



BYLAWS OF THE Fort Knox Gold Vault Chapter

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ARMED FORCES COMMUNICATIONS AND ELECTRONICS ASSOCIATION

(AFCEA)

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Fort Knox Gold Vault Chapter

ARMED FORCES COMMUNICATIONS AND ELECTRONICS
ASSOCIATION (AFCEA)

ARTICLE I - NAMES AND LOCATIONS

- Section 1: **Chapter Name.** The name of the Chapter shall be the Fort Knox Gold Vault Chapter of the Armed Forces Communications and Electronics Association (AFCEA), hereinafter referred to as "The Chapter."
- Section 2: **Chapter Location.** The Headquarters of the Chapter shall be in or near Fort Knox and the surrounding communities in the State of Kentucky.
- Section 3: **AFCEA International.** AFCEA International is a professional association chartered in Washington, D.C., as a patriotic, educational, nonpolitical and nonprofit organization.

ARTICLE II - OBJECTIVES

- Section 1: **General Objective.** The Chapter shall be an 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.
- Section 2: **Specific Objectives.** The objectives of the Chapter shall support those set forth in the AFCEA International Bylaws. Specifically, the Chapter shall:
- a. Provide a recognized ethical forum that promotes discussion of information technologies and issues among government, industry and academic leaders.
 - b. Provide value and benefits to members and communities of interest.
 - c. Actively engage Government agencies on IT policy matters.
 - d. Grow and maintain our active membership within the IT community.
 - e. Provide professional development
- Section 3: **Non-profitability.** The Chapter is a non-profit organization. No part of the net earnings of the Chapter shall inure to the benefit of, or be distributed to its directors, officers, or members. The Chapter shall not participate in activities prohibited by tax-exempt organizations under federal tax law.
- Section 4: **Certain Activities Precluded.** No part of the net earnings of AFCEA shall inure to the benefit of, or be distributed to, its members, Directors, Officers, or

other private individuals. AFCEA 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, AFCEA 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. AFCEA will not conduct lobbying activities which aim to influence legislation. AFCEA will not participate or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE III - MEMBERSHIP

- Section 1: **General.** Membership in AFCEA shall be open to all persons without discrimination, and to corporations and academic institutions that are willing to subscribe to these Bylaws and are otherwise qualified under the provisions of these Bylaws. Membership shall be granted to individuals who reside in the area served by the Chapter, unless such member desires otherwise. Membership may include individual citizens as well as academic, government and industry organizations of all nations demonstrating democratic intentions, respect for individual liberty, recognition of intellectual property rights, respect for human rights, opposition to international terrorism, and a commitment to regional and international peaceful coexistence.
- Section 2: **Classes of Membership.** The classes of membership of the Chapter shall conform to those outlined in the AFCEA International Bylaws Article III. Each member, in good standing, of the Chapter shall be entitled to vote in the Chapter's elections.
- Section 3: **Membership Dues.** AFCEA International Membership Dues shall conform to the dues as outlined in the AFCEA International By-Laws.

ARTICLE IV - ORGANIZATION AND STRUCTURE

- Section 1: **Organization.** The Chapter governing structure shall be comprised of the Board of Directors, Executive Committee, and Chapter Officers.
- Section 2: **Composition of the Board of Directors.** The Board of Directors shall consist of 9-11 members, which shall include the Chairman of the Board, Vice Chairman of the Board, Chapter President, and Directors-at-Large. All members of the Board of Directors shall be members of AFCEA during their terms of office.
- Section 3: **Composition of the Executive Committee.** The Executive Committee shall consist of the Chairman of the Board, the Vice Chairman of the Board, and Officers of the Chapter.
- Section 4: **Chapter Officers.** The Chapter Officers shall include the President, Executive Vice-President, Secretary, and Treasurer. Other chapter offices may be

established in accordance with these Bylaws. All Chapter Officers shall be members of AFCEA during their terms of office.

