



CHAPTER OF ARIZONA

Effective December 12, 2019

# ARIZONA CHAPTER BY-LAWS



## CHAPTER OF ARIZONA

### AFIO: **ARIZONA CHAPTER** Bylaws

#### **Guidelines**

This document is for new, reactivated, and current AFIO Chapters to write or review their current bylaws. This is necessary due to the complete update of chapter requirements in AFIO National Bylaws, Section II, Paragraph F, Chapters. Specific changes, chapter membership, chapter and AFIO National dues, number of annual chapter meetings, and the chapter annual chapter Roster report.

This bylaw model was written using the “Standard Code of Parliamentary Procedures,” by Alice Sturgis, and published by McGraw Hill.

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### Article I - Name of Organization

#### Section 1

The official name of this organization is **The Association of Former Intelligence Officers, Chapter of Arizona (AFIO AZ)**, hereafter referred to as the Chapter.

#### Section 2.

The principle administrative office shall be located at 8707 E. San Martin Drive, Scottsdale, AZ 85258.

### Article II - Authority & Purpose

#### Section 1

Authority for this Chapter is established pursuant to the general authority of the Association of Former Intelligence Officers, Inc. (AFIO Bylaws of Article II Paragraph F)

#### Section 2

The Purpose of the Chapter is to provide local representation of AFIO in support of promoting the profession of intelligence through education and enhancement of public awareness/comprehension in the role of United States Intelligence in today's global environment. To achieve this purpose, the Chapter may:

- A. Provide historical and current research on intelligence, and events/activities impacted by intelligence;
- B. Develop lecture material, provide speakers, commentary and critiques for seminars, panels, forums, and discussion groups sponsored by educational, professional institutions, and associations;
- C. Address civic, fraternal and social organizations on the evolution of United States Intelligence;
- D. Address or provide commentary to the media regarding intelligence matters;



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- E. Participate in other activities that further the purpose of goals and objectives of AFIO nationwide.



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### ***Article II - Authority & Purpose [continued]***

#### **Section 3**

Membership shall consist of two classes, Members and Associate Members per AFIO Articles of Incorporation.

#### **Section 4**

Spouses are not automatically members but may attend at the member rates if accompanied by spouse-member.

If not, they may attend as a nonmember-guest at the nonmember rate (that is if applicable).

#### **Section 5**

A Chapter member will remain in good standing by the timely annual payment of Chapter and AFIO National dues and by adhering to the purposes, Code of Ethics and principles of AFIO. All Chapter members will be members of AFIO National and maintain current membership in both the national organization and the AFIO Chapter. There are no 'chapter-only' memberships. (Per AFIO Bylaws, Article II, Paragraph F)

#### **Section 6**

The Chapter will maintain a membership roster with full name, and current address, phone, email, and will send a copy of that roster to AFIO National by January 31<sup>st</sup> of each year.

#### **Section 7**

Both classes of members are eligible to vote and hold office in the Chapter.

#### **Section 8**

Members should receive notices of meetings, and may, upon request, receive copies of meeting minutes and officers' reports.

#### **Section 9**

Health assistants, if they are not a member, must:

- A. be brought to the meeting by a member who is attending that event and,
- B. must pay the nonmember rate for the event to cover the cost of food and,
- C. has the option to avoid payment by exiting the room until the meeting is concluded. But if they remain in the meeting room, they must pay the appropriate rate to remain.



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### Article IV - Officers

#### Section 1

The elective officers of the Chapter will be a President, a Vice-President and a Secretary/Treasurer.

#### Section 2

It is desirable for one or more of the Chapter Officers to attend the annual AFIO Symposium Chapter Workshop.

#### Section 3

The duties of the Chapter Officers are:

##### A. President:

1. Responsible for executive administration of the Chapter
2. Exercise supervision of the Chapter and all its activities
3. Preside at business meetings
4. Appoint committees
5. Sign letters or documents necessary to carry out the will of the chapter
6. Represent the Chapter at the annual AFIO Symposium Chapter Workshop or appoint a Chapter representative.

##### B. Vice President:

1. Perform all duties and exercise of all powers of the President when the President is absent or is otherwise unable to act.
2. Perform any other duties that may be prescribed by the Board of Directors.

##### C. Secretary/Treasurer:

1. Prepare minutes that reflect the summary of your meetings and retain them since these minutes are legal documents.
2. Amend the minutes if corrections needed, and note board approval. Initial all corrections, date and sign the line following the last entry to attest to their validity.
3. Bring to each chapter meeting the minutes of the last meeting, a copy of the Chapter and National Bylaws, and the Parliamentary authority adopted by the Chapter [authority is specified in Article XII]
4. Be responsible for all records, reports, and official documents except those assigned to the custody of others
5. Responsible for the collection, safekeeping, and expenditures of all funds.



