

ARMED FORCES COMMUNICATIONS AND ELECTRONICS ASSOCIATION

ALAMO CHAPTER

BY-LAWS

ARTICLE I: NAME AND OBJECTIVES

SECTION 1. The name of the Chapter shall be the Armed Forces Communications and Electronics Association (AFCEA) Alamo Chapter thereafter called the Chapter.

SECTION 2. The Chapter shall have as its objectives the facilitation and promotion of cooperation and exchange of ideas among military, scientific, and industrial professionals in the fields of communications, electronics, intelligence systems, avionics, computer technology and audiovisual techniques.

SECTION 3. Membership in the Chapter shall be open to citizens involved in the military, industry, and government of the United States and its allies who are dedicated to the national security and well-being of the United States and its Allied nations, as well as students pursuing a college degree.

SECTION 4. AFCEA International is a professional association chartered in Washington, D.C., as a patriotic, educational, nonpolitical and nonprofit organization.

SECTION 5. The mission of the organization is to (a) promote industry-government cooperation in developing effective command, control, communications, computers, and intelligence (C4I) capabilities, including the development, manufacturing, and operation of equipment and systems, and provision of services in communications, electronics, computers, intelligence systems, command and control, and technical photography; (b) foster strong Armed Forces and national C4I organizations and; (c) contribute to the professional development of those serving the C4I fields; and (d) further the security and military preparedness of the United States, its Allies, and the Free World. Through these activities, it is the purpose of AFCEA to further the security and military preparedness of the United States, its Allies and countries that abide to democratic principles.

ARTICLE II: MEMBERSHIP

SECTION 1. Membership in the Chapter shall conform to the requirements set forth in the Armed Forces Communications and Electronics Association (AFCEA) (thereafter referred to as the Association) By-laws. Chapter membership shall be open to any citizen who is accepted as an Association member. Every member of the Association, unless otherwise specified by the member, who resides in the San Antonio area, will automatically become a member of the Chapter. The Chapter shall not discriminate in regard to race, color, creed, religion, sex, age, ethnic group or national origin.

SECTION 2. Each member of the Chapter shall be entitled to vote in the Chapter's elections.

ARTICLE III: GOVERNMENT AND OFFICERS

SECTION 1. The government of the Chapter shall be vested in the Board. The Board may exercise all powers as may be exercised by the Chapter, subject to local laws, military regulations and the By-laws of the Association and the Chapter.

SECTION 2. The Chapter's Board of Directors shall consist of the thirteen Chapter officers, as specified in Section 6 of the By-laws and the most recent past Chapter President. Each member of the Board shall have one vote on matters considered by the Board. In order to carry on the business of the Board, at least a quorum of its voting members must be present or have submitted a vote by proxy. A quorum of the Board shall be one half of its voting members plus one (eight members). A vacancy in the office of the President shall be filled by the Executive Vice President, the Vice President in charge of Membership or the Vice President in charge of Programs, in that order. If unable to fill the office of the President from among those listed here, the chapter will conduct a new general election of the membership, in accordance with the procedures outlined in Section 3 of the By-laws, to elect a new President to complete the full term of the outgoing President. This election should be conducted in a timely manner relative to the occurrence of the vacancy, but within a vacancy period not to exceed six months.

SECTION 3. President election should be in the fall of even-numbered calendar years in conjunction with the Alamo AFCEA Technology Symposium. The term will run 1 January for 2 years, ending 31 December with the successor's appointment. The Election Subcommittee (a subcommittee of the Membership Committee) will be responsible for soliciting the general membership for qualified volunteer candidates in the third quarter of the election year (July-September), with the final slate of qualified candidates approved by the Board by 31 September, and ballots presented to the general membership by 31 October, voting concluded 30 days after the ballots are officially released, and final Board-certified results announced to the membership within two weeks after voting conclusion.

SECTION 4. The members of the Board shall serve without pay. Furthermore Board members will make known any affiliation or economic relationship they may have relative to any business the board is considering; reclude themselves from any associated board discussion or review, as well as the decision process and follow-on decisions/oversight that directly impact the identified business. No part of the net earnings of the Chapter shall be incurred to the benefit of, or be distributed to, its members, Directors, Officers, or other private individuals. 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 these By-laws.