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. It is empowered to act on behalf of the membership by these Bylaws. The Board shall determine Chapter policies and changes thereto, and shall fill casual vacancies in its Board membership and those of Chapter Officers. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of powers granted, delegate certain authorities and responsibilities to the Executive Committee. The Board of Directors shall review and revise the Chapter Bylaws annually in preparation for the General Membership and Annual Business Meetings conducted in the 4th quarter of each calendar year.
- Section 2: **Elections and Appointments.** At its annual BOD Business Meeting, the Board shall elect a Chairman of the Board, Vice Chairman of the Board, and Directors-at-Large. The Chairman of the Board and Vice Chairman of the Board shall take office at the end of the annual meeting for a term of two years, or until their successors are elected and qualify. Newly elected Directors must accept their positions within thirty days of the election in order to qualify. Board members, including the Chairman of the Board and Vice Chairman of the Board, shall be elected on individual merits without regard to government or corporate affiliation.
- Section 3: **Meetings of the Board.** The Board of Directors shall meet at least quarterly to transact chapter business and annually to elect board members. Notice of meetings shall be mailed, faxed, delivered, telephoned, or emailed to each board member at least one week prior to the quarterly meeting and at least 30 days prior to the annual meeting. The meeting notice shall include the place, date, hour, and major agenda items that will require board approval.
- Section 4: **Board Quorum.** At any meeting of the Board of Directors, no fewer than one-third of the board members shall constitute a quorum for the transaction of chapter business. Once a quorum is established, members present at a Board meeting may continue to conduct business, notwithstanding the withdrawal of enough members to have a quorum. Any business transacted, unless otherwise specified in these Bylaws, shall be valid, provided it is affirmatively passed upon by a majority present.
- Section 5: **Taking Action without Meeting.** The Board of Directors may act without meeting if all Directors consent to the action in writing, and that written consent is filed with the minutes of the Board Meeting. Such consent shall have the same force and effect as a unanimous vote of the Board of Directors.

Section 6: **Duties of the Chairman of the Board.**

- a. The Chairman of the Board of Directors shall have general supervision over the affairs of the chapter. The Chairman shall preside at the Board of Directors meetings and be an ex-officio member of all Committees and Subcommittees. If the Chairman is unable to attend a Board meeting, the Vice Chairman, or another member designated in writing, shall preside at the meeting.
- b. The Chairman of the Board, taking into consideration the recommendation of the Board and President, may appoint members as Vice President-Operations and Outreach, Vice-President-Programs, Vice-President-Membership, Vice-President-Awards, Vice-President-Scholarships and Education, Vice President-Publicity , and any other Vice President positions established by the Board. The Chairman of the Board may appoint a member to any committee.

Section 7: **Duties of the Vice Chairman of the Board.** The Vice Chairman of the Board of Directors shall assist the Chairman in the performance of his duties including general supervision over the Chapter affairs. In the Chairman's absence, the Vice Chairman shall preside at Board of Directors and Executive Committee meetings. The Vice Chairman shall be an ex-officio member of all Committees and Subcommittees. The Vice Chairman shall also perform other duties as assigned by the Chairman of the Board.

Section 8: **Vacancies and Removal.** The Board shall fill any casual vacancy by nominating and electing a new Director. A Director so elected to fill a vacancy shall serve the unexpired term of the predecessor. The Board of Directors may remove any Director for cause. If a member of the Board fails to attend three successive Board meetings, except in a case in which an absence is approved in advance, for good cause, by the Chairman of the Board, such failure shall be grounds for termination from Board membership. Termination may only be made by the Board President. The term of a Director may be ended by a three-fourths (%) quorum vote of the Board of Directors, overseen by the Chairman of the Board, for justified and validated cause.

ARTICLE VI - EXECUTIVE COMMITTEE

Section 1: **Authority and Responsibility.** The Executive Committee is empowered to act in the place of the Board of Directors between Board meetings on all matters, except those specifically reserved for the Board by these Bylaws. Actions of the Executive Committee shall be reported to the Board by mail, email, or at the next Board meeting. The Executive Committee shall be responsible to the Board of Directors for ensuring the proper management and operation of the Chapter.

