



CHARTER AND BYLAWS OF THE WASHINGTON METROPOLITAN-AREA CHAPTER OF THE ASSOCIATION OF ENTERPRISE ARCHITECTS

Article I: Identity

A. Name. The name of the organization shall be the Washington Metropolitan-area Chapter (Washington Metro Chapter) of the Association of Enterprise Architects (a|EA).

B. Relationship. The Washington Metro Chapter of the Association of Enterprise Architects is a geography-based chapter located within the Pan-American Region, which in turn is part of the Pan-American Region of the a|EA.

C. Purpose. The Washington Metro Chapter of the Association of Enterprise Architects is a professional organization that was established to promote the following purposes:

- To facilitate the exchange of knowledge and results of experience among persons interested or engaged in the field of enterprise architecture;
- To encourage the collection, compilation, and dissemination of information on matters relating to enterprise architecture;
- To encourage the improvement of enterprises and organizations on a global basis; and
- To advance generally the profession, science, and practice of enterprise architecture.

Consistent with those purposes, the a|EA undertakes its professional and educational activities to advance and advocate excellence in enterprise architecture by:

- Upholding and promoting integrity, ethics, and professionalism in enterprise architecture;
- Promoting the equality of opportunity of all persons through enterprise architecture;
- Taking positions on (1) policy issues dealing with professional standards, terminology, and the image of enterprise architecture, and (2) policy issues with implications for the practice of enterprise architecture.

Article II: Membership

Section 1: Membership Eligibility

- A. Any person living or working in the Washington metropolitan-area interested in the purposes of the a|EA shall be eligible for Chapter membership.
- B. Categories of membership and rights and benefits pertaining thereto (including the right to vote or any limitation or denial of same) shall be determined based on the membership and fee structure established from time to time by the International Executive Committee.

Section 2: Rights and Responsibilities of Membership

- A. All individuals holding membership in the a|EA shall have the right to vote for local/national chapter officers and for International Executive Committee of the a|EA, stand for election to office, attend meetings of the a|EA, and may have such other rights and benefits of membership as the International Executive Committee may from time to time determine.
- B. Individuals designated as members under agency-organization memberships shall have the right to vote, stand for election to office, attend meetings of the a|EA, and may have such other rights and benefits of membership as the International Executive Committee may from time to time determine.

Section 3: Subscription and Membership Fees

- A. Each member of the Washington Metro Chapter of the a|EA shall pay an annual fee for subscription to the a|EA's flagship publication, the *Journal of Enterprise Architecture*. This subscription includes annual membership in the a|EA. The international rate for the annual fee is set by the International Executive Committee.
- B. The annual subscription and membership fees will be paid directly to the International a|EA by the members of the local Chapter.
- C. Membership dues will be split between the International Executive Committee and the local Chapter. The split between the two will be established once a year during the annual meeting.
- D. The Treasurer-Secretary of the International Executive Committee will forward the agreed to split of the dues collected each quarter at the end of the quarter (March 30, June 30, September 30, December 31) to the Chapter Treasurer.
- E. The membership year for a member of the a|EA runs for one calendar year from the date of joining.
- F. The financial year for the a|EA runs from January 1 to December 31.

Section 4: Chapter Meetings of the Membership

A. Local Meetings. Meetings of the local Chapter a|EA organization may be called by the officers and members of the Chapter at the time/place of their choosing.

B. Special Meetings: The Chapter President may call special meetings of the Chapter membership.

C. Notice: Written notice stating the place, day, and hour of the meeting of members shall be delivered not less than twenty (20) nor more than sixty (60) days before the date of the meeting.

D. All meetings of the membership shall be open to any member of the a|EA.

Section 5: Quorum of Membership

Twenty percent (20%) of the members entitled to vote shall constitute a quorum for the transaction of business by the Chapter organization. The act of a majority of the membership entitled to vote present at a meeting at which a quorum is present shall be the act of the membership. In the absence of a quorum, any action taken shall be recommendatory only, but may become valid action if subsequently confirmed by a majority vote, in conformity with the quorum requirements and by a ballot of the membership entitled to vote.

Section 6: Termination or Denial of Membership.

Membership shall terminate automatically without the necessity of any action by the Chapter Executive Committee whenever any member fails to pay dues when said dues are due and payable or when in its sole and absolute discretion the International Executive Committee determines that any member appears to have acted in violation of the a|EA's Code of Ethics as published from time to time.

Article III: Chapter Executive Committee

Section 1: General Powers

A. The Executive Committee of the Washington Metro Chapter shall have and shall exercise the necessary responsibilities on behalf of the Chapter as delegated by the International Charter & Bylaws.

Under the leadership of the President, the Executive Committee shall consider and decide on matters affecting the Chapter as needed. The decisions of the Executive Committee shall be on the basis of majority vote.

The Executive Committee shall have the power to appoint whatever other necessary officials and committees needed for the good operation of the Washington Metro-area Chapter and shall also have the power to assign duties, modify duties, and terminate duties and appointments as needed.

