comply with the Affiliation Agreement and/or AFCEA Bylaws;
2. 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.
3. 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;
4. Officers, directors, or employees of the Chapter willfully violate the AFCEA Code of Ethics; or
5. Fails to comply with the annual affiliation requirements.

**C. Reapplication:** Any Chapter that has been revoked may reapply for affiliated status one year after the date of revocation. A Chapter shall pay \$500 when reapplying for affiliated status.

**X. 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. 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.

**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.

[Chapter]	[AFCEA]
By: _____	By: _____
Title: _____	Title: _____
Date: _____	Date: _____

## 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



**AFCEA INTERNATIONAL**  
4114 LEGATO ROAD, 1000  
FAIRFAX, VIRGINIA 22033

**BYLAWS**

**JUNE 2023**