

Constitution of the  
Association of Federal Communications Consulting Engineers  
as of May 19, 2006

ARTICLE I

Name

This Association shall be known as the Association of Federal Communications Consulting Engineers.

ARTICLE II

Object

Its object shall be to aid and promote the proper federal administration and regulation of those engineering and technical phases of communications which are regulated by the Federal Communications Commission, to uphold the honor and dignity of engineers before the Federal Communications Commission, and to provide for the mutual improvement and social intercourse of the members of the Association.

ARTICLE III

Qualifications for Membership

Any person who has a professional interest in the Objects of the Association and who meets the requirements set forth in the Bylaws shall be eligible for membership in this Association. The Board of Directors shall designate categories of membership as well as the qualifications, rights and restrictions applicable to each such membership category.

ARTICLE IV

Election of Members

Any person described in ARTICLE III hereof may file a written application for membership in this Association with the Secretary. The Secretary shall refer all applications to the Admissions Committee, which Committee after full investigation, shall submit its report and recommendations to the Board of Directors. The Board of Directors shall, upon review of the recommendations of the Admissions Committee, make available to the AFCCE membership the list of applicants recommended for membership by the Board. At the next scheduled meeting of the Board of Directors, no less than twenty-one

days from the date that the list of recommended candidates has been made available, the AFCCE Board of Directors shall have authority to approve or disapprove the application. Approval by a majority of members of the Board of Directors participating and voting shall be required for election.

## ARTICLE V

### Board of Directors

- Section 1. There shall be an elected Board of Directors consisting of nine members, two of which shall be associate members. Election of the Board of Directors shall be for a four year term for members and a two year term for associate members. Each year, a general election will be held to replace Directors whose term will expire on June 30. Any vacancy occurring in the membership of the Board of Directors, except as provided for in Article VI, shall be filled for the remaining term by presidential appointment subject to approval of the Board of Directors. A majority of the Board of Directors shall constitute a quorum. A Director may participate and vote in meetings by means of telephone or other electronic media. A majority of the Board of Directors shall constitute a quorum when in attendance or participating and voting in a meeting, virtual meeting, or board action via telephone, email, or other electronic media.
- Section 2. Each year, a general election will be held in May to replace Directors whose term will expire on June 30. The vacant positions on the Board of Directors shall be filled by election at a general meeting to take place during the month of May each year. A ballot shall be mailed or delivered electronically to each member and associate member according to their recorded preference at least 30 twenty-one days before the May meeting election. An Associate member may only vote for Associate members positions on the Board. The ballot shall have at least one nominee more than the number required to fill vacancies. The person or persons with the greatest number of votes, counting both mail ballots and ballots received from members in attendance returned by mail, electronically, and hand delivery shall become members of the Board of Directors commencing on July 1 following election. A tie vote will be decided by lot. The Board of Directors for the new term shall meet prior to the first day of July following election, to elect officers, as specified in Article VI, for the term beginning July 1. Results of the election of officers shall be promptly given to the membership.
- Section 3. Associate members elected to the Board of Directors may participate and vote in all functions of the Board; however, they may not vote on matters pertaining to the organization of the Association.

Section 4. The Board of Directors shall exercise control over the financial affairs and shall have general supervision of the work of the Association. The Board of Directors shall receive reports and recommendations from all Standing and Special Committees and the Secretary and Treasurer. It shall consider and act upon reports of the committees and, if it deems necessary, may submit reports to the membership with such comments as appropriate. It shall consider and approve or disapprove promptly recommendations of the Admissions Committee concerning applications for membership.

Section 5. The Board of Directors shall have power, upon the recommendation of the Professional Ethics and Grievances Committee, to approve or disapprove the recommendation of said Committee and, if after hearing, two-thirds of the Board of Directors shall concur, may censure, suspend, or expel any member of the Association.

## ARTICLE VI

### Officers

The officers of the Association shall be full members and Directors and shall be elected by the Directors who are full members:

President	Secretary
Vice-President	Treasurer

The terms of office of the President, Vice-President, Secretary and Treasurer shall commence on July 1 and extend to June 30 of the following year. Vacancies in the offices of President, Vice-President, Secretary and Treasurer occurring during the regular terms shall be filled by appointment by the Board of Directors.

## ARTICLE VII

### Duties of Officers

**President:** The President shall be chief executive officer of the Association. He or she shall likewise be, *ex officio*, the Chairperson of the Board of Directors. It shall be his or her duty to preside at all meetings of the Association and to appoint all Standing and Special Committees of the Association, unless otherwise provided for. He or she shall be a member *ex officio* of all such committees.

**Vice-President:** In the absence or disability of the President, his or her duties shall be discharged by the Vice-President.

**Secretary:** The Secretary shall be responsible for the preparation and maintenance of the records of the meeting of the Association and of the Board of Directors; shall be

responsible for the giving of all notices upon behalf of the Association provided for in the Constitution and Bylaws or as otherwise directed by the Board of Directors, and shall be the custodian of all the official books, records, and documents of the Association, except the financial books and records. In the absence or disability of both the President and the Vice-President, the duties of the President shall be discharged by the Secretary.

