

BYLAWS

THE ARMED FORCES COMMUNICATIONS AND ELECTRONICS ASSOCIATION SAN DIEGO CHAPTER

**Approved by Board of Directors and Chapter Membership
June 19, 2007**

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ARTICLE I - NAME AND LOCATION

SECTION 1: NAME. The name of this Chapter, organized under authority granted by the International Headquarters of the Association on 9 April 1958, is the San Diego Chapter, Armed Forces Communications and Electronics Association, hereinafter called "the Chapter."

SECTION 2: LOCATION. The Headquarters of the Chapter shall be in the San Diego metropolitan area.

ARTICLE II - OBJECTIVES

SECTION 1: GENERAL OBJECTIVES. The Chapter shall be a patriotic, educational, scientific, non-political organization comprised of citizens involved in the military, industry, and government of the United States and Allied nations dedicated to Free World security and well-being of the United States and its Allies. The Chapter shall maintain and improve the cooperation and exchange of ideas among scientific, industrial, and military personnel in the fields of signals, communications, electronics, computers, intelligence systems, command and control, and imagery.

SECTION 2: SPECIFIC OBJECTIVES. In furtherance of these general objectives, the ARMED FORCES COMMUNICATION AND ELECTRONICS ASSOCIATION (AFCEA) has delineated several specific objectives for the Association and its chapters. These are spelled out in Article II, Section 2 of the AFCEA By-Laws and may be reviewed by requesting a copy from the Chapter Secretary.

SECTION 3: ACTION AND ACTIVITIES. AFCEA is organized exclusively for non-profit, educational, scientific, and patriotic purposes. It has no political interests or alliances. The actions and activities of AFCEA are intended to be such as to qualify AFCEA as an exempt organization under Section 501 (c) (6) of the U.S. Internal Revenue Code of 1954, as amended, or the corresponding provision of any future United States Internal Revenue Law and, as may be applicable, the corresponding provision, if any, in the Revenue Laws of other countries.

SECTION 4: CERTAIN ACTIVITIES PRECLUDED. Article II, Section 4 of AFCEA By-Laws specifically precludes the accrual of net earnings to the benefit of any member or private person or for use in private activities, and is incorporated by reference herein. Certain compensation may be authorized for services rendered, provided such compensation is properly authorized and is for the purpose of furthering the specific objectives of the AFCEA.

ARTICLE III - MEMBERSHIP

SECTION 1: GENERAL. Membership in the Chapter shall conform to the requirements set forth in AFCEA By-Laws. The Chapter shall not discriminate in regard to race, color, creed, sex, or national origin.

SECTION 2: MINIMUM MEMBERSHIP. The Chapter shall maintain a minimum membership of ten members or be liable to revocation of its charter as prescribed in AFCEA By-Laws.

SECTION 3: CLASSES OF MEMBERSHIP. AFCEA maintains several classes of membership as set forth in the AFCEA By-Laws. These are defined in Article III, Section 2, of the AFCEA By-Laws.

SECTION 4: MEMBERSHIP FOR ELECTION PURPOSES. The term "members" as stated in these By-Laws shall mean regular and life members only. Members are entitled to vote in the Chapter's elections including elections of all Chapter officers.

SECTION 5: MEMBERSHIP IN LOCAL CHAPTERS IS AUTOMATIC. Every member of AFCEA, unless they desire otherwise, will automatically become a member of the local chapter of the territory in which they reside, but no person shall be a member of a local chapter who is not a member of AFCEA.

ARTICLE IV - ORGANIZATION AND STRUCTURE

SECTION 1: ORGANIZATION. The government of the Chapter shall be vested in its Officers, a Board of Directors, and an Executive Committee. The Chapter Officers shall be elected by majority vote during the annual June meeting of each year to serve for a period of one year. The chapter president shall serve for a period of two years.

SECTION 2: COMPOSITION OF THE BOARD OF DIRECTORS. The Board of Directors of the Chapter shall consist of the immediate Past President and not less than 5 but not more than 11 Directors at large, the latter to serve without pay for a term of two years, starting in October. Board appointments will be managed so that one-half of the directors will be replaced each year.

Membership on the Board of Directors shall consist of chapter members recommended and invited by the Executive Committee. Invited members who agree to serve will be appointed by the Chapter President. The Chairman of the Board of Directors will be elected or re-elected by the Board at their October meeting and will continue to serve in that capacity for the term of the Board. The Chapter President shall be an ex-officio member of the Board and shall convey the directions and guidance of the Board to the Executive Committee.

Active duty military members and civil servants may be asked to serve as liaisons to the board in an advisory capacity from time to time. Liaison to the board shall not exercise voting rights.

SECTION 3: OFFICERS. The Officers shall consist of a President, an Executive Vice President, a Vice President for Programs, a Vice President for Membership, a Vice President for Publicity, a Vice President for Young AFCEAN, a Vice President for Education, a Vice President for the annual Symposium, a Vice President of Small Business, a Vice President for Information Technology, a Secretary, and a Treasurer of the Chapter.

