

BYLAWS OF THE  
ALASKA CHAPTER



ARMED FORCES COMMUNICATIONS AND ELECTRONICS ASSOCIATION  
(AFCEA)

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ARMED FORCES COMMUNICATIONS AND ELECTRONICS ASSOCIATION  
(AFCEA)**

**ARTICLE I - NAME AND LOCATION**

**Section 1: Name.**

The name of the Chapter shall be the Alaska 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 cities of Anchorage, Alaska.

**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 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.**

Membership in the Chapter shall be open to all citizens and industrial organizations of the free world that are interested in furthering the objectives of AFCEA and the Chapter as set forth in the AFCEA Articles of Incorporation and By-Laws and the provisions of the Chapter By-Laws.  
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**Section 2: Classes of Membership.**

The classes of membership of the Chapter shall conform to those outlined in the AFCEA By-Laws Article III; i.e., Individual, Life, Distinguished Life, Student, and Corporate.

**Section 3: Membership Dues.**

Membership Dues shall conform to the dues as outlined in the AFCEA By-Laws. Additional funds for Chapter activities may be raised by appropriate means commensurate with AFCEA and Chapter status as a non-profit organization.

**ARTICLE IV - ORGANIZATION AND STRUCTURE**

**Section 1: Organization.**

The Chapter shall consist of members as described in Article III and be governed by a Board of Directors and Chapter Officers.

**ARTICLE V - BOARD OF DIRECTORS**

**Section 1: Authority and Responsibilities.**

The Board of Directors will have supervision, control, and direction of the affairs of the Chapter, its committees, and publications, and is empowered to act on the part of the membership by these By-Laws. The Board shall determine Chapter policies and change thereto and shall fill casual vacancies in its membership and those of Chapter Officers.

**Section 2: Composition.**

The Board of Directors shall consist of the following Chapter Members: President, Treasurer, and Secretary, a maximum of four members elected at-large and Past Chapter Presidents so long as they maintain continuous membership. Directors, with the exception of Past Presidents, will be elected annually. The current Chapter President serves as the Chairman of the Board of Directors. 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 Board of Directors. The Committee should meet with the Board of Directors periodically to discuss planned programs and events, and exchange general information and suggestions regarding the Chapter activity.

**Section 3: Meetings.**

The full Board of Directors shall meet at the call of the President at least each year. The President, as required, may call additional meetings. Notifications of meetings shall be made to each Board member at least one week prior to each meeting to include place, date, hour, and major agenda items that will require Board approval.

**Section 4: Procedures.**

At any meeting of the Board of Directors, no less than one-fourth 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-fourth 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: Chapter Officers shall consist of at least a President, Secretary and Treasurer.**

Officers shall be elected for one-year terms by a majority vote of the Chapter membership. No member may hold more than one office during the Chapter year, which will run from August 1 until July 31 of the succeeding year. Officers may be appointed to fill unexpired terms by vote of the Board of Directors. No officer may hold the same office for more than two consecutive years, unless no one has been submitted as a potential candidate for election and the re-appointment is approved by a majority of the Board of Directors.

### **Section 2: Responsibilities of the President.**

The President shall have general supervision of the affairs of the Chapter and shall perform the duties usual to the office. The President shall preside at the meetings of the Chapter and Board of Directors and shall be an ex-officio member of all committees and all sub-committees thereof.

### **Section 3: Responsibilities of the Secretary.**

The Secretary shall prepare, publish, and maintain minutes of Chapter meetings, Board of Director meetings, and committee meetings prepared and published by those committees, maintain a 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 4: Responsibilities of the Treasurer.**

The Treasurer shall be comptroller of the finances and accounts of the Chapter under the direction of the President and shall prepare an annual budget and render an annual statement of accounts and such special reports as may be called for by the Board of Directors.

### **Section 5: National Council Delegates.**

In accordance with Article V, Section 2, 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 VIII - FINANCE**

### **Section 1: Fiscal Period.**

The fiscal period of the Chapter shall be a 12 month period, from 1 September to 31 August.

**Section 2: Financial Obligation.**

No financial obligations shall be incurred on behalf of the Chapter except 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 3: Annual Budget and Statement of Accounts.**

The Annual Budget and Statement of Accounts prepared by the Treasurer will be approved by the reviewed and approved by the members of the Board of Directors. Chapter members at the first Chapter meeting of each year will review this budget.

**Section 4: Audit.**

The accounts of the Chapter shall be audited annually by the Audit Committee consisting of two Chapter members, who are not current officers, as appointed by the Board of Directors.

**ARTICLE 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. 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**

**Section 1: The Nominating Committee.**

As selected by the current President, shall present their report at the March Chapter Meeting; elections shall be held at the Annual Meeting in April; and the newly elected members of the Board of Directors shall assume their duties following the July Board of Directors meeting. Any group of five (5) or more active members of the Chapter may submit by written petition the name(s) of candidate(s) for office to the Nominating Committee. Such a petition shall be in the hands of the Nominating Committee prior to its report being presented to the Chapter members

at the April Chapter Meeting. Petitions submitted after the March meeting shall be provided to the Secretary prior to the opening of the Annual Meeting. Nominations may be accepted from the floor during a Chapter meeting assuming at least five (5) members will support such nomination. Any person nominated must be a member of the Chapter, in good standing.

**Section 2: Elections.**

One tenth of total Chapter members shall constitute a quorum for the election, which shall be valid provided it is affirmatively passed upon by a majority of those present.

**ARTICLE XI - AMENDMENTS**

**Section 1: Amendment Proposals.**

Amendments to these By-Laws may be proposed by a majority vote of the Board of Directors 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

**ARTICLE XII - DISSOLUTION**

**Section 1: Dissolution.**

On dissolution of the Chapter, the Board of Directors shall pay or make provisions for the payment of all liabilities and legal obligations of the Chapter, then dispose of all remaining assets by transferring them to the International Headquarters of AFCEA.