



BYLAWS

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ARTICLE I - NAME, LOCATION, AND REGIONAL REPRESENTATIVES

Section 1: Name. The name of this organization shall be the Armed Forces Communications and Electronics Association International (AFCEA International). For brevity, it is referred to in these Bylaws as "AFCEA."

Section 2: Location. The International Headquarters of AFCEA shall be located in the Washington, DC metropolitan area.

Section 3: Regional Representatives. AFCEA shall have Regional representatives that operate under the policy guidance of International Headquarters. Regional representatives are intended to provide overview and support of AFCEA activities and chapters within a designated Region. The establishment of additional Regional representatives requires the recommendation of the President and CEO of AFCEA, and approval by the Executive Committee.

ARTICLE II – VISION, MISSION, GOALS 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.

Section 3: Goals.

1. Provide the recognized ethical forum that bridges information technologies and issues among government, industry and academic leaders worldwide.
2. Provide value and benefits to members and communities of interest
3. Actively engage governments on IT policy matters
4. Grow and maintain our active membership within the IT community
5. Provide Professional Development
6. To preserve and foster a spirit of fellowship in all AFCEA activities.

Section 4: 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 of the communities we serve.
6. **Diversity:** Encourage, embrace and continually enlist the support and inclusion of all members of our diverse international community.

Section 5: Actions and Activities. AFCEA is organized exclusively 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 6: Certain Activities Precluded. 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. 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 Article II. AFCEA will not conduct lobbying activities which aim to influence legislation. 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 the tax laws of the nations in which AFCEA operates its Chapters, Regional Offices, or International Headquarters.

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Section 7: AFCEA Ethics and Standards of Conduct Policy. The continued success of AFCEA depends on the maintenance of high professional standards 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, Mission and Goals 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.

Section 2: Classes of Membership. AFCEA shall be composed of the following classes of membership:

- a. **Individual Membership** is open to all persons who meet the requirements stated in Section 1.
- b. **Life Membership** is open to all persons who meet the requirements stated in Section 1. Life Membership is automatically granted to all Past Presidents of AFCEA International and its former Chairmen of the Board. Life Membership shall continue during lifetime and is not transferable.
- c. **Distinguished Life Membership** is granted upon request to all persons who have forty years or those who have reached the age of sixty-five and have thirty years of continuous membership.
- d. **Student Membership** is available through local AFCEA chapters to high school students and full-time undergraduate students of accredited institutions of higher learning and military service academies. The student rate does not apply to individuals receiving salary from employment or retirement income. Chapters may request from AFCEA full-time student status recognition for government, military and industry entry-level training courses.
- e. **Corporate Membership** is open to any company or organization that meets requirements stated in Section 1 above. The corporate member may appoint a specified number 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 and CEO.
- c. Any person desiring to become a member of AFCEA shall apply for membership in such form as prescribed, subject to approval by the President and CEO.
- d. Any member may be terminated for cause or reinstated by the vote of five members of the Executive Committee.
- e. Each member is entitled to receive AFCEA's official journal, *SIGNAL* Magazine.

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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: Restriction. The President and CEO of AFCEA may, with the approval of the Executive Committee, suspend or deny membership (individual or corporate) to citizens or to government, industrial or academic organizations of any nation involved in actions contrary to the Mission and Goals of AFCEA.

ARTICLE IV - CHAPTERS

Section 1: Purpose. Chapters of AFCEA may be established. They shall be subject to the general supervision and control of AFCEA Headquarters.

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

Section 2: Administration.

- a. Upon receipt of a petition stating that no fewer than twenty-five members in a locality desire to form a Chapter, the President and CEO of AFCEA may authorize the formation of a new Chapter, (including, as appropriate, a Student Chapter at any national service academy, college or university,) if this appears to be in AFCEA's best interests.
- b. In a country where no Chapter exists, the establishment of a Chapter would require: (i) a petition of at least twenty-five members, (ii) the recommendation of the Expansion Policy Committee, (iii) the recommendation of the President and CEO of AFCEA, and (iv) the approval of the Executive Committee. (See Article X, Section 2.a.)
- c. Each new Chapter will receive an official charter, signed by the President and CEO and the Secretary of AFCEA, and affixed by the Association seal.
- d. Each Chapter is empowered to choose its name and draft its own Bylaws, provided those Bylaws are consistent with the Articles of Incorporation and the Bylaws of AFCEA. Chapter Bylaws shall contain at least the following items:
 - 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;
 - provision establishing the number of members or proportion of the Chapter membership entitled to convene a meeting;
 - provision specifying that advance 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);
 - provision establishing whether and how members may vote by proxy;
 - provision establishing the number or percentage of members entitled to vote, represented in person or by proxy, or the number or percentage of votes, represented in person or by proxy, which shall constitute a quorum at a meeting of members;
 - 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;
 - provision for Chapter dissolution.