Section 2: **Executive Committee Meetings.**

- a. The Executive Committee shall meet at least monthly to transact chapter business. Notice of meetings shall be mailed, faxed, delivered, telephoned, or emailed to each board member at least one week prior to the meeting. The meeting notice shall include the place, date, hour, and major agenda items that will require board approval.
- b. The President shall preside at the Executive Committee meeting. If the President is not available to attend, the Vice President or the President's designated representative shall preside at the meeting.

Section 3: **Executive Committee Quorum.** At any meeting of the Executive Committee, no fewer than one-third of the committee members shall constitute a quorum for the transaction of chapter business. Once a quorum is established, members present at an Executive Committee meeting may continue. To conduct business, notwithstanding the withdrawal of enough members to have a quorum. Any business transacted, unless otherwise specified in these Bylaws, shall be valid, provided it is affirmatively passed upon by a majority present.

Section 4: **Taking Action without Meeting.** The Executive Committee may act without meeting if all Officers consent to the action in writing, and that written consent is filed with the minutes of the Executive Committee Meeting. Such consent shall have the same force and effect as a unanimous vote of the Executive Committee.

ARTICLE VII - CHAPTER OFFICERS

Section 1: **Elected Officers.**

- a. The Elected Chapter Officers shall consist of a President, Executive Vice President, Secretary, and Treasurer. These officers shall be elected at the annual meeting for one-year terms by a plurality vote of the Chapter membership. Upon vacancy, Elected Officers may be appointed to fill unexpired terms by vote of the Board of Directors.
- b. The President and Vice President-Membership will solicit volunteers from current members and select an election subcommittee. The VP-Membership will chair the Elections Subcommittee and will solicit/receive nominations for annual elections; review nominations for AFCEA requirements; and manage the election. Any person nominated must be a member of AFCEA and the Chapter, in good standing. The election will be held at the Annual Chapter Meeting during the 4th Quarter of the calendar year. Upon valid election results, newly elected officers will be notified, shall be installed at the December General Membership Meeting, and shall assume their duties beginning at the next Chapter Executive Committee meeting.

- Section 2: **Appointed Officers.** The Appointed Chapter Officers shall consist of the Vice President-Operations and Community Outreach, Vice President-Programs, Vice President-Publicity, Vice President-Scholarships and Education, Vice President-Membership, Vice President-Awards, Young AFCEAN Advisor, and Photographer. The Chairman of the Board of Directors, upon recommendation of President and other Board Members, shall appoint all non-elected officers.
- Section 3: **Terms of Service and Appointment.** No member may hold more than one office during the Chapter year, which will run from January 1st until December 31st of the succeeding year. No officer, elected or appointed, 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. The Young AFCEAN Advisor shall be a Chapter member who is 40 years of age or younger when appointed.
- Section 4: **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 carry out actions resulting from Board of Directors' decisions. The President shall preside at the meetings of the Chapter and Executive Committee and shall be an ex-officio member of all committees and all sub-committees thereof. The President will be responsible to ensure the Chapter Authorization to Operate (ATO) remains in good standing with the Fort Knox Garrison Commander. The President shall perform such other duties and have such other responsibilities and authorities as may be assigned by the Board of Directors.
- Section 5: **Responsibilities of the Executive Vice President.** This Officer shall have the responsibility of assisting the Chapter President in all facets of the job. This Officer will preside at chapter and Executive Committee Meetings in the absence of the President. In the event that the Chapter President is unable to perform the duties assigned, this Officer will assume leadership of the Chapter. This Officer will serve as a member of the Executive Committee.
- Section 6: **Responsibilities of the Secretary.** The Secretary shall prepare, publish, and maintain minutes of Chapter and Executive Committee meetings. The Secretary shall collect, publish, and maintain minutes of committee meetings prepared and published by those committees. The Secretary will also work with the VP-Membership to 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/business 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 Regional Vice President, AFCEA Director of Chapter Affairs and to interested Chapter members. This Officer will serve as a member of the Executive Committee.
- Section 7: **Responsibilities of the Treasurer.** The Treasurer shall be comptroller of the

finances and accounts of the Chapter under the direction of the President and the Board of Directors, and shall prepare an annual budget and render an annual statement of accounts and such reports as may be called for by the Board of Directors. This Officer will serve as a member of the Executive Committee.