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### ***Article IV - Officers [continued]***

6. Collects and disburses funds as directed by law, AFIO Bylaws, the Chapter Officers or the Chapter membership.
7. Provide financial reports at each Chapter meeting
8. Maintain a membership roster with full name, and current address. And email or mail a copy of the Chapter Roster report to [afio@afio.com](mailto:afio@afio.com) or **AFIO National Annual Chapter Roster Report, 7700 Leesburg Pike, Suite 324, Falls Church, VA 22043** by January 31st of each year.
9. Assume duties of the President in absence or incapacity of President. (Applies to chapters with only two officers).

### **C. Other Officers:**

#### **Ex-Officio Members of Boards and Committees.**

1. Frequently boards and committees contain some members who are members by virtue of their office, and, therefore, are termed ex-officio members.
2. Act as a member of the various committees.
3. The president is not a member of any committee except by virtue of a special rule, unless he/she is so appointed by the assembly.
4. If the ex-officio member is not under the authority of the society, he/she has all the privileges, including the right to vote, but none of the obligations of membership.

## Article V - Board of Directors

### **Section 1**

The chapter will maintain a board, that is of at least two (2) past-immediate-presidents, plus 1 member at large. Chapter Officers are members of the Board and serve ex officio.

## Article VI - Terms of Office and Elections

### **Section 1**

Annual Elections of Chapter Officers is Mandatory. The date of the election needs to be announced two months in advance. Officers are elected to a one-year term and may be reelected up to a maximum of eight years, in one-year terms. They then must rotate off or move to another position before being considered again for re-election to the original office.



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### ***Article VI – Terms of Office and Elections [continued]***

#### **Section 2**

The President and Vice-President will serve terms from January to December.

#### **Section 3**

An elective office vacancy will be declared by the President, Vice-President or Secretary/treasurer whoever remains in descending order:

1. When an officer is absent for three successive Chapter meetings without good cause and has not justified absences with notification to the President; OR
2. Whenever an elective office vacancy occurs a special election will occur at the next regular scheduled meeting. However, should a vacancy occur after the first half of year (June 30), the president or whoever is fulfilling the position may appoint another member, with the consent of the Board of Directors, to fill the vacancy on an interim basis until the next election and the installation of those officers.

#### **Section 4**

Any Chapter member in good standing may nominate candidates for, and serve as, an elective officer. Officers will be elected by electronic means, such as, in the case of the Chapter, by the free online service it currently uses, known as SurveyMonkey – a service that allows free online questionnaires and surveys.

#### **Section 5**

Any Chapter member in good standing may nominate candidates for, and serve as, an elective officer. Officers will be elected by electronic.

1. Should a slate of candidates be presented for consideration and nominations having been closed, AND if only one individual is in the running for that position, the current officer-in-charge, shall by “acclamation”, declare the individual to be elected.
2. Should there be no candidate for a position, AND nominations have been closed, the position will remain vacant until the new President, Vice-President or Secretary-Treasurer identify a Chapter willing to serve in the vacant position AND with the approval of two-thirds the previous Board of Directors (immediate preceding year), will appoint the Chapter Member in good standing to the vacant position.





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### Article VII - Committees

#### Section 1

The Chapter President shall appoint a Nominating Chair, with the consent of the Board, at least 60 days prior to Chapter Officer elections. The Nominating Chair will accept nominations from any Chapter Member in good standing for offices open for elections. Chapter members in good standing may also volunteer for any office open for elections.

#### *Article VII – Committees [continued]*

#### Section 2

The Nominating Chair will consolidate a list of all Members nominated for office, confirm with the Member that they wish to run and ensure that the complete list is published to the Chapter Members 45 days prior to the election.

#### Section 3

At least 30 days prior to the election, those members nominated will provide the Nominating Chair, a current Resume, specifying their academic and professional background, which makes them suitable for holding a leadership position in the Arizona Chapter. These resumes are subject to verification via open source and public records checks. Falsification of a resume will be grounds to eliminate the Member from the upcoming election.

### Article VIII - Finances

#### Section 1

The Treasurer will be responsible for administering all finances and financial statements as specified in Article IV, Section 2, and Paragraph C.

#### Section 2

Annual chapter dues will be **Thirty Dollars (\$30.00)** and a **fee for their badge**. (All replacement badges will need to be paid for by the member). Chapter student associate membership dues will be \$8.00. Chapter dues for new members joining July through December should be **Fifteen Dollars and Fifty Cents (\$15.00)**. (The chapter can annualize all dues and consider any later payments a donation). [Per AFIO Bylaws, Section II, and Paragraph F: Chapter & National dues are required for a person to be a Chapter member and to participate in local AFIO activities]



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### Section 3

Annual Chapter dues will be payable on or before **January 15<sup>th</sup>**. Dues are considered delinquent if not paid on or before **January 31<sup>st</sup>**.