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- e. Chapter Bylaws and all subsequent amendments shall be submitted to AFCEA, in English, for review, with final approval by the AFCEA President and CEO, which shall not be unreasonably withheld.
- f. Each Chapter may select appropriate Officers, each of whom must be a member of AFCEA.
- g. Each Chapter may arrange its own schedule of meetings and activities; however the Regional Vice President shall be advised in advance of such meetings and activities. (See Article IX, Section 8)
- h. Each Chapter may collect annual dues, both initial and renewal, for all of its individual members. Such dues shall be sent to AFCEA as outlined in the Chapter Officers Handbook. A portion of these dues in an amount and manner to be prescribed by the AFCEA President and CEO 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 paid 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 and 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 finances, obligations, number of meetings held, scholarship and/or award programs, and other matters consistent with the Vision, Mission and Goals of AFCEA. Chapters also may be required to furnish special intermediate reports.
- k. Any Chapter whose membership declines to less than ten members, upon thirty-days notice, may have its charter withdrawn by the President and CEO of AFCEA. The members, however, will retain their memberships in AFCEA. The charter of any Chapter may be revoked by the Board of Directors for conduct inconsistent with the Vision, Mission, Goals or policies of AFCEA, or for lack of activity during the past year.
- l. A Sub-chapter may be organized upon the recommendation of a Chapter of AFCEA, with the approval of the President and CEO of AFCEA. Sub-chapters require an initial membership of at least ten members of AFCEA to be chartered. A Sub-chapter may apply for full Chapter status to the President and CEO of AFCEA.

ARTICLE V - ORGANIZATIONAL OVERVIEW

Section 1: Organization. The organization of AFCEA shall be comprised of a Council, a Board of Directors, an Executive Committee, a Young AFCEAN Advisory Council (YAAC), and the permanent Headquarters staff. The Officers of AFCEA shall include a Chairman of the Board of Directors, 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 and CEO, Secretary, and Treasurer, who will support the Council, the Board and the Executive Committee, and who will be compensated for their services as members of the AFCEA Headquarters staff. All Officers and the YAAC shall be members of AFCEA during their entire terms of office.

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

Section 3: Composition of the Board of Directors. The Board of Directors shall consist of 40-100 members, which shall include the Chairman of the Board, members of the Executive Committee, Directors-at-Large, the General Counsel, and one representative each from the Regional Vice Presidents and the Young AFCEAN Advisory Council. (See Article VII, Section 2 for details of term.)

Section 4: Composition of the Executive Committee. The Executive Committee shall consist of 10-40 members, which shall include the Chairman of the Board, the immediate Past Chairman, the General Counsel, and one representative from the Regional Vice Presidents. (See Article VII, Sections 2a and 2c for details of term.)

Section 5: Composition of the Young AFCEAN Advisory Council (YAAC). The YAAC shall consist of one military and one civilian representative from each of the regions of AFCEA. Each member of the YAAC shall be appointed for a two-year term by his or her Regional Vice President (RVP). Each member of the YAAC must be under the age of thirty-five when appointed to the YAAC, and must be a member of AFCEA during his or her entire period of service on the YAAC.

ARTICLE VI - THE COUNCIL

Section 1: Authority and Responsibility. The Council shall elect the Directors-at-Large.

Section 2: Chapter Delegates to the Council. Chapter delegates to the Council shall be elected or appointed by the Chapter for a term of one year. Chapters shall have the power to fill unexpired terms of their delegates to the Council. Each Chapter shall promptly notify the Secretary of AFCEA of the name and address of each Council member elected or appointed by it, and whether such election or appointment is for a full term or to fill an unexpired term. Any Chapter, by writing to the Secretary of AFCEA, may authorize its representative or representatives to cast the vote or votes of all its delegates.

Section 3: Procedures. The Council shall vote once each year prior to the annual meeting of AFCEA, during a period designated by the Chairman of the Board of Directors, to elect Directors-at-Large. A quorum of the Council shall consist of no less than one-third of Council members. A majority of the Council votes cast shall be necessary for election to the Board of Directors. Ties among candidates, nominations from the floor, and/or other pertinent issues which remain unresolved at the time of the annual meeting will be resolved by majority vote of the Council members present, including authorized proxies.

