



BYLAWS OF THE ALAMO CHAPTER

ARMED FORCES COMMUNICATIONS AND ELECTRONICS ASSOCIATION (AFCEA)

ARTICLE I - NAMES AND LOCATIONS

Section 1: Name.

The name of the Chapter shall be the Alamo 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 San Antonio, Texas.

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. The Alamo Chapter is affiliated with AFCEA, and is organized primarily to promote Science, Technology, Engineering and Math (STEM) education as a Section 501(c)(3) and secondarily to 1) support AFCEA's promotion of common business interests of its members, and 2) support non-profits engaged in providing for wounded veterans and their families.

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, to include its Board and affiliates, will not engage in lobbying activities on behalf of or while representing the Chapter or AFCEA.

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 on the ethical reputation of AFCEA. AFCEA members shall follow the standards of conduct and ethics guidance of United States government authorities.

ARTICLE III - MEMBERSHIP

Section 1: General.

Membership is with AFCEA International and not with a specific chapter. As part of the membership process, members should affiliate with the Alamo Chapter in order to be included in Chapter level notifications. It is the responsibility of the member to maintain active status with AFCEA International. Membership 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 Bylaws and the provisions of the Chapter Bylaws. Chapter Members are considered members of AFCEA, affiliated with the Alamo Chapter.

Section 2: Classes of Membership.

The classes of membership of the Chapter shall conform to those outlined in the AFCEA Bylaws 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 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

Section 1: Organization.

The Chapter shall consist of members as described in Article III and be governed by a Board of Directors. Each member of the Board shall maintain current association membership status.

ARTICLE V – BOARD OF DIRECTORS

Section 1: Authority and Responsibilities.

The Board of Directors shall 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 changes thereto and shall fill casual vacancies with its Chapter Officers.

Section 2: Composition.

The Board of Directors shall consist of the following four (4) Core Officer positions: President, Executive Vice President, Secretary and Treasurer; additionally the board will comprise a maximum of 10 Directors selected at-large by the Board of Directors Core Officers and the most recent Past Chapter President as long as they maintain continuous membership. The current Chapter President serves as the Chairman of the Board of Directors. Chapter Officer's include:

A: President.

The President shall have general responsibility for the affairs of the Chapter and shall perform the duties of that office. The President shall be the official representative of the Chapter within the community. The President shall

preside at the general meeting of the Chapter and of the Board and be responsible for the conduct of all voting on Board issues. The President shall serve as the tiebreaker during all votes of the Board as needed. The President shall be responsible to appoint temporary directors during interim vacancies of Board members subject to prior consultation 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 oversee all operations of the chapter and in the absence of the President, take over the duties of President. The Executive Vice President shall be an ex officio member of all Chapter committees and of all subcommittees thereof. 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: Secretary.

The Secretary 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 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. The Secretary will oversee a Selection Committee (approved by the Board) to accept and process Board vacancy nominations. The Secretary shall present the results to the Core Officers for decision. The Secretary will be responsible for managing and recording the committee nomination approval process. The Secretary shall serve as the Chair of the Bylaws Committee and serves as a voting member on the Board.

D: Treasurer.

The Treasurer shall be comptroller of the finances and accounts of the Chapter under the direction of the President or the Executive Vice 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. The Treasurer shall ensure all tax filings are submitted to the appropriate government entities. The Treasurer shall render the President

assistance as required and in the absence of the President and Executive Vice President, the Treasurer shall take over the duties of the President. The Treasurer shall establish and serve as the Chair of the Financial Steering Committee and will be responsible for its general supervision, including any associated subcommittees. The Treasurer shall review all contracts and agreements prior to execution by any member of the Board. The Treasurer shall be a member of the Board.

E: Vice President, Programs.

The Vice President in charge of Programs shall render assistance to all other members of the board as required and in the absence of the President and Executive Vice President, and Treasurer, shall take over the duties of the President. The Programs Vice President shall establish and serve as the Chair 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.

F: Vice President, Membership.

The Vice President in charge of Membership shall render assistance to all other members of the board as required. The Vice President in charge of Membership is responsible for all membership activities. The Vice President in charge of Membership shall establish and serve as the Chair 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.

G: Vice President, Scholarships and Educational Grants.

The Vice President in charge of Scholarships and Educational Grants shall render assistance to all other members of the board as required. The Vice President in charge of Scholarships and Educational Grants shall be responsible for developing and maintaining a Scholarship and Grants (S&G) Program, establishing a S&G Committee, shall establish and serve as the Chairman of the S&G Committee and as such shall have fiduciary responsibility for managing the scholarships and grants program on behalf of the chapter, and serve as a member of the Board.

H: Vice President, Conferences and Symposia.