- a. **Annual Report.** The Treasurer shall provide the Board of Directors a year-end written report of the Chapter's activities for the period between 1 January and 31 December of each Chapter year. The report will include a statement of current funds, allocations against budgeted items, variances against budgeted items and planned budget for upcoming year. This report will be provided to BOD for review and approval no later than 15 November of each calendar year. Once approved by the BOD, the report will be provided at the Annual Business Meeting and a summary provided to membership at the Annual General Membership Meeting conducted in the 4th quarter.

Section 8: **Responsibilities of the Vice President-Operations.** This Officer will be responsible for overseeing and planning all chapter meetings and will assist the President in overseeing and accomplishing items within the Chapter Strategic Plan. Key responsibilities include coordinating chapter operations, implementing business processes, managing progress against the Strategic Plan, and driving the overall business strategy in line with the Board's stated vision. This Officer will ensure that all Officers receive and review the AFCEA Chapter Officer handbook and will be responsible for the management and content of the Chapter website as it relates to the Chapter Operations. This Officer will oversee the annual review and improvement of chapter operating procedures and report status of the annual review to the BOD. This Officer will serve as a member of the Executive Committee.

Section 9: **Responsibilities of the Vice President-Programs.** This Officer will be responsible for overseeing and planning of all programs for the Chapter year. This includes selection of speakers and the arrangements and site reservations for each luncheon, Chapter meeting, conference, or symposia. The VP-Programs will be the Committee Chair for designated Program Committees created to support Chapter events. This Officer will serve as a member of the Executive Committee.

Section 10: **Responsibilities of the Vice President-Membership.** This Officer shall be responsible for overseeing the growth and health of Chapter membership and participation of members in Chapter meetings and other Chapter and AFCEA-sponsored events. The VP-Membership shall be responsible for monitoring/reporting membership status for the President, the Board of Directors and the Association. This Officer will serve as Chairman of the Membership Committee. The Membership Committee will manage Chapter elections by receiving nominations, preparing ballots, validating candidates, and compiling election results. This Officer will also be responsible for the

management and content of the Chapter website as it relates to the Chapter Membership. This Officer will serve as a member of the Executive Committee.

Section 11: **Responsibilities of the Vice President-Scholarships and Education.** This Officer shall be responsible for forming and serving as the Chairman of the Scholarship Committee and as such shall be responsible for the general supervision of Chapter Scholarship and Educational funding, represent the Chapter in any scholarship or Educational Grant-oriented partnerships or arrangements with external organizations.

a. **Scholarship and Education Committee.** The Scholarship and Educational Committee shall function to assist the Board of Directors in support and implementation of the Chapter's educational programs and projects. The committee shall prepare Educational Programs Policy and Educational Grant Guidelines for approval by the Board of Directors. These guidelines shall be reviewed and updated annually. The committee shall also recommend educational grant awards and projects to the Board of Directors for approval, and shall keep the Chapter's members and AFCEA International informed of the status of the educational programs. This Officer will also be responsible for the management and content of the Chapter website as it relates to the Chapter Scholarship and Education Programs. This Officer shall serve as a member of the Executive Committee.

b. **Annual Report.** The Scholarship and Educational Committee Chairperson shall provide the Board of Directors a year-end written report of the committee's activities for the period between 1 January and 31 December of each Chapter year. The report will include a statement of accomplishments; educational program allocations, grants, and future commitments; attendance at special events; problems, recommendations and other information of value to subsequent committees. Once approved by the BOD, the report will be provided at the Annual Business Meeting and a summary provided to membership at the Annual General Membership Meeting conducted in the 4th quarter.