Section 4: Voting. Council members may vote in person, or by signed and dated proxy applicable to the relevant meeting. Voting on all matters may be conducted in person, by mail, telephone call, telegram, cablegram, 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, Mission and Goals and supervise the disbursement of its funds. The Board shall have the power to amend these Bylaws, to fill casual vacancies in its membership, and to fill vacancies among the Officers of AFCEA above the Chapter level as they occur. The Board may adopt such rules and regulations 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.

Section 2: Elections and Appointments.

- a. At its annual meeting each year, the Board shall elect the following Officers: a Chairman of the Board, members of the Executive Committee, and a General Counsel. These elected individuals shall take office at the end of the annual meeting at which they are elected, for a term of two years, or until their successors are elected and qualify. Newly elected Officers must accept their positions within thirty days of election in order to qualify.
- b. The normal term of office for the Chairman of the Board is two years. If warranted by extenuating circumstances, and if recommended by the Executive Committee, the Board of Directors may grant one extension of up to one year.
- c. The normal term of office for members of the Executive Committee is two years. The Chairman may recommend an extension of up to one year for approval by the Board of Directors
- d. The President and CEO, Secretary, and Treasurer are appointed at the September meeting of the Board of Directors. None of these appointees shall be a Director.
- e. All past Chairmen and Presidents/CEO shall become Lifetime Advisors to the Executive Committee and 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. Notice of this meeting shall be given to the Directors not less than thirty days before the meeting date. Special meetings of the Board may be called by the Chairman of the Board, President and 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 fewer 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

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upon by a majority of those present. Members present at a Board meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to have less than a quorum.

Section 5: Taking Action Without Meeting. The Board of Directors may act without meeting if all Directors consent to the action in writing, and that written consent is filed with the minutes of the Board of Directors. Such consent will have the same force and effect as a unanimous vote of the Board of Directors.

Section 6: Duties of the Chairman.

- a. The Chairman of the Board of Directors of AFCEA shall have general supervision over the affairs of AFCEA, and shall perform the duties usual to this office. The Chairman shall preside at the meetings of the Council, the Board of Directors, and the Executive Committee. The Chairman shall be an ex-officio member of all Committees and Subcommittees, and shall serve as an ex-officio member of the Board of Directors of the AFCEA Educational Foundation and the Board of Directors of the AFCEA Building Service Corporation.
- b. If the Chairman is unable to attend a meeting of the Executive Committee, Board of Directors, or Council, the Chairman shall designate in writing another member of the Executive Committee to preside at the meeting. If the Chairman is unable to designate a substitute, the Secretary shall convene the meeting. The first item of business at such meeting shall be the election of a member of the Executive Committee to preside as temporary Chairman for the meeting.
- c. The Chairman of the Board, by recommendation of the President and CEO, shall appoint (subject to confirmation by the Executive Committee) Associate Directors.
- d. The Chairman of the Board, by recommendation of the President and CEO, shall appoint (subject to confirmation by the Executive Committee) Regional Vice Presidents.
- e. The Chairman of the Board, taking into consideration the recommendation of the Board of Directors of the AFCEA Educational Foundation, will appoint, subject to confirmation by the AFCEA Executive Committee, the succeeding President of the AFCEA Educational Foundation.
- f. The Chairman of the Board, taking into consideration the recommendation of the Board of Directors of the AFCEA Building Service Corporation, will appoint, subject to confirmation by the AFCEA Executive Committee, the succeeding President of the AFCEA Building Service Corporation.
- g. The Chairman of the Board, taking into consideration the recommendation of the President and CEO, will appoint the YAAC representative to the Board of Directors.
- h. The Chairman of the Board, taking into consideration the recommendation of the President and CEO, will appoint a representative from the Regional Vice Presidents to the Board of Directors.
- i. The Chairman of the Board, taking into consideration the recommendation of the President and CEO, will appoint a representative from the Regional Vice Presidents to the Executive Committee.
- j. The Chairman of the Board may appoint a member to any Standing Committee.
- k. When a vacancy occurs in the position of the President and CEO, the Chairman of the Board will appoint a Search Committee to identify and interview replacement candidates. The Search

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Committee will recommend one candidate for appointment by the Board of Directors as President and CEO. The Search Committee shall include past Chairmen of the Board among its membership.