The Vice President in charge of Conferences and Symposia shall render assistance to all other members of the board as required. The Vice President in charge of Conferences and Symposia shall establish and serve as the Chair of the Conference and Symposia Committee and as such, shall be responsible for the general supervision of the Conference and Symposia Committee, including any associated subcommittees, and serve as a member of the Board.

I: Vice President, Military Affairs.

The Vice President in charge of Military Affairs shall render assistance to all other members of the board as required. The Vice President of Military Affairs is responsible for supporting Chapter activities throughout the San Antonio military community. The Vice President of Military Affairs shall establish and serve as the Chair of the Military Affairs Committee and as such shall be responsible for its general supervision, including any associated subcommittees and serve as a member of the Board.

J: Vice President, Corporate Affairs.

The Vice President in charge of Corporate Affairs shall render assistance to all other members of the board as required. The Vice President in charge of Corporate Affairs is responsible for supporting Chapter activities throughout the San Antonio industrial community. The Vice President in charge of Corporate Affairs shall serve as the Chair 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.

K: Vice President, Awards.

The Vice President in charge of Awards shall render assistance to all other members of the board as required. The Vice President of Awards is responsible for managing the annual awards program. The Vice President of Awards shall establish and serve as the Chair of the Awards Committee and as such shall be responsible for its general supervision, including any associated subcommittees and serve as a member of the Board.

L. Vice President, 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 establish and serve as the chairman of the Publicity Committee and will be responsible for its general supervision, including any associated subcommittees, shall be responsible for external messaging on behalf of the Chapter, and serve as a member of the Board.

M. Vice President, Young AFCEANs.

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

N. Vice President, Education.

The Vice President in charge of Education shall render assistance to all other members of the board as required. The Vice President in charge of Education shall establish and serve as the Chair of the Education Committee and as such shall be responsible for overseeing and representing the Chapter in the promotion of community educational outreach by assessing education program value and creating educational support to the military and industry membership; and serve as a member of the Board.

O. Vice President, Special Projects.

The Vice President in charge of Special Projects shall render assistance to all other members of the board as required. The Vice President in charge of Special Projects shall be responsible for forming and serving as the Chairman of new projects Committees and as such shall be responsible for the general supervision of these Committees. The Vice President in charge of Special Projects will work in consultation with appropriate Board Members to evaluate new programs and plan/implement initiatives into operation when approved by the Board, and is responsible for overseeing and managing the execution of new projects during the first year of inception; and serve as a member of the Board.

Section 3: Committees.

The following standing committees are critical to the operation of the chapter and must be established. Additional committees can be established on an as needed basis by any director.

A: Membership.

The Membership Committee is the lead for Corporate, Individual and Student memberships. This standing committee reports to the Vice President in charge of Membership and is responsible for developing and implementing a plan to reach or exceed the annual membership goals to gain and retain membership. The Membership committee shall develop business plans supported by events and activities for growth initiatives that are in line with annual Budget requests. 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.

B: Programs.

The Programs Committee is responsible for monthly 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 and executing Chapter meetings, monthly luncheons and other recurring functions related to Chapter Programs. 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.

C: Scholarships and Grants.

The Scholarships and Grants Committee shall be chaired by the Vice President in charge of Scholarships and 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 this 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 quarterly to the Board regarding numbers of applications received, donations approved/executed, 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.

D: Awards.

The Awards Committee should be chaired by the Vice President in charge of Awards and include at least two current members from the membership, with the approval of the Board. This committee is responsible to develop, implement and execute a Chapter, Regional and International level Awards program. Members who are directly related to award nominees are restricted from serving on the selection 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 levels. It will be responsible for purchasing appropriate trophies or mementos to recognize the achievements of selected Chapter 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.

E: Bylaws.

The Bylaws Committee shall be chaired by the Secretary and includes at least two other members from the general membership to be approved by the Board. This committee shall conduct a yearly, or as directed by the President, review of the Chapter Bylaws. It will prepare any proposed amendments and present same to the Board of Directors who shall act upon them in accordance with ARTICLE XI.

F: Selections.

The Selection Committee shall be chaired by the Secretary and be established bi-annually or as needed. The Selection Committee shall consist of at least two other members from among the general membership as approved by the Board. Its purpose is to manage the voting/selection process when actions requiring a selection is required; i.e. voting for core officers, finding candidates for Board or committee positions, or as required. Actions include; prepare the ballots; validate the candidates; conduct the vote and compile the results of selections. Committee members and candidates for selection must be current chapter members in good standing.

G: Conferences and Symposia.

The Conferences and Symposia Committee shall be chaired by the Vice President in charge of Conferences and Symposia and include members (as necessary) to conduct the operation of annual events. Volunteers and

committee members must be current members and be approved by the Board. The purpose of this committee is to plan, conduct and oversee all activities associated with the Chapter's operation of its fundraising events, including supporting additional events as necessary.