SECTION 5. Officers. All members of the Board will be appointed by the President, except the President position (which is elected by the membership) and the most recent past President. The Board will consist of thirteen members, the twelve officer positions described below and the most recent past President. A quorum would be seven members.

a. President. The President shall have general supervisory responsibility for the affairs of the Chapter and shall perform the duties of that office. The President shall preside at the general meeting of the Chapter and of the Board. The President shall be an ex officio member of all Chapter committees and of all subcommittees thereof. The President shall be responsible to appoint other officers of the Chapter officers subject to discussion with the Board.

b. Executive Vice President. The Executive Vice President shall be the most senior office of the Chapter next to the President. The Executive Vice President shall render assistance as required and in the absence of the President, take over the duties of President. The Executive Vice President shall assist other Chapter officers in fulfilling the requirements of their offices on an as required basis and serve as a member of the Board.

c. Vice President in Charge of Membership. The Vice President in charge of Membership shall render the President such assistance as required and in the absence of the President and Executive Vice President, shall take over the duties of President. The Vice President in charge of Membership shall serve as the Chairman of the Membership Committee and as such shall be responsible for the general supervision of the Membership Committee and associated subcommittees and serve as a member of the Board.

d. Vice President in charge of Programs. The Vice President in charge of Programs shall render the President assistance as required and in the absence of the President, Executive Vice President and Vice President in charge of Membership shall take over the duties of the President. The Vice President in charge of Programs shall serve as the Chairman of the Programs Committee and will be responsible for its general supervision, including any associated subcommittees, serve as a member of the Board, and assume responsibility for the physical property belonging to the Chapter.

e. Vice President in charge of Scholarships and Educational Grants. The Vice President in charge of Scholarships and Educational Grants shall be responsible for forming and serving as the Chairman of the Scholarship Committee and as such shall be responsible for the general supervision of the Scholarship Committee, including any associated subcommittees, overseeing and representing the Chapter in any scholarship or grant-oriented partnerships or arrangements with external organizations, and serve as a member of the Board.

f. Vice President in charge of Conferences and Symposia. The Vice President in charge of Conferences and Symposia is responsible for forming and serving as the Chairman of the Conference Committee and as such shall be responsible for the general supervision of the Conference Committee, including any associated subcommittees, and serve as a member of the Board.

g. Vice President of Military Affairs. The Vice President of Military Affairs is responsible to coordinate publicity throughout the San Antonio military community. The Vice President of Military Affairs will be responsible for its general supervision, including any associated subcommittees and serve as a member of the Board.

h. Vice President in Charge of Corporate Affairs. The Vice President in charge of Corporate Affairs shall render the President such assistance as required. The Vice President in charge of Corporate Affairs shall serve as the Chairman of the Corporate Affairs Committee and as such shall be responsible for its general supervision of the Chapter Corporate Sponsorships and associated subcommittees and serve as a member of the Board.

i. Vice President of Awards. The Vice President of Awards is responsible for managing the annual awards program, to include the Distinguished Young AFCEAN, Emerging Leadership Awards Program, and SIGNAL "AFCEAN of the Month" award. The Vice President of Awards will be responsible for its general supervision, including any associated subcommittees and serve as a member of the Board.

j. Vice President of Publicity. The Vice President of Publicity shall render assistance to all other members of the board in publicizing Chapter activities through local and national media outlets. The Vice President of Publicity shall serve as the chairman of the Publicity Committee and will be responsible for its general supervision, including any associated subcommittees, and serve as a member of the Board.

k. Secretary. The Chapter Secretary, or Board designee, shall be responsible for keeping all administrative and historical records for the Chapter; shall maintain a roll of the membership and record and retain minutes of all annual, general and Board meetings; attend to all general correspondence for the Chapter as required by the President or Board. The Secretary will oversee the duties/products of the Board designee. The Secretary, and not the designee, traditionally serves as the Chairman of the By-laws Committee and serves as a voting member on the Board.