## Article IX - Meetings

### Section 1

Chapters will conduct a minimum of four meetings each year. And meetings will be consistent with AFIO National educational objectives with a balance between Internal and Outreach Programs.

### Section 2

Regular Chapter meetings will be held on every **second Thursday of the month, from January through to April, and then reconvene from September through to November**. Notification of meeting location and time is the responsibility of the Secretary and is to be sent via electronic means, such as MadMimi, a free online service for electronic dissemination for all newsletters as well as any other communique.

### Section 3

Special committee or emergency meetings may be called by any Chapter Officer or Committee Chair as required to support Chapter operations.

## Article X - Quorum

### Section 1

A quorum is required to conduct business. At the start of the meeting, a headcount will be conducted to verify a quorum based on current National-Chapter members being present. Lapsed members cannot be counted as a quorum.

### Section 2

A business meeting quorum is defined as at least of **fifty percent plus one (50% +1)** of members at identified in Section 1.



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### Article XI - Discipline and Expulsion of Members

#### Section 1

A member faces expulsion, from the Chapter, for a violation of one or more Chapter Codes of Ethics, or if deemed a very serious violation, the facts will be presented to the National AFIO headquarters; upon determination by National's EXCOM, a member can also therefore face expulsion from National AFIO. ***See attached Addendum – Appendix A for details of the Code of Ethics.***

#### Section 2

A Chapter member, who has an alleged charge filed with the Secretary, is entitled to all rights as defined in the Chapter Parliamentary Authority defined in Article XII.

### Article XII - Parliamentary Authority

#### Section 1

Parliamentary Authority will be observed by this association and this chapter.

#### Section 2

The "Standard Code of Parliamentary Procedures", of Robert's Rule of Order, **the Eleventh Addition – 11<sup>th</sup>**, will govern this Chapter in all parliamentary situations that are not provided in the law or in its charter, bylaws, or adopted rules. *See the Addendum – Appendix B for a brief historical description of the Roberts Rule of Order; for a complete reading of the book, the Secretary/Treasurer should have a copy readily available for review.*

#### Section 3

The policies, procedures, rules and bylaws adopted by AFIO National, which are occasionally updated, will determine and supersede those of the local Chapter. When such difference arises, it is required that chapters alter their own bylaws to bring them into compliance with then existing National AFIO bylaws.

#### Section 4

A Chapter member should be designated as their Parliamentarian.

### Article XIII - Assets

#### Section 1

Should dissolution of the **ARIZONA** Chapter occur, the officers will liquidate Chapter assets, and after paying all liabilities and donate the remaining account balance to AFIO National headquarters.



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### Article XIV - Amendments to Bylaws

#### **Section 1**

Amendments to these bylaws may be proposed by any Chapter member. Proposed amendments will be recorded in writing by the Secretary.

#### **Section 2**

The proposed amendment(s) will be presented to and voted on by the Chapter members at a special meeting of Chapter members within 30 days or at the next regular monthly meeting.

#### **Section 3**

Concurrence of a quorum, as defined in Article X, will be required to amend these Chapter Bylaws

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### Signing

These new Bylaws will be signed by all the Chapter Officers.

***Original Signatures on File with Secretary/Treasurer***

**Information should follow the Article on Amendments in the following Sequence.**

Article VIII, Section 2 in bold

#### Amended

Amendments approved: \_\_\_\_\_ Date: 12-12-2019

#### List and sign as shown below

Article (number), name, Section (number) - Action (changed, removed, or added)

S/ William Bereford _____ Signed	PRESIDENT _____ Title	_____ Date
S/ John Heinrich _____ Signed	VICE PRESIDENT _____ Title	_____ Date
S/ Simone Lopes _____ Signed	SECRETARY/ TREASURER _____ Title	_____ Date
S/Kenneth G. Fauth _____ Signed	BOARD MEMBER _____ Title	_____ Date



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### ADDENDUMS

#### APPENDIX A: AFIO OFFICER, DIRECTOR AND MEMBER CODE OF ETHICS

Membership in the Association of Former Intelligence Officers including National and Chapter leadership positions imposes a responsibility to uphold and further the Association's purposes and objectives as set forth in the Association's charter and bylaws and the resolutions and decisions of its Board of Directors. Members at all times should conduct themselves and their professional and business affairs in a manner that reflects credit upon and enhances the reputation of AFIO.