Section 12: **Responsibilities of the Vice President-Publicity.** This Officer shall be responsible for publicizing all Chapter meetings and activities and appropriate AFCEA International events, and shall oversee the publication of Chapter News in the local area and to the Association to be included AFCEA publications (SIGNAL On-Line/Magazine and AFCEA website). This Officer will also be responsible for sending notification of meetings to all members. This Officer will also be responsible for the management and content of the Chapter website. This Officer will serve as the Chairman of the Publicity Committee and serve as a member of the Executive Committee.

Section 13: **Responsibilities of the Vice President-Awards.** This Officer shall be

responsible for managing the Chapter awards program. This includes soliciting nominees for Chapter and Association awards, appointing awards selection committees from Chapter board members, forwarding results of selection committees to the Board of Directors, the Regional Vice President for endorsement, and Association headquarters (as appropriate) ensuring that award elements are obtained, and determining and setting up presentation ceremonies. This Officer will also be responsible for the management and content of the Chapter website as it relates to the Chapter Awards Programs. This Officer will serve as a member of the Executive Committee.

Section 14: **Responsibilities of the Vice President-Community Outreach.** This Officer will be responsible for overseeing and planning all chapter meetings and will assist the President in overseeing and accomplishing items within the Chapter Strategic Plan. Key responsibilities include sales and marketing and reaching out to the military, government, and industrial communities in order to drive the overall business strategy in line with the Board's stated vision. This Officer will serve as a member of the Executive Committee.

Section 15: **Responsibilities of the Young AFCEAN Advisor.** The Young AFCEAN Advisor will be responsible for chairing the Chapter's Young AFCEAN program, including any subcommittees, the Young AFCEAN Advisor shall be the Chapter focal point for increasing participation by young AFCEANs in Chapter activities and shall represent the Chapter at the Young AFCEAN Advisory Council. This Officer will also be responsible for the management and content of the Chapter website as it relates to the Chapter Young AFCEAN Programs. This Officer will serve as a member of the Executive Committee.

- a. **Annual Report.** The Young AFCEAN Advisor shall provide the Board of Directors a year-end written report of the committee's activities for the period between 1 January and 31 December of each Chapter year. The report will include a statement of accomplishments; Young AFCEAN program, and future activities; attendance at special events; issues and challenges, recommendations and other information of value to subsequent committees. Once approved by the BOD, the report will be provided at the Annual Business Meeting and a summary provided to membership at the Annual General Membership Meeting conducted in the 4th quarter.

Section 16: **National Council Delegates.** In accordance with Article V, Section 2, of the AFCEA By-Laws, each Chapter is entitled to send 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 designated AFCEA International Convention(s).

Section 17: **Continuity and Assistance.** Each officer is encouraged to provide themselves with assistants drawn from the general membership, who in their absence, can

assure that their respective duties are fulfilled. Assistants will be identified to the VP-Operations.

Section 18: **Vacancies and Removal.** The Board shall fill any casual vacancy by nominating and electing a new Officer. An Officer so elected to fill a vacancy shall serve the unexpired term of the predecessor. The Board of Directors may remove any Officer for cause. If an Officer fails to attend three successive Executive Committee meetings, except in a case in which an absence is approved in advance, for good cause, by the Chairman of the Board or President, such failure shall be grounds for termination from office. Termination may only be made by the Chairman of the Board. The term of an Officer may be ended by a three-fourths (3/4) quorum vote of the Board of Directors, overseen by the Chairman of the Board, for justified and validated cause.

ARTICLE VIII - FINANCE

Section 1: **Fiscal Period.** The fiscal period of the Chapter shall be 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 of Directors or as covered in these By-laws. Expenditures not previously approved by the annual budgeting process of less than one hundred dollars (\$250.00) may be authorized by the President to be subsequently approved by the Board of Directors.

