



BYLAWS OF THE ALAMO CHAPTER OF AFCEA
EDUCATION FOUNDATION

ARTICLE I - NAMES AND LOCATIONS

Section 1: Name.

The name of the Foundation shall be the Alamo Chapter Education Foundation, hereinafter referred to as the "Foundation".

Section 2: Location.

The Headquarters of the Foundation shall be in or near the city of San Antonio, Texas.

ARTICLE II – GUIDING PRINCIPLES

Section 1: Vision, Mission and Core Values.

The Foundation shall adopt, abide by, and support the vision, mission, and core values of the Alamo AFCEA Chapter.

Section 2: Actions and Activities.

The Foundation organized to operate for nonprofit educational, scientific, patriotic, and civic purposes. It has no political interests or alliances. Its actions and activities are intended to qualify the Foundation as an exempt organization under Section 501(c)(3) 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 Foundation is affiliated with the Alamo AFCEA

Chapter, and is organized primarily to promote Science, Technology, Engineering and Math (STEM).

Section 3: Certain Activities Prohibited.

No part of the net earnings of the Foundation shall inure to the benefit of, or be distributed to Directors, Officers, or other private individuals. The Foundation 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 Foundation 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 Foundation, to include its Board and affiliates, will not engage in lobbying activities on behalf of or while representing the Foundation or the Alamo AFCEA Chapter.

The Foundation will not participate or intervene in any political campaign on behalf of any candidate for public office. The Foundation 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

Membership is accordance with the Alamo AFCEA Chapter Bylaws.

ARTICLE IV – ORGANIZATION AND STRUCTURE

The Foundation 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 Foundation, its committees, and publications, and is empowered to act on the part of the membership by these Bylaws. The Board shall determine Foundation policies and changes thereto and shall fill casual vacancies with its Chapter Officers.

Section 2: Composition.

The Foundation Board of Directors shall consist of the following three (3) positions: President, Secretary and Treasurer.

A: President.

The Foundation President shall have general responsibility for the affairs of the Foundation and shall perform the duties of that office. The President shall be the official representative of the Foundation within the community. The President shall preside at the general meeting of the Foundation 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 will also serve as the Vice President in charge of Scholarships and Educational Grants for the Alamo AFCEA Chapter.

B: Secretary.

The Secretary shall be responsible for keeping all administrative and historical records for the Foundation; 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 Foundation 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.

C: Treasurer.

The Treasurer shall be comptroller of the finances and accounts of the Foundation 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. 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 the Treasurer shall take over the duties of the President.

Section 3: Committees.

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

A: Scholarships and Grants.

The Scholarships and Grants Committee shall be chaired by the Foundation President and include at least two members from the membership. 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 Foundation Board before public release. In conjunction with the committee's scholarship recommendations, the committee shall also report quarterly to the Alamo AFCEA Chapter Board regarding numbers of applications received, donations approved/executed, program marketing efforts, external partnering, demographic statistics of proposed recipients (as pre- defined by the Alamo AFCEA Chapter Board), and other information as may be deemed necessary. Expenditure of Foundation funds in support of this committee's activities shall be in accordance with the ratified annual budget and ARTICLE VII, SECTION 1.

B: Financial Steering.

The Alamo AFCEA Chapter Financial Steering Committee (FSC) shall support the Foundation. The FSC shall oversee disbursement of scholarships and grants and to prepare financial reports for presentation to the Alamo AFCEA Chapter Board.

Section 4. Annual Reports.

The Foundation shall be required to submit status reports to the Alamo AFCEA Chapter Board meetings at least annually.

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; 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.

Section 2: Board Appointments.

The Foundation President is appointed by the Alamo AFCEA Chapter Core Officers by virtue of serving as the Vice President in charge of Scholarships and Educational Grants for the Alamo AFCEA Chapter. The Alamo AFCEA Chapter Secretary and Treasurer shall serve as the Foundation Secretary and Treasurer.

Section 3. Governance.

All other governance matters will be administered in accordance with the Bylaws of the Alamo AFCEA Chapter.

ARTICLE VII - FINANCE

Section 1: Fiscal Period.

The fiscal period of the Foundation 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 Foundation.

Section 3: Annual Budget and Statement of Accounts.

The Foundation's budget shall be developed by the FSC in conjunction with the Alamo AFCEA Chapter's budgeting activity. The FSC shall also oversee the Foundation's account and financial reporting.

Section 4: Audit.

The accounts of the Foundation shall be audited in conjunction with the Alamo AFCEA Chapter auditing process.

Section 5: Reserve.

The Foundation shall not be required to establish a reserve and shall not be restricted from establishing a reserve. All funds provided to the Foundation shall remain in the Foundation's accounts.

Section 6: Financial Disclosure.

During the first quarter of the fiscal period, the Treasurer will deliver a financial report on the foundation to the Alamo AFCEA Chapter board.

ARTICLE VIII - FOUNDATION MEETINGS

The Foundation Board shall hold at least one annual meeting.

ARTICLE IX - AMENDMENTS

Section 1: Amendment Proposals.

Amendments to these Bylaws shall be approved by a majority vote of the Foundation Board. Subject to the approval of the Alamo AFCEA Chapter Board.

Section 2: 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 X - DISSOLUTION

Section 1: Dissolution.

It is intended that the Foundation will be a permanent organization. However, the Foundation may be dissolved by a simple majority vote of the Alamo AFCEA Chapter Board. On dissolution of the Foundation, the Board of Directors shall pay or make provisions for the payment of all liabilities and legal obligations of the Foundation, 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 XI: PARLIAMENTARY AUTHORITY

Section 1: Rules.

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Foundation 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.

ADOPTION OF BYLAWS

I, the undersigned, certify that I am the presently elected and acting secretary of Alamo AFCEA and the above bylaws, consisting of eighteen pages, were adopted at a meeting of the board of directors held on 6-11-19.

Karin Grace
Secretary

6-11-19
Date