Section 7: General Counsel. The General Counsel shall serve as legal counsel to the Board of Directors. International Headquarters may retain its own legal adviser.

Section 8: Voting. Directors may vote in person, or by signed and dated written proxy applicable to the relevant meeting. Unless stated otherwise in the proxy, no proxy shall be valid after eleven months from the date of its execution.

Section 9: Absence. Any elected Officer absent without sufficient reason from two consecutive regular meetings of the Board of Directors may be asked by the Chairman to resign.

Section 10: Vacancies and Removal. The Board of Directors shall fill any casual vacancy occurring on the Board between annual meetings by nominating and electing a new Director. A Director so elected to fill a vacancy shall serve the unexpired term of the predecessor. The Board of Directors may remove any Director for cause.

Section 11. Ethical Standards

- a. Directors shall be held to high ethical standards while performing their duties for AFCEA.
- b. Should a conflict of interest arise, Directors shall report that fact to the Chairman of the Board and refrain from voting on any matter pertaining thereto.

ARTICLE VIII - EXECUTIVE COMMITTEE

Section 1: Authority and Responsibility. The Executive Committee is empowered to act in the place of the Board of Directors between Board meetings on all matters, except those specifically reserved for the Board by these Bylaws, pursuant to delegation of authority to such Committee by the Board of Directors. Actions of the Executive Committee shall be reported to the Board by mail or at the next Board meeting. The Executive Committee shall be responsible to the Board of Directors for ensuring the proper management and operation of AFCEA Headquarters. If a majority of the Executive Committee members determines that the President and CEO, Secretary, or Treasurer is unable to perform effectively the duties of his or her office, it 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 four times each year, and shall also meet at the call of the Chairman of the Board or any four Committee members. Notice in writing of the time and place of each meeting of the Executive Committee shall be sent to all members of the Committee at least ten days prior to the meeting date. The Chairman of the Board shall preside at the meetings of the Executive Committee. In the absence of the Chairman of the Board, the Chairman shall designate in writing another member of the Executive Committee to preside. A quorum of the Executive Committee shall consist of one more than one third of the total of its members plus the Chairman of the Board. Except where otherwise specified in these Bylaws, the act of the majority of the members of the Executive Committee present at a meeting at which a quorum is present shall be the act of the Executive Committee. Members present at an Executive Committee meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to have less than a quorum.

Section 3: Vacancies. The Executive Committee shall be empowered to fill casual vacancies for unexpired terms in its own membership.

Section 4: Voting. Executive Committee members may vote in person or by signed and dated written proxy. Unless stated otherwise in the proxy, no proxy shall be valid after eleven months from the date of its execution.

Section 5: Meetings. By direction of the Chairman, meetings may be held by any electronic or telephonic means in which all persons participating are able to communicate directly with each other.

Section 6: Taking Action Without Meeting. The Executive Committee may act without meeting if all Committee members consent to the action in writing, and that written consent is filed with the minutes of the Executive Committee. Such consent will have the same force and effect as a unanimous vote of the Executive Committee.

Section 7: Ex-officio Members. The President and CEO, Secretary, and Treasurer shall be present at Executive Committee meetings in an ex-officio, nonvoting status to assist and advise the Committee as appropriate. Additionally, AFCEA General Managers are eligible and may participate in a similar ex-officio, non-voting status. The Committee may exclude these ex-officio members when dealing with special matters.

Section 8: Absence. Any member of the Executive Committee absent without sufficient reason from two consecutive regular meetings may be asked by the Chairman to resign.

ARTICLE IX - AFCEA OFFICERS

Section 1: Responsibilities of the President and CEO. The President and 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. In addition, the President and CEO shall carry out actions resulting from Executive Committee and Board decisions. The President and CEO shall report directly to the Chairman of the Board, and shall keep the Chairman informed in a timely manner of matters concerning personnel, finances, operations, management, and policy. The President and 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 and 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 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 and CEO, the Secretary may delegate specific duties to designated members of the AFCEA Headquarters staff. The Secretary shall act, with the President and CEO's approval, as the ex-officio, nonvoting Headquarters representative to the AFCEA Awards, Bylaws, and Nominating Committees. The Secretary shall perform such other duties and have such other responsibilities and authority as may be prescribed from time to time by the Executive Committee.