SECTION 4: EXECUTIVE COMMITTEE. The Executive Committee shall consist of the Chapter Officers and the Chairpersons of standing committees or other committees which may from time to time be constituted by the Chapter President or Board of Directors.

ARTICLE V - BOARD OF DIRECTORS

SECTION 1: AUTHORITY AND RESPONSIBILITY. The Board of Directors shall be the final authority governing the activities of the Chapter. It shall determine the policies and changes thereto; approve the budgets of the Chapter and the budgets of activities established by the Executive Committee; approve amendments to Chapter By-Laws; fill occasional vacancies in the Board membership, and fill vacancies among Chapter officers, except that a vacancy in the office of the President shall be filled by the Executive Vice President for the duration of the term. The Board may delegate certain authority and responsibility to the Executive Committee.

SECTION 2: MEETINGS AND QUORUM OF THE BOARD. An annual meeting will be held in October of each year or within thirty (30) days of composition of the Board, and quarterly thereafter. Special meetings of the Board may be called by the Chairman as necessary for the conduct of such business as may be presented by the Executive Committee and which requires action before the next annual meeting. A quorum shall consist of at least fifty (50) percent of the Board members.

ARTICLE VI - EXECUTIVE COMMITTEE

SECTION 1: EXECUTIVE COMMITTEE RESPONSIBILITY AND AUTHORITY. The Executive Committee shall be responsible for the planning and execution of Chapter activities. This shall include the review of budgets and submission to the Board of Directors for approval; review and approval of Chapter standing committee activities; making recommendations to the Board of Directors of candidates suitable to fill vacancies in elected offices of the chapter; and such other functions as may be appropriate for the efficient conduct of Chapter affairs.

SECTION 2: EXECUTIVE COMMITTEE MEETINGS. The Executive Committee shall meet at least once per month, at the call of the Chairman, normally the week preceding the regular monthly Chapter meeting. The Chapter President shall be the Chairman of the Executive Committee.

ARTICLE VII - OFFICERS

SECTION 1: THE PRESIDENT. The President shall have general supervision of the affairs of the Chapter and shall perform the duties assigned to that office in accordance with AFCEA By-Laws. The President shall preside at the meetings of the Chapter and shall be an ex-officio member of all committees and of all subcommittees thereof. The President shall have custody of the Chapter Charter.

SECTION 2: THE EXECUTIVE VICE PRESIDENT. The Executive Vice President shall render the President such assistance as the President may require and during the President's absence, assume the duties of the President. In addition, the Executive Vice President shall serve as the focal point for all fundraising activities coordinating with all other committees as each event necessitates.

SECTION 3: THE SECRETARY. The Secretary will be responsible for keeping all administrative and historical records of the Chapter. The Secretary will maintain a roll of membership, minutes of all General, Executive, and Board of Director meetings, and attend to all general correspondence under the direction of the President or the Executive Committee. The Secretary will prepare such reports as may be required by the President or Executive Committee and will submit such reports to the President for review or action as the President may deem appropriate.

SECTION 4: THE TREASURER. The Treasurer will be responsible for keeping all funds and financial records of the Chapter and shall prepare and submit financial records as may be required by the President or Board of Directors. See Fiscal, Article IX.

SECTION 5: THE VICE PRESIDENT FOR PROGRAMS. The Vice President for Programs will direct the activities of the Committee.

SECTION 6: THE VICE PRESIDENT FOR MEMBERSHIP. The Vice President for Membership will direct the activities of the Committee.

SECTION 7: THE VICE PRESIDENT FOR PUBLICITY. The Vice President for Publicity will direct the activities of the Committee.

SECTION 8: THE VICE PRESIDENT FOR YOUNG AFCEAN. The Vice President for Young AFCEAN will direct the activities of the Committee.

SECTION 9: VICE PRESIDENT FOR EDUCATION. The Vice President for Education will direct the activities of the Education Committee.

SECTION 10: VICE PRESIDENT FOR ANNUAL SYMPOSIUM. The Vice President for Annual Symposium will direct the activities of the symposium planning committee and chair the symposium agenda.

SECTION 11: VICE PRESIDENT FOR SMALL BUSINESS. The Vice President for Small Business will direct the activities of the Small Business Committee.

SECTION 12: VICE PRESIDENT FOR INFORMATION TECHNOLOGY. The Vice President for Information Technology will direct the activities of the Committee.

ARTICLE VIII - COMMITTEES

SECTION 1: PROGRAMS. The Programs Committee will be responsible for the planning and arrangements for Chapter Meetings and Functions.

SECTION 2: MEMBERSHIP. The Membership Committee shall be responsible for building and strengthening the various categories of Chapter Members. The Chairperson will process membership applications and renewals and maintain the current list of members.