**Treasurer:** The Treasurer shall have the custody and control of all financial books and records of the Association and shall collect all membership dues and other moneys due the Association, which he or she shall deposit in a bank approved by the Board of Directors, subject to check. The expenses of the Association shall be approved by the Board of Directors and shall be paid by voucher checks drawn upon the bank and signed by the Treasurer except that the Treasurer is authorized to pay bills as authorized by the Board of Directors. In the absence or disability of the Treasurer, checks may be drawn by the President or any officer designated by the President.

The treasurer shall, with the advice and consent of the Board of Directors, invest from time to time any surplus funds of the Association in securities of a character approved by the Board of Directors.

## ARTICLE VIII

### Committees

Section 1. **Admissions Committee:** The Admissions Committee shall consist of three members. The chairperson shall be appointed by the president. The chairperson shall be a member of the Board of Directors and shall serve as Chairperson for a one year term. Two other members shall be appointed by the Committee Chairperson, one of which may be an Associate member. A majority shall constitute a quorum.

Section 2. **Professional Ethics and Grievances Committee:** The members of this Committee shall consist of the chairperson appointed by the President and two other members. The chairperson shall be a member of the Board of Directors and shall serve for a one year term. Two other members of the Committee shall be appointed by the Committee Chairman. A majority shall constitute a quorum.

Section 3. **Rules and Standards Committee:** There shall be three members of this Committee. The Chairperson shall be appointed by the President and the remaining two members, one of which may be an Associate member shall be appointed by the Chairperson. The Chairperson shall be appointed from the Board of Directors and shall serve for a one year term. A majority shall constitute a quorum.

Section 4. For all Standing and Special Committees of the Association, a majority shall constitute a quorum when in attendance or participating and voting in a meeting, virtual meeting, or committee action via telephone, email, or other electronic media.

## ARTICLE IX

### Bylaws

Section 1. The Bylaws may be amended at any meeting of the Board of Directors by vote of two-thirds of the members present, provided that notice of the proposed action shall have been given by the Secretary to the members of the Association by mail or electronic delivery, according to their recorded preference, at least thirty twenty-one days before the meeting. Amendments to the Bylaws may be proposed by a member and shall be transmitted by the Secretary to the Board of Directors for action.

Section 2. The Board of Directors shall have authority to waive the Bylaws in a specific instance by a two-thirds affirmative vote of the members of the Board of Directors present and voting, provided that such waiver is ratified by two-thirds affirmative vote of the members present and voting at the next regularly scheduled meeting of the Association.

Section 3. Any member censured, suspended or expelled may appeal the decision of the Board of Directors and be cleared by the affirmative vote of three-fourths of the members present at the annual meeting or at any special meeting, provided that notice of the matter to be considered shall have been given by the Secretary to the members of the Association by mail or by electronic delivery according to their recorded preference at least thirty twenty-one days before the meeting.

The Board of Directors may reinstate a member suspended for non-payment of dues upon payment of dues in arrears.

## ARTICLE X

### Meetings

Section 1. The annual meeting of the Association shall be held each year at such time and place as the Board of Directors may select. Balloting A meeting shall be held during May of each year to elect new members of the Board of Directors.

Section 2. Ten members in good standing of the Association may call a special meeting by a petition stating the purpose of the meeting and addressed to the Secretary of the Association. Voting can be in person or by special mail ballot received prior to the date specified. Upon receipt of such a petition, it shall be mandatory upon the Board of Directors to set a date for the meeting within sixty days of the time the petition is received and have the membership notified of the meeting and its purpose.

## ARTICLE XI

### Amendment

The Constitution may be altered or amended only by affirmative vote of two-thirds of the members voting. Voting can be in person or by appropriate mail ballot returned by mail or by electronic delivery prior to the specified voting date, but no such change shall be made unless notice of proposed alteration or amendment shall have been given by the Secretary to the members of the Association by mail at least thirty twenty-one days before the meeting at which the amendment is offered the specified voting date. Amendments may be proposed by the Board of Directors or by petitions signed by ten or more members in good standing of the Association.

## ARTICLE XII

### Financial Structure and Funding

Section 1. This Association is a nonprofit association which derives its income mainly from dues as provided for in the Association's Bylaws Article VIII. The fiscal year of the Association begins on July 1 and ends June 30 of the following year.

Section 2. Upon dissolution of the Association, the assets of the Association will be distributed to charitable institutions, or to non-profit engineering, scientific or professional associations, or cultural institutions as determined by the Board of Directors.

Section 3. It is the policy of the Association to contribute financial aid to one or more students who are enrolled or planning to be enrolled in an engineering curriculum at an accredited university. Scholarships shall be governed by the Articles of Incorporation of the Association of Federal Communications Consulting Engineers Scholarship Fund.

The following signatures appeared on the original incorporation.

[omitted]

The following board members have signed the revision herein adopted.

[omitted]