

**CONSTITUTION OF THE  
ASSOCIATION OF FEDERAL COMMUNICATIONS CONSULTING  
ENGINEERS**

**Revision Adopted by Vote of Members as of October 25, 2024**

---

**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 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 to membership. The Secretary shall notify the membership of new members.

**ARTICLE V – BOARD OF DIRECTORS**

**SECTION 1**

There shall be an elected Board of Directors consisting of nine members. Election of the Board of Directors shall be for a four-year term. Director terms are staggered with three positions commencing July 1, 2022, three commencing July 1, 2023, and three July 1, 2024. 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 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 not later than June 15 to replace Directors whose term will expire on June 30. A ballot shall be mailed or delivered electronically to each Member according to their recorded preference at least twenty-one days before the [May] meeting election. The person or persons with the greatest number of votes, counting both mail ballots and ballots received electronically, shall become members of the Board of Directors commencing on July 1 following the 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 directors and officers shall be promptly given to the membership.

## SECTION 3

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.

## SECTION 4

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 President, Vice-President, Secretary, and Treasurer. The President of the Association shall be a Member and Director and shall be elected by the Directors. The Vice-President, Secretary and Treasurer of the Association shall be Members and Directors and shall be elected by the Directors.

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 meetings of the Association and of the Board of Directors; shall be responsible for the giving of all notices on 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 review by the Board of Directors. The expenses of the Association shall be approved by the Board of Directors and shall be paid by the Treasurer or a designee approved 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

**Professional Ethics and Grievances Committee:** The members of this Committee shall consist of the chairperson appointed by the President with the consent of the Board of Directors, with other members as may be needed appointed by the chairperson. The chairperson shall be a member of the Board of Directors and shall serve for a one-year term.

### SECTION 2

**Rules and Standards Committee:** The members of this Committee shall consist of the chairperson appointed by the President with the consent of the Board of Directors, with

other members as may be needed appointed by the chairperson. The chairperson shall be a member of the Board of Directors and shall serve for a one-year term.

### SECTION 3

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 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.

### 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 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 shall be held not later than June 15 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, mail or electronic 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 mail or electronic 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 twenty-one days before 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 VII. 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 or related curriculum at an accredited university. Scholarships shall be governed by the Articles of Incorporation of the Association of Federal Communications Consulting Engineers Scholarship Fund.