Section 3: Responsibilities of the Treasurer. The Treasurer shall be the custodian of AFCEA's funds, under the direction of the President and CEO. The Treasurer shall deliver an annual fiscal report to the President and 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, nonvoting 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, shall perform other duties as prescribed by the Chairman of the Board.

Section 5: Responsibilities of Directors-at-Large. The Directors-at-Large, in addition to their responsibilities outlined in Article VII, shall perform other duties as prescribed by the Chairman of the Board.

Section 6: Responsibilities of Permanent Directors. Permanent Directors, in addition to their responsibilities outlined in Article VII, shall perform other duties as prescribed by the Chairman 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 shall also perform other duties as prescribed by the Chairman of the Board. (See Article VII)

Section 8: 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

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and membership within those respective regions. Regional Vice President responsibilities include making recommendations to AFCEA Headquarters to help assure achievement of the goals set forth in Article II. Regional Vice Presidents representing regions outside the USA shall apply AFCEA policy as necessary to conform with the needs of their respective countries and/or the international regions in which they are located. (See Article I, Section 3.)

ARTICLE X - STANDING AND SPECIAL COMMITTEES

Section 1: Standing Committees

- a. **Chairman Appointments:** The Chairman may appoint a member to any Standing Committee. The appointee shall serve as a full member of the Committee, with all rights and privileges, for the duration of the appointing Chairman's term of service.

- b. **Governing Committees:**
 - 1. **Audit Committee.** The Chairman shall appoint an Audit Committee to receive the report of the independent certified public accounting firm which has conducted the annual audit of the Association in accordance with Article XI, Section 4. The Chairman of the Audit Committee shall report to the Chairman in writing on the results of the annual audit. The Committee may perform such other duties in connection with the audit of the Association as requested by the Chairman.
 - 2. **International Awards Committee.** The Chairman shall appoint an International Awards Committee to evaluate nominees and select recipients of the AFCEA International Awards.
 - 3. **Budget and Finance Committee.** The Chairman shall appoint a Budget and Finance Committee to advise the Board of Directors, the Executive Committee, and the President and CEO on the annual budget, and to make recommendations on financial matters. The Committee is also responsible for selecting an independent certified public accounting firm to conduct the annual audit of the Association, as specified in Article XI, Section 4. The Committee may perform such other duties in connection with the finances of AFCEA as requested by the Chairman.
 - 4. **Compensation Committee.** The Chairman shall appoint a Compensation Committee to review annually the salary, benefits, and pension structure of the AFCEA Headquarters staff. The President and CEO has authority to implement the approved compensation plan.
 - 5. **Nominating Committee.** The Chairman shall appoint a Nominating Committee responsible for preparing a slate of candidates for election by the Board and Council at their annual meetings. In preparing this slate, the Committee will take into account the international and diverse nature of the AFCEA membership. Annually, the AFCEA Secretary shall notify all Officers and Council delegates (through the Chapter Presidents) that nominations are in order for the following positions: Chairman of the Board of Directors (when applicable); 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 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.

- c. **Management Committees:**

1. **Intelligence Committee.** The President and CEO shall appoint an Intelligence Committee to develop a strategy and implementation plan for the AFCEA intelligence program. This Committee shall advise and help coordinate AFCEA intelligence events.
2. **Membership Committee.** The President and CEO shall appoint a Membership Committee to develop strategies for membership growth and retention.
3. **Strategic Development Committee (SDC).** The President and CEO shall appoint a Strategic Development Committee (SDC) to develop and implement key strategic initiatives that enhance the value of AFCEA membership, both individual and corporate, worldwide. This Committee may also be directed by the President and CEO to perform other unrelated tasks.
4. **Technical Committee.** The President and CEO shall appoint a Technical Committee to enhance AFCEA's outreach to the IT Community, to cultivate a partnership between the governmental and industrial sectors of the Community, and to foster the application of communications, electronic processes, and information technology.

Section 2: Special Committees. The Chairman, with the approval of the Board of Directors and/or the Executive Committee may appoint Special Committees, or Task Forces as necessary. When established, the Chairman will prescribe the duties and the termination date of these Special Committees. The work of each Special Committee will terminate automatically unless specifically extended, by recommendation of the Chairman and approval by the Board and/or the Executive Committee.