Section 3: **Bonding.** Trust or surety bonds shall be furnished as directed by the Board of Directors to cover Chapter Officers handling monthly cash flow exceeding \$500. The amount of such bonds shall be equal to the normal maximum amount of cash handled, and the cost shall be paid by the Chapter.

Section 4: **Annual Budget and Statement of Accounts.** The Annual Budget and Statement of Accounts prepared by the Treasurer will be reviewed by the Chapter President 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 5: **Audit Committee.** The accounts of the Chapter shall be audited annually by the Audit Committee consisting of two Chapter members in good standing, who are not current officers, as appointed by the Board of Directors.

a. **Annual Report.** The Audit Committee shall provide the Board of Directors a year-end written report of the results of the annual Chapter Internal Audit for activities conducted during the period between 1 January and 31 December of the previous Chapter year. The report will include a statement of accounts; Profit and Loss Worksheet; Variance from Planned Budget and recommendation for process / procedural improvements. Once approved by

the BOD, the report will be provided at the Annual Business Meeting and a summary provided to membership at the Annual General Membership Meeting conducted in the 4th quarter.

ARTICLE IX - CHAPTER MEETINGS

Section 1: **Annual Business Meeting.** The Chapter shall hold an Annual Business Meeting during the 4th Quarter of each calendar year. The purpose of the Annual Meeting shall be the election of Officers of the Chapter, re-validation of the Chapter By-Laws, 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 twenty (20) days prior to the Annual Business 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 (10%) of active members represented shall constitute a quorum for the conduct of business. Once a quorum is established, members present at a Chapter meeting may continue to conduct business, notwithstanding the withdrawal of enough members to have a quorum. Any business transacted shall be valid provided it is affirmatively passed upon by a majority of those present. Chapter members may vote or be otherwise represented by written proxy provided to another Chapter member.

Recommended agenda for the Annual Business Meeting is below:

- Call to order
- Nomination of Officers
- Election of Officers (balloting).
- Reports of Committees
- Treasurer's Report
- Scholarship and Education Committee Report
- Young AFCEAN Report
- Audit Committee Report
- Other Committee Reports
- Unfinished Business
- New Business
- Guest Speaker
- Announcements
- Report Results of Election of Officers.
- Adjournment

Section 2: **Regular Meetings.** Regular meetings of the Chapter shall be held throughout the year, including in conjunction with recurring Chapter luncheons, and the time and place will be designated by the President. These meetings will be devoted to discussions of scientific, industrial, and military issues and such other subjects as approved by the Board of Directors.

Section 3: **Parliamentary Authority.** 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.

ARTICLE X - AMENDMENTS

- Section 1: **Amendment Proposals.** Amendments to these Bylaws 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 twenty (20) percent of Chapter members and submitted by a current member in good standing of the Chapter.
- 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 two-third (2/3) majority vote of the Chapter membership voting at a regular Chapter meeting, shall become effective as specified in the amendment.

ARTICLE XI - DISSOLUTION

- Section 1: **Dissolution.** It is intended that the Chapter be a permanent organization. However, the Chapter may be dissolved by a two-thirds (2/3) vote of all paid 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, then dispose of all remaining assets by transferring them to the International Headquarters of AFCEA.

ARTICLE XII - IN DEMNIFICATION OF OFFICERS AND DIRECTORS

- Section 1: **Indemnification.** All Directors, Officers, volunteers or employees of AFCEA, including Chapter Officers and employees of the Chapter Offices, shall be indemnified by AFCEA. This indemnification applies to expenses actually and necessarily incurred by AFCEA's Directors, Officers, volunteers and employees in connection with the defense of any action, suit, or proceeding in which they are made a party by reason of being or having been such Director, Officer, volunteer or employee. This indemnification will not apply to matters in which they are adjudged in such action, suit, or proceeding to be liable for gross negligence or willful misconduct in the performance of a duty. Such indemnification shall not be deemed exclusive of any other rights to which such Director, Officer, volunteer or employee may be entitled, under any bylaw, agreement, or vote of the Board of Directors.