1. Treasurer. The Treasurer for the Chapter shall be responsible for all the financial transactions and records of the Chapter and shall submit such financial reports as may be required by the President or Board for compiling the projected annual budget. The Treasurer shall be a member of the Board.

m. Young AFCEAN Advisor. The Young AFCEAN Advisor shall be responsible for forming and coordinating all concerns of the Chapter's Young AFCEAN program. The Young AFCEAN Advisor will be responsible for chairing the Chapter's Young AFCEAN program, including any associated subcommittees and serve as a member of the Board.

ARTICLE IV: AMENDMENTS

SECTION 1. Amendments to these By-laws may be proposed to the Chapter membership by either a majority vote of the Board present at a meeting where a quorum is established or upon petition addressed to the President, signed by at least 20% of current Chapter members and submitted by a current member of the Chapter.

SECTION 2. Proposed amendments shall be submitted to the Board for discussion and recommendation by Board members or current Chapter members. If a proposed amendment is supported by the majority of the voting members of the Board when a quorum of the Board is present, then the proposed amendment shall be submitted for a vote of the general membership. Proposed amendments shall be submitted to the general membership at least one month before they are to be voted upon at any duly convened meeting. The proposed amendment shall be adopted by a two third (2/3) majority vote of the members present at the meeting or by proxy vote,.

ARTICLE V: MEMBERSHIP RESPONSIBILITIES

SECTION 1. Membership dues shall conform to the dues established by the Board. Additional funds required for Chapter activities may be raised upon approval by a majority vote of a quorum of the Board of Directors.

SECTION 2. It is the responsibility of the Member to maintain the currency of their email address with the Chapter. The Chapter will use electronic methods as the primary means for contacting chapter members.

SECTION 3. In accordance with the By-laws of the Chapter, no part of the Chapter's net earnings shall be incurred to the benefit of its members.

ARTICLE VI: MEETINGS

SECTION 1. General membership meetings shall be held at least quarterly during the year. These meetings will be held in conjunction with the monthly chapter luncheon. The Board shall give the membership written (electronic) notice of the date, time and location of the meeting and any other official activity of the Chapter at least two weeks prior to the event.

SECTION 2. The following information will be posted or otherwise made available to the membership at membership meetings:

- a. A financial report, consisting of a list of expenditures approved by the President and/or the Board since the last membership meeting and, if required, the quarterly detailed financial report,
- b. The membership report,
- c. The calendar of upcoming events.

SECTION 3. An Annual Chapter Business Meeting, also known as the “annual” membership meeting, will be held in the first quarter of the calendar year. The annual Chapter business meeting shall consist of:

- a. A detailed Treasurer’s report on the fiscal year close-out,
- b. A review of the association’s operating budget ,
- c. Committee annual reports,
- d. A review, discussion and vote on proposed Chapter by-law amendments,
- e. A forecast of events, programs and other major activities.

Information on all areas up for vote by the general membership shall be made available to the membership 20 days prior to the Annual Chapter Business Meeting. This meeting should also serve as the annual chapter kickoff to recruiting new members and working committee members.

ARTICLE VII: COMMITTEES

SECTION 1. Membership. The Membership Committee is the lead for conducting the annual membership meeting, as well as responsible to establish a separate Election Subcommittee annually or as needed. The Election Subcommittee shall consist of the Vice President in charge of Membership and at least two other members from among the general membership as approved by the Board. Its purpose is to; prepare the ballots; validate the candidates; and compile the results of general elections. Committee members should be appointed by the Committee Chair with the Board’s approval – all members must be current chapter members in good standing. Expenditure of Chapter funds in support of this committee’s activities shall be in accordance with the ratified annual budget and ARTICLE VII, SECTION 1.

SECTION 2. Programs. The Programs Committee is responsible for luncheons and other programs conducted by the chapter. The Programs Committee shall consist of the Vice President in charge of Programs as Chairman and at least two other members from among the general membership and as approved by the Board. This committee will be responsible for planning Chapter meetings and functions. Expenditure of Chapter funds in support of this committee’s activities shall be in accordance with the ratified annual budget and ARTICLE VII, SECTION 1.