SECTION 3: PUBLICITY. The Publicity Committee will arrange for publicity for the Chapter in connection with its meetings and functions. The Committee will be responsible for timely submission of Chapter news articles and glossy print photos for publication in Signal Magazine as well as to local commercial and industrial publications. They will coordinate the awards program with the International Headquarters, specifically with the Director of Chapter Member Services. All nominations for awards must be made through the Chapter President and the Regional Vice President.

SECTION 4: NOMINATIONS. This is a special committee appointed by the Chapter President and normally chaired by the Immediate Past President or Past Chair of the Board of Directors. The Nominating Committee shall be appointed prior to 1 April, to nominate officers for the following year. This committee will accept recommended nominations from the floor or by petition and will submit a recommended slate of officers to the Board of Directors for approval. The slate of nominees will be presented to the general membership at the May meeting. Nominees will be voted upon at the June meeting.

SECTION 5: YOUNG AFCEAN. The Young AFCEAN Committee shall be responsible for building and strengthening the Young AFCEAN membership of the Chapter, shall advise the Chapter President on the concerns of Young AFCEANs, and shall be responsible for organizing appropriate chapter programs to attract more young members. These duties shall be executed in concert with the Membership and Program Committees.

SECTION 6: EDUCATION COMMITTEE. The Education Committee shall administer programs that support the local educational community, such as scholarships and grants. These activities will use direction and funding from both the AFCEA Educational Foundation and the local chapter. The programs of the committee shall each be run by a local chapter member, who will be responsible for planning the program, scheduling any committee meetings required for the program (to determine scholarship disbursement, for example), and administering any funds allocated to that program.

SECTION 7: INFORMATION TECHNOLOGY COMMITTEE. The Information Technology Committee will be responsible for ensuring the information technology needs of the chapter are met. The Committee will be responsible for maintaining the local chapter web site, ensuring continuous operations, supporting luncheon operations, working with other executive committee members to assure active and proper representation of their committees on the website, and actively seeking new ways to deploy technology to help the chapter run more efficiently and effectively.

SECTION 8: SPECIAL COMMITTEES. The President, with the approval of the Executive Committee, may appoint persons to chair other committees that may be established periodically for the conduct of special Activities of the Chapter. An example of the type of committee envisioned is the Awards Committee or the Training Events Committee.

ARTICLE IX - FISCAL

SECTION 1: FINANCIAL TRANSACTIONS. Financial obligations incurred in the normal transaction of Chapter business, up to the amount of two thousand dollars (\$2,000.00), may be approved by the President or Treasurer. Expenditures in excess of this amount must be approved by the Executive Committee and require the signatures of two authorized Chapter officers to be valid. All expenditures will be subject to review by the Board of Directors. A Treasurer's report shall be submitted at least annually to the general membership.

SECTION 2: AUDITS. An annual audit of the Chapter's financial records shall be conducted during June of each year. The results of this audit are to be presented to the general membership at the July meeting. The audit shall be conducted by non-Officer member(s) of the Chapter appointed by the Executive Committee and approved by the Board of Directors.

ARTICLE X - MEETINGS

SECTION 1: SCHEDULED MEETINGS. A meeting of the Chapter membership will normally be held at least once per calendar month. This meeting shall normally be conducted on the 3rd Tuesday of the month. The time and place shall be published in the monthly Chapter newsletter or web site at least ten days prior to the meeting.

SECTION 2: SPECIAL MEETINGS. Upon petition to the Executive Committee by ten or more members, a special meeting shall be held to discuss such items as the petitioners' desire. Such meetings shall be called promptly after giving the Executive Committee and/or Board of Directors a reasonable period to consider the items presented.

SECTION 3: QUORUM. A quorum at the regular meeting shall consist of 40 members present at the start of the meeting.

ARTICLE XI - VOTING

SECTION 1: MEMBERSHIP VOTE. All members in good standing of the Chapter shall have the right to vote for officers and on such other business that requires full Chapter approval.

SECTION 2: PROXIES. Proxies may be given by one member to another member. Such proxies shall be written and will remain valid for six months unless otherwise stated and in no case shall be valid longer than one year. A vote by proxy carries the same weight as a vote by a member present.

ARTICLE XII - AMENDMENTS

SECTION 1: AMENDMENT PROCEDURE. Proposed amendments to these By-Laws shall be submitted to the Board of Directors for discussion and recommendations. If supported by a simple majority of the Board of Directors they must be submitted for vote to the Chapter membership. Proposed amendments shall be submitted to the entire membership at least one month before they are voted upon at any duly convened meeting. The Chapter may then adopt them by a two-thirds majority vote of the members present at the meeting provided a quorum of members is present.

SECTION 2: FINAL APPROVAL. Adopted amendments are subject to review and final approval by the President of AFCEA as set forth in the AFCEA By-Laws.