BYLAWS OF THE TUCSON CHAPTER
ARMED FORCES COMMUNICATIONS AND ELECTRONICS ASSOCIATION (AFCEA)

ARTICLE I – NAMES AND LOCATIONS

Section 1: Name.

The name of the Chapter shall be the Tucson Chapter, Armed Forces Communications and Electronics Association (AFCEA), hereinafter referred to as the “Chapter”.

Section 2: Location.

The Headquarters of the Chapter shall be in or near the city of Tucson, Arizona.

Section 3: Organization.

The Chapter is organized and functions under the authority of the Charter granted September 7, 1993, by the Armed Forces Communications and Electronic Association (AFCEA).

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.

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.

AFCEA’s members, associates and sponsors and associates are among the world’s leading designers, planners, manufacturers, testers and users of systems, services and components for IT, communications, and intelligence 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 International Constitution and Bylaws; 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

Organization.

The Chapter shall consist of members as described in Association Bylaws, Article IV, and be governed by a Board of Directors (BOD), Chapter Officers, and additional committees as established by these Bylaws.

ARTICLE V - BOARD MEMBERS

Section 1: Authority and Responsibilities.

The BOD 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 BOD shall consist of the following Chapter Members: President, Executive Vice President, Vice President-Academic Affairs, Vice President-Programs, Vice President-Membership, Vice President Young AFCEAN Affairs, Vice President Enlisted Affairs, Secretary, Treasurer, and a maximum of eight (8) members appointed 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 Chairman of the BOD.

Board members who cannot attend duly called meetings may vote and be otherwise represented on either specific issues or in general by written proxy provided to another Chapter member.

An Advisory Committee consisting of key personnel designated by the Chapter President may assist the BOD.

The Committee should meet with the BOD/Executive Committee periodically to discuss planned programs and events, and exchange general information and suggestions regarding the Chapter activity.

Section 3: Meetings.

The full BOD 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. Any elected officer absent without sufficient reason from two consecutive regular meetings may be asked by the Chairman to resign.

Section 4: Procedures.

At any meeting of the BOD, 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.

E-mail out-of-cycle votes constitute written proxy and shall be deemed as official transactions.

**ARTICLE VI - CHAPTER OFFICERS**
Section 1: Authority and Responsibilities.

Chapter Officers shall consist of those Officers stated in ARTICLE V, Section 2. 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 1 September until 30 June of the succeeding year.

Officers may be appointed to fill unexpired terms by vote of the BOD.

No voting 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 BOD.

The Vice President-Young AFCEAN Affairs shall be a Chapter member who is 40 years of age or younger when elected.

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 sub-committees thereof.

Section 3: Responsibilities of the Executive Vice President.

This Officer shall have the responsibility of assisting the Chapter President in all facets of the job.

This Officer will preside at general meetings and Board of Director Meetings in the absence of the President.

This Officer will be responsible for overseeing and planning all chapter meetings and will assist the President in overseeing and accomplishing items on the five-year plan.

Key responsibilities include operational, organizational, and sales and marketing in driving the overall business strategy in line with the Board’s vision.

This Officer shall be responsible for managing the Chapter awards program. This includes soliciting nominees for Chapter and Association awards, appointing awards selection committees from Chapter board members, forwarding results of selection committees to the BOD and Association headquarters (as appropriate), ensuring that award elements are obtained, and determining and setting up presentation ceremonies.

In the event that the Chapter President is unable to perform the duties assigned, this Officer will assume leadership of the Chapter.

Ratified 12 March 2013
Section 4: Responsibilities of the Vice President-Academic Affairs.

This officer will be responsible for overseeing the planning and execution of the educational projects and programs of the Chapter including oversight of the Education Committee. This shall include preparing Educational Programs Policy and Grant Guideline Memorandum for approval by the BOD.

These Memoranda shall be reviewed and updated annually. This officer shall also recommend educational grant awards and projects to the BOD for approval, and shall keep the Chapter's members and AFCEA International informed of the status of the educational programs.

Section 5: Responsibilities of the Vice President-Programs.

This Officer will be responsible for overseeing and planning of all programs for the Chapter year and overseeing nominations and elections for Chapter offices as stated in Article X. This includes selection of speakers and the arrangements and site reservations for each meeting. This Officer shall be responsible for publicizing all Chapter meetings and activities and appropriate International AFCEA events and shall oversee the publication of the Chapter news. This Officer will also be responsible for providing notification of meetings to all members. This Officer also ensures the Chapter Webmaster, a non-voting position, is apprised of all chapter events and news.