SECTION 3. Scholarship. The Scholarship Committee shall be chaired by the Vice President in charge of Scholarships and Educational Grants and include at least two members from the membership, with the approval of the Board. Members who are directly related to scholarship applicants (parents, children, grandchildren, direct in-laws, cousins, aunts/uncles) are restricted from serving on the committee. The final list of committee-recommended scholarship recipients and associated award amounts must be approved by the Board before public release. In conjunction with the committee’s scholarship recommendations, the committee shall also report to the Board regarding numbers of applications received, program marketing efforts, external partnering, demographic statistics of proposed recipients (as pre-defined by the Board), and other information as may be requested by the Board. Expenditure of Chapter funds in support of this committee's activities shall be in accordance with the ratified annual budget and ARTICLE VII, SECTION 1.

SECTION 4. Awards. The Awards Committee should be chaired by the Vice President in charge of Awards and include at least three current members of the membership, with the approval of the Board. Members who are directly related to award nominees are restricted from serving on the committee. The final list of committee-recommended award nominees must be approved by the Board before public release. This committee shall solicit nominations, conduct a selection board, and submit nominations to the regional and international level. It will be responsible for purchasing appropriate trophies or mementos to recognize the achievements of selected members. Expenditure of Chapter funds in support of this committee’s activities shall be in accordance with the ratified annual budget and ARTICLE VII, SECTION 1.

SECTION 5. By-laws. The By-laws Committee shall be chaired by a Board selected Chairman and include at least one other member from the general membership and as approved by the Board. This committee shall conduct a yearly, or as directed by the President, review of the Chapter By-laws. It will prepare any proposed amendments and present same to the Board of Directors who shall act upon them in accordance with ARTICLE IV and ARTICLE VI.

SECTION 6. Conferences and Symposia Committee. The Conferences and Symposia Committee shall be chaired by the Vice President in charge of Conferences and Symposia and include at least two other current members from the membership and as approved by the Board. The purpose of the committee is to plan, conduct and oversee all activities associated with the Chapter's conduct of its events, including the conference and exhibition.

SECTION 7. With the exception of the By-laws Committee, all Committees shall be required to submit status reports to the Board at least quarterly or at the request of the President. All Committees shall provide an annual report to the membership at the Annual Chapter Business Meeting. The annual reports shall include, at a minimum, the following information: accomplishments of the reported year, plans and activities for the upcoming year, identification of committee members, summary of funds expended and revenues raised (if applicable). All committees will submit an annual budget to the Treasurer for compilation at least 30 days prior to the Annual Chapter Business Meeting.

ARTICLE VIII: REPLACEMENT AND SERVICE EXPECTATIONS

SECTION 1. Term of Service. The officers designated by the Chapter President serve throughout the President's term. Any member whose term of office has expired shall continue to serve until his/her successor is designated by the President. If a member of the Board dies, resigns, or is removed from the Board position by the President, a successor shall be designated by the President for the unexpired portion of the term.

SECTION 2. Service Expectation. The Board is a working board and its members are expected to attend all meetings and to participate in the activities of the Board. Board members have the duty to make constructive recommendations to ensure that the mission of the Chapter is appropriately met. If a member of the Board fails to attend three successive monthly Board meetings, except in a case in which an absence is approved in advance, for good cause, by the Board President, such failure shall be grounds for termination from membership on the Board. A person designated for membership on the Board shall be provided notice of the provisions of this paragraph at the time of such designation. Termination of membership may only be made by the Board President.

SECTION 3. Service Termination due to cause. If a member of the Board fails to attend three successive monthly Board meetings, except in a case in which an absence is approved in advance, for good cause, by the Board President, such failure shall be grounds for termination from membership on the Board. A person designated for membership on the Board shall be provided notice of the provisions of this paragraph at the time of such designation. Termination of membership may only be made by the Board President. The term of the President may be ended by a $\frac{3}{4}$ quorum vote of the Board for justified/validated cause.

ARTICLE IX: DISSOLUTION

SECTION 1. It is intended that the Chapter will be a permanent organization. However, the Chapter may be dissolved by a simple majority vote of all paid members. In the event that the Chapter is dissolved, all funds available after the payment of outstanding obligations shall be donated to a tax exempt organization to be named by the Board of Directors, used in support of an information technology program or a similar academic program.

ARTICLE X: PARLIAMENTARY AUTHORITY

SECTION 1. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Chapter in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any statutes applicable to this organization.