AFIO's Board of Directors vests the President of AFIO with the power to enforce these membership obligations by removing from membership, with concurrence of the Executive Committee [EXCOM], any member who, in the judgment of the EXCOM, gives cause for dismissal. Such causes include, but are not limited to:

1. Any material misrepresentation of service, employment, or credentials in application for membership, during the duration of membership or when serving in any office in the Association or its chapters.
2. Any act intended to disrupt the existence or unity of the Association or its chapters.
3. Any act that violates the Association's charter, such as using one's position in the Association to suggest or promote personal, political, policy, religious, or social agendas. To ensure that members' statements are not misconstrued in public fora that are not sponsored by the Association, whether through introductions or biographic profiles, such statements cannot be accompanied by publications, slides, handouts, etc. which have the logo or insignia of the Association. If affiliation with AFIO is noted or apparent, any handouts, publications, or slides must bear the caveat: *"The opinions expressed in this (letter, blog, event, speech, newsletter, slide, paper, presentation, discussion, etc.) are those of the individual writer/speaker, and do not reflect the position of, or the endorsement by, the Association of Former Intelligence Officers, its members, officers, chapters, or board."*
4. Any act that misrepresents the Association's 501(c)3 non-profit, non-political, educational charter, including any act that brings public disrepute or embarrassment upon the Association, or seeks to undermine the purposes or programs of the Association.
5. Any defamation, vilification, or deceitful act, false accusation, calumny, or slander or libel against the Association, its officers, or its members.
6. Any misrepresentation or use for purposes other than the stated purposes of the Association of the AFIO name, symbols, icons, trademarks, certificates, purposes, activities, membership or member data, of the Association including any act, assertion, or implication of, affiliation with, sponsorship of, or approval by the Association is not permitted.
7. Any act in violation of a fiduciary or other trust exercised on behalf of the Association or its subsidiary chapters.
8. Any felonious violation of U.S. federal, state, or local laws or any prosecutable or indictable act, at the discretion of the Board of Directors, whether or not related to the Association.
9. Any conflict of interest or appearance of conflict of interest with the Association's charter, purposes, neutrality or objectives if not resolved immediately and satisfactorily upon notification and concurrence of the President.
10. Any violation of the ground rules ["background use only" "off the record" "Not for attribution"] set forth on behalf of speakers at AFIO luncheons, seminars, symposia or colloquia.



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*Adopted by AFIO National Board of Directors on 26 August 2009*

### APPENDIX B: SUMMARY OF ROBERTS-RULES OF ORDER

**Please refer to the attached book for any information and guidance. However, below you will find a short description as to the origins of the *Roberts Rules of Order*.**

*Robert's Rules of Order* is the short title of a book, written by [Henry Martyn Robert](#), that is intended to be a guide for conducting [meetings](#) and [making decisions as a group](#).

Originally published in 1876, it has been revised regularly through the years, including two major revisions, by Robert and his successors based on feedback from users. The most recent version is the 11th Edition published in 2011 under the name *Robert's Rules of Order Newly Revised* (abbreviated **RONR**).

This book has details on the types of groups that use it, the ways that decisions could be made, and the various situations in which decisions are made.

Several resources, including an official concise guide and information on the official website, have been released by Robert's successors to help the many different organizations and groups that use the book.

#### History and origins

The first edition of the book, whose full title was *Pocket Manual of Rules of Order for Deliberative Assemblies*, was published in February 1876 by then U.S. Army Major Henry Martyn Robert (1837–1923) with the short title *Robert's Rules of Order* placed on its cover.



Henry M. Robert

The procedures prescribed by the book were loosely modeled after those used in the United States House of Representatives, with such adaptations as Robert saw fit for use in ordinary societies.<sup>[1]</sup> Although he was in the military, the rules in his book were not based on military rules. The author's interest in [parliamentary procedure](#) began in 1863 when he was chosen to preside over a church meeting and, although he accepted the task, he felt that he did not have the necessary knowledge of proper procedure.<sup>[1]</sup>

In his later work as an active member of several organizations, Robert discovered that members from different areas of the country had very different views regarding what the proper parliamentary rules were, and these conflicting views hampered the organizations in their work.<sup>[2]</sup> He eventually became convinced of the need for a new manual on the subject, one which would enable many organizations to adopt the same set of rules.<sup>[1]</sup>

[1&2] Robert 2011, p. xliii & "Historical Vignette 038 - An Army Engineer Brought Order to Church Meetings". U.S. Army Corps of Engineers - Office of History. November 2001. Retrieved 2015-11-25.

[3] "A Short History of Robert's Rules". The Official Robert's Rules of Order Web Site. Retrieved 2015-11-28.