H: Financial Steering.

The Financial Steering Committee (FSC) shall be chaired by the Treasurer include at least three other current members and/or Directors from the membership and approved by the Board. The purpose of the committee is to review the annual budget submissions from all Board members and our Management Company, consolidate and reconcile income and expenditure requests and to recommend an annual operating budget to guide the chapter in the execution of annual Chapter activities. This committee will meet semi-annual or as necessary to review budget execution and review out-of-cycle requests.

I: Military Affairs.

The Military Affairs Committee (MAC) shall be chaired by the VP of Military Affairs include representatives from each of the major military organizations in the San Antonio community. Members shall be active members of AFCEA and be approved by the Board. The purpose of the committee is to have AFCEA representation within each military organization to provide Chapter outreach to the community. This committee will meet quarterly or as necessary to support Chapter membership, program, and conference activities.

J: Wounded Warriors and Military Families Endowment Fund Sub-Committee.

The Wounded Warriors and Military Families Endowment Fund Sub-Committee (W2MF) shall be led by an active AFCEA member appointed by the FSC. The Sub-committee will be comprised of active chapter members, approved by the FSC, and include representation from a cross section of the chapter community. The Sub-committee will establish criteria and an approval process to qualify and register individual or community-based programs for Endowment grants. This committee will meet quarterly or as necessary to review and approve requests for funds and manage the goals for distribution within approved limits to maintain a baseline monetary threshold. 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. Committee Reports.

With the exception of the Bylaws and Selections Committees, all other Committees shall be required to submit status reports to the Board during Board meetings or at the request of the President. All Committees shall provide an annual written report to the membership on the Chapter's website. 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 end of the fiscal year.

ARTICLE VI – BOARD GOVERNANCE

Section 1: Board of Director Representations.

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; recuse 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 Bylaws.

Section 2: Board Appointments.

A: Core Officers.

Core Officers shall be elected for one two-year term by a majority vote of the Chapter membership. No member may hold more than one office during the Chapter year, which will run from June 1 until May 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 terms, 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.

B: Directors.

Directors (non-Core Officer) positions shall be appointed by a vote of the Core Officers. In the event of a split vote, the selection of Board members shall be brought to the current board and handled in accordance with Board voting quorum procedures. Following the vote by the Core Officers, or the entire Board if necessary, the President shall be responsible for extending the offer of appointment.

C: Vacancies.

A vacancy in the office of the President shall be filled by the Executive Vice President, the Treasurer 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 ARTICLES IV and X, 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.

D: Elections.

Officer elections should be in the first quarter of even-numbered calendar years. The term will run 1 June for 2 years, ending 31 May with the successor's appointment. The Election Subcommittee will be responsible for soliciting the general membership for qualified volunteer candidates in the first month of the election year (January), with the final slate of qualified candidates approved by the Board by 15 February, and electronic ballots presented to the general membership by 1 March, voting concludes 20 days after the ballots are officially released, and final Board-certified results announced to the membership within 10 days after voting conclusion. Elections shall be conducted as prescribed in ARTICLE X.

E: Service Termination Due to Cause.

1. If a Board member willfully violates these Bylaws, the Board member will be removed from office in accordance with paragraph E:3 for Core Officers or E:4 for Functional Directors.
2. 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.

3. A Core Officer may only be removed by a majority vote of the entire Board for justified/validated cause. In the event of removal of a Core Officer, the ranking Core Officer will notify the Board member of the termination for cause.
4. Directors may only be removed by a majority vote of the Core Officers for justified/validated cause. In the event of a split vote, the President shall present the matter to the Board for a vote. In the event of a removal of a Director, the President shall be responsible for notifying the Board member of termination for cause.

F: National Delegates.

In accordance with Article V, Section 2, of the AFCEA Bylaws, 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.

Section 3: Decision Management.

Approval of all Chapter major activities, in addition to the Annual Budget and matters related to these Bylaws, shall be subject to a majority vote by the Board of Directors. Major activities shall be defined as any commitment of funds not included in the Annual Budget or major activities spanning more than one functional area. Votes will be put before the Board in accordance with ARTICLE XIII. In the event of a tie during a vote, the President will cast the deciding vote.

ARTICLE VII – ADVISORY COUNCIL

Section 1: Purpose

The purpose of the Advisory Council is to provide senior, executive level advice, recommendations and counsel to the Board on an ad-hoc basis.

Seeking advice from a highly qualified group of community experts (not involved in the day-to-day governance of the Chapter) will provide a sounding board for new ideas and help guide the Boards decision(s) towards the Chapter's long-term goals. Recommendations of the Advisory Council will not be binding on the Board or the Chapter. The Chapter President and Executive Vice President shall be responsible for securing nomination.