B. Executive Committee Meetings: Meetings of the Executive Committee shall be held upon written or printed notice made not less than ten (10) days before the date of the meeting. Meetings shall be at the call of the President or of any three members of the Executive Committee. Meetings of the Chapter Executive Committee shall normally be open to any member of the a|EA, except for meetings of the Nominating Committee. Any one (1) or more of the members of the Chapter Executive Committee or of any committee may participate in any meeting of the Executive Committee or any committee by means of a conference telephone call or by any other communications equipment by means of which all persons participating in the meeting can communicate with each another. Chapter Executive Committee members participating by means of telecommunications media shall be deemed to have been present in person at such meeting. Any action required or permitted to be taken at any meeting of the Executive Committee or any committee may be taken without a meeting if a unanimous written consent to such action is signed by all members of the Chapter Executive Committee or the committee, as the case may be, and such written consent is filed with the minutes of its proceedings. Each member of the Chapter Executive Committee or committee may sign a separate copy of the unanimous written consent document.

Section 2: Composition and Term of Office

A. The Chapter Executive Committee shall consist of seven (7) voting members. The Executive Committee's members shall consist of the President, the Vice President/Secretary, the Treasurer, Membership Chairperson, and three members-at-large.

B. The members of the Chapter Executive Committee shall serve a one-year term.

C. There shall be The President who is the Chairperson of the Chapter Executive Committee and the executive for the administration of Chapter, subject to the direction of the Executive Committee.

D. The Vice President/Secretary shall be responsible for keeping the records of the Chapter. The Vice President/Secretary shall also be responsible for keeping records of the meetings and actions of the Executive Committee and make such records available to the membership. If necessary, the Vice President/Secretary may act as the President of the Chapter if the President is unable to perform that office.

E. The Treasurer has charge and custody of all of the funds of the Chapter, as directed by the Executive Committee. The Treasurer shall establish and follow good accounting and expenditure controls and shall make full disclosure of all financial dealings of the Washington Metro Chapter of the a|EA.

F. No person shall serve in a specific office for more than two consecutive one-year terms. This provision shall not prevent such a person from being elected to serve in another office or in serving in that same office after it has been held for at least one term by another person.

G. If an officer resigns or becomes unable to serve, the Election Committee, after conferring with the remaining members of the Executive Committee, shall select a replacement to serve until the time of the next regular election of officers.

H. No officer of the Chapter shall receive compensation for that service; however, officers may receive reimbursement for expenses incurred in the performance of their duties.

I. The President, the Vice President, and the Treasurer shall appoint the Membership Chairman of the Chapter, who shall be responsible for the handling of matters dealing with membership.

J. No officer or appointed official shall be personally liable for the debts, liabilities, or other obligations of the Washington Metro Chapter of the a|EA.

Section 3: Nominations and Elections

A. Chapter members in good standing will be invited to submit recommendations to the Election Committee for consideration as Executive Committee members.

B. To be eligible for nomination to the Chapter Executive Committee, a person shall be a member of the a|EA and must have been a member for at least one (1) year immediately prior to his/her nomination. In addition, a candidate shall have his/her residence or principal place of employment in the electoral district from which he/she is nominated and is to stand for election and shall be a member of a Chapter within that electoral district.

C. The first year of a|EA operations will encompass the initial nomination period, and in that there are no members of the a|EA who can meet the provision of Section 4B (have held membership for one year), Dr. Scott A. Bernard (the Founder of the a|EA) will organize the first Election Committee that will work with Dr. Bernard to select the initial

members of the Chapter Executive Committee, who will then serve a one (1) year term and subsequently be subject to the nomination and election provisions of Section 4.

D. Chapter Executive Committee candidates may be recommended from any source. If insufficient recommendations are received by the deadline, current Chapter Executive Committee members will be asked to provide one (1) name each.

E. Names of consenting members may also be placed in nomination by petitions signed by at least ten (10) members of the Chapter and presented to the Election Committee not later than forty-five (45) calendar days following the official announcement of the Election Committee slate.

F. In the event that a person is elected to the Chapter Executive Committee but declines to take his or her seat, the Election Committee shall declare the candidate receiving the next highest number of ballots to be the winner. Should there be no other candidate for the office, the matter shall be treated in the fashion of a resignation, and the President shall appoint a person to the seat until the next regularly scheduled election.

G. In the event of a contested election, the Chapter Executive Committee in its sole and absolute discretion shall have final authority to declare the results of the election.

H. The Election Committee shall provide each member, not less than sixty (60) calendar days prior to the annual meeting of the Chapter membership, a ballot including the candidates for Executive Committee together with biographical information on each candidate. The members must return ballots to the Chapter Election Committee no later than the deadline stated on the ballot.

I. Space shall be provided on the ballot for writing in the names of additional candidates.

J. The nominee receiving the highest number of votes for each office shall be elected. In the event of a tie vote, the winner will be determined by drawing of lots or flip of the coin by the current President at a Chapter Executive Committee meeting.