- a. **Expansion Policy Committee.** The Chairman may convene as necessary an Expansion Policy Committee to review: (1) requests for sponsorship from corporations in countries in which AFCEA does not currently have corporate sponsors; and (2) requests to establish new Chapters in countries where no such Chapters exist. (See Article IV, Section 2b.)
- b. **Ethics Committee.** The Chairman may convene as necessary an Ethics Committee to review governmental standards of ethical conduct, and recommend initiatives to help promulgate those standards to the AFCEA membership. The Committee may be called specifically to review any reports of unethical conduct in conjunction with AFCEA activities. The Committee will work to ensure AFCEA's actions and policies are in strictest compliance with government standards.
- c. **Bylaws Committee.** The Chairman may convene as necessary a Bylaws Committee to review and update the AFCEA Bylaws.
- d. **Committee on Diversity.** The Chairman may convene as necessary a Committee on Diversity to develop ideas and initiatives to increase participation in the Association by women, minorities and other underrepresented groups within AFCEA's areas of influence.

Section 3: Limitation on Responsibilities. No Standing or Special Committee may undertake actions that would impose mandatory expenses or workloads on the AFCEA membership unless authorized by the Chairman and approved by the Board of Directors.

Section 4: AFCEA Membership Requirement. Each Chairman of a Special or Standing Committee must be a member of AFCEA during his or her entire period of service as Chairman of the Committee.

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Section 5: DOD Members serving on AFCEA Standing Committees. DOD members serving on AFCEA Standing Committees do so as liaisons under the provisions of The Joint Ethics Regulation, DOD 5500.7(series). Citation from current regulation is at Appendix A.

ARTICLE XI - 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 and 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. With recommendations from the Budget and Finance Committee, the Board shall adopt, in advance of the next fiscal period, an annual operating budget covering all activities of AFCEA.

Section 4: Audit. The accounts of AFCEA shall be audited at least once a year by a certified public accounting firm that is independent of AFCEA affiliation. (See Article X, Section 1.b.2.) 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.

Section 6: Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness which are issued in the name of AFCEA and which exceed an amount as determined from time to time by resolution of the Board of Directors shall be signed by any two of the officers or employees of the AFCEA designated by the Board. Any such instrument in a lesser amount may be signed by any such officer or employee of AFCEA, and in such manner, as shall from time to time be determined by resolution of the Board of Directors.

ARTICLE XII - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section 1: Indemnification. All Directors, Officers, or employees of AFCEA, including Chapter Officers and employees of the Chapter Offices, 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 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.

ARTICLE XIII - 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 and Cancellation. Any individual member of AFCEA who shall be delinquent in dues for a period of sixty days from the time dues become payable shall be notified of such delinquency and suspended from further services. If payment of dues is not made within the next succeeding thirty days, the delinquent member shall be dropped from the rolls, and shall forfeit all rights and privileges of membership, unless such suspension, at the request of the member, is waived at the discretion of the President and CEO.

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 XIV - ANNUAL MEETING

Section 1: Annual Meeting. AFCEA shall hold an annual meeting. The Secretary, in coordination with the President and CEO, and Chairman, shall designate the time and place, and shall prepare an appropriate agenda. Those who should attend will be notified at least one month in advance of the meeting.

ARTICLE XV - OFFICIAL INSIGNIA, FLAG, AND LOGO

Section 1: AFCEA Insignia. The official insignia reflecting the history and heritage of the Association is described in Appendix A.

Section 2: AFCEA International Flag. The official flag of AFCEA is described in Appendix A.

Section 3: AFCEA International Logo. The official logo reflecting the international scope of the Association is described in Appendix A.

Section 4: Restrictions. Modifications to the AFCEA International insignia, logo or flag are prohibited without prior written approval from the AFCEA President and CEO.

ARTICLE XVI - 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 XVII - 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.

APPLICABLE PROVISIONS OF THE JOINT ETHICS REGULATION, DOD 5500.7R
(See Article X, Section 5)

The Joint Ethics Regulation, DOD 5500.7-R, including changes 1-4, dated August 6, 1998, Chapter Three (Activities with Non-Federal Entities), Section Two (Official Participation in Non-Federal Entities), Paragraph 3-201 (Membership), (page 33) states:

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

DESCRIPTION OF OFFICIAL AFCEA INSIGNIA, FLAG AND LOGO
(See Article XV, Section 1)

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.

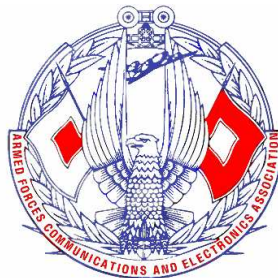


Figure 1: Official AFCEA Insignia

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

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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