Section 2: Composition

The Advisory Council shall consist of not less than four and not more than ten members nominated and approved by the Board. Nominations from any Chapter member shall also be considered by the President and Executive Vice President when vacancies exist. Advisory Council members can come from various backgrounds including government, military, business, and community leaders; and at a minimum shall be selected to represent the following communities: Cyber; Intelligence, Surveillance, and Reconnaissance; Medical; and Information Technology. Membership in the Advisory Council shall be voluntary and will not be compensated in any way by the Chapter. Membership on the Advisory Council will be for a minimum of two years and may be extended at the discretion of the Board; or until the member chooses to leave the Council. Advisory Council members can be Chapter members, but may not be serving the Chapter in any Board, or Committee capacity. The Board shall attempt to ensure community diversity when approving nominations to the Council.

Section 3: Meetings

Meetings of the Advisory Council shall be twice per year and will be chaired by the Chapter President. In the absence of the President, the meeting may be chaired by the Executive Vice-President. The agenda and location will be set by the President approximately two weeks prior and will be communicated to all attendees.

Section 4: Attendance

The Advisory Council meetings shall be attended by the President, Executive Vice President, other invited Board members, and the Advisory Council Members.

ARTICLE VIII - FINANCE

Section 1: Fiscal Period.

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

Section 2: Financial Obligation.

No financial obligations shall be incurred on behalf of the Chapter except by the approval of the Board, either by explicit vote on a measure or implicit to the Board's approval of the Annual Operating Budget or as covered in these Bylaws. No contracts may be made without an explicit Board vote or implicit budget approval, following review and recommendation from the Financial Steering Committee. Unbudgeted Board Member 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 Financial Steering Committee and presented to the Board of Directors for a board vote during the first calendar quarter of the fiscal period. Approval of the Annual Budget by the Board of Directors shall serve as spending authorization for the individual functional Directors. Functional Directors shall be accountable for execution of their programs and will not exceed the budget authorization without approval by the Financial Steering Committee. The Financial Steering Committee shall not allow the Chapter to exceed the overall budget authorization without approval from the Board.

Section 4: Audit.

The accounts of the Chapter shall be audited annually, overseen by the Financial Steering Committee.

Section 5: Management Reserve.

The Treasurer will ensure a management reserve is established to allow the Chapter the ability to remain solvent in the event of unforeseen economic conditions. The Financial Steering Committee will determine the desired amount to be maintained in the management reserve, and will budget for a nominal contribution every fiscal period until the management reserve is

fully funded.

Section 6: Financial Disclosure.

During the first quarter of the fiscal period, the Treasurer will deliver a financial report to the Chapter membership and other interested parties. The financial report will be focused on whether the Chapter achieved its budget goals, the execution of specific community-facing Chapter programs, the health of the Chapter's management reserve, and other financial performance issues deemed appropriate by the Board of Directors.

ARTICLE IX - CHAPTER MEETINGS

Section 1: Annual/Special Meetings.

The Board may elect to hold an Annual Meeting each year. The purpose of the Annual Meeting shall be the submission of reports by the Directors and such other matters as decided upon by the Board of Directors or Advisory Council. The Annual Meeting shall be held separately from the monthly Chapter luncheon. Electronic notification will be provided to all members at least thirty (30) days prior to the Annual 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. Any business transacted shall be valid provided it is affirmatively passed upon by a majority of those present.

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: Elected Board Members.

The Chapter President, Executive Vice President, Secretary and Treasurer will be elected by the Chapter membership at large. These elected board positions will be filled from within the Chapter membership by members held in good standing.

Section 2: Voting Quorum

Voting will be determined by a simple majority of eligible Chapter members (members in good standing) casting electronic ballots.

Section 3: Nominating Candidates

Candidates for elected positions may be nominated by any active member of the Chapter. Nominations will be submitted to the Selection Committee by a date specified by the Secretary.

Section 4: Selection Committee

A Selection Committee of Chapter members will be set up for each election and chaired by the Secretary. The Chair shall select committee members as established in ARTICLE V, Section 3.f.

ARTICLE XI - AMENDMENTS

Section 1: Amendment Proposals.

Amendments to these Bylaws shall be approved 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 not less than five (5) percent of Chapter members.

Section 2: Amendment Approval.

Proposed amendments shall be submitted to the Bylaws committee for discussion and subsequently presented to the Board for approval. 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 for comment at least one month before they are to be voted upon at any duly convened meeting. The proposed amendment shall be adopted by a simple majority vote of the members present at the meeting or by proxy vote.

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.

It is intended that the Chapter will be a permanent organization. However, the Chapter may be dissolved by a simple majority vote of all members. 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, all remaining funds 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 XIII: PARLIAMENTARY AUTHORITY

Section 1: Rules.

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.