The Chapter Webmaster is responsible for developing and managing the content of the Tucson AFCEA Chapter website. Specific duties include the following: Gather information from the board and other sources; Develop and layout each page using information gathered; Add new information and delete outdated information on a regular basis; Examine all feedback, requests for information, questions, and comments from users and respond if necessary; Analyze and incorporate suggestions from the board and site visitors; and Maintain an up-to-date listing of external links and remove "dead" links regularly.

Section 6: Responsibilities of the Vice President-Membership.

This Officer shall be responsible for overseeing the growth and health of Chapter membership and participation of members in Chapter meetings and other Chapter and AFCEA-sponsored events. The Vice President for Membership is the Chairman of the Membership Committee charged with the responsibility of securing new individual and corporate members and retaining current members.

This officer shall also prepare and publish guidelines for corporate sponsorship of chapter events and keep corporate contacts appraised of new initiatives and chapter events.

Section 7: Responsibilities of the Vice President-Young AFCEAN Affairs.
The Vice President-Young AFCEAN Affairs will serve to address Young AFCEAN interests through career development, leadership development and access to industry and government senior leaders. The Vice President-Young AFCEAN Affairs shall be the Chapter focal point for increasing participation by young AFCEANs in Chapter activities and shall represent the Chapter to the Young AFCEAN Advisory Council.

Section 8: Responsibilities of the Vice President-Enlisted Affairs.

The Vice President-Enlisted Affairs will advise the President on programs and initiatives of special interest to attract and retain enlisted personnel.

Section 9: 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 role 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 10: 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 Board of Directors, 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.


In accordance with Article V, Section 2, of the AFCEA By-Laws, 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 Convention.

ARTICLE VII - EDUCATIONAL COMMITTEE

Section 1: Authority and Responsibilities.
The Educational Committee shall function to assist the Vice President-Academic Affairs in support and implementation of the Chapter's educational programs and projects.

The committee shall prepare Educational Programs Policy and Grant Guideline Memorandum for approval by the BOD. These Memoranda shall be reviewed and updated annually.
The committee shall also recommend educational grant awards and projects to the BOD for approval, and shall keep the Chapter's members and AFCEA International informed of the status of the educational programs.

Section 2: Composition.

The Educational Committee shall consist of the Vice President-Academic Affairs serving as Chairperson and at least two other committee members appointed by the Vice President-Academic Affairs.

Section 3: Meetings.

The Educational Committee shall meet at the call of the Chairperson, and take actions to develop recommendations for educational program matters to be presented to the BOD for approval and implementation.

Notification of committee meetings shall be provided at least two days prior to the meeting. At least two committee members must be present to formulate recommendations for the BOD.

Section 4: Annual Report.

The educational Committee Chairperson shall provide the BOD a year-end written report of the committee's activities for the period between 1 September and 30 June of each Chapter year. The report will include a statement of accomplishments; educational program allocations, grants, and future commitments; attendance at special events; problems, recommendations and other information of value to subsequent committees.

ARTICLE VIII – FINANCE

Section 1: Fiscal Period.

The fiscal period of the Chapter shall be a 12 month period, from 1 October to 30 September.

Section 2: Non-profitability.

The Chapter is organized exclusively for non-profit, educational, scientific, promotional, membership recruitments, and patriotic purposes. No part of the net earnings of the Chapter shall inure to the benefit of, or be distributed to its officers or members.

Section 3: 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 By-Laws. 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 4: 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 5: 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 IX - 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 (30) 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.

Ten percent 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. Chapter members may vote or be otherwise represented by written proxy provided to another Chapter member.

**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 X - NOMINATIONS AND ELECTIONS**

The Vice President of Programs will solicit nominees for Chapter Officers via email during May and during the May Chapter meeting, if one is held; elections shall be held via email and conclude at the Annual Meeting in June; and the newly elected members of the BOD shall be installed at the June Luncheon Meeting and shall assume their duties immediately thereafter.
One quarter 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.

Any person nominated must be a member of the Chapter, in good standing, or obtain Chapter membership prior to the June election.

Any position left vacant during elections, or vacated during the year, may be filled at a later time with majority approval of the BOD.

ARTICLE XI – AMENDMENTS

Section 1: Amendment Proposals.

Amendments to these Bylaws may be proposed by a majority vote of the BOD or upon petition addressed to the President and signed by not less than five (5) 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.

Section 4: By-Law Revision.

This revision of the Chapter Bylaws supersedes all previous Chapter Bylaws and Bylaws/Constitution.

ARTICLE XII – DISSOLUTION

Dissolution.

On dissolution of the Chapter, the BOD 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.