K. The President shall announce the results of the elections at the annual meeting of the Chapter membership.

L. The newly elected Chapter Executive Committee members shall assume office at the closing of the annual meeting of the membership.

Section 4: Vacancies

The Chapter President shall fill by appointment until the next regularly scheduled election any vacancy in the Chapter Executive Committee. If an Executive Committee member moves from the Chapter in which he or she was elected, the office will be declared vacant by the Election Committee and filled by Presidential appointment until the next regularly scheduled election.

Section 5: Executive Committee Quorum

A majority of its voting members shall constitute a quorum for the Chapter Executive Committee. The act of a majority of the Executive Committee members entitled to vote present at a meeting at which a quorum is present shall be the act of the Executive Committee except where a greater majority is required by the bylaws.

Section 6: Committees

A. Establishment: There shall be two (2) types of committees: standing and ad hoc.

1. Standing committees shall be established through the bylaws and are deemed to be permanent, subject only to subsequent amendments to the bylaws. There is one (1) Chapter standing committee: the Election Committee.

2. Ad hoc committees may be established by the Chapter Executive Committee or by the President. Ad hoc committees established by the Executive Committee are considered to be ongoing until disestablishment by the Executive Committee. Committees established by the President expire with the term of the President. In establishing committees that will require substantial a|EA resources, the Executive Committee shall seek the advice of the appropriate body regarding their consistency with and contributions toward the a|EA's goals and purposes and with the International Finance Committee on the availability of staff and other financial resources to support the proposed committees.

B. Appointment of Members: The President shall appoint the chairperson and members of each committee to serve during the President's term of office. Each committee shall have no more than two (2) Chapter Executive Committee members; provided, however, that the Election Committee must be composed entirely of persons who are not Chapter Executive Committee members. All committee members shall serve at the pleasure of the Executive Committee.

C. Disestablishment of Committees: Standing committees may be disestablished only by a vote of the Chapter Executive Committee according to the procedure for amendments to the bylaws. Ad hoc committees may only be disestablished by the Chapter Executive Committee except for committees established by the President. The President may disestablish a committee he/she established. All ad hoc committees shall be reviewed periodically as to their performance and may be disestablished under procedures established by the Executive Committee when the committees no longer meet their intended purpose or have completed their assignment.

Section 7: Election Committee

A. The Election Committee shall consist of the seven (7) Chapter members able and willing to serve thereon. The President shall appoint one (1), the Vice President shall appoint one (1), and the Treasurer shall appoint one (1). The Membership Chairperson is automatically a member of the Election Committee. An announcement of the appointment of the Committee shall be made promptly through the a|EA's Internet website.

B. The Election Committee shall be appointed not more than sixty (60) days after each annual meeting of the membership.

C. The Election Committee is encouraged to nominate a minimum of two (2) candidates for each elected office.

D. The Election Committee shall present a slate of candidates which is representative of the various groups within the Chapter a|EA. The Election Committee will give strong consideration to a person's contributions to the a|EA and enterprise architecture.

ARTICLE IV: MISCELLANEOUS PROVISIONS

Section 1: Waiver of Notices

Whenever any notice whatever is required to be given under the articles of incorporation, these bylaws, or by law, a waiver thereof in writing signed by the persons or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute a waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

Section 2: Fiscal Year

Subject to approval of the Internal Revenue Service, the fiscal year of the a|EA shall begin January 1 and end December 31.

Section 3: Independent Auditor

The Chapter Executive Committee shall employ an independent auditor to conduct an annual financial audit of the Washington Metro Chapter of the a|EA's accounts.

Section 4: Fidelity Bonds

The President and such other officers and staff as the Chapter Executive Committee may designate may be bonded by fidelity bonds in an amount set by the International Executive Committee and paid by the a|EA.

Section 5: Designated Fund Reserve

- A. There may be a designated fund reserve established for the purposes of assuring that the Chapter is in a position to address financial emergencies.
- B. Proposed expenditures from the fund shall be primarily for non-recurring expenses and must be reviewed by the Executive Committee.
- C. Funds may be expended from the fund following an affirmative vote at two (2) consecutive Chapter Executive Committee meetings.

ARTICLE V: AMENDMENTS

Section 1: Executive Committee Approval Vote

These bylaws may be amended by obtaining sixty percent (60%) of the votes of the Chapter Executive Committee members present at a meeting of the Chapter Executive Committee, provided, however, that a quorum is present.

Section 2: Membership Approval Vote

Upon approval by the Chapter Executive Committee, the proposed amendments must be presented to the membership for approval. The vote on amendments shall be taken in accordance with Article III, Section 3.

Section 3: Publication

The exact language of any bylaw amendment adopted by the Chapter membership will be published on the a|EA Internet website within sixty (60) days of adoption by the membership.

Section 4: Comprehensive Reviews

At least once every three (3) years beginning in 2007, the President shall direct a comprehensive review of the bylaws and recommend any desired changes. This section shall in no way prevent the Chapter Executive Committee for reviewing and/or amending the bylaws at other intervals in the discretion of the Chapter Executive Committee.

